

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Monica R. Borne
EllenAnn G. Sands

December 15, 1999

Via Overnight Delivery

Ms. Brenda Hawkins
Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, FL 32399-0850

DEPOSIT DATE
D219 DEC 16 1999

RE: **W2COM International, LLC**

991932-75

Dear Ms. Hawkins:

Enclosed please find an original and six (6) copies of Application Form for authority to provide interexchange telecommunications service within the State of Florida, submitted on behalf of W2COM International, LLC. The requisite \$250.00 filing fee is also enclosed.

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

Thank you for your assistance. Please call with any questions.

Sincerely,



Monica R. Borne

Enclosure
cc: David Kanstoroom, W2COM

MAIL ROOM

99 DEC 16 PM 2:15

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION

DOCUMENT NUMBER-DATE

15369 DEC 16 99

FPSO-RECORDS/REPORTING

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Monica R. Borne
EllenAnn G. Sands

December 15, 1999

Via Overnight Delivery

Ms. Brenda Hawkins
Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, FL 32399-0850

DEPOSIT DATE
D219 DEC 16 1999

RE: **W2COM International, LLC**

991932-TI

Dear Ms. Hawkins:

Enclosed please find an original and six (6) copies of Application Form for authority to provide interexchange telecommunications service within the State of Florida, submitted on behalf of W2COM International, LLC. The requisite \$250.00 filing fee is also enclosed.

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

Thank you for your assistance. Please call with any questions.

ORIGINAL DOCUMENT HAS A COLORED BACKGROUND PRINTED ON CHEMICAL REACTIVE PAPER & HAS A MICROPRINTED BORDER



W²COM LLC.
3500 PARK CENTER DRIVE
DAYTON, OH 45414

NATIONAL CITY BANK
ASHLAND, OHIO
56-389/412

0007522

NO.

7522

***** TWO HUNDRED FIFTY DOLLARS AND NO CENTS

DATE

AMOUNT

12/07/99

*****250.00

PAY TO THE ORDER OF FLORIDA PSC

REDACTED
DOCUMENT NUMBER-DATE

15369 DEC 16 99

[Signature]
TWO SIGNATURES REQUIRED FOR AMOUNT OVER \$2500.00

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW - BLEED THROUGH ARABIC & MICR NUMBERING

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM

for

AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251

1. Select what type of business your company will be conducting (check all that apply):

- Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. This is an application for (check one):
- Original Authority** (New company).
 - Approval of Transfer** (To another certificated company).
 - Approval of Assignment of existing certificate** (To an uncertificated company).
 - Approval for transfer of control** (To another certificated company).
3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:
W2COM International, LLC
4. Name under which the applicant will do business (fictitious name, etc.):
Same as 3 above.
5. National address (including street name & number, post office box, city, state and zip code).
**3500 Park Center Drive
Dayton, Ohio 45414**
6. Florida address (including street name & number, post office box, city, state and zip code):
None.
7. Structure of organization;
- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited partnership |
| <input checked="" type="checkbox"/> Other, <u>foreign limited liability company</u> | |
8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.
- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS) , if applicable.
 - (b) Indicate if the individual or any of the partners have previously been:

- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.
- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida. **Exhibit A.**
Corporate charter number: M99000001758.
- (b) Name and address of the company's Florida registered agent.
NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, FL 32301
- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: _____

- (d) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:
 - (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. **No.**
 - (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not. **No.**

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):
- (a) The application;
 - Monica R. Borne, Attorney**
 - 3500 N. Causeway Blvd., Suite 1442**
 - Metairie, LA 70002**
 - Ph. (504) 832-1984; Fx. (504) 831-0892**
 - (b) Official point of contact for the ongoing operations of the company;
 - Mitchell Jones, Manager/Member**
 - 3500 Park Center Drive**
 - Dayton, Ohio 45414**
 - Ph. (937) 415-1100; Fx. (937) 890-2256**
 - (c) Tariff;
 - Monica R. Borne, Attorney**
 - 3500 N. Causeway Blvd., Suite 1442**
 - Metairie, LA 70002**
 - Ph. (504) 832-1984; Fx. (504) 831-0892**
 - (d) Complaints/Inquiries from customers;
 - Mitchell Jones, Manager/Member**
 - 3500 Park Center Drive**
 - Dayton, Ohio 45414**
 - Ph. (937) 415-1100; Fx. (937) 890-2256**
11. List the states in which the applicant:
- (a) Has operated as an interexchange carrier.
 - See Exhibit B.**
 - (b) Has applications pending to be certificated as an interexchange carrier.
 - See Exhibit B.**
 - (c) Is certificated to operate as an interexchange carrier.
 - See Exhibit B.**
 - (d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.
 - None.**
 - (e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.
 - None.**
 - (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
 - None.**

