

TELEDIAS

RECEIVED FPSC

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5605 Riggins Court, Ste. 265
Reno, NV 89502
(775) 827-9004
Fax (775) 827-9005

COMMISSION
CLERK

June 8, 2008

Florida Public Service Commission
Division of the Commission Clerk and
Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

via Federal Express


Re: **TeleDias Communications, Inc.**

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of TeleDias Communications, Inc.'s *Application Form for Authority to Provide Competitive Local Exchange Telecommunications Company Service Within the State of Florida*. Also enclosed is a check in the amount of \$400.00 for the application fee.

Thank you for your assistance. Should you have any questions or need additional information please do not hesitate to contact me at 775-827-9004.

Sincerely,

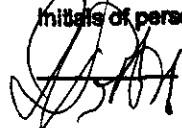

Carmen Asprey
Vice President

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CMP Price list Forwarded
ENCLOSURES
COM _____
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to Fiscal for deposit. Fiscal to forward
deposit information to Records.

Initials of person who forwarded check:



DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

080314

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
APPLICATION FORM
for
AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE
TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of **\$400.00** to:

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- E. A filing fee of **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Competitive Markets and Enforcement
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

FORM PSC/CMP-8 (01/06)
 Required by Commission Rule Nos. 25-24.810,
 and 25-24.815

Note: To complete this interactive form
 using your computer, use the tab key
 to navigate between data entry fields.

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1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

Approval of assignment of existing Certificate: Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: TELEDIAS COMMUNICATIONS, INC.

3. Name under which applicant will do business (fictitious name, etc.):

None

4. Official mailing address:

Street/Post Office Box: 5605 Riggins Court, Ste. 265

City: Reno

State: NV

Zip: 89502

5. Florida address:

Street/Post Office Box: N/A

City:

State:

Zip:

6. Structure of organization:

Individual
 Foreign Corporation
 General Partnership
 Other,

Corporation
 Foreign Partnership
 Limited Partnership

7. **If individual**, provide:

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F0200002871

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

14. Provide **F.E.I. Number**(if applicable): 42-1533636

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Janet Tripi
Title: Regulatory Manager
Street name & number: 7 Shepard Hills Ct.
Post office box:
City: Little Rock
State: AR
Zip: 72223
Telephone No.: 501-367-8227
Fax No.: 501-868-1341
E-Mail Address: janet@telecertinc.com
Website Address:

(b) Official point of contact for the ongoing operations of the company:

Name: Juan Mejia
Title: Director
Street name & number: 5605 Riggins Court, Ste. 265
Post office box:
City: Reno
State: NV
Zip: 89502
Telephone No.: 775-827-9004
Fax No.: 775-827-9005
E-Mail Address: sales@teledias.com
Website Address: www.teledias.com

(c) Complaints/Inquiries from customers:

Name: Joyce Yee
Title: Customer Service Manager
Street/Post Office Box: 5605 Riggins Ct., Ste. 265
City: Reno
State: NV
Zip: 89502
Telephone No.: 775-827-9004
Fax No.: 775-827-9005
E-Mail Address: joyce@teledias.com
Website Address: www.teledias.com

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

Georgia

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

None

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

Georgia

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company 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

17. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

No

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

No

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

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

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.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company 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 s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: Carmen Asorey
Title: Vice President
Telephone No.: 775-827-9004
E-Mail Address: corporate@teledias.com


Signature:  _____ Date: 6/6/2008

EXHIBIT A

**TELEDIAS COMMUNICATIONS, INC.
FLORIDA SECRETARY OF STATE CERTIFICATION**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2002

CARMEN ASOREY
TELEDIAS COMMUNICATIONS, INC.
5605 RIGGINS COURT, SUITE 265
RENO, NV 89502

Qualification documents for TELEDIAS COMMUNICATIONS, INC. were filed on June 3, 2002 and assigned document number F02000002871. 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/uniform business 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 (850) 245-6051, the Foreign Qualification/Tax Lien Section.

Michelle Hodges
Document Specialist
Division of Corporations

Letter Number: 702A00037772

EXHIBIT B

TELEDIAS MANAGEMENT TEAM



5605 Riggins Court, Ste. 265
Reno, NV 89502
(775) 827-9004
Fax (775) 827-9005

MANAGEMENT TEAM

Carmen Asorey

Vice President

Carmen Asorey is a senior-level Management Executive with over 20 years of telecommunications industry experience. Ms. Asorey has served as a private consultant and as systems director to several international long distance companies.

Ms. Asorey has extensive experience in industry negotiations, including billing company and carrier contracts, which has resulted in a solid marketplace standing for contracted companies, both in the United States and Latin America. In addition to her product development and strategic planning skills, Ms. Asorey has developed and trained Customer Service departments through her leadership and ability to identify and maximize team member strengths and capabilities. Ms. Asorey holds an MBA in Business Administration.

Juan Mejia

Sales Director

Mr. Mejia has twenty-two years of experience in sales management, strategic planning, small business development and relationship building. He is an expert in revenue generation and new account development and management within the U.S. Hispanic market. In addition, Mr. Mejia has had consistent success in new market identification, creation and penetration. Mr. Mejia holds a Bachelor of Science in Business Administration.

Jose Benitez

Controller

Mr. Benitez has many years' experience with several of the Big 5 CPA firms within their auditing departments where he planned, supervised and implemented audits for a variety of clients, including telecommunication companies. He has also provided consulting services regarding financial planning models, profit and loss analyses, accounting controls and accounting policies and procedures. Mr. Benitez holds a Bachelor of Arts degree in Business Administration, a Bachelor of Business Administration degree in Accounting and is a Certified Public Accountant.

Sunil Patil
Head Programmer

Mr. Patil's ten years of experience in the field of telecommunications includes various positions with MCI/WorldCom as Project Manager, Programmer, and Revenue Reporting Systems Manager. Sunil will be responsible for developing and managing project timelines, identifying and defining project benefits, performing business analyses, identifying and integrating hardware systems requirements and developing and managing sales and customer service applications. Mr. Patil holds a Bachelor of Science degree in Business Administration and has extensive knowledge of the following programming languages: Visual Basic, SQL, UDB, Paradox, Java, Oracle, HTML, SAS and Object PAL.

