

ORIGINAL

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AFFILIATED SOUTH AMERICAN OFFICES
ESTUDIO JAUREGUI & ASSOCIATES
BUENOS AIRES, ARGENTINA

ROBERT M. JACKSON
OF COUNSEL

PERRY W. WOOFER
LEGISLATIVE CONSULTANT

EUGENE MALISZEWSKYJ
DIRECTOR OF ENGINEERING
PRIVATE RADIO

December 6, 2001

ARTHUR BLOOSTON
1914 - 1999

WRITER'S CONTACT INFORMATION
202-828-5510
bhd@bloostonlaw.com

VIA Federal Express

DEPOSIT DATE
D1450 DEC 12 2001

Blanca Bayo, Commission Clerk
Florida Public Service Commission
Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

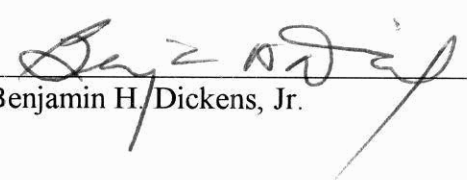
CK 1842
\$250.00
MC

Dear Ms. Bayo:

Yesterday, December 5, 2001, we filed an Application for the transfer of the existing certificate for alternative local exchange service (T-97-0197) from Intetech, L.C. to Campus Communications Group, Inc. However, we did not include the required filing fee. Accordingly, we now submit the enclosed check in the amount of \$250.00 for the above-mentioned ALEC application.

Please contact the undersigned directly with any questions and thank you for your attention to this matter.

Sincerely,


Benjamin H. Dickens, Jr.

DISTRIBUTION CENTER
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December 5, 2001

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VIA Federal Express

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

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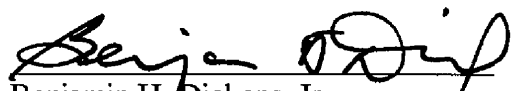
Dear Ms. Bayo:

Enclosed please find an Application for the transfer of the existing certificate for alternative local exchange service (T-97-0197) from Intetech, L.C. (Intetech) to Campus Communications Group, Inc. (Campus) and an Application for the transfer of existing certificate for interexchange telecommunications service (T-95-507) from Intetech to Campus.

We likewise would like to change the name of the carrier to Campus for the tariffs on file with the Commission and would appreciate it if the certificate transfers and tariff name changes could be made effective by December 31, 2001.

We are providing adhesive labels to effectuate the name change directly to Mr. Thomas Williams III of the Commission staff. We are also enclosing a self-addressed stamped envelope for return of the receipt copies. Please contact the undersigned directly with any questions and thank you for your attention to this matter.

Sincerely,


Benjamin H. Dickens, Jr.

cc: Thomas Williams III

DOCUMENT NO.
1553-01
12-12-01

APPLICATION

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.

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

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Campus Communications Group, Inc.

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

4. Official mailing address (including street name & number, post office box, city, state, zip code):

604 Cameron Street

Alexandria, VA 22314

5. Florida address (including street name & number, post office box, city, state, zip code):

3601 S. Kernan Blvd., Penthouse

Jacksonville, Florida 32244

6. Structure of organization:

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other _____ | |

7. If individual, provide:

Name: _____ N/A

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State corporate registration number:

N/A

9. **If foreign corporation, provide proof of authority to operate in Florida:**

(a) The Florida Secretary of State corporate registration number:

Application Pending

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

(a) The Florida Secretary of State fictitious name registration number:

N/A

11. **If a limited liability partnership, provide proof of registration to operate in Florida:**

(a) The Florida Secretary of State registration number:

N/A

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

Name: N/A

Title:

Address:

City/State/Zip:

Telephone No.: Fax No.:

Internet E-Mail Address:

Internet Website Address:

13. **If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.**

(a) The Florida registration number: N/A

14. **Provide F.E.I. Number(if applicable):** N/A (54-2052621)

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

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

No

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

Yes, G.Scott Brodey, CEO-Intetech/ Don Wyatt, Sr. VP Operations- Intetech. Terminated relationship with Intetech to take position with CCG.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Ben Dickens, Esquire

Title: Attorney

Address: 2120 L Street, NW, 3rd Floor

City/State/Zip: Washington, DC 20037

Telephone No.: (202) 659-0830 Fax No.: (202) 828-5568

Internet E-Mail Address: bhd@bmjd.com

Internet Website Address: _____

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

Name: Sandra Allen

Title: Sr. Director, Business Affairs

Address: 3601 S. Kernan Blvd.