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

12. What services will the applicant offer to other certificated telephone companies: **None.**
- () Facilities. () Operators.
 () Billing and Collection. () Sales.
 () Maintenance.
 () Other: _____
13. Do you have a marketing program?
Yes.
14. Will your marketing program:
- (✓) Pay commissions?
 () Offer sales franchises?
 () Offer multi-level sales incentives?
 () Offer other sales incentives?
15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).
Commissions are paid based on volume of sales.
16. Who will receive the bills for your service (Check all that apply)?
- (✓) Residential customers. (✓) Business customers.
 () PATS providers. () PATS station end-users.
 () Hotels & motels. () Hotel & motel guests.
 () Universities. () Univ. dormitory residents.
 () Other: (specify) _____
17. Please provide the following (if applicable):
- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?
Yes.
- (b) Name and address of the firm who will bill for your service.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability. **Exhibit C.**

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet
2. income statement
3. statement of retained earnings.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability. **Exhibit D.**

C. Technical capability. **Exhibit E.**

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed). **Exhibit F.**

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FOD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

- MTS for pay telephone service providers
- Block-of-time calling plan (Reach out Florida, Ring America, etc.).
- 800 service (Toll free)
- WATS type service (Bulk or volume discount)
 - Method of access is via dedicated facilities
 - Method of access is via switched facilities
- Private Line services (Channel services) (For ex. 1.544 mbs., DS-3, etc.)
- Travel service
 - Method of access is 950
 - Method of access is 800
- 900 service
- Operator services
 - Available to presubscribed customers
 - Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals.
 - Available to inmates

Services included are:

- Station assistance
- Person to Person assistance
- Directory assistance
- Operator verify and interrupt
- Conference Calling

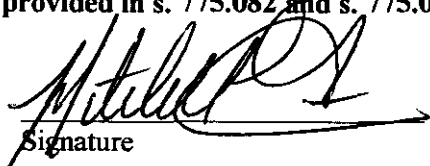
21. What does the end user dial for each at the interexchange carrier services that were checked in services included (above)
22. Other:

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:


Signature

11-16-99
Date

Mitchell Jones

Manager/Member
Title

(937) 415-1100
Telephone No.

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

I, (TYPE NAME) _____,
(TITLE) _____, of (NAME or COMPANY)
_____, and current
holder of certificate number _____, have reviewed
this application and join in the petitioner's request for a
transfer of the above-mention certificate.

UTILITY OFFICIAL::

Signature

Date

Title

Telephone No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- () The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application. }

UTILITY OFFICIAL::


Signature

11-16-99
Date

Mitchell Jones

Manager/Member
Title

(937) 415-1100
Telephone No.

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

The Company will utilize the services of only Commission certificated underlying carriers which are in compliance with all EAEA requirements contained in Rule 25.24.471(4)(a).

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not () previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

- a) What services have been provided and when did these services begin?
- b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL::


Signature

11-16-99.
Date

Mitchell Jones

Manager/Member
Title

(937) 415-1100
Telephone No.

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES
AND
EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

All service areas statewide.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGES ****

<u>Extended Service</u> <u>Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachuar Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.

OCALA: Belleview, Citra, Dunnellon,
Forest Lady Lake (B21),
McIntosh, Oklawaha,
Orange Springs, Salt Springs and
Silver Springs Shores.

DAYTONA BEACH: New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER: St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG: Clearwater.

LAKELAND: Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO: Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere,
Winter Garden,
Winter Park, Montverde, Reedy
Creek, and Oviedo-Winter
Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista,
Orlando, Oviedo, Sanford, Windermere,
Winter Garden, Oviedo-Winter Springs
Reedy Creek, Geneva and Montverde.

TITUSVILLE: Cocoa and Cocoa Beach.

COCOA: Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE: Cocoa, cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA: Bradenton, Myakka and Venice.

FT. MYERS: Cape Coral, Ft. Myers Beach, North Cape Coral, North Ft. Myers, Pine Island, Lehigh Acres and Sanibel-Captiva Islands.

NAPLES: Marco Island and North Naples.

WEST PALM BEACH: Boynton Beach and Jupiter.

POMPANO BEACH: Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale.

FT. LAUDERDALE: Coral Springs, Deerfield Beach, Hollywood and Pompano Beach.

HOLLYWOOD: Ft. Lauderdale and North Dade.

NORTH DADE: Hollywood, Miami and Perrine.

MIAMI: Homestead, North Dade and Perrine.

**** APPENDIX E ****

**** GLOSSARY ****

ACCESS CODE: The term denotes a uniform five or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

BYPASS: Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXCs only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

FORM PSC/CMU 31 (11195)

Required by Commission Rule Nos. 25-24.471, 25-24.4EE' and 25- 24.480(2).

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

- Feature Group A:** Line side connections presently serving specialized common carriers.
- Feature Group B:** Trunk side connections without equal digit or code dialing.
- Feature Group C:** Trunk side connections presently serving AT&T-C.
- Feature Group D:** Equal trunk access with subscription.