Joyce Yee
Provisioning / Customer Service Manager

Ms. Yee has worked in the telecommunications industry for many years. Prior to joining TeleDias, she held management positions at Amerimex Communications. Ms. Yee is fluent in Spanish and is experienced in assuring the accuracy of all aspects of customer order provisioning, as well as handling many types of escalated customer service issues. Her background encompasses telecommunications and development of international training programs for community integration and market surveys. Ms. Yee holds a Bachelor of Science degree in Business Management.

EXHIBIT C

TECHNICAL CAPABILITY

TeleDias Communications, Inc. proposes to offer residential local exchange service as a reseller in Florida. The Company currently has a Resale Agreement with AT&T to resell local service in the state of Georgia, and is in the process of expanding this Resale Agreement to include resale of local service in the state of Florida. TeleDias also plans to negotiate residential local service resale agreements with Verizon and Embarq.

In addition to the personnel skills listed in Exhibit B, Management Team, the Company will utilize LEC switching facilities. Technical maintenance will be handled by LEC technicians.

EXHIBIT D

UNAUDITED FINANCIAL STATEMENTS 2005 - 2007

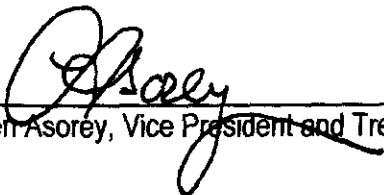
CERTIFICATION OF UNAUDITED FINANCIAL STATEMENTS

Attached are the balance sheet, income statement and statement of cash flow of TeleDias Communications, Inc. as of December 31, 2007. These financial statements are the responsibility of the Company's management.

The financial statements contained herein are true, accurate and present fairly, in all material respects, the financial position and the results of operations in conformity with generally accepted accounting principles in the United States of America.

SIGNED this 3rd day of June, 2008.

By,



Carmen Asorey, Vice President and Treasurer

TeleDias Communications, Inc.

Balance Sheet

As of December 31, 2007

	<u>Dec 31, 07</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank of America - Nevada	269.91
Bank of America - Operating a/c	-2.77
Main Street - Operating Account	201,126.90
Total Checking/Savings	<u>201,394.04</u>
Accounts Receivable	
A/R - ACI	560,706.52
Total Accounts Receivable	<u>560,706.52</u>
Other Current Assets	
PrePaid Expenses	314.64
Total Other Current Assets	<u>314.64</u>
Total Current Assets	<u>762,415.20</u>
TOTAL ASSETS	<u><u>762,415.20</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	23,586.54
Total Accounts Payable	<u>23,586.54</u>
Other Current Liabilities	
Payroll Liabilities	3,958.19
Payroll Taxes Payable	-45.90
Total Other Current Liabilities	<u>3,912.29</u>
Total Current Liabilities	<u>27,498.83</u>
Total Liabilities	27,498.83
Equity	
Contributed Capital	95,700.00
Retained Earnings	459,943.52
Net Income	179,272.85
Total Equity	<u>734,916.37</u>
TOTAL LIABILITIES & EQUITY	<u><u>762,415.20</u></u>

Confidential

TeleDias Communications, Inc.

TeleDias Communications, Inc.
Profit & Loss
 January through December 2007

	<u>Jan - Dec 07</u>
Ordinary Income/Expense	
Income	
Credits	
USBI Customer Credits	-2,891.91
Total Credits	<u>-2,891.91</u>
LD Revenue	1,050,231.61
Service Fees	746,573.85
USF Income	184,881.64
Total Income	<u>1,978,795.19</u>
Cost of Goods Sold	
Bad Debt Expense	
Short Term Dilution	176,365.48
Total Bad Debt Expense	<u>176,365.48</u>
Billing & Collections	
Billing Fees	139,951.20
Inquiry Fees	2,052.77
Total Billing & Collections	<u>142,003.97</u>
LEC Charges	
Bad Debt Reserve	266,244.00
True Up	-225,552.49
Total LEC Charges	<u>40,691.51</u>
LEC Fees	393,584.64
LOA Expense	342,195.30
Sales Commission	-8,066.70
Security Deposit	26,000.00
Usage	433,984.77
Verification Expense	28,419.65
Total COGS	<u>1,575,178.62</u>
Gross Profit	403,616.57
Expense	
Advertising	1,200.00
Bank Service Charge	6,027.83
Dues & Subscriptions	750.00

TeleDias Communications, Inc.
Profit & Loss
January through December 2007

	<u>Jan - Dec 07</u>
Funding Expense	
Finance Charges - PFI	51,827.53
Reserve Charge - PFI	1,132.50
Total Funding Expense	<u>52,960.03</u>
Interest Expense	1,418.89
Licenses & Permits	
Filing Fees	1,343.79
Licenses	635.00
Licenses & Permits - Other	100.00
Total Licenses & Permits	<u>2,078.79</u>
Office Expense	2,404.06
Payroll Expenses	13,472.94
Postage	23,811.46
Professional Fees	
Consulting Services	51,850.89
Legal Fees	5,208.08
Total Professional Fees	<u>57,058.97</u>
Rent Expense	2,400.00
Taxes	
Excise	13,897.00
Franchise	1,005.32
Payroll	1,360.52
Penalties	3,728.05
Property	407.12
Regulatory Fees	4,819.23
State	2,322.06
USF Expense	30,378.19
Total Taxes	<u>57,917.49</u>
Telephone Expense	<u>2,843.26</u>
Total Expense	<u>224,343.72</u>
Net Ordinary Income	<u>179,272.85</u>
Net Income	<u><u>179,272.85</u></u>

Confidential

TeleDias Communications, Inc.

TeleDias Communications, Inc.
Statement of Cash Flows
January through December 2007

	<u>Jan - Dec 07</u>
OPERATING ACTIVITIES	
Net Income	179,272.85
Adjustments to reconcile Net Income to net cash provided by operations:	
A/R - ACI	-86,616.03
PrePaid Expenses	-300.00
Accounts Payable	-33,199.47
Payroll Liabilities	3,958.19
Payroll Taxes Payable	-229.50
Net cash provided by Operating Activities	<u>62,886.04</u>
FINANCING ACTIVITIES	
Contributed Capital	0.00
Net cash provided by Financing Activities	<u>0.00</u>
Net cash increase for period	62,886.04
Cash at beginning of period	<u>138,508.00</u>
Cash at end of period	<u><u>201,394.04</u></u>

Confidential
TeleDias Communications, Inc.