City/State/Zip: Jacksonville, Florida 32244

Telephone No.: (904) 564-6224 Fax No.: (904) 564-6283

Internet E-Mail Address: sandrajf@intetech.com

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Same as Above

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

None

(b) has applications pending to be certificated as an alternative local exchange company.

Illinois, North Carolina, Texas, Michigan

(c) is certificated to operate as an alternative local exchange company.

None

(d) has been denied authority to operate as an alternative local exchange 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

18. Submit the following:

A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

B. Technical capability: give 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.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The 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.*

Further, the following (which includes supporting documentation) should be provided:

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

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

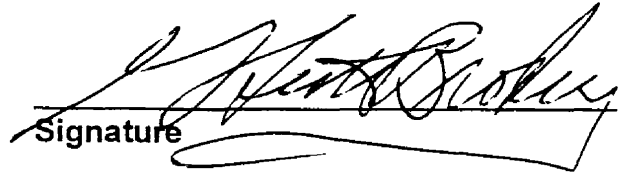
1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

G. Scott Brodey
Print Name

CEO
Title

(904) 564-6200
Telephone No.


Signature

10/1/01
Date

(904) 564-6119
Fax No.

Address: 3601 S. Kernan Blvd., Penthouse
Jacksonville, Florida 32244

THIS PAGE MUST BE COMPLETED AND SIGNED

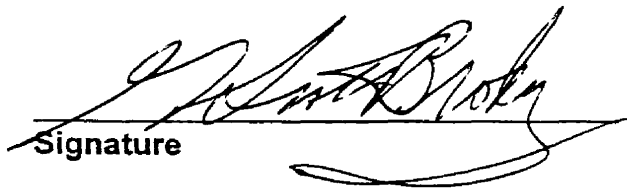
AFFIDAVIT

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 alternative local exchange 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."

UTILITY OFFICIAL:

G. Scott Brodey
Print Name


Signature

CEO
Title

10/1/01
Date

(904) 564-6200
Telephone No.

(904) 564-6119
Fax No.

Address: 3601 S. Kernan Blvd., Penthouse
Jacksonville, Florida 32244

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. **POP:** Addresses where located, and indicate if owned or leased.

1)* <u>See Below</u>	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

1)* <u>See Below</u>	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. **TRANSMISSION FACILITIES:** POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1)* <u>See Below</u>	_____
2) _____	_____
3) _____	_____
4) _____	_____

* CCG adapts all previous filing information relating to requests 1,2,and 3 (above), made by Intetech, L.C.

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) Ron F. Buckley
(Title) Chairman of the Board of (Name of Company) Intetech, I.C.

and current holder of Florida Public Service Commission Certificate Number # T-97-0127

T-97-0127, have reviewed this application and join in the petitioner's request for a:

() sale

(X) transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Ron F. Buckley
Print Name

Chairman of the Board
Title

(904) 564-6000
Telephone No.


Signature

11/1/01
Date

(904) 564-6001
Fax No.

Address: 7077 Bonneval Road, Suite 600

Jacksonville, Florida 32216

**TelAtlantic Communications, Inc.
And
Campus Communications Group, Inc.**

Statement of Financial Capability

Campus Communications Group, Inc. is a wholly owned subsidiary of TelAtlantic Communications, Inc. In addition, TelAtlantic owns 100% of Zenda Telephone Company in Zenda Kansas and 49.9% of the outstanding common stock of West Side Telephone Company in Morgantown, West Virginia.

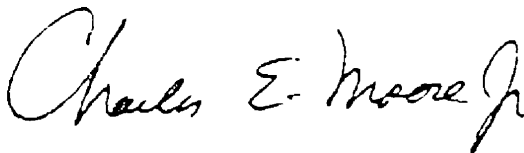
Based upon the due diligence performed by TelAtlantic Communications, Inc. in the acquisition of the assets of Intetech, L.C. we have determined that Campus Communications Group, Inc. will have sufficient working capital to provide the requested service, to maintain the requested service and to meet its lease and ownership obligations.

In addition, both TelAtlantic Communications, Inc. and Campus Communications, Inc. have established a positive working relationship with Carrollton Bancorp of Baltimore, MD. Carrollton Bancorp has been enthusiastic in providing various forms of bridge financing and lines of credit to facilitate our acquisition strategy to date. They continue to be available for future asset based financing requirements as needed.