INTEREXCHANGE COMPANY: Means any telephone company as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

ATTACHMENTS:

A - CERTIFICATE TRANSFER STATEMENT

B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

C - INTRASTATE NETWORK

D - FLORIDA TELEPHONE EXCHANGES and EAS ROUTES

E - GLOSSARY

EXHIBIT A

CERTIFICATE OF AUTHORITY



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 1999

NOWALSKY, BRONSTON & GOTHARD, PLLC
3500 NORTH CAUSEWAY BLVD., SUITE 1442
METAIRIE, LA 70002

Qualification documents for W2COM INTERNATIONAL, LLC were filed on November 5, 1999, and assigned document number M99000001758. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Tammi Cline
Document Specialist
Division of Corporations

Letter Number: 199A00054116

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. W²COM International, LLC
(Name of foreign limited liability company)

2. Ohio 3. 31-1664906
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 18, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3500 Park Center Drive
Dayton, Ohio 45414
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Mitchell Jones, 3500 Park Center Dr., Dayton, Ohio 45414

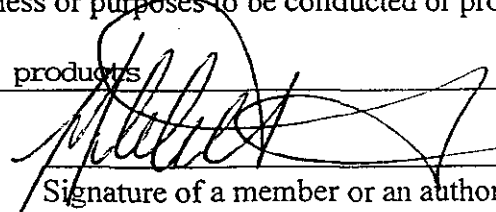
Don Hoendorf, 3500 Park Center Dr., Dayton, Ohio 45414

Gerry Sowa, 3500 Park Center Dr., Dayton, Ohio 45414

FILED
NOV -5 PM 5:07
SECRETARY OF STATE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: the sale of telecommunications services and products


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mitchell Jones
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

W²COM International, LLC

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

526 E. Park Avenue

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

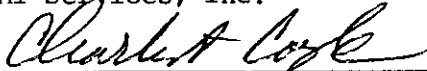
FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

NRAI Services, Inc.



(Signature)

Charles A. Coyle - Asst. Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Attached are the instructions to register a foreign limited liability company to transact business in Florida. The requirements are as follows:

- Pursuant to s.608.503(1), Florida Statutes, the attached application must be completed in its entirety.
- The foreign limited liability company must submit an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.
- The fees to register are as follows:
 - \$ 100.00 Filing Fee for Application
 - \$ 25.00 Designation of Registered Agent
 - \$ 30.00 Certified Copy (optional)
 - \$ 5.00 Certificate of Status (optional)
- A letter of acknowledgment will be issued free of charge upon registration. Please submit one check made payable to the Florida Department of State for the total amount of the filing fee and any optional certificate or copy.
- A transmittal letter should be submitted along with the application, certificate, and check. The mailing address and courier address are noted below.

Any further inquiries concerning this matter should be directed to the Registration Section by calling (850) 487-6051.

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show W2COM INTERNATIONAL, LLC, an Ohio Limited Liability Company, Registration No. 1093548, registered to transact business in Ohio on August 18, 1999, and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.



*WITNESS my hand and official seal
at Columbus, Ohio on
September 27, 1999*

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

EXHIBIT B

The Company is currently certified or registered, as applicable, and operating in Idaho, Iowa, New Jersey, Texas, Utah and Virginia.

The Company currently has applications pending in Arkansas, Colorado, Delaware, Georgia, Illinois, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Missouri, North Carolina, Nebraska, New Hampshire, New York, Nevada, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina and West Virginia. The Company is in the process of obtaining certification in all remaining states.

EXHIBIT C

FINANCIAL DOCUMENTATION

The Company does not have audited financial statements. In support of its financial capability to provide the requested services, the Company has provided its initial financial statements.

In additional support of the Company's ability to provide the proposed services on a continuous basis, while meeting all lease obligations, the Company has attached a Statement of Financial Capability and supporting financial documentation.

**W2COM INTERNATIONAL
OPENING
BALANCE SHEET**

Cash	\$ 100,000.00
Accounts Receivable, net	-
Inventory	-
Vendor Deposits and other	-
Equipment and Leasehold Improvements	-
Other Assets	-
Total Assets	<u>\$ 100,000</u>
Accounts Payable	\$ -
Accruals	-
Equity	<u>100,000</u>
Total Liabilities and Equity	<u>\$ 100,000</u>

W2COM INTERNATIONAL 1999 YTD FINANCIAL RESULTS

	<u>Actual</u>
Network Services Commissions	-
Total Revenues	-
Allocation for IVC Install and Service	-
Total Cost of Sales	-
Total Margins	-
Salaries and Related Expenses	-
Allocation for IVC Install and Service	-
Emp. Agency & Recruiting Fees	-
Rent	-
Travel and Entertainment	-
Marketing and Advertising	-
Telephone	-
Employee Benefits	-
Professional Fees	-
Depreciation	-
Other	-
Total SG&A	-
Earnings Before Interest & Taxes	-
Interest Expense	-
Loss on Disposal of Fixed Assets	-
Interest Income	-
Total Loss	<u><u>\$ -</u></u>

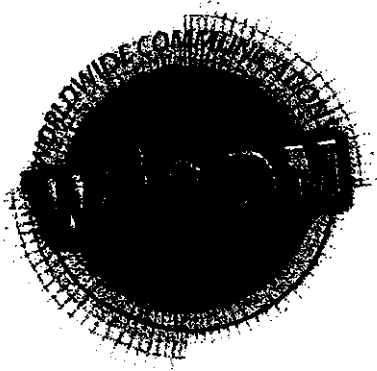
STATEMENT OF FINANCIAL CAPABILITY

The Company is financially capable to provide the requested service in the geographic areas proposed and will be able to maintain such services and meet any and all lease or ownership obligations as evidenced by its financial statements submitted with this Application. In addition, should additional funding become necessary, the Company would have access to additional capital as set forth in the supporting documentation attached.



