

ORIGINAL

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JAQUALIN FRIEND PETERSON

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November 21, 1996

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jpeterson@fwclz.com

Via Federal Express

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Ms. Blanca S. Bayo
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

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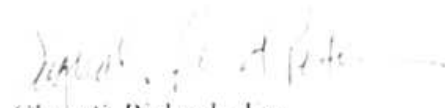
Re: Fast Connections, Inc. Application for Authority to Provide Alternative Local Exchange Service

Dear Ms. Bayo:

Enclosed for filing on behalf of Fast Connections, Inc. please find an original and six (6) copies of its Application for Authority to Provide Alternative Local Exchange Services in the State of Florida. Also enclosed is a check for \$250.00 payable to the Florida Public Service Commission to cover the application fee.

Please date-stamp the enclosed extra copy of the application and return it to the undersigned in the self-addressed, stamped envelope provided. Should you have any questions concerning the application, please do not hesitate to contact the undersigned.

Sincerely,



Glen S. Richards, Esq.
Jaqualin Friend Peterson, Esq.

Counsel for Fast Connections, Inc.

GSP/jfp
Enclosures

cc: Dan Patterson

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FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

APPLICATION FORM
for
AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.
-

1. This is an application for (check one)
- (X) Original authority (new company)
 - () Approval of transfer to another certificated company.
Example, a certificated company purchases an existing company and desires to retain the original certificate authority
 - () Approval of assignment of existing certificate to a noncertificated company.
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate
 - () Approval for transfer of control to another certificated company.
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity

2. Name of applicant:

Fast Connections, Inc.

3. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number
**2200 Ross Avenue, Suite 3838
Dallas, Texas 75201
(214) 978-3817**

B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number
**CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324
(305) 473-5503**

C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, zip code and phone number
N/A.

4. Structure of organization:

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input type="checkbox"/> Other. Please explain _____ |

5. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F96000005151

A copy of Applicant's Certificate of Authority to do Business in Florida is attached hereto as Exhibit IV.

6. Name under which the applicant will do business (d/b/a):

Fast Connections, Inc. d/b/a Fascon, Inc.

7. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: F96000005151

8. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

None.

-
10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Ongoing Operations:

Dan E. Patterson
President
Fast Connections, Inc.
2200 Ross Avenue, Suite 3838
Dallas, Texas 75201
(214) 978-3817 (phone)
(214) 978-3899 (fax)

Application:

Glenn S. Richards
Fisher Wayland
2001 Pennsylvania Ave., NW
Washington, DC 20006
(202) 775-5678 (phone)
(202) 296-6518 (fax)

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.
Texas
12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.
No.
13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.
No.
14. Please indicate how a customer can file a service complaint with your company.
Customers can either call the Company's toll-free telephone number (888-811-1108 - English; or 888-811-1080 - Spanish) or write the Company directly.

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability. **See Exhibit I.**

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

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.

Pursuant to Section 364.337(1)(3) and 364.339(2), Florida Statutes, effective July 1, 1995, Fast Connections, Inc.'s certified unaudited financial statements attached hereto as Exhibit I demonstrate that Fast Connections has the financial ability to:

- (1) Provide the requested service in the geographic area proposed to be served;
- (2) Maintain the requested service; and
- (3) Meet its ownership obligations.

Additionally, Proxy Inc., the sister company of Fast Connections, Inc. has agreed to guaranty and cover any obligations incurred by Fast Connections. Also attached hereto as Exhibit I are copies of Proxy Inc.'s Guaranty and its most recent audited and unaudited financial statements.

B. Managerial capability. **See Exhibit II.**

C. Technical capability. **See Exhibit III.**

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

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 §775.082 and §775.083."

Official: *D. V. Patton* *Oct 8, 1996*
Signature Date

Title: President (214) 978-3817
Telephone Number

Address: East Connections, Inc.
2200 Ross Avenue, Suite 3838
Dallas, Texas 75201

EXHIBIT 1

BALANCE SHEET

INCOME STATEMENT

STATEMENT OF RETAINED EARNINGS FOR 3 YEARS

Pursuant to Section 364.337(1)(3) and 364.339(2), Florida Statutes, effective July 1, 1995, the documents attached hereto demonstrate that East Connections, Inc. has the financial ability to:

- (1) Provide the requested service in the geographic area proposed to be served;
- (2) Maintain the requested service; and
- (3) Meet its ownership obligations.

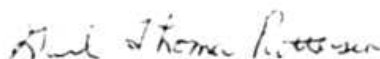
November 8, 1996

To Whom It May Concern:

Proxy Communications, Inc. ("Proxy") hereby acknowledges that it and Fast Connections, Inc. ("Fast Connections") are sister companies. Gail Thoma Patterson, the majority owner of Proxy, is also an officer and shareholder of Fast Connections, which has applied for a certificate of public convenience and necessity to offer telecommunications services in several states.

As of December 31, 1995, Proxy had annual revenues in excess of \$10 million. (A copy of Proxy's 1995 audited financial statements and 1996 unaudited financial statements is attached to Fast Connections' Application.) Proxy fully supports the operations of Fast Connections and hereby seeks to assure you that Proxy is willing to guaranty and cover any obligations or liabilities incurred by Fast Connections with it provision of telecommunications services.

