

KELLEY DRYE & WARREN LLP

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FACSIMILE
(202) 955-9792

June 19, 2000

VIA OVERNIGHT DELIVERY

Ms. Blanca Bayo
Director
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

000740-TI

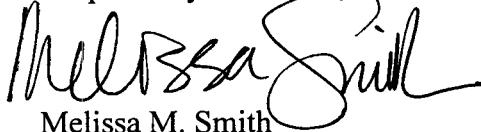
Re: Application for Authority to Merge Parent of TriVergent Communications, Inc., into a Subsidiary of Gabriel Communications, Inc.

Dear Ms. Bayo:

Enclosed please find an original and 12 copies of the above-referenced application for filing with the Florida Public Service Commission ("Commission"). Due to the timing of the Applicants' business plans, it is respectfully urged that the Commission grant its consent to this transfer of control as expeditiously as possible so that the transaction may be consummated on or before **August 15, 2000**.

Enclosed please also find a duplicate copy of this filing and a self-addressed, stamped envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Please do not hesitate to call me at (202) 955-9667 if you have any questions.

Respectfully submitted,



Melissa M. Smith

Enclosures

cc: Tom Williams

DC01/SMITM/116415.1

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07477 JUN 20 8

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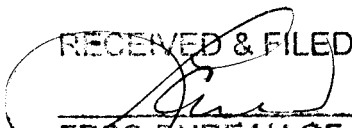
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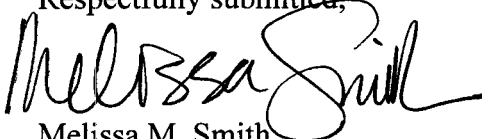
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FPSC-BUREAU OF RECORDS

Respectfully submitted,

Melissa M. Smith

Enclosures

cc: Tom Williams

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REGISTRATION
DIVISION OF

DOCUMENT NUMBER-DATE

07477 JUN 20 8

FPSC-RECORDS/REPORTING

**Before the
STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

In the Matter of:)
)
Application for Authority to) Docket No. _____
Merge Parent of TriVergent)
Communications, Inc., into a Subsidiary)
of Gabriel Communications, Inc.)

APPLICATION

State Communications, Inc. (“TriVergent”)¹, on behalf of its direct, wholly-owned subsidiary, TriVergent Communications, Inc. (“TVCI”), and Gabriel Communications, Inc. (“Gabriel”) (collectively, hereinafter, the “Applicants”), by their attorneys, respectfully request authority from the Florida Public Service Commission (the “Commission”) to transfer ownership and control of TVCI to a new combined company created through merger of TriVergent and a wholly-owned subsidiary of Gabriel, as described more fully below. TVCI is currently authorized to provide intrastate local and long distance telecommunications services within Florida. Upon consummation of the merger, TVCI will become a direct wholly-owned subsidiary of Gabriel and will continue to provide intrastate telecommunications under TVCI’s existing authorization. The Applicants, therefore, do not seek to transfer any operating authority. Due to the timing of the Applicants’ business plans, it is respectfully urged that the Commission grant its consent to this transfer of control as expeditiously as possible so that the transaction may be consummated on or before **August 15, 2000**. In support of this Application, the Applicants provide the following information:

¹ State Communications, Inc., a South Carolina company, is considering re-incorporation under the laws of the State of Delaware prior to consummating the merger, and concurrent with such in re-incorporation, a name change to TriVergent Corporation.

I. The Applicants

TriVergent

TriVergent is a privately-held, South Carolina corporation, headquartered at 301 North Main Street, Greenville, South Carolina, 29601. TriVergent is a facilities-based, integrated communications provider, and offers business customers a bundled product package that includes high-speed Internet access, such as digital subscriber line (“DSL”), and local and long distance telecommunications service, as well as web design and web hosting. Trivergent currently utilizes both ATM packet switching and Class 5 circuit-switching platforms. To finance its operating expenses and capital expenditures, TriVergent has raised \$137 million in private equity and preferred financing, \$120 million from a senior secured credit facility, and \$45 million under a credit facility with Nortel.