Mitchell Jones, Manager/Member
President & CEO
W2COM International, LLC

Dated: 11-16, 1999.



December 15, 1999

Ms. Monica Borne
Nowalsky, Bronston & Gothard
3500 North Causeway Blvd.
Suite 1442
Metairie, LA 70002

Dear Ms. Borne:

W2COM, LLC. has a two million dollar (\$2,000,000) revolving credit facility with National City Bank. National City Bank Corporate Banking is located at 6 North Main Street, Dayton, Ohio 45412-2200. Our contact person is Beth A. Newton and she can be reached at (937) 226-8569.

Sincerely,

Donald R. Hoendorf
Chief Financial Officer

Cincinnati

Cleveland

Columbus

Dayton

Chicago

Indianapolis

Detroit

Grand Rapids

St. Louis

Dallas

3500 Park Center Drive
Dayton, Ohio 45414

tel (937) 415-1100

fax (937) 890-2260

www.w2com.com

EXHIBIT D

MANAGEMENT PROFILES

EXECUTIVE BIO

Name: Mitchell E. Jones
Title: Chairman, President & CEO
Age: 38

Business experience with the Company and previous employers:

- ◆ Founded Space Asset Management Inc. - 1988
- ◆ In 1993, Mitchell was named the Entrepreneur of the Year for southwest Ohio, and his businesses have appeared on the Inc. 500 list of top companies from 1993 - 1995.
- ◆ Speaks at local business functions and colleges on Entrepreneurship
- Founded W2COM, LLC - 1995

Education and special skills or qualifications:

- ◆ B.S. Degree in Aeronautical Engineering - Embry-Riddle

EXECUTIVE BIO

Name: David A. Kanstoroom
Title: Director of Operations, Network Services
Age: 35

Business experience with the Company and previous employers:

- David Kanstoroom was brought to W2COM to establish and build the Network Services division. He will have overall responsibility for strategic planning, marketing strategies, staffing and contract negotiations. He will also oversee the regulatory and compliance process for W2COM to become certified as a nationwide telecommunications provider.
- Mr. Kanstoroom has more than 8 years of senior management experience in high-growth segments of the telecommunications industry. He was founder of Intelicom and Served as Chairman of the Board and Chief Executive Officer from 1992-1999. He was responsible for developing the sales and marketing structure that enabled Intelicom to be cash flow positive from inception until its sale in April of 1999. Mr. Kanstoroom's prior management experience includes a high level of expertise in contract negotiations, sales and marketing strategies and overall strategic planning. He also has exceptional in-depth experience crafting results oriented telecommunications strategies and plans, implementing cost-effective business processes, and in working with investment bankers

Education and special skills or qualifications:

- ♦ David received his BS Degree in Business Administration and Computer Science and attended the MBA program at the University of Florida.

EXECUTIVE BIO

Name: Doug Burnside
Title: Director of Operations - Network Services
Age: 31

Business experience with the Company and previous employers:

- ◆ Doug has been with W2Com since August of 1999 as Director of Network Services. As Director of Operations for Network Services, Doug has responsibility for strategic planning, pricing, vendor relations, billing, service provisioning, customer & order tracking, staffing, customer relations, margin analysis and customer credit procedures. He is also involved in the e-business strategies and implementation process. During the start-up period, Doug will oversee vendor contracts and establish the processes and procedures that will be the stepping-stones for W2COM to become a world-class telecommunications provider.
- ◆ Doug has over 9 years of senior management experience with facility based telecommunication carriers. He managed both switched service operations and wholesale customer support for WilTel during a period of tremendous revenue growth (8% per month). Upon his departure from WilTel, the Wholesale base he supported billed in excess of \$500,000,000 annually. He then worked for Advantis (IBM Global Networks) and helped build a long distance (5) NorTel DMS250 switch network. As the network rolled out, he coordinated the conversion of many large company's (Sears, Allstate, Dean Witter) switched services to the Advantis network.
- ◆ Most recently, Mr. Burnside worked for LCI/Qwest communications again in a dual role of operations and customer support. Within 1 year at LCI, he modified business processes within the provisioning organization that resulted in an estimated \$12million of additional revenue, a cost savings of over \$2 million, and as a by-product greatly improved customer satisfaction. Mr. Burnside was instrumental in the success of both the network and billing integrations when Qwest acquired LCI. Also during his tenure with Qwest, Doug was responsible for the wholesale (switchless reseller) base that was billing over \$10 million per month with significant growth (averaging 2.5 new VARs per week) at the time of his departure to W2Com. Doug also provided the system requirements for Qwest's "Remote Control", which is a web based application for VARs to submit, review & re-work switched service requests as well as pick up and process call detail records. Upon its completion, Remote Control provided the Qwest Wholesale organization a competitive advantage over other carriers. Mr. Burnside has managed small groups (6) and large groups (65) of people with various management personal reporting to him.