Very truly yours,



Gail Thoma Patterson

**Deloitte &
Touche LLP**



PROXY COMMUNICATIONS, INC.

**Balance Sheet as of September 29, 1995 (Inception), and
Financial Statements for the Three Months Ended
December 31, 1995, and
Independent Auditors' Report**



INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of
Proxy Communications, Inc.:

We have audited the accompanying balance sheets of Proxy Communications, Inc. as of September 29, 1995 (inception) and December 31, 1995, and the related statements of income, shareholders' equity and cash flows for the three months ended December 31, 1995. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company at September 29, 1995 (inception), and December 31, 1995, and the results of its operations and its cash flows for the three months ended December 31, 1995, in conformity with generally accepted accounting principles.

Deloitte + Touche LLP

April 18, 1996

PROXY COMMUNICATIONS, INC.

BALANCE SHEETS

DECEMBER 31, 1995, AND SEPTEMBER 29, 1995

ASSETS (Note 5)	December 31	September 29
CURRENT ASSETS:		
Cash (Note 5)	\$ 16,451	\$ 20,986
Trade accounts receivable, less allowance of \$215,389 and \$179,889, respectively	879,182	716,658
Accrued revenues for unbilled services	149,538	157,636
Note receivable	94,215	117,888
Other receivables	13,517	12,091
Income tax refund receivable (Note 1)	63,793	63,793
Prepaid expenses	98,536	37,219
Total current assets	1,315,232	1,126,271
PROPERTY AND EQUIPMENT - Net (Note 3)	1,605,011	1,563,315
GOODWILL AND OTHER ASSETS - Net (Note 4)	4,315,703	4,391,123
TOTAL	<u>\$ 7,235,946</u>	<u>\$ 7,080,709</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of notes payable and capital lease obligations (Notes 5 and 6)	\$ 638,383	\$ 564,273
Accrued telephone expense	101,152	88,619
Accrued compensation expense	328,825	202,032
Accounts payable and other accrued expenses	426,614	209,293
Deferred revenue	374,425	356,947
Customer deposits	183,160	180,800
Total current liabilities	2,052,559	1,601,964
LONG-TERM LIABILITIES:		
Notes payable and interest payable - less current portion (Note 5)	3,171,664	3,397,855
Subordinated convertible debt (Note 5)	615,333	600,000
Capital lease obligations - less current portion (Note 6)	459,055	550,890
Total long-term liabilities	4,246,052	4,548,745
SHAREHOLDERS' EQUITY (Note 5):		
Common stock, 10,000 shares of \$.01 par value authorized, 1,000 shares issued and outstanding at September 29 and December 31, respectively	10	10
Additional paid-in capital	929,990	929,990
Retained earnings	7,335	
Total shareholders' equity	937,335	930,000
TOTAL	<u>\$ 7,235,946</u>	<u>\$ 7,080,709</u>

See notes to financial statements.

PROXY COMMUNICATIONS, INC.

STATEMENT OF INCOME THREE MONTHS ENDED DECEMBER 31, 1995

REVENUES (Note 1)	\$2,849,146
COST OF REVENUES	<u>1,673,219</u>
GROSS PROFIT	1,175,927
OPERATING EXPENSES:	
Selling, general and administrative (Note 6)	783,297
Depreciation and amortization of property and equipment	135,457
Amortization of goodwill	<u>76,679</u>
Total	<u>995,433</u>
OPERATING INCOME	180,494
INTEREST EXPENSE	<u>(173,159)</u>
NET INCOME	<u>\$ 7,335</u>

See notes to financial statements.

PROXY COMMUNICATIONS, INC.

STATEMENT OF SHAREHOLDERS' EQUITY THREE MONTHS ENDED DECEMBER 31, 1995

	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Equity
INITIAL EQUITY CONTRIBUTIONS, SEPTEMBER 29, 1995	\$ 10	\$ 929,990	\$ -	\$ 930,000
Net income	—	—	<u>7,335</u>	<u>7,335</u>
BALANCE, DECEMBER 31, 1995	<u>\$ 10</u>	<u>\$ 929,990</u>	<u>\$ 7,335</u>	<u>\$ 937,335</u>

See notes to financial statements.

PROXY COMMUNICATIONS, INC.

STATEMENT OF CASH FLOWS THREE MONTHS ENDED DECEMBER 31, 1995

OPERATING ACTIVITIES:	
Net income	\$ 7,335
Noncash items in net income:	
Amortization of intangible assets	76,679
Depreciation and amortization of property and equipment	135,457
Accrued long-term interest expense	44,898
Changes in operating assets and liabilities:	
Trade accounts receivable	(162,524)
Accrued revenues for unbilled services	8,098
Other receivables	(1,426)
Prepaid expenses	(61,317)
Accrued telephone expense	12,533
Accrued compensation expense	126,793
Accounts payable and other accrued expenses	124,602
Deferred revenue	17,478
Customer deposits	2,360
	<u>330,966</u>
Net cash provided by operating activities	
INVESTING ACTIVITIES:	
Property and equipment additions	(177,153)
Decrease in note receivable	22,414
	<u>(154,739)</u>
Net cash used in investing activities	
FINANCING ACTIVITIES:	
Payment of capital lease obligations	(88,091)
Payment of notes payable	(185,390)
Accounts payable for equipment, financed under line of credit (Note 5)	92,719
	<u>(180,762)</u>
Net cash used in financing activities	
NET DECREASE IN CASH	(4,535)
CASH, BEGINNING OF YEAR	<u>20,986</u>
CASH, END OF YEAR	<u>\$ 16,451</u>
SUPPLEMENTAL INFORMATION - Interest paid	<u>\$ 132,813</u>

See notes to financial statements.