TriVergent offers its bundled high-speed internet and local and long distance telecommunications package through its direct wholly-owned operating subsidiary, TVCI, to markets in the Southeast, including Florida, Georgia, South Carolina and North Carolina. TriVergent plans to provide service to its other target markets in the Southeast, including Alabama, Kentucky, Louisiana, Mississippi, and Tennessee, either through TCVI or its other direct, wholly-owned operating subsidiary, TriVergent Communications South, Inc. (“TVC South”). TVCI is authorized to provide local and long distance telecommunications services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Within Florida, TVCI is authorized to provide local and long distance telecommunications service.² TriVergent is also authorized to provide intrastate long distance

² The Commission granted TriVergent a Certificate to provide alternative local exchange services in Docket No. 980230-TX, Order No. PSC-98-0715-FOF-TX, on May 22, 1998.

telecommunications services in numerous states outside of the Southeast, and is authorized by the Federal Communications Commission to provide interstate and international long distance telecommunications services. Additional information about TriVergent may be found on its website at www.trivergent.com.

Gabriel

Gabriel is a privately held Delaware corporation whose principal offices are located at 16090 Swingley Ridge Road, Chesterfield, MO, 63017. Gabriel is a facilities-based, integrated communications and applications services provider. Gabriel packages dedicated high speed Internet access and “traditional” local and long distance telephone services with unified voice, e-mail and fax messaging and other advanced data services. Founded in 1998, Gabriel now has broadband telecommunications networks in operation or under development in 15 markets in Arkansas, Illinois, Indiana, Kansas, Kentucky, Missouri, Ohio, Oklahoma, and Tennessee. Gabriel’s network currently utilizes both ATM packet switching and traditional Class 5 circuit-based switching platforms. Gabriel, through its indirect wholly-owned operating subsidiaries in each state (collectively, the “Gabriel Subsidiaries”),³ is authorized to provide intrastate local and long distance telecommunications services in each of these states, not including Florida. Gabriel is also authorized to provide interstate and international long distance telecommunications

The Commission granted TriVergent a Certificate to provide long distance services in Certificate No. 5608.

³ Gabriel, through its direct, wholly-owned subsidiary, Gabriel Communications Finance Company, owns and controls the following indirect, operating subsidiaries in the above states -- respectively, Gabriel Communications of Arkansas, Inc.; Gabriel Communications of Illinois, Inc.; Gabriel Communications of Indiana, Inc.; Gabriel Communications of Kansas, Inc.; Gabriel Communications of Kentucky, Inc.; Gabriel Communications of Missouri, Inc.; Gabriel Communications of Ohio, Inc.; Gabriel Communications of Oklahoma, Inc.; and Gabriel Communications of Tennessee, Inc.

service by the Federal Communications Commission. Additional information about Gabriel may be found on its website at www.gabrielcom.net.

II. Designated Contacts.

The designated contacts for questions concerning this Application are:

For Gabriel:

Edward J. Cadieux,
Executive Director – Regulatory
Gabriel Communications, Inc.
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017
Telephone: (636) 537-5743
Facsimile: (636) 733-5743

For TriVergent:

Brad E. Mutschelknaus
Peter A. Batacan
Melissa M. Smith
Kelley, Drye & Warren LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
Telephone: (202) 955-9600
Facsimile: (202) 955-9792

Copies of any correspondence also should be sent to the following designated representatives of the Applicants:

For Gabriel:

Edward J. Cadieux,
Executive Director – Regulatory
Gabriel Communications, Inc.
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

For TriVergent:

Riley M. Murphy
Senior Vice President and
General Counsel
Trivergent Communications
301 North Main Street
Suite 2000
Greenville, South Carolina
29601

III. Request for Authority to Transfer Control of TVCI

The Applicants have signed a definitive agreement (“Agreement”) of merger whereby TriVergent will merge into a wholly-owned subsidiary of Gabriel. Specifically, TriVergent will be merged with and into a special-purpose merger subsidiary of Gabriel, Triangle Acquisition, Inc. (the “Merger Sub”). Each share of TriVergent stock will be converted into, and become a right to receive, Gabriel stock, at the exchange ratio specified in the Agreement. TriVergent will become a direct, wholly-owned subsidiary of Gabriel. In addition, the outstanding TriVergent shares of current shareholders will be cancelled and those shareholders will receive shares of Gabriel stock. Since TVCI is a direct, wholly-owned subsidiary of TriVergent, the merger between TriVergent and a Gabriel subsidiary will result in a transfer of ultimate control of TVCI to Gabriel. A chart depicting the pre-merger structure of the Applicants and post-merger structure of the combined entity is attached hereto as Attachment A.