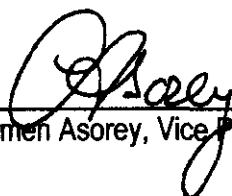
CERTIFICATION OF UNAUDITED FINANCIAL STATEMENTS

Attached are the balance sheet, income statement and statement of cash flow for TeleDias Communications, Inc. as of December 31, 2006. These financial statements are the responsibility of the Company's management.

The financial statements contained herein are true, accurate and present fairly, in all material respects, the financial position and the results of operations in conformity with generally accepted accounting principles in the United States of America.

SIGNED this 3rd day of June, 2008.

By,



Carmen Asorey, Vice President and Treasurer

TeleDias Communications, Inc.
Balance Sheet
As of December 31, 2006

	<u>Dec 31, 06</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank of America - Nevada	876.55
Bank of America - Operating a/c	176.46
Main Street - Operating Account	<u>137,454.99</u>
Total Checking/Savings	<u>138,508.00</u>
Accounts Receivable	
A/R - ACI	<u>474,090.49</u>
Total Accounts Receivable	<u>474,090.49</u>
Other Current Assets	
PrePaid Expenses	<u>14.64</u>
Total Other Current Assets	<u>14.64</u>
Total Current Assets	<u>612,613.13</u>
TOTAL ASSETS	<u><u>612,613.13</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	<u>56,786.01</u>
Total Accounts Payable	<u>56,786.01</u>
Other Current Liabilities	
Payroll Taxes Payable	<u>183.60</u>
Total Other Current Liabilities	<u>183.60</u>
Total Current Liabilities	<u>56,969.61</u>
Total Liabilities	56,969.61
Equity	
Contributed Capital	95,700.00
Retained Earnings	342,005.88
Net Income	<u>117,937.64</u>
Total Equity	<u>555,643.52</u>
TOTAL LIABILITIES & EQUITY	<u><u>612,613.13</u></u>

Confidential
TeleDias Communications, Inc.

TeleDias Communications, Inc.
Profit & Loss
January through December 2006

	<u>Jan - Dec 06</u>
Ordinary Income/Expense	
Income	
Credits	
Direct Credits	-2,132.88
USBI Customer Credits	-2,116.85
Total Credits	<u>-4,249.73</u>
LD Revenue	2,038,443.82
Service Fees	1,341,450.00
USF Income	285,437.73
Total Income	<u>3,661,081.82</u>
Cost of Goods Sold	
Bad Debt Expense	
Short Term Dilution	433,630.90
Total Bad Debt Expense	<u>433,630.90</u>
Billing & Collections	
Billing Fees	237,055.73
Inquiry Fees	3,026.76
Total Billing & Collections	<u>240,082.49</u>
LEC Charges	
Bad Debt Reserve	446,347.71
True Up	-89,365.73
Total LEC Charges	<u>356,981.98</u>
LEC Fees	611,014.04
LOA Expense	528,070.00
Sales Commission	242,355.25
Usage	706,569.75
Verification Expense	80,530.59
Total COGS	<u>3,199,235.00</u>
Gross Profit	461,846.82
Expense	
Advertising	74,923.50
Bank Service Charge	3,285.11
Funding Expense	
Finance Charges - PFI	86,672.25
Reserve Charge - PFI	1,586.64
Total Funding Expense	<u>88,258.89</u>

TeleDias Communications, Inc.
Profit & Loss
January through December 2006

	<u>Jan - Dec 06</u>
Licenses & Permits	
Filing Fees	1,538.00
Licenses	579.67
Total Licenses & Permits	<u>2,117.67</u>
Office Expense	2,428.32
Postage	8,595.58
Printing and Reproduction	9,568.96
Professional Fees	
Consulting Services	19,993.00
Legal Fees	4,465.20
Total Professional Fees	<u>24,458.20</u>
Regular Wages	1,200.00
Rent Expense	2,400.00
Taxes	
Excise	3,815.00
Franchise	1,709.97
Payroll	176.50
Penalties	1,720.10
Property	1,977.77
Regulatory Fees	10,521.20
State	2,744.85
USF Expense	100,793.05
Total Taxes	<u>123,458.44</u>
Telephone Expense	2,442.51
Travel & Entertainment	
Travel	772.00
Total Travel & Entertainment	<u>772.00</u>
Total Expense	<u>343,909.18</u>
Net Ordinary Income	<u>117,937.64</u>
Net Income	<u>117,937.64</u>

Confidential
TeleDias Communications, Inc.

TeleDias Communications, Inc.
Statement of Cash Flows
January through December 2006

	<u>Jan - Dec 06</u>
OPERATING ACTIVITIES	
Net Income	117,937.64
Adjustments to reconcile Net Income to net cash provided by operations:	
A/R - ACI	-119,082.90
PrePaid Expenses	600.00
Accounts Payable	-14,519.83
Payroll Taxes Payable	147.30
Net cash provided by Operating Activities	<u>-14,917.79</u>
Net cash increase for period	-14,917.79
Cash at beginning of period	<u>153,425.79</u>
Cash at end of period	<u><u>138,508.00</u></u>

Confidential
TeleDias Communications, Inc.

CERTIFICATION OF UNAUDITED FINANCIAL STATEMENTS

Attached are the balance sheet, income statement and statement of cash flow of TeleDias Communications, Inc. as of December 31, 2005. These financial statements are the responsibility of the Company's management.

The financial statements contained herein are true, accurate and present fairly, in all material respects, the financial position and the results of operations in conformity with generally accepted accounting principles in the United States of America.

SIGNED this 3rd day of June, 2008.

By,



Carmen Asorey, Vice President and Treasurer

TeleDias Communications, Inc.**Balance Sheet**

As of December 31, 2005

	<u>Dec 31, 05</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank of America - Nevada	273.45
Bank of America - Operating a/c	470.46
Main Street - Operating Account	<u>152,681.88</u>
Total Checking/Savings	153,425.79
Accounts Receivable	
A/R - ACI	<u>355,007.59</u>
Total Accounts Receivable	355,007.59
Other Current Assets	
PrePaid Expenses	<u>614.64</u>
Total Other Current Assets	<u>614.64</u>
Total Current Assets	<u>509,048.02</u>
TOTAL ASSETS	<u><u>509,048.02</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	<u>71,305.84</u>
Total Accounts Payable	71,305.84
Other Current Liabilities	
Payroll Taxes Payable	<u>36.30</u>
Total Other Current Liabilities	<u>36.30</u>
Total Current Liabilities	<u>71,342.14</u>
Total Liabilities	71,342.14
Equity	
Contributed Capital	95,700.00
Retained Earnings	215,135.30
Net Income	<u>126,870.58</u>
Total Equity	<u>437,705.88</u>
TOTAL LIABILITIES & EQUITY	<u><u>509,048.02</u></u>

Confidential

TeleDias Communications, Inc.