PROXY COMMUNICATIONS, INC.

NOTES TO FINANCIAL STATEMENTS THREE MONTHS ENDED DECEMBER 31, 1995, AND AS OF SEPTEMBER 29, 1995 (INCEPTION)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business - Proxy Communications, Inc. (the "Company"), a Texas corporation, was incorporated in July 1995 and provides inbound telemarketing services, telephone answering services and voice messaging services, primarily to businesses, at five locations in Texas and California.

Preparation of Financial Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses for the period. Actual results could differ significantly from those estimates.

Revenues are recognized when services are provided. Revenues are accrued for services provided which have not been billed. Billings in excess of revenues recognized are reported as deferred revenue.

Financial Instruments of the Company consist primarily of cash, accounts receivable, debt and convertible debt. The carrying amounts of these financial instruments approximate fair values in view of the short maturity of cash and accounts receivable, and based on the interest rates charged on the Company's debt and convertible debt in relation to instruments with similar terms and risks.

Property and Equipment are stated at cost less accumulated depreciation. Depreciation is provided generally using the straight-line method over the estimated lives of the assets of primarily five years. Capitalized lease assets are amortized over the lesser of the useful life, generally five years, or the lease terms.

Intangible and Other Assets are amortized on a straight-line basis over the following periods: goodwill, 15 years, and financing costs, the three- to six-year terms of the related debt.

Federal Income Taxes are not provided, because the Company has elected to be taxed as an S Corporation under the Internal Revenue Code. Taxable income from corporate operations is allocated to the shareholders. Income tax refund receivable is an asset acquired from Proxy Message Center, Inc.

2. ACQUISITION

Effective September 28, 1995, the Company acquired the outstanding common stock of Proxy Message Center, Inc. for \$4.38 million in cash and \$600,000 in convertible debt. This acquisition has been accounted for by the purchase method, with the identifiable assets acquired and liabilities assumed recorded at their fair values and the excess of purchase price over such fair value amounts allocated to goodwill.

The sources and uses of the Company's initial capitalization effective September 29, 1995, are as follows:

Sources:	
Line of credit (net of \$25,000 bank fee)	\$ 550,000
Term Note A	1,250,000
Term Note B	1,650,000
Subordinated convertible debt payable	600,000
Common stock	<u>930,000</u>
Total	<u>\$4,980,000</u>
Uses:	
Assets acquired (including \$20,986 of cash)	\$2,787,675
Liabilities assumed	<u>2,075,710</u>
Net assets acquired	711,965
Purchase accounting adjustments to goodwill	<u>4,268,035</u>
Total purchase price	<u>\$4,980,000</u>

3. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	December 31	September 29
Telephone and computer equipment under capital leases	\$1,029,433	\$1,029,433
Telephone, pagers and computer equipment	599,351	431,616
Furniture and fixtures	74,783	65,755
Leasehold improvements	<u>36,826</u>	<u>36,511</u>
Total	1,740,393	1,563,315
Less accumulated depreciation and amortization	<u>135,382</u>	<u> </u>
Property and equipment - net	<u>\$1,605,011</u>	<u>\$1,563,315</u>

4. GOODWILL AND OTHER ASSETS

Goodwill and other assets at December 31, 1995, and September 29, 1995, consist of the following

	December 31	September 29
Goodwill	\$4,268,035	\$4,268,035
Financing fees	119,272	119,272
Other assets	5,075	3,816
Total	4,392,382	4,391,123
Less accumulated amortization	(76,679)	
Net	<u>\$4,315,703</u>	<u>\$4,391,123</u>

5. DEBT AND CREDIT FACILITIES

The Company has a revolving line of credit which is drawn upon as checks are presented to the Company's bank accounts for payments on trade payables and expenses. The unused portion of the line that was available at December 31, 1995, was \$189,274.

Long-term notes payable consist of the following at December 31, 1995, and September 29, 1995:

	December 31	September 29
Term Loan A, bearing interest at 2.5% above prime (8.5% at December 31, 1995), interest payable in monthly installments beginning October 31, 1995, and principal payable in quarterly installments beginning April 1, 1996	\$1,250,000	\$1,250,000
Term Loan B, bearing interest at 21%; 14% interest payable in monthly installments of interest beginning October 1, 1995, 7% additional interest payable on total debt beginning February 1, 1999, and quarterly installments of principal beginning April 1, 1999	1,679,565	1,650,000
Revolving Line of Credit, up to \$600,000, bearing interest at 2% over the bank's prime rate (8.5% at December 31), due September 29, 2001	410,726	575,000
Note payable, bearing interest at 6%, payable in monthly installments of principal and interest, due January 31, 1997	45,627	55,743
Note payable, non-interest-bearing, payable in monthly installments, due September 15, 1997	82,000	94,000
Total	3,467,918	3,624,743
Less current portion	296,254	226,888
Long-term notes payable, less current portion	<u>\$3,171,664</u>	<u>\$3,397,855</u>

The term notes and revolving line of credit are collateralized by all of the Company's unassigned assets and equity. In addition, the majority owner has personally guaranteed the notes and has pledged certain personal assets as collateral. These notes are subject to maintenance of specified financial covenants generally related to cash flows, net worth and debt.