TelAtlantic has also established a positive relationship with both the Rural Utilities Service (RUS) and The Rural Telephone Financing Cooperative. Both entities have already participated in the funding of capital expenditure and acquisition financing requirements for Zenda Telephone Company and/or West Side Telephone Company.

Finally, the founders of TelAtlantic Communications Group, Inc. have personally invested over \$400,000 in personal capital into the Company.

Respectfully Submitted,



Charles E. Moore, Jr., President
TelAtlantic Communications, Inc.

2:38 PM

10/28/01

Accrual Basis

TelAtlantic Communications, Inc.
Profit & Loss
January 1 through October 22, 2001

Jan 1 - Oct 22, 01

Ordinary Income/Expense	
Income	
Services	104,000.00
Total Income	104,000.00
Expense	
Bank Service Charges	344.65
Consultants	205,659.86
Dues and Subscriptions	1,098.00
Insurance	
Key Man Life Insurance	1,875.00
Total Insurance	1,875.00
Interest Expense	
Finance Charge	1,880.00
Loan Interest	177,693.38
Total Interest Expense	179,373.38
Licenses and Permits	140.00
Miscellaneous	286.77
Postage and Delivery	239.20
Printing and Reproduction	23.40
Professional Fees	
Accounting	13,723.18
Appraisal	3,600.00
Legal Fees	84,182.91
Total Professional Fees	101,506.09
Rent	7,000.00
Taxes	
Federal	162.00
Franchise Tax	250.00
State	85.00
Total Taxes	477.00
Telephone	710.46
Uncategorized Expenses	0.00
Total Expense	498,731.81
Net Ordinary Income	-394,731.81
Other Income/Expense	
Other Income	
Dividend Income	
West Side Dividends	13,301.20
Total Dividend Income	13,301.20
Interest Income	11,459.94
Total Other Income	24,761.14
Net Other Income	24,761.14
Net Income	<u>-369,970.67</u>

2:30 PM
10/23/01
Accrual Basis

TelAtlantic Communications, Inc.
Balance Sheet
As of October 22, 2001

Oct 22, 01

ASSETS	
Current Assets	
Checking/Savings	
Carrollton Bank - Beacon Acct	101,157.17
Carrollton Bank - Checking	-21,118.43
Total Checking/Savings	80,038.74
Accounts Receivable	
Accounts Receivable	35,000.00
Total Accounts Receivable	35,000.00
Other Current Assets	
Anderson Commitment Fee	25,000.00
Note Receivable - Jim Crabtree	75,000.00
Zenda RTFC Loan Commitment	888.88
Total Other Current Assets	100,888.88
Total Current Assets	215,927.62
Other Assets	
Investment in West Side Tel Co	1,838,245.00
Investment in Zenda Telephone	485,360.96
Total Other Assets	2,304,605.96
TOTAL ASSETS	<u>2,520,533.58</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	81,205.00
Total Accounts Payable	81,205.00
Other Current Liabilities	
Dawson Family Trust Note Payabl	1,000,000.00
Interest Payable	10,625.00
Note Payable Carrollton Bank	1,500,000.00
Note Payable Graeber Trust	150,000.00
Notes Payable - CEM	250,000.00
Total Other Current Liabilities	2,910,625.00
Total Current Liabilities	2,991,830.00
Total Liabilities	2,991,830.00
Equity	
Paid-in Capital	166,270.00
Retained Earnings	-267,595.75
Net Income	-369,970.67
Total Equity	-471,296.42
TOTAL LIABILITIES & EQUITY	<u>2,520,533.58</u>