TeleDias Communications, Inc.**Profit Loss**

January through December 2005

	<u>Jan - Dec 05</u>
Ordinary Income/Expense	
Income	
Credits	
Direct Credits	-12,514.98
USBI Customer Credits	-4,181.06
Total Credits	<u>-16,696.04</u>
LD Revenue	4,090,551.68
Service Fees	2,155,708.75
USF Income	536,081.25
Total Income	<u>6,765,645.64</u>
Cost of Goods Sold	
Bad Debt Expense	
Short Term Dilution	843,429.25
Total Bad Debt Expense	<u>843,429.25</u>
Billing & Collections	
Billing Fees	576,124.37
Inquiry Fees	10,249.36
Total Billing & Collections	<u>586,373.73</u>
LEC Charges	
Bad Debt Reserve	388,746.58
True Up	319,143.69
Total LEC Charges	<u>707,890.27</u>
LEC Fees	551,685.11
LOA Expense	158,139.53
Sales Commission	19,305.50
Usage	1,433,541.45
Verification Expense	8,513.50
Total COGS	<u>4,308,878.34</u>
Gross Profit	2,456,767.30
Expense	
Advertising	1,926,487.97
Bank Service Charge	1,621.85
Funding Expense	
Finance Charges - PFI	220,709.52
Reserve Charge - PFI	3,009.70
Total Funding Expense	<u>223,719.22</u>
Interest Expense	54.41

TeleDias Communications, Inc.

Profit Loss

January through December 2005

Licenses & Permits	
Filing Fees	1,527.76
Licenses	597.90
Total Licenses & Permits	<u>2,125.66</u>
Office Expense	2,337.51
Postage	13,220.34
Printing and Reproduction	14,664.26
Professional Fees	
Consulting Services	17,800.00
Legal Fees	14,048.69
Total Professional Fees	<u>31,848.69</u>
Regular Wages	1,200.00
Rent Expense	2,400.00
Taxes	
Excise	456.00
Franchise	1,328.67
Payroll	345.35
Penalties	1,242.55
Property	300.00
Regulatory Fees	7,281.72
State	1,376.28
USF Expense	95,661.23
Total Taxes	<u>107,991.80</u>
Telephone Expense	1,651.24
Travel & Entertainment	
Travel	579.00
Total Travel & Entertainment	<u>579.00</u>
Total Expense	<u>2,329,901.95</u>
Net Ordinary Income	126,865.35
Other Income/Expense	
Other Income	
Interest Income	5.23
Total Other Income	<u>5.23</u>
Net Other Income	<u>5.23</u>
Net Income	<u><u>126,870.58</u></u>

Confidential

TeleDias Communications, Inc.

TeleDias Communications, Inc.
Statement of Cash Flows
January through December 2005

	<u>Jan - Dec 05</u>
OPERATING ACTIVITIES	
Net Income	126,870.58
Adjustments to reconcile Net Income to net cash provided by operations:	
A/R - ACI	267,744.89
Accounts Payable	-282,149.33
Net cash provided by Operating Activities	<u>112,466.14</u>
Net cash increase for period	112,466.14
Cash at beginning of period	<u>40,959.65</u>
Cash at end of period	<u><u>153,425.79</u></u>

Confidential

TeleDias Communications, Inc.

EXHIBIT E

3 YR. PROJECTED PROFIT & LOSS STATEMENT

TELEDIAS COMMUNICATIONS, INC.