Subordinated Convertible Debentures of \$600,000 payable to former shareholders of the predecessor company are convertible in whole into common shares which would represent 46% of total outstanding common shares at the time of conversion, at a conversion price of \$705 per share, beginning on September 29, 1998. The debentures bear interest at 10%, compounded quarterly, and are due at the earlier date of September 30, 2000, or seven months after the redemption of Senior Term Notes A, B and revolving line of credit. Long-term accrued interest of \$15,333 is included with the balance at December 31, 1995. The Company has the right to redeem the debentures at any time (subject to the senior term notes and revolving credit agreement). The debentures automatically convert on September 29, 2000. The holders of the debentures are entitled to receive 46% of any future issuances of equity securities.

At December 31, 1995, maturities of long-term notes payable and convertible debt are as follows:

1997	\$ 431,373
1998	475,000
1999	633,063
2000	1,226,084
Thereafter	<u>1,021,477</u>
Total	<u>\$3,786,997</u>

6. LEASE COMMITMENTS

The Company leases its office facilities and certain equipment under various capital and operating leases. At December 31, 1995, these noncancelable leases require future minimum payments as follows:

Fiscal Year	Capital Leases	Operating Leases
1996	\$ 406,704	\$ 208,235
1997	303,240	196,235
1998	185,806	187,783
1999	16,753	179,552
2000		182,684
Thereafter		<u>30,547</u>
Total minimum lease payments	912,503	<u>\$ 985,036</u>
Less amounts representing interest	<u>111,319</u>	
Present value of capital lease obligations	801,184	
Less current portion	<u>342,129</u>	
Capital lease obligations - less current portion	<u>\$ 459,055</u>	

Amounts owed under capital leases are collateralized by the leased equipment.

Rent expense under operating leases was \$98,268 for the three months ended December 31, 1995.

7. RELATED PARTY TRANSACTIONS

The Company has entered into a management consulting agreement with a related party to receive consulting services at a cost of \$2,000 per month until December 31, 1997. Total payments for the three months ended December 31, 1995, were \$6,000.

• • • • •

OXY COMMUNICATIONS, INC.
 LEASE AGREEMENT WORKSHEET

INCOME STATEMENTS

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Revenue	1,052,343	862,414	861,053	897,706	881,352	884,960	831,014	752,051	728,632	742,801
Cost of Sales	621,869	519,822	501,379	489,311	468,515	557,834	441,305	440,001	430,118	409,339
General & Admin										
Corporate	42,757	42,532	25,873	30,111	38,059	42,430	37,363	40,457	37,986	50,497
Lease	195,797	212,728	227,263	237,685	219,546	220,234	177,811	199,135	197,509	167,809
Depreciation	42,777	46,002	45,903	45,891	46,005	44,044	37,003	37,940	38,183	38,676
Amortization	21,104	26,565	26,816	26,833	25,833	25,833	25,833	23,070	23,070	23,070
Oil G & A	302,435	327,927	325,855	340,520	330,443	333,541	279,010	300,602	295,748	280,052
Operating Profit	138,039	14,665	33,825	67,875	82,394	(6,415)	110,699	11,448	1,766	53,410
Interest Expense	75,527	7,825	44,794	39,536	40,273	38,539	38,156	35,859	35,844	35,555
Deferred Interest Loan B	9,739	10,210	9,607	10,207	9,973	10,365	10,092	10,488	10,552	10,273
Deferred Interest Debenture	5,167	5,299	4,957	5,299	5,257	5,433	5,257	5,570	5,570	5,390
Deferred Interest Adjustment (non-cash)	(34,231)	31,600	288	1,007	(1,460)	(455)	(983)	1	(81)	224
Net (Income) Expense	(597)	(45,598)	(339)	(20,464)	7,487	675	33,630	(3,661)	(3,593)	(3,553)
Income Before Taxes	82,364	5,329	(25,482)	32,290	20,864	(60,971)	24,547	(37,809)	(45,526)	5,521
Taxes	5,300	5,300	5,300	5,300	3,000	1,000	1,000	1,000	1,000	1,000
Profit	77,064	29	(30,782)	26,990	17,864	(61,971)	23,547	(38,809)	(47,526)	4,521

PITAL EXPENDITURES

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
ed Asset Purchases	111,520	4,948	9,316	7,140	1,306	6,155	72,019	25,317	49,681	6,004
ing 12 Months	248,758	244,951	249,332	254,391	247,168	234,003	298,670	319,538	359,317	359,039