Education and special skills or qualifications:

- ◆ Bachelors degree in Business Administration, Major - Finance, Double Minors in Management and Business Administration from Western Michigan University. Also attended Illinois Institute of Technology in Electrical Engineering.

EXECUTIVE BIO

Name: Donald R. Hoendorf
Title: CFO
Age: 45

Business experience with the Company and previous employers:

- See attached Resume

Education and special skills or qualifications:

- ◆ B.S. in Accountancy from Wright State University - 1982

Name: Donald R. Hoendorf
Title: Chief Financial Officer
Age: 45, 7/11/54
Responsibilities: See attached job description
Education: B.S. in Accountancy from Wright State University – 1982

Business Experience:

W2COM

January, 1998 - Present

Started working with Mitch Jones and Bill Matthews in a consulting role in January, 1998. I assisted in putting together the business plan that was presented to CYMI to determine their level of investment interest. After CYMI made the decision to partner with Mitch, I was offered the CFO/COO position. I worked in a consulting role (still working fulltime at NCO) until I started fulltime with W2COM on April 20, 1998.

I have been responsible for all Finance and Operations and very involved in the hiring of most of our Key Managers (Schulte, McArthur, Kohr, etc.). I have also been responsible for all vendor agreements and strategic relationships including the Ameritech Reseller Agreement and vendor agreements with PictureTel, Polycom, Accord, Sony, Pioneer, AMX, etc.

In the Finance area, I hired Brian Kohr as our first Controller in October, 1998. Brian assumed responsibility for accounting, purchasing, inventory control and warehousing (including shipping and receiving). Brian currently has three accountants, one purchasing agent and two warehouse personnel. Key accomplishments in this area is developing inventory control procedures and our accurate and timely financial reporting.

In the Human Resource area, we have been using an outside consultant for assistance in recruiting, employee relation issues, policy development, job description development, salary structure development, etc. and I hired a part-time, experienced HR person to handle the day-to-day activities such as offer letters, benefit administration, etc. We have been evaluating the need for a fulltime person to replace the consultant but have not made a final decision. Key accomplishments in this area has been developing new hire process and developir g a comprehensive benefit package.

Until September of this year, I also had responsibility for Operations, this included Project Management and Field Engineering. During this time, we have increased our Project Management staff from one to five and our Field Engineering staff from two to eight. In September, 1999 our Senior

Management Team made the decision that we needed to hire a senior level person to take responsibility of this area. Andy Flick is now responsible for these two areas. Key accomplishment in this area is the development of Field Engineering Installation Packet.

In July, 1999 I assumed responsibility for our internal Information Technology area. At that time, we had one network administrator trying to handle all of our Company's IT requirements. I currently have a consultant working in the IT Director position and he has two people working for him, a LAN Administrator and a WAN Administrator. During the past six months we have focused our IT efforts on bringing our new sites on line, finalizing our WAN architecture, migrating our network from Novell to NT, developing an internal help desk and documenting and evaluating our existing architecture.

Besides the day-to-day requirements of the jobs in these areas, we have spent a lot of our time developing policies, procedures, processes and methods for doing business.

**Advantage Financial Services, Inc. (Acquired by NCO Group, Inc. 9/30/97)
October, 1995 – April, 1998**

I started with AFS in October, 1995 as CFO and Vice-President of Operations. I was hired along with two other people (General Manager and Vice-President of Sales) to position the company to be sold. Our goal was to increase the value of the business as quickly as possible and deliver the financial results that would be attractive to a buyer. I had responsibility for Finance and all Operations including MIS, Administration, Legal and the Collection Staff.

During the two years I was involved in this company we were able to increase the value of the business by approximately 33%. This was done by increasing the customer base, increasing internal production rates and controlling expenses. This was all done during a time when the average fee rate for collecting an account dropped from 28-30% to 23-25%. We sold the company for approximately \$5,500,000 on September 30, 1997.

As part of the purchase, NCO Group offered me the General Manager position with a three year contract, with an option out anytime during the first twelve months (with two months notice). I was responsible for the transition phase of the acquisition which included a significant reduction of personnel in the non-production areas, converting our automated collection system over to NCO's system and implementing NCO's operating processes and procedures.

One of my reasons for leaving NCO and pursuing the career opportunity with W2COM was the change in industry. I was ready to get out of the collection industry.