PRO FORMA BALANCE SHEET AND INCOME STATEMENT

	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Year 1
Revenues													
1+	162,520	203,179	251,880	282,499	301,890	314,244	322,205	327,388	330,810	333,108	334,684	335,793	3,500,190
Service Fees	112,000	18,286	22,669	25,425	27,169	28,282	28,998	29,465	29,773	29,980	30,122	30,221	412,390
Local Service	48,000	49,104	50,233	51,389	52,571	53,780	55,017	56,282	57,702	61,226	63,859	66,605	666,769
USF	11,376	14,223	17,632	19,775	21,132	21,997	22,554	22,917	23,157	23,318	23,428	23,505	245,013
Total Revenues	\$ 333,896	\$ 284,792	\$ 342,414	\$ 379,088	\$ 402,752	\$ 418,303	\$ 428,774	\$ 436,053	\$ 442,442	\$ 447,632	\$ 452,092	\$ 456,125	\$ 4,824,383
Cost of Sales													
1+	37,692	61,096	75,699	84,862	90,650	94,333	96,699	98,236	99,247	99,924	100,386	100,711	1,039,534
Service Fees	119	190	233	259	274	283	289	292	294	295	296	296	3,119
Local Service	28,800	29,462	30,140	30,833	31,542	32,268	33,010	33,769	35,221	36,736	38,316	39,963	400,061
USF	9,784	12,231	15,163	17,006	18,173	18,917	19,397	19,709	19,916	20,053	20,148	20,215	210,711
Total Cost of Sales	76,395	102,980	121,235	132,960	140,639	145,802	149,395	152,006	154,677	157,008	159,146	161,185	1,653,427
Gross Profit	257,502	181,813	221,179	246,128	262,112	272,501	279,380	284,047	287,765	290,624	292,946	294,940	3,170,936
Operating Expenses													
Staff													
Salaries & Benefits	23,651	32,569	32,569	32,569	39,655	41,236	45,689	45,689	45,689	45,689	45,689	45,689	2,171,794
Travel & Entertainment	431	367	442	489	520	540	553	563	571	577	583	588	6,223
Conferences	107	112	118	124	130	136	143	150	158	166	174	183	1,701
Staffing Costs	401	417	433	451	469	487	507	527	548	570	593	617	6,020
Executive Recruiting / Relocation	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Sales & Marketing													
Advertising	13,356	11,392	10,272	11,373	12,083	12,549	12,863	13,082	13,273	13,429	23,563	23,684	170,918
Marketing & Promotions	10,017	8,544	10,272	11,373	12,083	12,549	6,432	6,541	6,637	6,714	6,781	6,842	104,784
TeleMarketing Costs	32,581	48,521	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	465,338
Inbound Customer Service	4,692	7,707	9,675	10,985	11,878	12,503	12,953	13,288	13,545	13,748	13,914	14,051	138,938
G+A													
Office Expenses													
Automobile Expense	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	18,828
Rent & Utilities	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	70,800
Telephone	1,225	1,238	1,250	1,263	1,275	1,288	1,301	1,314	1,327	1,340	1,354	1,367	15,541
Network Monthly Charges	750	750	750	750	750	750	750	750	750	750	750	750	9,000
Office Supplies	1,200	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	14,950
Postage	177	151	181	201	213	222	227	231	234	237	240	242	2,557
Subscriptions	72	73	73	74	75	76	76	77	78	79	80	80	913
Equipment	711	740	789	800	832	865	900	936	973	1,012	1,053	1,095	10,686
Accounting	17	14	17	19	20	21	21	22	22	22	23	23	241
Consulting Services	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal Fees	962	820	966	1,092	1,180	1,205	1,235	1,256	1,274	1,289	1,302	1,314	13,894
Programming Fees	160	137	164	182	193	201	206	209	212	215	217	219	2,316
Professional Fees - Other	124	105	127	140	149	155	159	161	164	166	167	169	1,785
Printing & Repro	1,349	1,151	1,383	1,532	1,627	1,690	1,732	1,762	1,787	1,808	1,826	1,843	19,490
Repairs & Maintenance	962	971	981	991	1,001	1,011	1,021	1,031	1,041	1,052	1,062	1,073	12,196
Outside Services	311	285	318	353	375	389	399	406	411	416	420	424	4,487
Bank Fees	10	9	10	11	12	13	13	13	13	13	14	14	145
Legal & Licensing	1,493	1,273	1,531	1,695	1,800	1,870	1,917	1,949	1,978	2,001	2,021	2,039	21,565
Other													
Bad Debt Expense				17,059	18,124	18,824	19,295	19,622	19,910	20,143	20,344	20,526	173,847
Funding Costs													
Total Operating Expenses	103,205	127,043	120,468	141,668	152,567	156,722	158,536	157,723	158,742	159,583	170,314	170,975	3,470,957
Income from Operations	154,296	54,769	100,711	104,460	109,545	115,779	122,844	126,324	128,024	131,040	122,833	123,965	1,395,390
Interest Expense	0	1,667	1,845	1,623	1,602	1,579	1,557	1,535	1,512	1,489	1,466	1,443	17,119
Depreciation Expense	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	25,200
Income before Taxes	152,196	51,003	96,966	100,738	105,844	112,099	119,187	122,689	125,411	127,451	119,066	120,422	1,353,070
Taxes on Income	63,923	21,421	40,726	42,309	44,454	47,082	50,058	51,530	52,673	53,529	50,008	50,577	568,290
Net Income After Taxes	\$88,274	\$29,582	\$56,240	\$58,427	\$61,389	\$65,018	\$69,128	\$71,160	\$72,739	\$73,921	\$69,058	\$69,845	784,781

TELEDIAS COMMUNICATIONS, INC.
PRO FORMA BALANCE SHEET AND INCOME STATEMENT

	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Year 1
Balance Sheet													
Assets													
Current Assets													
Cash	\$51,543	\$104,982	100,492	112,713	140,033	142,627	165,207	215,284	262,766	261,830	372,624	358,753	\$356,753
Investments													-
Accounts Receivable	272,271	410,767	346,598	386,383	396,644	435,542	483,005	499,049	535,608	613,990	551,681	661,848	661,848
Inventory													-
Total Current Assets	323,814	515,749	447,090	499,096	536,677	578,169	648,212	714,333	798,374	875,820	924,305	1,018,601	1,018,601
Property & Equipment													
Building													-
Equipment	58,126	59,579	61,069	62,595	80,973	97,168	99,597	102,087	104,639	107,255	109,937	112,685	112,685
Leasehold Improvements													-
Less: Accumulated Depr.	10,819	6,719	6,619	11,639	14,246	16,675	17,040	17,413	17,796	18,188	18,590	19,003	19,003
Total Net Prop & Equip	68,945	68,298	67,688	74,235	95,219	113,643	116,637	119,500	122,435	125,443	128,527	131,688	131,688
Other Assets													
Total Assets	\$392,759	\$584,047	\$514,777	\$573,330	\$631,896	\$692,012	\$764,849	\$833,833	\$920,809	\$1,001,263	\$1,052,832	\$1,150,289	\$1,150,289
Liabilities & Equity													
Current Liabilities													
Accounts Payable	26,940	34,503	36,255	41,194	43,981	45,379	55,890	58,459	77,013	87,489	67,919	99,824	\$99,824
Short Term Debt													-
Income Taxes Payable													-
Accrued Liabilities													-
Total Current Liabilities	26,940	34,503	36,255	41,194	43,981	45,379	55,890	58,459	77,013	87,489	67,919	99,124	99,824
Long Term Debt	199,966	295,417	194,813	192,187	189,539	186,869	184,177	181,462	178,725	175,965	173,182	170,376	170,376
Total Liabilities	226,906	329,921	231,068	233,381	233,520	232,248	240,067	239,922	255,738	263,454	241,101	269,500	269,500
Stockholders' Equity													
Common Stock	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Retained Earnings	65,853	154,127	183,709	239,949	298,376	359,765	424,783	493,911	565,071	637,809	711,731	780,789	780,789
Net Income	88,274	29,582	56,240	58,427	61,389	65,018	69,128	71,160	72,739	73,921	69,058	69,845	69,845
Total Equity	165,853	254,127	283,709	339,949	398,376	459,765	524,783	593,911	665,071	737,809	811,731	880,789	880,789
Total Liabilities & Equity	\$392,759	\$584,048	\$514,777	\$573,330	\$631,896	\$692,013	\$764,849	\$833,833	\$920,809	\$1,001,263	\$1,052,832	\$1,150,289	1,150,289

TELEDIAS COMMUNICATIONS, INC.