BT SERVICE

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
ises	35,367	28,225	28,463	28,714	28,968	29,223	29,481	27,045	23,968	24,176
ier Debt	0	7,406	7,423	7,440	7,457	7,474	7,492	4,000	4,000	4,000
in Loan A	0				68,750		100,000	68,750		
m Loan B	0									
al Debt Service	35,367	35,631	35,886	36,154	105,175	36,697	136,973	99,795	27,968	28,176

ANCE SHEET

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Assets:										
Cash	16,451	11,700	11,700	11,700	11,700	11,700	11,257	11,257	11,257	11,257
Net Accounts Receivable	1,028,720	802,756	813,570	822,367	780,736	804,002	742,640	657,619	638,524	664,954
Fixed Asset	63,793	63,793	63,793	63,793	49,193	49,193	2,252	2,252	2,252	2,252
Trade Receivable	93,936	86,384	78,784	71,103	63,405	55,645	111,817	103,962	96,066	88,119
Other Receivables	13,518	13,518	13,518	13,518	13,518	15,873	15,873	15,873	15,873	15,873
Prepaids	129,896	77,985	63,377	51,743	44,794	40,371	15,139	12,259	22,866	16,364
Current Assets	1,346,314	1,056,136	1,044,742	1,034,224	963,346	976,784	898,978	803,221	786,837	798,819
Plant & Equipment										
Telephones, etc	599,351	604,299	613,402	618,972	609,925	613,580	603,465	628,783	678,421	681,375
Furniture & Fixtures	74,783	74,783	74,783	74,783	83,600	84,271	77,147	77,147	77,147	80,161
Household Improvements	36,827	36,827	36,827	36,827	37,427	38,781	35,688	35,688	35,688	35,688
Capital Leased Assets	1,029,432	1,029,432	1,029,432	1,029,432	1,029,432	1,029,432	955,578	955,578	955,578	955,578
Cumulated Depreciation	(135,382)	(181,354)	(227,257)	(273,124)	(319,120)	(362,846)	(368,437)	(406,377)	(444,545)	(483,203)
Plant & Equipment	1,605,011	1,563,957	1,527,157	1,486,890	1,441,264	1,403,218	1,303,441	1,290,819	1,302,289	1,269,599
Intangible Assets, Net	4,310,627	4,290,180	4,265,679	4,239,808	4,212,975	4,186,142	3,547,308	3,524,238	3,501,168	3,476,098
Other Assets	5,075	(2,478)	(2,526)	(2,523)	(2,526)	(2,526)	446,068	446,068	446,068	446,068
Assets	7,267,027	6,907,795	6,835,052	6,758,399	6,615,059	6,563,618	6,195,795	6,064,346	6,036,362	5,992,584

Liabilities:										
Accounts Payable	12,997	12,997	12,997	12,997	13,499	13,499	20,134	26,768	20,134	20,134
Accrued Taxes	39,045	31,948	37,062	43,019	46,087	49,955	1,274	0	0	5,689
Other Accrued Expenses	437,188	541,861	551,617	369,958	406,083	485,400	467,853	489,897	362,512	392,865
Customer Deposits	183,160	180,663	177,346	176,144	171,357	166,789	140,547	141,524	147,366	145,335
Deferred Revenue	374,424	374,424	373,885	369,209	361,187	358,078	275,858	275,963	273,029	277,330
Other Current	398,442	48,348	(68,413)	99,139	84,805	422	63,720	77,954	68,115	36,752
Total Current Liabilities	1,445,256	1,190,241	1,084,494	1,070,466	1,083,018	1,075,143	969,386	1,012,106	871,156	878,105
revolving Line	410,726	326,604	411,437	342,241	258,664	297,969	195,957	144,332	316,671	273,936
Term Loan A	1,250,000	1,250,000	1,250,000	1,250,000	1,181,250	1,181,250	1,081,250	1,012,500	1,012,500	1,012,500
Term Loan B	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000
Other Debt	127,627	120,221	112,799	105,359	97,902	90,428	58,000	54,000	50,000	46,000
Capital Lease	801,184	772,959	744,771	716,057	687,089	657,667	591,346	564,301	540,333	516,157
Other Convertible	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000
Deferred Interest Loan B	29,565	39,775	49,382	59,590	69,562	79,928	90,019	100,507	111,059	121,332
Deferred Interest Debenture	15,333	20,632	25,589	30,887	36,145	41,577	46,835	52,405	57,975	63,365
Company	0	0	0	225	(7)	(7)	(7)	(7)	(7)	(7)
Total Liabilities	6,329,691	5,970,432	5,928,472	5,824,825	5,663,623	5,674,155	5,282,786	5,190,144	5,209,687	5,161,385
Common Stock	10	10	10	10	10	10	10	10	10	10
Additional Paid in Capital	929,990	929,990	929,990	929,990	929,990	929,990	929,990	929,990	929,990	929,990
Retained Earnings	7,336	7,365	(23,417)	3,572	21,437	(40,535)	(16,987)	(55,796)	(103,322)	(98,801)
Total Equity	937,336	937,365	906,583	933,573	951,437	889,465	913,013	874,204	826,678	831,199
Total Liabilities & Equity	7,267,027	6,907,797	6,835,055	6,758,398	6,615,060	6,563,620	6,195,799	6,064,348	6,036,365	5,992,587