After the consummation of the merger, although Gabriel will own 100% of the combined company, TVCI and TVC South, as wholly-owned subsidiaries of the combined company, will continue to operate under their same name and operating authority. TVCI and TVC South also will continue to operate under the same rates, services, and tariff. Thus, the transfer of control will be transparent to customers and will not have any adverse impact on them. After the merger, TriVergent’s toll-free contact for customer service will remain: 888-782-8318, for business customers; and 800-800-9681, for residential customers.⁴

The combined company possesses all financial, managerial and technical qualifications to assume ultimate control of TriVergent. Like TriVergent, Gabriel has successfully raised

⁴ The licensed operations of the Gabriel Subsidiaries, of course, will not be affected by the merger.

sufficient capital to deploy facilities and provide service in its target markets. Notably, for its initial network build-out, Gabriel has raised approximately \$187 million in capital investment, including approximately \$97 million in an initial round of private equity financing in 1998, followed by establishment of a \$90 million dollar senior secured debt facility in 1999. Like TriVergent, Gabriel's preferred stockholders include various large institutional investors. Furthermore, as reflected in Gabriel's audited financial statements attached hereto as Attachment B, Gabriel had cash and cash equivalents of approximately \$63 million as of December 31, 1999. As a privately-held company, Gabriel's financial statements are confidential and are filed under seal in Attachment B. Accordingly, Gabriel's resources, combined with those of TriVergent, create a stronger company than either operation independently. The combined company has fully funded plans to develop networks in over 40 markets in 16 Midwestern and Southeastern states. On a pro forma basis, the combined company has total invested and committed capital of \$800 million.

Additionally, like TriVergent, Gabriel is led by a highly-qualified team of management personnel, all of whom have extensive backgrounds in telecommunications.⁵ Collectively, Gabriel's senior management team has over 200 years of telecommunications industry experience, in previously founding, developing and managing successful high growth communications businesses, including CenCom Cable and Brooks Fiber. The members of Gabriel's management team have extensive experience in telecommunications network management, provisioning, billing, customer service, OSS design and implementation, sales, marketing, finance, and legal and regulatory affairs, including significant entrepreneurial experience in emerging telecommunications companies.

⁵ Brief biographical statements concerning the senior management personnel of Gabriel are appended hereto as Attachment C.

IV. Public Interest Analysis.

Approving the transfer of control of TVCI to the combined entity created through merger of TriVergent and Gabriel is in the public interest. The combination of TriVergent and Gabriel will enhance their ability to compete in the market for telecommunications services in Florida and elsewhere. The Applicants will benefit from increased economies of scale that will permit them to operate more efficiently and thus to compete more effectively. TriVergent and Gabriel currently operate in a total of 16 markets, and expect that the combined company will be operational in over 30 markets, with approximately 350 collocations in service, by year-end 2000. The merger will allow the combined entity to introduce new products and services and to respond to the competitive telecommunications environment in Florida and across the nation. Over time, consumers in Florida will benefit from a greater number of product and service options as well as lower prices.

WHEREFORE, TriVergent and Gabriel, respectfully request that the Commission approve the merger of TVCI's parent with Gabriel.

Respectfully submitted,

STATE COMMUNICATIONS, INC.
("TRIVERGENT")
TRIVERGENT COMMUNICATIONS, INC.
GABRIEL COMMUNICATIONS, INC.

By: 

Brad E. Mutschelknaus

Peter A. Batacan

Melissa M. Smith

KELLEY DRYE & WARREN LLP

1200 19th Street, N.W., Suite 500

Washington, D.C. 20036

Telephone: (202) 955-9600

Facsimile: (202) 955-9792

Its Attorneys

Dated: June 19, 2000

VERIFICATION

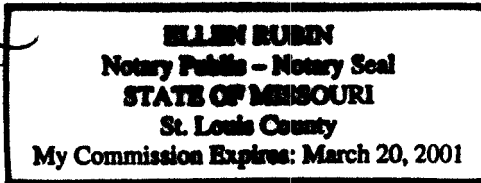
I am authorized to represent Gabriel Communications, Inc. ("Gabriel"), and to make this verification on its behalf. The statements in the foregoing document relating to Gabriel, are true of my own knowledge, except as otherwise specifically attributed, and as to matters that are stated therein on information on belief, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

Edward J. Cadieux
Edward J. Cadieux
Executive Director - Regulatory
Gabriel Communications, Inc.