WEST SIDE TELECOMMUNICATIONS
FINANCIAL AND STATISTICAL REPORT
FOR TELEPHONE BORROWERS

BALANCE
END OF PERIOD

Period Ending: 9/30/01

PART A. BALANCE SHEET

ASSETS	
CURRENT ASSETS	
Cash & Equivalents	274,819.01
Cash - REA Construct Fund	250.00
Telecommunication A/R	75,870.83
ACCT REC - CABS	240,273.51
ACCT REC - COMM +	150,891.43
A/R-UNBILLED TOLLS&MEASD SERV	38,186.31
ACCT REC - EMPLOYEES	9,029.80
ACCT REC - WSC	0.00
Interest & Dividends Rec	986.96
Materials-Regulated	68,588.42
Material-Nonregulated	36,682.47
Prepayments	4,937.38
Other Current Assets	0.00
TOTAL CURRENT ASSETS	900,516.12
NONCURRENT ASSETS	
Investment In Affil.Co	2,387.25-
Other Investments	10,151.36
Non-regulated Investments	0.00
Other Noncurrent Assets	246,092.88
Deferred Charges	1,000.00
Jurisdictional Difference	0.00
Total Noncurrent Assets	254,856.99
PLANT, PROPERTY, AND EQUIPMENT	
Plant in Service	8,913,754.18
Property Held Future Use	0.00
Plant Under Construct	1,462,589.23
Plant Adjustment	0.00
Less Accum. Depreciation	5,263,834.87
Net Plant	5,112,508.54
TOTAL ASSETS	6,267,881.65

WEST SIDE TELECOMMUNICATIONS
FINANCIAL AND STATISTICAL REPORT
FOR TELEPHONE BORROWERS

BALANCE
END OF PERIOD

ALL ASSETS

Period Ending: 9/30/01

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts Payable	329,625.51
Notes Payable	0.00
Advance Billing & Payment	3,731.05
Customer Deposits	0.00
Current Maturity LTD	73,308.60
Current Maturity CL	0.00
Income Taxes Accrued	0.00
Other Taxes Accrued	10,795.31
Other Current Liabilities	17,900.58
Total Current Liabilities	427,898.95

LONG-TERM DEBT

Funded Debt-REA Notes	3,152,632.28
Funded Debt-RTB Notes	0.00
Long Term Debt-RTFC	440,598.78
Funded Debt-Other	148,739.22
Premium Long-Term Debt	0.00
Required Debt	0.00
Obligated Capital Leases	0.00
Advance From Affiliated Co	0.00
TOTAL LONG-TERM DEBT	3,741,970.28

OTHER LIABILITIES & DEFERRED CREDITS

Other Long-Term Liability	16,992.61
Other Deferred Credit	0.00
Other Jurisdictional Diff	0.00
TOTAL OTHER LIABILITIES	16,992.61

STOCKHOLDERS' EQUITY

Capital Stock	41,500.00
Add Paid-In-Capital	1,808,545.00
Treasury Stock	0.00
Membership & Capital Cert	0.00
Other Capital	0.00
Patronage Capital Credits	0.00
Retained Earnings	230,974.81
Total Equity	2,081,019.81
TOTAL LIABILITY & EQUITY	6,267,881.65