LLING INTEREST EXPENSE

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
h Interest Expense	75,527	7,825	44,794	39,536	40,273	38,539	38,156	36,859	35,844	35,555
r-Cash Interest Expense	14,966	15,509	14,564	15,506	15,230	15,738	15,349	16,058	16,122	15,663
ing 12 Month Interest Expense	253,090	251,715	286,913	316,673	345,367	374,691	403,853	431,971	458,875	485,858

ITDA	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Operating Profit	138,039	14,665	33,825	67,875	82,394	(6,415)	110,699	11,448	1,766	53,410
Depreciation	42,777	45,002	45,903	45,891	46,005	44,044	37,003	37,940	38,183	38,676
Amortization	21,104	26,665	26,816	26,833	26,833	26,833	26,833	23,070	23,070	23,070
ITDA	201,920	87,332	106,544	140,599	155,232	64,462	174,535	72,458	63,019	115,156
Extraordinary Items										
Ken Spencer	0	0	0	0	0	0	0	0	0	0
Legbu	0	0	0	0	0	0	0	0	0	0
Other	0	0	0	0	0	0	0	0	0	0
Legal Expenses	0	0	0	0	0	0	0	0	0	0
Total Extraordinary	0	0	0	0	0	0	0	0	0	0
Adjusted EBITDA	201,920	87,332	106,544	140,599	155,232	64,462	174,535	72,458	63,019	115,156
Adjusted Rolling EBITDA	1,551,270	1,449,947	1,446,194	1,509,683	1,622,374	1,485,563	1,472,812	1,469,250	1,453,864	1,387,542
LEASANT EBITDA	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000

EBITDA Less Capital Expenditures	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Adjusted EBITDA	1,551,270	1,449,947	1,446,194	1,509,683	1,622,374	1,485,563	1,472,812	1,469,250	1,453,864	1,387,542
Aug 12 Month Capital Expenditures	(248,758)	(244,961)	(249,332)	(254,391)	(247,168)	(234,003)	(298,670)	(319,538)	(359,317)	(359,039)
Adjusted EBITDA Less Capital Expenditure	1,302,512	1,204,986	1,196,862	1,255,292	1,375,206	1,251,560	1,174,142	1,149,712	1,094,547	1,028,503
Contract EBITDA Less Capital Expenditure	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000

MINIMUM CURRENT RATIO

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Net Current Assets	1,329,863	1,044,436	1,033,042	1,022,524	951,646	965,084	887,721	791,964	775,580	787,562
Net Current Liabilities	1,445,256	1,190,241	1,084,494	1,070,466	1,083,018	1,075,143	969,386	1,012,106	871,156	878,105
Current Ratio	0.92	0.88	0.95	0.96	0.88	0.90	0.92	0.78	0.89	0.90
Covenant Current Ratio	0.88			0.83			0.81			0.75

INTEREST COVERAGE RATIO

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Rolling 12 Month Adjusted EBITDA	1,551,270	1,449,947	1,446,194	1,509,683	1,622,374	1,485,563	1,472,812	1,469,250	1,453,864	1,387,542
Rolling 12 Month Interest Expenses	253,090	251,715	286,913	316,673	345,367	374,691	403,853	431,971	458,875	485,858
Interest Coverage Ratio	6.13	5.76	5.04	4.77	4.70	3.96	3.65	3.40	3.17	2.86
Covenant Interest Coverage Ratio	3.55			2.98			2.53			2.55

MINIMUM NET WORTH

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Net Worth	937,336	937,365	906,583	933,573	951,437	889,465	913,013	874,204	826,678	831,199
Covenant Net Worth	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000

INDEBTEDNESS TO CASH FLOW

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Rolling 12 Month Cash Flow										
Rolling 12 Month Adjusted EBITDA	1,551,270	1,449,947	1,446,194	1,509,663	1,622,374	1,485,563	1,472,812	1,469,250	1,453,864	1,387,542
Rolling 12 Month Cash Taxes:	N/A	N/A	N/A	N/A	(13,800)	(13,800)	(13,800)	(13,800)	(13,600)	(13,800)
Rolling 12 Month Capital Expenditures	248,758	244,961	249,332	254,391	247,168	234,003	298,670	319,538	359,317	359,809
Rolling 12 month Cash Flow	1,302,512	1,204,986	1,196,862	1,255,272	1,389,006	1,265,360	1,187,942	1,163,512	1,108,347	1,042,303
Revolving Line	410,726	326,604	411,437	342,241	258,664	297,969	155,957	144,332	316,671	273,936
Term Loan A	1,250,000	1,250,000	1,250,000	1,250,000	1,181,250	1,181,250	1,081,250	1,012,500	1,012,500	1,012,500
Term Loan B	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000	1,650,000
Senior Debt	127,627	120,221	112,799	105,359	97,902	90,428	58,000	54,000	50,000	46,000
Capital Leases	801,184	772,959	744,771	716,057	687,089	657,867	591,346	564,301	540,333	516,157
Senior or Convertible	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000
Deferred Interest - Loan B	29,565	39,775	49,382	59,590	69,562	79,928	90,019	100,507	111,059	121,332
Deferred Interest - Debenture	15,333	20,632	25,589	30,887	36,145	41,577	46,835	52,405	57,975	63,365
Total Indebtedness	4,884,435	4,780,191	4,843,978	4,754,134	4,580,612	4,599,019	4,213,407	4,178,045	4,338,538	4,283,290
Indebtedness to Cash Flow	3.75	3.97	4.05	3.79	3.30	3.63	3.63	3.59	3.91	4.11
Covenant Indebtedness to Cash Flow	4.80			4.76			4.56			4.59