Subscribed and sworn to before me this 12th day of June, 2000.

Ellen Rubin
Notary Public

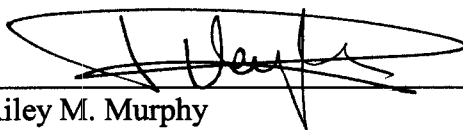


My Commission expires: _____

VERIFICATION


I am authorized to represent TriVergent Communications, Inc. ("TriVergent") and to make this verification on its behalf. The statements in the foregoing document relating to TriVergent, are true of my own knowledge, except as otherwise specifically attributed, and as to matters that are stated therein on information on belief, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.



Riley M. Murphy
Senior Vice President
TriVergent Communications, Inc.

Subscribed and sworn to before me this 12th day of
June, 2000.

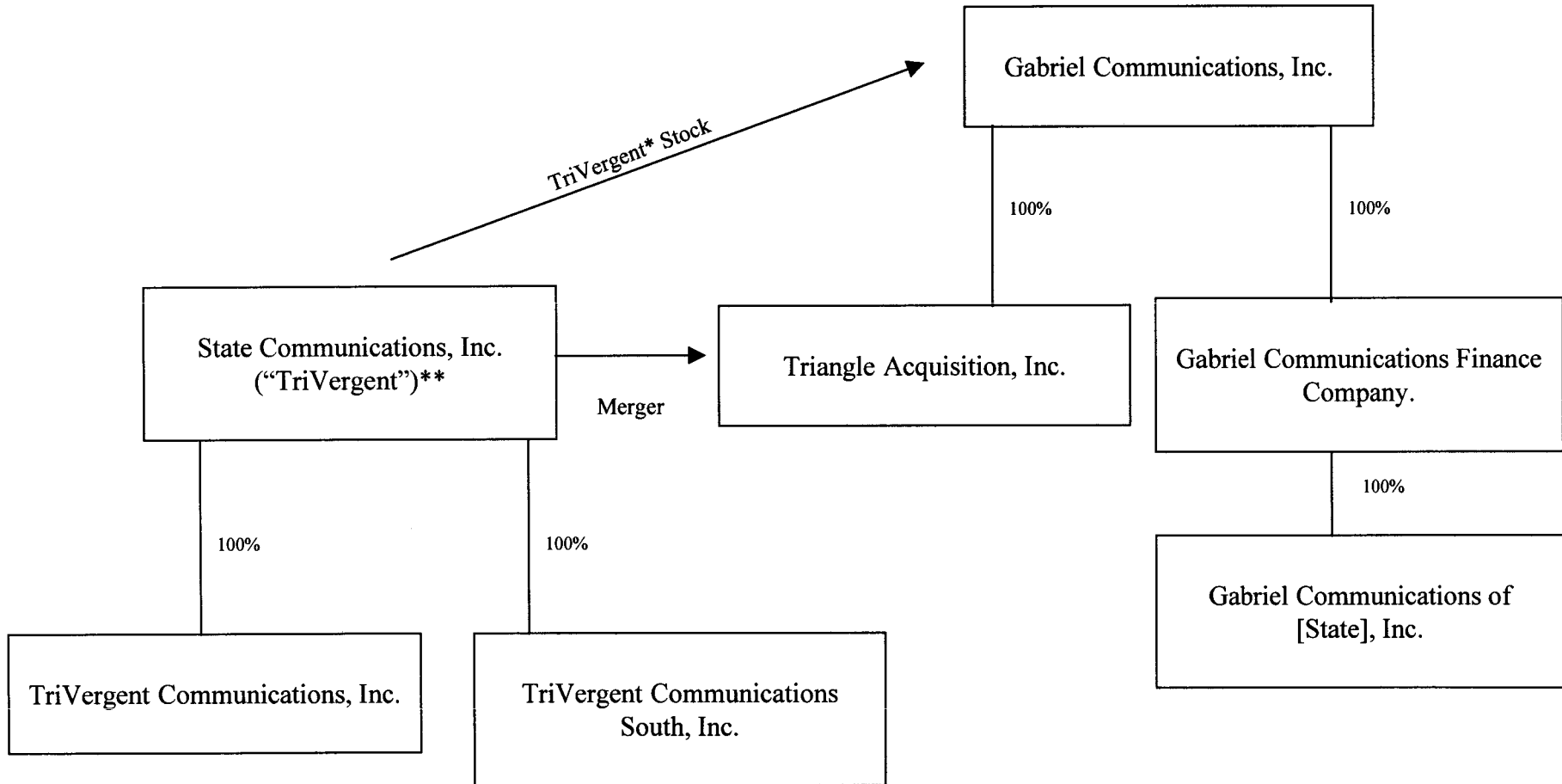


Notary Public

My commission expires: March 3, 2008

**ATTACHMENT A
MERGER DIAGRAMS**

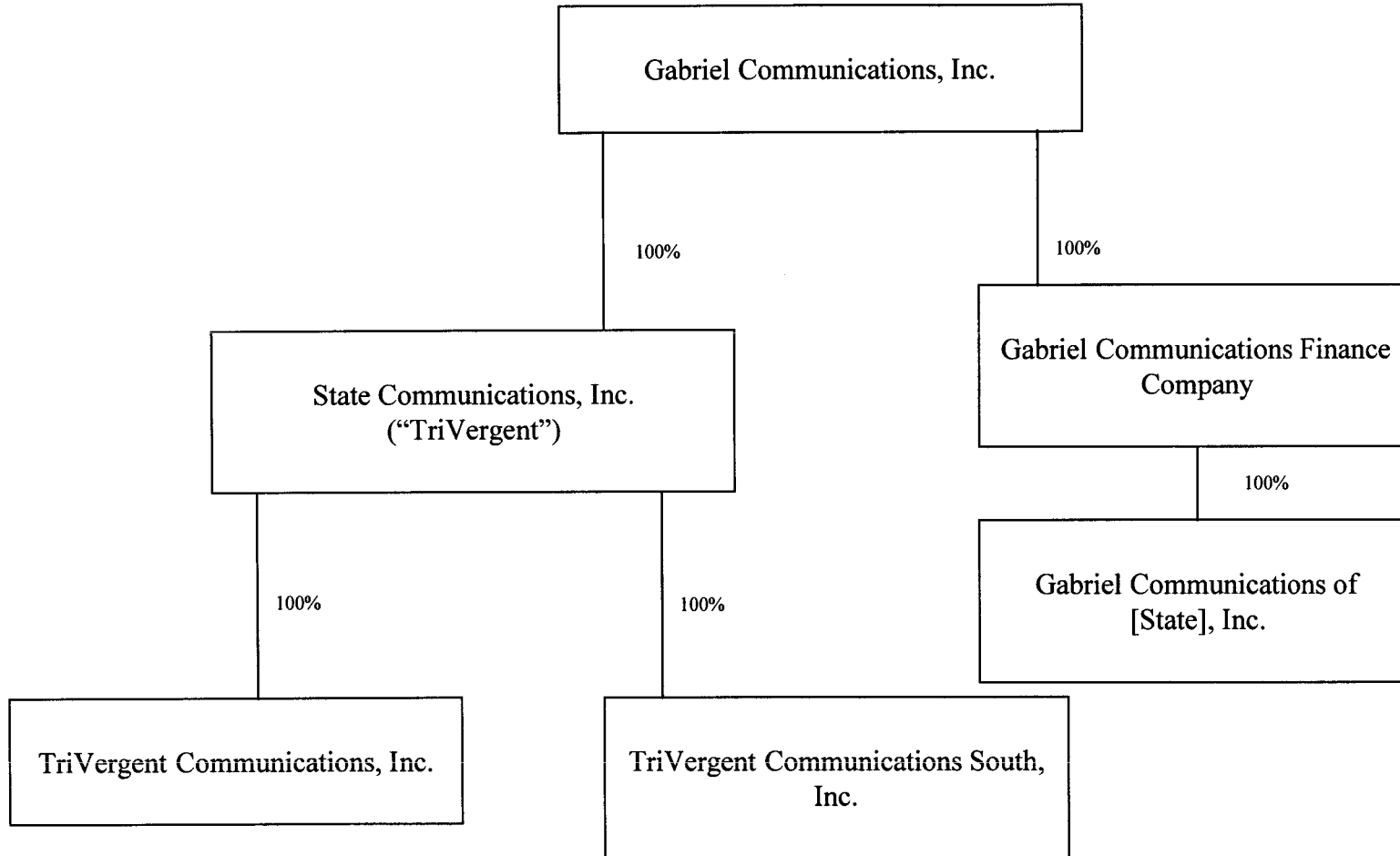
Pre-Merger



* Each share of TriVergent stock shall be converted and become the right to receive Gabriel stock, at the exchange ratio specified in the merger agreement.