WEST SIDE TELECOMMUNICATIONS
INCOME STATEMENT - 2001
FOR TELEPHONE COMPANY

	PERIOD (a)	QUARTER (a)	YEAR-TO-DATE (b)	LAST YEAR (c)
Period Ending: 9/30/01				
OPERATING STATEMENT & RETAINED EARNINGS				
Local Network Revenue	81,058.07	237,592.22	713,954.21	691,069.41
Network Access Revenues	106,547.50	314,747.88	926,433.87	984,071.99
Long Distance Revenue	930.55-	2,299.69-	5,878.87-	13,041.33
Private Line Revenue	16,995.17	52,147.90	165,706.39	113,704.28
Carrier Billing & Collect	8,992.43	22,232.23	49,335.25	36,124.55
Miscellaneous Revenue	739.82	4,329.11	9,613.96	6,729.55
Uncollectible Revenue	1,000.00-	3,000.00-	9,000.00-	9,000.00
NET OPERATING REVENUE	212,402.44	625,749.65	1,850,164.81	1,809,658.33
Plant Spec Oper Expense	27,126.99	89,208.85	246,035.99	275,953.71
Plant Nonspec Oper Ex	5,069.63	6,609.85	60,239.18	78,622.55
Depreciation	43,057.60	127,450.94	373,841.49	335,765.81
Amortization	0.00	0.00	0.00	0.00
Customer Oper Expense	21,517.86	57,736.62	179,579.99	142,095.60
Corporate Oper Expense	41,983.76	119,003.25	454,070.70	484,900.48
TOTAL OPERATING EXPENSES	138,755.84	400,009.51	1,313,767.35	1,317,338.10
OPERATING INCOME/MARGINS	73,646.60	225,740.14	536,397.46	492,320.23
Other Oper Income/Expense	0.00	0.00	0.00	0.00
State & Local Taxes	3,750.00	22,500.00	33,750.00	0.00
Federal Income Taxes	14,312.50	85,875.00	128,812.50	0.00
Other Taxes	0.00	0.00	0.00	0.00
TOTAL OPERATING TAXES	18,062.50	108,375.00	162,562.50	0.00
NET OPERATING INCOME	55,584.10	117,365.14	373,834.96	492,320.23
Interest on Funded Debt	16,216.09	49,330.77	151,560.08	208,723.28
Interest Exp-Capital Leas	0.00	0.00	0.00	0.00
Other Interest Expenses	848.01	2,589.60	8,170.75	9,942.47
Allow for Funds in Constr	0.00	0.00	0.00	0.00
TOTAL FIXED CHARGES	17,064.10	51,920.37	159,730.83	218,665.75
Nonoperating Income/Exp	405.09	1,248.05	16,291.99	43,286.31
Nonoperating Taxes	0.00	0.00	0.00	0.00
Extraordinary Items	0.00	0.00	0.00	0.00
Jurisdictional Diff	0.00	0.00	0.00	0.00
Nonregulated Net Income	12,932.97	15,024.63-	21,984.06	139,982.31
TOTAL NET INCOME	51,858.06	51,668.19	252,380.18	456,923.21
Retained Earnings Begin Y	0.00	15,449.10-	8,496.41	1,302,171.41
Miscellaneous Credits YTD	0.00	0.00	0.00	0.00
Dividends Declared-Common	3,333.33	9,999.99	29,999.97	200,356.71
Dividends Declared-Prefer	0.00	0.00	0.00	0.00
Other Debits YTD	0.00	0.00	0.00	0.00
Grant Patronage Capita.	0.00	0.00	0.00	0.00
Retained Earnings End Per	55,191.35	46,219.08	290,876.56	1,558,738.00

Zenda Telephone Company
Balance Sheet

CCT-09-01 04:59 PM ZENDA TELEPHONE CO. INC. 16202437611

1.00

	Present Year Year To Date	Previous Year Year To Date	*Increase/ Decrease*	Previous Year Year Ending
Assets				
Current Assets				
Cash	\$74,607.21	\$0.00	\$74,607.21	\$0.00
Money Market Account	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Working Cash Advance	\$200.00	\$0.00	\$200.00	\$0.00
Telecom Accounts Receivable	(\$2,258.68)	\$0.00	(\$2,258.68)	\$0.00
Telecom Account Rec. Allowances	\$0.00	\$0.00	\$0.00	\$0.00
Other Accounts Receivable	\$100.00	\$0.00	\$100.00	\$0.00
Other Accounts Receivable - KUSF	\$8,564.34	\$0.00	\$8,564.34	\$0.00
Other Accounts Receivable - NECA	\$14,011.53	\$0.00	\$14,011.53	\$0.00
Other Accounts Receivable - SWB	\$250.78	\$0.00	\$250.78	\$0.00
Other Accounts Receivable - AT&T	(\$602.35)	\$0.00	(\$602.35)	\$0.00
Other Accounts Receivable - MCI	\$0.00	\$0.00	\$0.00	\$0.00
Other Accounts Receivable - Sprint	\$0.00	\$0.00	\$0.00	\$0.00
Other Accounts Receivable - Broadwing	(\$973.56)	\$0.00	(\$973.56)	\$0.00
Materials & Supplies	\$188.24	\$0.00	\$188.24	\$0.00
Prepaid Insurance	\$1,761.51	\$0.00	\$1,761.51	\$0.00
Prepaid PickUp Lease	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$145,849.02	\$0.00	\$145,849.02	\$0.00
Noncurrent Assets				
Investments	\$0.00	\$0.00	\$0.00	\$0.00
Non-regulated Investment	\$73.29	\$0.00	\$73.29	\$0.00
Total	\$73.29	\$0.00	\$73.29	\$0.00
Property, Plant, & Equipment				
Plant in Service	\$0.00	\$0.00	\$0.00	\$0.00
Goodwill	\$433,758.18	\$0.00	\$433,758.18	\$0.00
Total	\$433,758.18	\$0.00	\$433,758.18	\$0.00
Plant in Service				
Vehicle	\$10,297.50	\$0.00	\$10,297.50	\$0.00
Work Equipment	\$8,435.96	\$0.00	\$8,435.96	\$0.00