CAPITAL EXPENDITURES

	Dec-85	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
Capital Expenditures	177,153	4,948	14,264	21,404	22,710	28,865	100,834	126,201	175,882	181,886
Overrunt Expenditures	212,000	308,000	308,000	308,000	308,000	308,000	308,000	308,000	308,000	308,000

LEASE OBLIGATIONS

	Dec-95	Jan-96	Feb-96	Mar-96	Apr-96	May-96	Jun-96	Jul-96	Aug-96	Sep-96
New Lease Obligations	0	0	0	0	0	0	0	0	0	0
Covenant Lease Obligations	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000

FAST CONNECTIONS, INC.
BALANCE SHEET
October 31, 1995

		<u>ASSETS</u>	
Cash		\$5,025.18	
Fixed Assets			
Phones	\$596.00		
Computer	\$3,385.89		
Fax Machine	\$660.21		
Escrow	<u>\$1,000.00</u>		
Total Fixed Assets		<u>\$5,742.10</u>	
Total Assets			<u>\$10,767.28</u>
		<u>LIABILITIES</u>	
		\$0.00	
Total Liabilities			\$0.00
		<u>STOCKHOLDER'S EQUITY</u>	
Paid-in Capital		\$16,500.00	
Retained Earnings		<u>\$5,732.72</u>	
Total Stockholder's Equity			<u>\$10,767.28</u>
Total Liabilities & Stockholder's Equity			<u>\$10,767.28</u>

FAST CONNECTIONS, INC.
 INCOME STATEMENT
 JULY - OCTOBER 1996

INCOME:	JULY	AUGUST	SEPTEMBER	OCTOBER	YTD
SERVICE FEES LESS REFUNDS	\$2,253.50	\$8,124.31	\$17,287.67 (\$209.00)	\$43,929.87 (\$197.00)	\$71,595.35 (\$408.00)
NET INCOME	\$2,253.50	\$8,124.31	\$17,078.67	\$43,732.87	\$71,189.35
EXPENSES:					
ADVERTISING	\$0.00	\$425.36	\$4,489.98	\$8,906.64	\$13,821.98
CONTRACT LABOR	\$137.25	\$420.75	\$969.00	\$3,935.25	\$5,462.25
POSTAGE & DELIVERY	\$62.00	\$0.00	\$0.00	\$38.50	\$98.50
PHONE SERVICE	\$934.95	\$3,140.03	\$1,807.40	\$1,468.38	\$7,348.74
LEGAL FEES	\$2,588.00	\$0.00	\$2,705.20	\$8,986.28	\$12,289.48
MISCELLANEOUS	\$0.00	\$3.75	\$128.58	\$143.28	\$275.61
OFFICE SUPPLIES	\$172.75	\$321.22	\$390.34	\$835.27	\$1,719.58
PROFESSIONAL FEES	\$0.00	\$2,878.00	\$6,813.50	\$11,248.25	\$20,737.75
DUES & SUBSCRIPTIONS	\$0.00	\$0.00	\$80.00	\$500.00	\$580.00
TRAVEL	\$0.00	\$57.60	\$68.87	\$412.12	\$538.59
VOICE BANK	\$1,027.98	\$1,423.53	\$0.00	\$11,818.12	\$14,069.61
TOTAL EXPENSES	\$4,922.91	\$8,470.24	\$17,432.65	\$46,098.07	\$76,922.07
NET INCOME/(LOSS)	(\$2,669.41)	(\$345.93)	(\$354.18)	(\$2,365.20)	(\$5,732.72)

CERTIFICATION OF APPLICANT

I, Dan E. Patterson, am President of East Connections, Inc., the Applicant herein. I certify that, based on my information and belief, the attached unaudited financial statements are true and correct.



Dan E. Patterson
President
East Connections, Inc.

Date: 10/18/96

CERTIFICATION OF APPLICANT

I, DAN PATTERSON, am Chief Financial Officer of Fast Connections, Inc., the Applicant herein. I certify that, based on my information and belief, the attached unaudited financial statements of Fast Connection's Inc. are true and correct.

D. Patterson

Date: 02/13/1976

EXHIBIT II

MANAGERIAL CAPABILITY

Fast Connections, Inc., the Applicant herein, has the managerial capability to provide the proposed services. The management team is composed of individuals who, collectively, have significant experience in the telecommunications industry. Below is a brief description of the experience of some key management personnel:

Dan E. Patterson is president of Fast Connections, Inc. He has started, built and sold several companies during his business career. From 1980-1983, he was in business development for Pearle Vision Centers with responsibility for mergers and acquisitions. In 1983, he started a company focused on reducing corporate health care costs through education of employees. In 1985, Mr. Patterson started a weight loss business, which by 1988, was listed on Inc. Magazine's list of fastest growing companies. In 1989, he sold both companies.