Work experience prior to October, 1995 – See attached resume

JOB DESCRIPTION

POSITION TITLE: Chief Financial Officer
DEPARTMENT: Administration
DATE: May 1998
REVISION DATE: October 1999
POSITION REPORTS TO: President/CEO

BASIC PURPOSE:

The essential job function is to plan, direct, and coordinate financial and administrative activities.

MAJOR RESPONSIBILITIES:

1. Manage all facets of the Company's finances, which include but are not limited to, accounting practices, fiscal recordkeeping, financial data gathering and reporting, general and property accounting, cost accounting and budgetary controls.
2. Manage Company's Internal Information Technology requirements.
3. Manage Company's Human Resources requirements.
4. Appraise and make recommendations to management and Board of Directors regarding operating results in terms of costs, budgets, operations, trends, increased profit opportunities, and expense overages.
5. File corporate tax returns, payment of other taxes, and licensing. Oversee coordination of staff involved in related activities and programs.
6. Participate in strategic planning process.
7. Monitor and analyze internal and external factors affecting finances so that opportunities may be pursued and the effects of competitive activity may be minimized.
8. Provide leadership and direction for functional department management and staff members. Develop and manage staff - identifying and attracting unusually well-qualified employees.
9. Manage Accounting, IS, and Human Resources.
10. Maintain current knowledge of, and adheres to, corporate and accounting procedures, guidelines and standards.
11. Carry out supervisory responsibilities in accordance with the organization's policies and applicable laws.
12. Arrange for audits of company accounts.
13. Inform CEO (and Board of Directors, if necessary) of legal, auditing or other significant problems.
14. Perform other job related duties and activities as requested.

EDUCATION AND TRAINING:

- BS in Accounting or Finance or equivalency
- 15+ years experience as Controller or CFO

DIRECT REPORTING POSITIONS:

ANNUAL DOLLAR ACCOUNTABILITY:

DIRECT

INDIRECT

SKILLS, KNOWLEDGE, ABILITIES:

1. Current knowledge of and ability to apply generally accepted accounting principles, standards and procedures.
2. Ability to compile reports, letter preparation, group presentation and other related communications skills.
3. Ability to effectively present information to top management and/or boards of directors.
4. Ability to respond to inquiries or complaints from executives or employees, regulatory agencies or members of the business community.
5. Ability to comprehend, analyze and interpret financial journals, reports, and related legal documents or instructions.
6. Ability to work with mathematical concepts, such as probability and statistical inference, and apply concepts such as fractions, percentages, ratios and proportions to practical situations.
7. Work independently; consult with President on overall goals and objectives, as well as project strategies.
8. Ability to establish and maintain effective working relationships with executives, managers, employees and vendors.
9. Ability to define problems, collect data, establish facts and draw valid conclusions.
10. Ability to remain composed and make appropriate decisions under stressful conditions, which may involve dealing with a range of responsibilities, large sums of money and timetables.
11. Must be able to shift attention quickly and accurately from one matter to another.
12. Ability to attend meetings or perform other assignments at locations outside the office, if necessary.
13. Ability to work long hours when necessary.

PHYSICAL REQUIREMENTS:

1. Grasping - Applying pressure to an object with the fingers, palm, hand and upper body.
2. Hearing - Ability to receive detailed information through oral communication.
3. Repetitive Motions - Substantial movements (motions) of the wrists, hands and/or fingers.
4. Sitting - Maintaining body position by resting upon the buttocks at desk or workstation.
5. Talking - Expressing or exchanging ideas through verbal means, including those activities in which one must convey detailed, spoken instructions to others accurately and/or quickly.
6. Visual - Requires vision sufficient to perform work dealing largely with preparing and analyzing data and figures, operating computer terminal, and reading.

Donald R. Hoendorf
1386 Stoney Springs Rd.
Vandalia, OH 45377
Home: (513) 890-8492
Work: (513) 429-7929

SUMMARY OF QUALIFICATIONS

- o High Integrity
- o Leadership
- o Results Oriented
- o Team Player
- o Conscientious
- o Problem Solver
- o Financial Management
- o Excellent Communicator
- o Self-Motivated
- o Organized

EDUCATION

Wright State University, Dayton, OH
B.S., June 1982
Major: Accounting

Completed "Creating Strategic Partnerships" course conducted by the Fuqua School of Business Executive Education at Duke University, May, 1994.

EXPERIENCE

June, 1992 - Present: TRW Inc. - Avionics and Surveillance Group (A&SG) Military Electronics and Avionics Division (MEAD), Dayton, Ohio

Position: Offsite Business Manager

Duties: Financial and Operational responsibility for engineering offices in Dayton, OH and Oklahoma City, OK that have a total contract base of \$86M with annual sales totaling \$20M and an annual operating expense budget of \$5M. Responsible for all financial reporting and forecasting. Manage a team of ten financial personnel and three computer service center personnel. Also responsible for all operations at both sites that include proposal pricing, procurement, subcontract management and real estate. Provide financial analysis on all proposal efforts.