PRO FORMA BALANCE SHEET AND INCOME STATEMENT

	Month 13	Month 14	Month 15	Month 16	Month 17	Month 18	Month 19	Month 20	Month 21	Month 22	Month 23	Month 24	Year 2
Revenues													
1+	271,480	271,977	272,368	272,688	272,961	273,202	273,423	273,630	273,827	274,018	274,205	274,389	3,278,169
Service Fees	30,826	31,596	32,386	33,196	34,026	34,877	35,748	36,642	37,558	38,497	39,460	40,446	425,259
Local Service	68,936	75,072	84,080	94,170	100,762	107,815	115,362	123,438	132,078	141,324	151,216	161,801	1,356,054
USF	20,361	20,398	20,428	20,452	20,472	20,490	20,507	20,522	20,537	20,551	20,565	20,579	245,863
Total Revenues	\$ 391,604	\$ 399,044	\$ 409,262	\$ 420,505	\$ 428,221	\$ 436,384	\$ 445,041	\$ 454,232	\$ 464,000	\$ 474,390	\$ 485,446	\$ 497,216	\$ 5,305,345
Cost of Sales													
1+	100,946	101,123	101,261	101,374	101,470	101,554	101,632	101,704	101,773	101,839	101,905	101,969	1,218,549
Service Fees	297	297	297	297	297	297	297	297	297	297	297	297	3,563
Local Service	41,362	45,043	50,448	56,502	60,457	64,689	69,217	74,063	79,247	84,794	90,730	97,081	813,633
USF	17,510	17,543	17,568	17,588	17,606	17,622	17,636	17,649	17,662	17,674	17,686	17,698	211,442
Total Cost of Sales	160,115	164,005	169,574	175,761	179,830	184,162	188,782	193,713	198,979	204,605	210,618	217,045	2,247,187
Gross Profit	231,489	235,039	239,688	244,744	248,391	252,222	256,259	260,519	265,022	269,785	274,829	280,171	3,058,158
Operating Expenses													
Staff													
Salaries & Benefits	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	2,438,616
Travel & Entertainment	505	515	528	542	552	563	574	586	599	612	626	641	6,844
Conferences	192	201	212	222	233	245	257	270	283	298	313	328	3,054
Staffing Costs	641	667	694	722	750	780	812	844	878	913	950	988	9,639
Executive Recruiting / Relocation	1,000	12,000	1,000	12,000	1,000	12,000	1,000	12,000	1,000	12,000	1,000	12,000	78,000
Sales & Marketing													
Advertising	11,748	11,971	12,278	12,615	12,847	13,092	13,351	13,627	13,920	14,232	14,563	14,916	159,160
Marketing & Promotions	5,874	5,986	6,139	6,308	6,423	6,546	6,676	6,813	6,960	7,116	7,282	7,458	79,580
TeleMarketing Costs	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	461,107
Inbound Customer Service	14,168	14,269	14,357	14,435	14,505	14,568	14,624	14,675	14,722	14,764	14,803	14,839	174,730
G+A													
Office Expenses													
Automobile Expense	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	18,828
Rent & Utilities	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	70,800
Telephone	1,381	1,395	1,409	1,423	1,437	1,451	1,466	1,480	1,495	1,510	1,525	1,541	17,512
Network Monthly Charges	750	750	750	750	750	750	750	750	750	750	750	750	9,000
Office Supplies	1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400	16,800
Postage	208	211	217	223	227	231	236	241	246	251	257	264	2,812
Subscriptions	81	82	83	84	84	85	86	87	88	89	90	91	1,029
Equipment	1,139	1,184	1,232	1,281	1,332	1,385	1,441	1,498	1,558	1,621	1,685	1,753	17,109
Accounting	20	20	20	21	21	22	22	23	23	24	24	25	265
Consulting Services	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal Fees	1,379	1,448	1,521	1,597	1,677	1,710	1,744	1,779	1,815	1,851	1,888	1,926	20,335
Programming Fees	188	192	196	202	206	209	214	218	223	228	233	239	2,547
Professional Fees - Other	145	148	151	156	158	161	165	168	172	176	180	184	1,963
Printing & Repro	1,582	1,612	1,653	1,699	1,730	1,763	1,798	1,835	1,875	1,917	1,961	2,009	21,434
Repairs & Maintenance	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	12,874
Outside Services	364	371	381	391	398	406	414	422	432	441	451	462	4,934
Bank Fees	12	12	12	13	13	13	13	14	14	14	15	15	159
Legal & Licensing	1,750	1,784	1,829	1,880	1,914	1,951	1,989	2,030	2,074	2,121	2,170	2,223	23,715
Other													
Bad Debt Expense	18,787	19,154	19,645	20,184	20,555	20,946	21,362	21,803	22,272	22,771	23,301	23,866	254,657
Funding Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Expenses	155,981	168,029	168,383	170,802	169,870	172,935	163,050	175,221	185,454	177,753	188,124	180,573	3,907,503
Income from Operations	75,508	67,010	81,325	73,942	87,521	79,288	93,209	85,298	99,568	92,032	106,704	99,598	(849,345)
Interest Expense	1,420	1,396	1,372	1,348	1,324	1,300	1,275	1,251	1,226	1,200	1,175	1,149	15,437
Depreciation Expense	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	25,200
Income Before Taxes	71,988	63,514	77,853	70,493	84,097	75,888	89,833	81,947	96,242	88,732	103,429	96,348	1,000,365
Taxes on Income	30,235	26,676	32,698	29,607	35,321	31,873	37,730	34,418	40,422	37,267	43,440	40,466	420,153
Net Income After Taxes	\$41,753	\$36,838	\$45,155	\$40,886	\$48,776	\$44,015	\$52,103	\$47,529	\$55,821	\$51,464	\$59,989	\$55,882	\$580,212