** State Communications, Inc., a South Carolina corporation is considering re-incorporating in Delaware prior to consummating the merger, and concurrent with such reincorporation, a name change to TriVergent Corporation

Post-Merger



ATTACHMENT B
GABRIEL AUDITED FINANCIAL STATEMENTS

CONFIDENTIAL – FILED UNDER SEAL

ATTACHMENT C
GABRIEL SENIOR MANAGEMENT BIOGRAPHIES

Executive Officers

David L. Solomon, Chief Executive Officer, Vice Chairman and Director, is an experienced telecommunications entrepreneur. He served as Executive Vice President and Chief Financial Officer of Brooks Fiber from 1994 until its acquisition by WorldCom in 1998. During this period, he played a major role in its capital raising and growth activities, raising more than \$1.5 billion of debt and equity and completing numerous acquisitions. Prior to joining Gabriel, Mr. Solomon served as an advisor to Diginet Americas, Inc., a competitive telecommunications provider with operations throughout South America, and he also serves as a director of that company. Mr. Solomon is also an investment director and founder of Meritage Private Equity Fund, L.P., a private investment fund specializing in communications network and services companies. Prior to joining Brooks Fiber, he was a partner of KPMG LLP, where he gained more than 13 years' public company accounting and financial experience. He is a member of the American Institute and Tennessee Society of CPAs. He has a Bachelor of Science degree from David Lipscomb University.

Gerard J. Howe, President, Chief Operating Officer, Director and a co-founder of Gabriel, brings to Gabriel more than 20 years of operational and management experience in the telecommunications industry. Mr. Howe most recently served as Sr. Vice President of Finance at Brooks Fiber, where he oversaw the company's financial operations. Prior to joining Brooks Fiber, Mr. Howe spent eighteen years with SBC Communications (Southwestern Bell) and held a number of executive positions in Operations, Finance, Regulatory and Information Processing. From 1993 to 1995, Mr. Howe served as an executive and Director of SBC CableComms, U.K., a UK-based cable television/telephony business in its formative stages of development. During his tenure in the UK, Mr. Howe was responsible for all aspects of financial operations, corporate development, human resources and regulatory and legislative affairs. Prior to his assignment in the UK, Mr. Howe served as Vice President, Chief Financial Officer and a Director of Southwestern Bell Yellow Pages. Mr. Howe is a graduate of Southern Illinois University at Edwardsville, B.S., and St. Louis University, M.B.A.

John P. Denneen, Executive Vice President – Corporate Development and Legal Affairs, Secretary and Director of Gabriel, has more than 30 years' experience in U.S. and international corporate and business law with particular emphasis of securities transactions, mergers and acquisitions, corporate finance and joint ventures. Prior to joining Gabriel in August 1999, Mr. Denneen was a senior of Bryan Cave LLP, a leading international law firm, for over 12 years, where he headed the legal teams that assisted Brooks Fiber in issuing more than \$1.5 billion of debt and equity securities and completing numerous acquisitions, concluding with its \$3 billion merger with WorldCom, Inc. While at Bryan Cave LLP, Mr. Denneen also represented several other competitive telecommunications providers in connection with their capital raising activities. Mr. Denneen is a graduate of Fordham University, B.S., and Columbia Law School, J.D.

Thomas P. Erickson, Senior Vice President and Chief Financial Officer of Gabriel, has over 20 years experience in public accounting, most recently as a partner in the St. Louis office of KPMG LLP. Mr. Erickson has extensive knowledge of corporate debt and equity structuring,

mergers and acquisitions and accounting methods and procedures. Mr. Erickson was the engagement partner for Brooks Fiber. He also served as the engagement partner for several information and communication clients as well as several emerging companies which went public. Mr. Erickson is a Certified Public Accountant licensed in the State of Missouri. He is a member of the American Institute of Certified Public Accountants and the Missouri Society of CPAs. Mr. Erickson is a graduate of University of Missouri, St Louis, B.S.