In 1993, Mr. Patterson joined Best, Patterson and Crothers, a Dallas-based merchant banking firm. The firm manages a portfolio of companies in the areas of telecommunications, printing, health care, specialty foods, cheerleading, education and art galleries. He holds a Bachelor's Degree from Kenyon College and a Masters from Harvard Business School.

Gail Thoma Patterson is secretary and treasurer of Fast Connections, Inc. Ms. Patterson has more than 10 years of telecommunications experience. She currently owns Proxy, Inc., a telemessaging company providing national telephone answering, voice messaging and inbound telemarketing services to more than 8,000 customers. Ms. Patterson began her career with Proxy in 1986 as General Manager, and acquired the company in 1995. She received her Bachelor's Degree from Oklahoma State and holds an MBA from Harvard Business School.

Christian B. Hann is Chief Operating Officer of Fast Connections, Inc. and is responsible for strategic and operational planning, market analysis and financial issues. Since 1985, Mr. Hann has been president of Computer Leasing Exchange Company, a computer rental, leasing and services firm offering personal computers and peripherals. Mr. Hann holds Master's Degrees from Southern Methodist (MBA), American Graduate School of International Management (International Management) and Technical University Munich, Germany (Physics).

Clyde H. Pittman, Jr. is Vice President of Fast Connections, Inc., and is responsible for the negotiation of resale agreements with underlying carriers. Mr. Pittman has served as a consultant in the telecommunications and real estate industries for more than 35 years, specializing in computer modeling of engineering and design processes. From 1986-1989 he was founder and chairman of DFW Metrolink, Inc., the first commercial alternate local access telecommunications provider. Since 1993, he is president and CEO of Cartesia Corporation, a leader in the field of tactical mapping software for the emergency response (9-1-1) industry.

EXHIBIT III

TECHNICAL CAPABILITY

Fast Connections, Inc., the Applicant herein, has the technical capability to provide the proposed services. As noted earlier, the management team has held various positions within the telecommunications industry. As a reseller of local basic services, Applicant will not own, control, operate or manage facilities in the State of Florida. Any technical issues that cannot be resolved by Applicant will likely be resolved by the underlying carrier whose services Fast Connections, Inc. resells.

EXHIBIT IV

CERTIFICATE OF AUTHORITY TO DO BUSINESS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 4, 1996

CT SYSTEM

Qualification documents for FAST CONNECTIONS, INCORPORATED doing business in Florida as FASCON, INC. were filed on October 4, 1996 and assigned document number F96000005151. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation 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 corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Doug Dickinson
Document Specialist
Division of Corporations

Letter Number: 996A00045535

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Fast Connections, Incorporated
(Name of corporation. must include the word "INCORPORATED", "COMPANY", "CORPORATION" or
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead
of a natural person or partnership if not so contained in the name at present.)

2. Texas 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/24/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 2200 Ross Ave., Suite 3838
Dallas, TX 75201
(Current mailing address)

8. Sale of telephone services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
95 OCT -4 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM
[Signature]
(Registered agent's signature) (Officer)
Special Asst. Secretary
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dan E. Patterson

Address: 2200 Ross Ave., Suite 3838
Dallas, TX 75201

Vice Chairman: _____

Address: _____

Director: Gail T. Patterson

Address: 2200 Ross Ave., Suite 3838
Dallas, TX 75201

Director: _____

Address: _____

B. OFFICERS

President: Dan E. Patterson

Address: 2200 Ross Ave., Suite 3838
Dallas, TX 75201

Vice President: _____

Address: _____

Secretary: Gail T. Patterson

Address: 2200 Ross Ave., Suite 3838
Dallas, TX 75201

ORIGINAL

FISHER WAYLAND COOPER LEADER & ZARAGOZA LLP.
2001 PENNSYLVANIA AVENUE, N.W.
SUITE 400

WASHINGTON, D. C 20006-1851

TELEPHONE (202) 659-3494

JAQUALIN FRIEND PETERSON

(202) 775-3534

November 21, 1996

FACSIMILE

(202) 296-6518

INTERNET

jpeterson@fwclz.com

Via Federal Express

Ms. Blanca S. Bayo
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Fast Connections, Inc. Application for Authority to Provide Alternative Local Exchange Service

Dear Ms. Bayo:

Enclosed for filing on behalf of Fast Connections, Inc. please find an original and six (6) copies of its Application for Authority to Provide Alternative Local Exchange Services in the State of Florida. Also enclosed is a check for \$250.00 payable to the Florida Public Service Commission to cover the application fee.

Please date-stamp the enclosed extra copy of the application and return it to the undersigned in the self-addressed, stamped envelope provided. Should you have any questions concerning the application, please do not hesitate to contact the undersigned.

Sincerely,

Jaqualin Friend Peterson
Jaqualin Friend Peterson

FAST CONNECTIONS, INC.

2200 ROSS AVE., STE 3838 214-978-3817
DALLAS, TX 75201

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Oct 18 1996

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Jaqualin Friend Peterson