TELEDIAS COMMUNICATIONS, INC.
PRO FORMA BALANCE SHEET AND INCOME STATEMENT

	Month 13	Month 14	Month 15	Month 16	Month 17	Month 18	Month 19	Month 20	Month 21	Month 22	Month 23	Month 24	Year 2
Balance Sheet													
Assets													
Current Assets													
Cash	\$290,858	\$333,966	\$352,689	\$300,652	\$317,489	\$335,268	\$354,043	\$373,869	\$390,547	\$412,418	\$435,513	\$459,902	\$459,902
Investments	65,000	65,000	65,000	67,275	69,630	72,067	74,589	77,200	79,902	82,698	85,593	88,588	88,588
Accounts Receivable	622,365	610,400	630,570	714,828	737,910	755,093	779,167	797,409	826,877	846,579	873,356	894,501	894,501
Inventory													
Total Current Assets	978,023	1,009,386	1,048,259	1,082,755	1,125,029	1,162,428	1,207,799	1,248,477	1,297,326	1,341,695	1,394,461	1,442,992	1,442,992
Property & Equipment													
Building													
Equipment	115,502	118,390	121,349	124,383	127,493	130,680	133,947	137,296	140,728	144,246	147,852	151,549	151,549
Leasehold Improvements	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Less: Accumulated Depr.	19,425	19,858	20,302	20,757	21,224	21,702	22,192	22,694	23,209	23,737	24,278	24,832	24,832
Total Net Prop & Equip	159,927	163,248	166,652	170,141	173,717	177,382	181,139	184,990	188,937	192,983	197,130	201,381	201,381
Other Assets													
Total Assets	\$1,137,951	\$1,172,634	\$1,214,911	\$1,252,895	\$1,298,745	\$1,339,810	\$1,388,938	\$1,433,467	\$1,486,263	\$1,534,678	\$1,591,592	\$1,644,373	\$1,644,373
Liabilities & Equity													
Current Liabilities													
Accounts Payable	48,562	48,561	48,560	48,559	48,558	48,557	48,556	48,555	48,554	48,553	48,552	48,551	48,551
Short Term Debt													
Income Taxes Payable													
Accrued Liabilities													
Total Current Liabilities	47,862	48,561	48,560	48,559	48,558	48,557	48,556	48,555	48,554	48,553	48,552	48,551	48,551
Long Term Debt	167,546	164,693	161,816	158,915	155,990	153,041	150,067	147,068	144,044	140,995	137,920	134,820	134,820
Total Liabilities	215,408	213,254	210,376	207,474	204,548	201,598	198,622	195,623	192,598	189,548	186,472	183,371	183,371
Stockholders' Equity													
Common Stock	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Retained Earnings	822,542	859,380	904,535	945,421	994,197	1,038,212	1,090,316	1,137,845	1,193,666	1,245,130	1,305,119	1,361,001	1,361,001
Net Income	41,753	36,838	45,165	40,866	48,776	44,015	52,103	47,529	55,821	51,464	59,989	55,882	55,882
Total Equity	922,542	959,380	1,004,535	1,045,421	1,094,197	1,138,212	1,190,316	1,237,845	1,293,666	1,345,130	1,405,119	1,461,001	1,461,001
Total Liabilities & Equity	\$1,137,951	\$1,172,634	\$1,214,911	\$1,252,895	\$1,298,745	\$1,339,810	\$1,388,938	\$1,433,468	\$1,486,263	\$1,534,678	\$1,591,591	\$1,644,372	\$1,644,372

TELEDIAS COMMUNICATIONS, INC.

PRO FORMA BALANCE SHEET AND INCOME STATEMENT

	Month 25	Month 26	Month 27	Month 28	Month 29	Month 30	Month 31	Month 32	Month 33	Month 34	Month 35	Month 36	Year 3
Revenues													
1+	242,249	258,995	275,322	291,241	306,782	321,894	336,649	351,035	365,081	378,736	392,069	405,070	3,925,081
Service Fees	41,457	42,494	43,558	44,645	45,761	46,905	48,078	49,280	50,512	51,774	53,069	54,395	571,826
Local Service	186,655	171,822	177,148	182,640	188,302	194,139	200,157	206,362	212,759	219,355	226,155	233,168	2,378,661
USF	16,957	18,130	19,273	20,387	21,473	22,533	23,565	24,572	25,554	26,512	27,445	28,355	274,756
Total Revenues	\$ 467,319	\$ 491,440	\$ 515,299	\$ 538,912	\$ 562,298	\$ 585,471	\$ 608,449	\$ 631,249	\$ 653,886	\$ 676,377	\$ 698,738	\$ 720,988	\$ 7,150,424
Cost of Sales													
1+	109,118	118,088	122,883	129,509	135,989	142,267	148,408	154,398	160,234	165,926	171,475	176,888	1,733,158
Service Fees	297	297	297	297	297	297	297	297	297	297	297	297	3,564
Local Service	99,993	103,093	106,289	109,584	112,981	116,483	120,094	123,817	127,656	131,613	135,693	139,900	1,427,197
USF	14,583	15,591	16,574	17,533	18,467	19,378	20,266	21,132	21,977	22,800	23,603	24,385	236,290
Total Cost of Sales	223,991	235,069	246,043	256,922	267,714	278,426	289,068	299,642	310,163	320,635	331,068	341,468	3,400,208
Gross Profit	243,328	256,371	269,255	281,990	294,584	307,045	319,383	331,606	343,723	355,741	367,670	379,518	3,750,216
Operating Expenses													
Staff													
Salaries & Benefits	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	45,689	548,268
Travel & Entertainment	803	834	865	895	925	955	985	1,014	1,043	1,072	1,101	1,130	9,224
Conferences	345	362	380	399	419	440	462	485	509	535	561	589	5,485
Staffing Costs	1,027	1,098	1,111	1,155	1,202	1,250	1,300	1,352	1,408	1,467	1,520	1,581	15,432
Executive Recruiting / Relocation	12,000	78,000	12,000	78,000	12,000	78,000	12,000	78,000	12,000	78,000	12,000	78,000	540,000
Sales & Marketing													
Advertising	14,020	14,743	15,459	16,167	16,869	17,564	18,253	18,937	19,617	20,291	20,962	21,630	214,513
Marketing & Promotions	7,010	7,372	7,729	8,084	8,434	8,782	9,127	9,469	9,808	10,146	10,481	10,815	107,256
TeleMarketing Costs	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	38,426	481,107
Inbound Customer Service	15,841	16,816	17,786	18,689	19,589	20,485	21,317	22,148	22,957	23,745	24,512	25,280	249,105
G+A													
Office Expenses													
Automobile Expense	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	1,569	18,828
Rent & Utilities	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	70,800
Telephone	1,569	1,571	1,587	1,603	1,619	1,635	1,652	1,668	1,685	1,702	1,719	1,736	19,733
Network Monthly Charges	750	750	750	750	750	750	750	750	750	750	750	750	9,000
Office Supplies	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	14,400
Postage	248	280	273	286	298	310	322	335	347	358	370	382	3,790
Subscriptions	91	92	93	94	95	96	97	98	99	100	101	102	1,159
Equipment	1,823	1,896	1,972	2,051	2,133	2,218	2,307	2,399	2,495	2,595	2,699	2,806	27,392
Accounting	23	25	26	27	28	29	30	32	33	34	35	36	358
Consulting Services	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal Fees	1,955	1,984	2,014	2,044	2,075	2,106	2,137	2,169	2,202	2,235	2,268	2,303	25,492
Programming Fees	224	236	247	259	270	281	292	303	314	325	335	346	3,432
Professional Fees - Other	173	182	191	199	208	217	225	234	242	250	259	267	2,646
Printing & Repro	1,888	1,985	2,082	2,177	2,272	2,365	2,458	2,550	2,642	2,733	2,823	2,913	28,888
Repairs & Maintenance	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	1,073	12,874
Outside Services	435	457	479	501	523	544	566	587	608	629	650	671	6,650
Bank Fees	14	15	15	16	17	18	19	20	20	20	21	22	215
Legal & Licensing	2,086	2,197	2,303	2,409	2,513	2,617	2,720	2,822	2,923	3,023	3,123	3,223	31,962
Other													
Bad Debt Expense	21,029	22,115	23,188	24,251	25,303	26,346	27,380	28,406	29,425	30,437	31,443	32,444	321,769
Funding Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Expenses	177,000	246,617	184,187	253,714	191,199	260,645	198,056	267,433	204,779	274,098	211,391	280,661	2,749,778
Income from Operations	66,328	9,754	85,068	28,276	103,385	48,400	121,328	64,174	136,944	81,644	156,279	98,657	1,000,437
Interest Expense	1,124	1,097	1,071	1,045	1,018	991	964	937	909	881	853	825	11,714
Depreciation Expense	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	2,100	25,200
Income before Taxes	63,104	6,556	81,897	25,132	100,267	43,309	116,264	61,137	135,935	78,662	153,326	95,932	963,523
Taxes on Income	26,504	2,754	34,397	10,555	42,112	18,190	48,871	25,678	57,083	33,038	64,397	40,292	404,680
Net Income After Taxes	\$36,601	\$3,803	\$47,500	\$14,576	\$58,155	\$25,119	\$68,593	\$35,460	\$78,852	\$45,624	\$88,929	\$55,641	\$58,843