Marguerite A. Forrest, Senior Vice President - Human Resources and Administration and Assistant Secretary of Gabriel, brings more than 20 years of professional management, operational and technical experience in the communications industry. Most recently, Ms. Forrest served as Vice President and Assistant Secretary for Brooks Fiber. She was a member of the start-up management team since that corporation was founded in 1993, charged with the responsibilities for human resources, corporate administration and shareholder communications. Previous management and technical experience included responsibility for drafting and system design activities for Cencom Cable Associates, Group W Cablevision and Telcom Engineering, Inc. Ms. Forrest is a graduate of Southwest Missouri State University, B.S.

Michael E. Gibson, Senior Vice President - Finance and Corporate Development, is highly experienced in financial operations in the telecommunications industry. Most recently, Mr. Gibson has been employed as a financial advisor to telecommunications start-up companies, playing a major role in negotiating and closing over \$250 million of debt/equity financing during 1999. He served as Vice President and Treasurer of Brooks Fiber from that company's inception in 1993 until its acquisition by WorldCom in 1998. Mr. Gibson oversaw all activities related to financial operations, financial planning and analysis, including acquisitions, treasury, SEC reporting and risk management. Prior to joining Brooks Fiber, Mr. Gibson served as a Finance Director for Cencom Cable for five years, with responsibility for budgeting, financial planning, accounting, payment processing and human resources. Prior to joining Cencom Cable, Mr. Gibson was an audit manager at Arthur Andersen & Co., gaining extensive experience in providing auditing and business advisory services mainly to telecommunications and cable television companies. Mr. Gibson is a graduate of Illinois State University, B.S., and Indiana University, M.B.A.

Larry W. Britt, Vice President – Sales and Marketing of Gabriel, has over 20 years of sales, marketing and product development experience in the telecommunications industry. He most recently served as Vice President-Marketing at Brooks Fiber for nine months and managed a staff of 25 marketing and sales support personnel. He was responsible for Brooks Fiber's marketing to the business segment including product development, product management, pricing, sales training, advertising and promotion. Prior to Brooks Fiber, Mr. Britt spent eighteen years at Sprint, where he held a variety of sales and marketing positions in both the wireline and wireless businesses. In his final management position, as Director of Market and Channel Development, Mr. Britt was responsible for marketing communications, including a \$20 million advertising and promotion budget, market management and segmentation analysis. At Sprint, Mr. Britt also managed product and sales training functions and spearheaded the development of customer acquisition and retention programs. Mr. Britt is a graduate of University of North Carolina–Chapel Hill, B.S.

Brian L. Butler, Vice President - Engineering of Gabriel, has 20 years of operational and management experience in the telecommunications industry. He most recently served as Vice President of Network Management and Service Operations at Brooks Fiber, where he was responsible for network monitoring, service delivery, customer care and technical support. Additionally, he was the operations representative in the selection and implementation of Brooks Fiber's operational support systems. Prior to his two years at Brooks Fiber, Mr. Butler spent nine years in various operational, planning, service and Systems roles at WilTel, now part of MCI WorldCom. As Director of International Operations, he designed and executed WilTel International's frame relay network and Operation plan. As Director of Information Technology at WilTel Communications, he led the design and coding of an integrated business and operational support system. Mr. Butler is a graduate of University of Missouri, B.S.

Christopher A. Thornton, Vice President – Information Technology of Gabriel, joined Gabriel in March 1999. Prior to joining Gabriel, Mr. Thornton worked as an attorney and director of information technology for the law firm of Husch and Eppenberger, LLC, in St. Louis, Missouri. He directed the conversion of the firm's operational support systems. Mr. Thornton received his Bachelor of Science degree in physics, summa cum laude, from the University of Missouri at Rolla, his Master of Science degree in physics and his juris doctorate degree, cum laude, from the University of Illinois.

Janet M. Wendel, Vice President – Planning of Gabriel, has over seven years' experience in financial modeling, reporting and analysis. Prior to joining Gabriel in June 1998, Ms. Wendel served as Corporate Finance Manager at Brooks Fiber for the two and half years where she was responsible for financial planning, analysis, treasury operations and risk management functions. This role included acquisition and new market analysis, external financial reporting and participation in Brooks Fiber's public debt and equity offerings. Previously, Ms. Wendel was a Senior Consultant at Arthur Andersen LLP. Ms. Wendel is a graduate of St. Louis University, B.S.BA.