Member of Site Management Team at both sites. These teams are responsible for providing the strategic leadership and planning at the site. Member of T&SSD Computer Resource Center Council providing all financial support and guidance.

ACCOMPLISHMENTS:

- * **Winner of 1993 MEAD Man of Achievement Award** - Awarded to seven employees out of a population of 1200 for combining outstanding job performance with a significant amount of community involvement.
- * **Member of Oklahoma City Lead Team - Winner of 1992 MEAD & A&SG Annual Team Award** - Guided fastest growing MEAD site to outstanding financial performance. My contribution was focused on instituting financial procedures and controls and providing strategic business management direction.

October, 1986 to June, 1992: TRW Inc. - A&SG/MEAD, Dayton, Ohio

Position: Dayton Engineering Lab Business Manager

Duties: Responsibilities began as a business support person with limited duties primarily focusing on day-to-day operations and low-level forecasting. Each year more of the financial responsibility was delegated to the site until all the responsibilities had been assumed. The Dayton site was always the leader in assuming responsibilities, developing processes and procedures and implementing them locally and then across other TRW offsites.

Performed financial analysis on all proposals including \$20M Navy contract that lead to the birth of a new site in Pax River, Maryland.

ACCOMPLISHMENTS:

- * Member of MEAD Finance Team - *Winner of 1991 MEAD & A&SG Annual Team Award* for reducing Division Days Sales Receivable (DSR) which in turn had a significant effect on Division Return On Assets Employed.
- * *Received Special Award* for negotiating sub-lease agreement for excess office space that resulted in over \$150,000 in savings.
- * Reduced Dayton's DSR 50% by directing the development and implementation of a custom designed PC software program that reduced invoice preparation time.
- * As a result of our organization winning a \$20M Navy contract in Pax River, Maryland, I was responsible for opening a new site, which included site survey, facility identification and lease negotiation, staffing and development and implementation of an operation plan.

March, 1985 to October, 1986: TRW, Inc. - FSG, Washington DC

Position: Senior Business Administrator

Duties: Responsibilities included forecasting, cost analysis and financial reporting for the East Coast Facilities Organization that was responsible for 14 office buildings in Washington, D.C. area. I was responsible for tracking all east coast personnel and billing their appropriate organization through a space occupancy rate as well as financial responsibility of the operating budget.

ACCOMPLISHMENTS:

- * Directed the development of a software system that combined a personnel database with Autocad drawings. The system assisted us in significantly increasing the accuracy of our information for space planning purposes.

March, 1983 to March, 1985: Automotive Warehouse Division of AI, Dayton, OH

Position: Division Controller

Duties: Responsible for all Division financial strategies, financial reporting including month-end and year-end close, budget development and internal operations. Annual sales volume grew from \$13M to \$23M during this time period. Also provided financial analysis and was a member of the decision team on numerous acquisitions.

ACCOMPLISHMENTS

- * Assumed Division Manager position for a three month period of time while a replacement was being sought.

EXHIBIT E

TECHNICAL CAPABILITY

The Company will provide service on a pure resale basis. Therefore, its technical capability is reliant on that of its underlying service provider whose technical capability has been proven to this Commission. The Company will utilize the underlying services of Frontier.

EXHIBIT F

PROPOSED TARIFF

W2COM INTERNATIONAL, LLC

Florida Tariff No. 1
Original Sheet 1

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by W2COM International, LLC with principal offices at 3500 Park Center Drive, Dayton, Ohio 45414. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

CHECK SHEET

The sheets listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

SHEET	REVISION
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

TABLE OF CONTENTS

Title Sheet..... 1
Check Sheet..... 2
Table of Contents..... 3
Symbols Sheet..... 4
Tariff Format Sheets..... 5
Section 1 - Technical Terms and Abbreviations..... 6
Section 2 - Rules and Regulations..... 7
Section 3 - Description of Service..... 12
Section 4 - Rates..... 16

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SYMBOLS SHEET

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

D - Delete Or Discontinue

I - Change Resulting In An Increase to A Customer's Bill

M - Moved From Another Tariff Location

N - New

R - Change Resulting In A Reduction To A Customer's Bill

T - Change in Text Or Regulation But No Change In Rate Or Charge

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

TARIFF FORMAT SHEETS

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc, the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.

C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1.
- 2.1.1.A.1.(a).
- 2.1.1.A.1.(a).I.
- 2.1.1.A.1.(a).I.(i).
- 2.1.1.A.1.(a).I.(i).(1).

D. Check Sheets - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the Company's network switching center.

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

Company or Carrier - W2COM International, LLC

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

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

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

Holidays - The Company's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

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

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company.

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

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

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

The selling of IXC telecommunication service to uncertificated IXC resellers is prohibited.

2.2 Limitations.

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

2.2.2 The Company's reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control: or when the customer is using service in violation of the law or the provisions of this tariff.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

- 2.2.3 All facilities provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with 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.
- 2.2.4 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 for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier for the Florida Public Service Commission.