TELEDIAS COMMUNICATIONS, INC.
PRO FORMA BALANCE SHEET AND INCOME STATEMENT

	Month 25	Month 26	Month 27	Month 28	Month 29	Month 30	Month 31	Month 32	Month 33	Month 34	Month35	Month 36	Year 3
Balance Sheet													
Assets													
Current Assets													
Cash	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$459,902	\$499,902	499,902
Investments	91,689	94,898	98,219	101,657	105,215	108,898	112,709	116,854	120,737	124,983	129,338	133,863	133,863
Accounts Receivable	895,517	773,492	795,538	794,395	836,458	845,098	896,819	915,001	976,149	1,003,653	1,074,022	1,070,651	1,070,651
Inventory													
Total Current Assets	1,447,108	1,328,292	1,353,659	1,355,954	1,401,573	1,413,897	1,469,429	1,491,557	1,559,788	1,588,518	1,663,260	1,704,418	1,704,418
Property & Equipment													
Building													
Equipment	155,337	259,221	275,701	283,584	291,884	299,976	308,475	317,187	326,117	335,270	344,651	354,268	354,268
Leasehold Improvements	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000
Less: Accumulated Depr.	25,401	40,983	43,455	44,839	45,853	47,096	48,371	49,679	51,018	52,390	53,798	55,240	55,240
Total Net Prop & Equip	230,736	350,204	369,157	378,233	397,536	397,072	406,847	416,865	427,134	437,660	448,449	459,508	459,508
Other Assets													
Total Assets	\$1,677,846	\$1,678,496	\$1,722,816	\$1,734,187	\$1,789,109	\$1,810,970	\$1,876,276	\$1,908,422	\$1,983,922	\$2,026,178	\$2,111,710	\$2,163,924	2,163,924
Liabilities & Equity													
Current Liabilities													
Accounts Payable	48,550	48,549	48,548	48,547	48,548	48,544	48,543	48,542	48,541	48,540	48,539	48,538	48,538
Short Term Debt													
Income Taxes Payable													
Accrued Liabilities													
Total Current Liabilities	48,550	48,549	48,548	48,547	48,548	48,544	48,543	48,542	48,541	48,540	48,539	48,538	48,538
Long Term Debt													
	131,694	128,542	125,364	122,180	118,928	115,670	112,384	109,071	105,731	102,363	98,986	95,542	95,542
Total Liabilities	180,244	177,091	173,912	170,706	167,474	164,214	160,928	157,614	154,272	150,903	147,506	144,080	144,080
Stockholders' Equity													
Common Stock	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Retained Earnings	1,397,802	1,401,404	1,448,904	1,463,481	1,521,838	1,546,755	1,615,348	1,650,808	1,729,650	1,775,274	1,864,204	1,919,844	1,919,844
Net Income	36,801	3,803	47,500	14,576	58,155	25,119	68,593	35,460	78,842	45,824	88,929	55,641	55,641
Total Equity	1,497,802	1,501,404	1,548,904	1,563,481	1,621,636	1,646,755	1,715,348	1,750,808	1,829,650	1,875,274	1,964,204	2,019,844	2,019,844
Total Liabilities & Equity	\$1,677,846	\$1,678,495	\$1,722,816	\$1,734,187	\$1,789,110	\$1,810,970	\$1,876,276	\$1,908,422	\$1,983,922	\$2,026,177	\$2,111,709	\$2,163,924	2,163,924

EXHIBIT F

CREDIT REFERENCES

TeleDias Communications, Inc. Trade Reference List

Legal Counsel

Helein & Marashlian, LLC
1483 Chain Bridge Rd. Ste 301
McLean, VA 22101
Contact: Chuck Helein
Phone: 703-714-1307

Trade References

AT&T

AT&T Wholesale- Customer Care
600 N. 19th Street, 10th FL
Birmingham, Alabama 35203
Contact: Tamikia D. Harris, Local Service Specialist
205-321-4706 (Phone)
205-321-4637 (Fax)

CGM, LLC

101 Vickery Street
Roswell, GA 30075
Contact: Chuck Campbell
678.389-6023

PFI

Philadelphia Factors, Inc.
3650 Winding Way, Suite 100
Newtown Square, PA 19073
Contact: James Lewis
610.355-1770
610.355-1771 (FAX)

Bank Reference: Bank of America
Reno, NV.

Accounts: 00496206317
00496206320

BB&T

Alpharetta, GA

Account: 1110000055615 (Operating Account)

Dun & Bradstreet Account #19-443-2360

EXHIBIT G

TELEDIAS COMMUNICATIONS, INC. PROPOSED RESOLD LOCAL EXCHANGE PRICE LIST

Price List forwarded to CMP.