Non-Management Directors

Robert A. Brooks, Chairman of the Board, Director and a co-founder of Gabriel, has over 40 years' experience in developing and managing emerging communications ventures. In 1981 Mr. Brooks founded CenCom Cable Associates with an initial capitalization of approximately \$300,000. At the time of its 1991 purchase by Crown Media in a transaction valued at over \$1 billion, CenCom Cable Associates was one of the largest cable operators in the United States. In 1993, Mr. Brooks founded Brooks Fiber Properties, Inc. with 21 employees and \$41 million in venture capital. By January 1998, Brooks Fiber had grown to over 2,000 employees when purchased by WorldCom (now MCI WorldCom) in a transaction valued at approximately \$3 billion. Mr. Brooks has also served as a founding Director for a number of corporations, including most recently, OneComm, Inc. and ChemDesign Corporation. Mr. Brooks is a graduate of Northeastern University, B.S.E.E.

Steven C. Halstedt, Director, has been a General Partner to The Centennial Funds since 1981. Prior to co-founding Centennial in 1981, Mr. Halstedt was an executive vice president and director of Daniels and Associates, Inc. He is Chairman of the Board of Verio Inc. and Centennial Communications Corporation, and is a director of Formus Communications and VeloCom, Inc. Mr. Halstedt is a graduate of Worcester Polytechnic Institute, B.S. with distinction in Management Engineering and the Amos Tuck School of Business Administration, at Dartmouth College, M.B.A.

William Laverack, Jr., Director, has been a General Partner of J. H. Whitney & Co. since 1993. Previously, he was with Gleacher & Co., Inc. and Morgan Stanley & Co., Incorporated. He is a director of TeleCorp PCS, Inc., HOB Entertainment, Inc., PRAECIS Pharmaceuticals, Inc., NeuroMetrix, Inc., and Ariat International, Inc. Mr. Laverack is a graduate of Harvard College, B.A., and Harvard Business School, M.B.A.

Joseph T. McCullen, Jr., Director, was formerly an Investment Partner of One Liberty Ventures since 1986. Previously, he was a General Partner at Morgan, Holland Ventures. He has six years of experience in federal government as Special Assistant to the President, Assistant Secretary of the Navy and Acting Secretary of the Navy. Mr. McCullen is a director of Advanced TelCom Group, Inc., Health Share Technology, Inc., Extraprise 'Group, Inc., General Wireless, Inc., Linx Communications, Inc., Telecorp PCS, Inc. And Telecorp's affiliated companies. He also is a board observer at Silicon Wireless Limited. Mr. McCullen is a graduate of Villanova University.

Stephen W. Schovee, Director, has been a Managing Member of the General Partner of Telecom Partners, L.P. since 1995 and Telecom Partners II, L.P. since 1997. Previously, Mr. Schovee was a co-founder, the Chief Executive Officer and a Director of One Comm Corporation ("OneComm"), a publicly-traded specialized mobile radio ("SMR") company which merged with Nextel Communications, Inc. in a \$750 million transaction in August 1995. Prior to that, Mr. Schovee was, a Vice President with The Centennial Funds. Mr. Schovee is the Chairman of Allied Riser Corporation. He is a director of Centennial Communications, VeloCom, SMR Direct, Advanced Telecom Group and WLL International, Inc. He was previously a director of Verio, Inc. Mr. Schovee received a Bachelor of Science in Mechanical Engineering from Bucknell University and an MBA from the Wharton School.

Byron D. Trott, Director, is a Managing Director of Goldman, Sachs & Co. responsible for its Midwest Region and Co-Head of its Chicago office. He joined Goldman, Sachs & Co. in 1982 and became Vice President in 1987 and a Partner in 1994. He is a graduate of the University of Chicago, B.A., and University of Chicago Graduate School of Business, M.B.A.

Michael R. Hannon, a nominee for Director, has been a General Partner of Chase Capital Partners, a general, partnership with approximately \$7.5 billion under management, since January 1988. Chase Capital Partners invests in a wide variety of international private equity opportunities including management buyouts, growth equity, and venture capital situations, and its chief limited partner is The Chase Manhattan Corporation, one of the largest bank holding companies in the United States. t Chase Capital Partners, he focuses on the media/telecom and

financial services industry. Mr. Hannon is currently a director of Formus Communications, Entercom Communications, Financial Equity Partners and Telecorp PCS, Inc. Mr. Hannon is a graduate of Yale University, B.A. and the Columbia University School of Business, M.B.A.