2.3 Liabilities of the Company.

- 2.3.1 The Company's liability arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur, unless ordered by the Commission.
- 2.3.2 The Company shall be indemnified and held harmless by the customer against:
 - (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 2 - RULES AND REGULATIONS continued

2.4 **Interruption of Service.**

2.4.1 Credit allowance for the interruption of service which is not due to The Company's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.

2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

2.4.3 The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

Credit = A/B x C

"A" - outage time in hours

"B" - total hours in month (720 hours)

"C" - total monthly charge for affected facility

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 2 - RULES AND REGULATIONS continued

2.5 **Disconnection of Service by Carrier.**

The Company, upon five (5) working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- 2.5.1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2.5.2 A violation of any regulation governing the service under this tariff.
- 2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2.5.4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 2 - RULES AND REGULATIONS continued

2.6 **Deposits**

The Company does not require a deposit from the customer.

2.7 **Advance Payments**

For customers whom the Company feels an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month.

2.8 **Taxes**

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

2.9 **Billing of Calls**

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 3 - DESCRIPTION OF SERVICE

3.1 **Timing of Calls**

3.1.1 **When Billing Charges Begin and End For Phone Calls**

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party answers (i.e. when 2 way communication, often referred to as "conversation time" is possible.). When the called party answers is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 **Billing Increments**

The billing increments for each service is set forth in the individual product rate section.

3.1.3 **Per Call Billing Charges**

Billing will be rounded up to the nearest penny for each call.

3.1.4 **Uncompleted Calls**

There shall be no charges for uncompleted calls.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 3 - DESCRIPTION OF SERVICE continued**3.2 Calculation of Distance**

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

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square
root of:

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

3.3 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all FG D services ("1+" dialing).

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 3 - DESCRIPTION OF SERVICE continued**3.4 Service Offerings****3.4.1 1+ Long Distance Service**

Long Distance service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a thirty second minimum call duration.

The Company offers switched Long Distance Service to residential and business customers under the plans set forth in Section 4.1. The plans offered to customers are based upon prior actual usage or reasonable estimated usage at the time of subscription. If the customers usage commitment is not met after the first 3 months of service, the customers rates may be raised to the rate plan associated with the customers actual usage.

3.4.2 Inbound 800/888 Long Distance Service

Inbound 800/888 Long Distance Service permits inbound 800/888 calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a thirty second minimum call duration.

The Company offers Inbound 800/888 Long Distance Service to residential and business customers under the plans set forth in Section 4.2. The plans offered to customers are based upon prior actual usage or reasonable estimated usage at the time of subscription. If the customers usage commitment is not met after the first 3 months of service, the customers rates may be raised to the rate plan associated with the customers actual usage.

3.4.3 Travel Card Service

Travel Card Service is a calling card service offered to residential and business customers who subscribe to the Company's Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a 1-800 number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls are billed in one (1) minute increments after the initial minimum period of one (1) minute. The plans offered to customers are based upon prior actual usage or reasonable estimated usage at the time of subscription. If the customers usage commitment is not met after the first 3 months of service, the customers rates may be raised to the rate plan associated with the customers actual usage.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 3 - DESCRIPTION OF SERVICE continued

3.4.4 **Operator Services**

The Company does not provide operator services at this time.

3.4.5 **Directory Assistance**

Listed telephone numbers will be provided to requesting customers at the per call charge set forth in Section 4. Customers may request up to 2 numbers per call.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 4 - RATES

4.1 Outbound Service

4.1.1 Switched Access Outbound Rates

\$0.1351 per minute

Billed in six second increments.

4.1.2 Current Dedicated Access Outbound Rates

\$0.0686 per minute.

Billed in six second increments.

4.2 Inbound Service

4.2.1 Switched Access Inbound Rates

\$0.1320 per minute.

Billed in six second increments.

4.2.2 Current Dedicated Access Inbound Rates

\$0.0960 per minute.

Billed in six second increments.

4.3 Travel Card Rates

\$0.1900 per minute.

Billed in six (6) second increments with a thirty (30) second minimum.

Per call surcharge: None.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 4 - RATES continued

4.4 **Directory Assistance**

\$0.85 per call. (Up to 2 requests per call.)

4.5 **Payment of Calls**

4.5.1 **Late Payment Charges**

Charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.5.2 **Return Check Charges**

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, which ever is greater.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 4 - RATES continued

4.6 Restoration of Service

A reconnection fee of \$25.00 per occurrence is charged when service is re-established for customers who had been disconnected for non-payment.

4.7 Special Promotions

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates and will be made part of this tariff.

4.8 Special Rates For The Handicapped

4.8.1. Directory Assistance

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle.

4.8.2. Hearing and Speech Impaired Persons

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.8.3. Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414

SECTION 4 - RATES continued

4.9 **Pay Telephone (Payphone) Dial-Around Surcharge**

A \$0.24 surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

ISSUED: December 15, 1999

EFFECTIVE:

By:

Mitchell Jones, Manager/Member
3500 Park Center Drive
Dayton, Ohio 45414