Zenda Telephone Company
Balance Sheet

OCT-09-01 02:05 PM ZENDA TELEPHONE CO. INC. 16202437611 P.03

	Present Year Year To Date	Previous Year Year To Date	*Increase/ Decrease*	Previous Year Year Ending
Furniture				
Office Support	\$4,862.31	\$0.00	\$4,862.31	\$0.00
Office Phones	\$8,139.27	\$0.00	\$8,139.27	\$0.00
Computer	\$4,541.00	\$0.00	\$4,541.00	\$0.00
Total	\$18,117.26	\$0.00	\$18,117.26	\$0.00
	\$64,393.30	\$0.00	\$64,393.30	\$0.00
Operating Plant Accounts				
Digital Switch	\$522,976.45	\$0.00	\$522,976.45	\$0.00
SS7	\$47,924.40	\$0.00	\$47,924.40	\$0.00
Loop Extender	\$27,607.33	\$0.00	\$27,607.33	\$0.00
Circuit Toll	\$54,258.60	\$0.00	\$54,258.60	\$0.00
Fiber Circuit Cellular	\$20,447.70	\$0.00	\$20,447.70	\$0.00
Cellular DACX	\$9,101.00	\$0.00	\$9,101.00	\$0.00
Data KS Pipeline	\$3,430.39	\$0.00	\$3,430.39	\$0.00
School Internet T1	\$8,368.37	\$0.00	\$8,368.37	\$0.00
Buried Cable	\$323,078.45	\$0.00	\$323,078.45	\$0.00
Buried Cable - Cell	\$3,947.88	\$0.00	\$3,947.88	\$0.00
Buried Fiber - Toll	\$88,610.14	\$0.00	\$88,610.14	\$0.00
Buried Fiber - Cell	\$18,147.28	\$0.00	\$18,147.28	\$0.00
Total	\$1,127,897.99	\$0.00	\$1,127,897.99	\$0.00
Depreciation & Amortization Reserve				
Depreciation Reserve	\$0.00	\$0.00	\$0.00	\$856,387.93
Depr - Vehicle	(\$10,297.50)	\$0.00	(\$10,297.50)	(\$10,297.50)
Depr - Work Equipment	(\$7,044.83)	\$0.00	(\$7,044.83)	(\$5,788.46)
Depr - Furniture	(\$4,862.31)	\$0.00	(\$4,862.31)	(\$4,862.31)
Depr - Office Support	(\$8,139.27)	\$0.00	(\$8,139.27)	(\$8,139.27)
Depr - Office Phones	(\$4,403.43)	\$0.00	(\$4,403.43)	(\$3,787.02)
Depr - Computer	(\$6,111.99)	\$0.00	(\$6,111.99)	(\$10,141.62)
Depr - Digital Switch	(\$420,332.68)	\$0.00	(\$420,332.68)	(\$374,912.20)
Depr - SS7	(\$43,335.60)	\$0.00	(\$43,335.60)	(\$19,173.37)
Depr - Loop Extender	(\$27,607.33)	\$0.00	(\$27,607.33)	(\$27,607.33)
Depr - Fiber Circ. Toll	(\$51,998.17)	\$0.00	(\$51,998.17)	(\$45,678.82)
Depr - Fiber Circ. Cell	(\$19,572.40)	\$0.00	(\$19,572.40)	(\$17,191.00)

Zenda Telephone Company
Balance Sheet

01-09-01 02:56 PM ZENDA TELEPHONE CO., INC. 16282437611 1.19

	Present Year Year To Date	Previous Year Year To Date	"Increase/ Decrease"	Previous Year Year Ending
Depr - DACX	(\$9,101.03)	\$0.00	(\$9,101.03)	(\$9,101.00)
Depr - Data KS Pipeline	(\$3,430.39)	\$0.00	(\$3,430.39)	(\$3,302.72)
Depr - T1 School Internet	(\$974.65)	\$0.00	(\$974.65)	\$0.00
Depr - Buried Cable - Toll	(\$274,196.65)	\$0.00	(\$274,196.65)	(\$260,434.97)
Depr - Buried Cable - Cellular	(\$2,018.42)	\$0.00	(\$2,018.42)	(\$1,850.21)
Depr - Buried Fiber - Toll	(\$32,094.62)	\$0.00	(\$32,094.62)	(\$28,319.99)
Depr - Buried Fiber - Cellular	(\$6,573.19)	\$0.00	(\$6,573.19)	(\$6,800.14)
Total	(\$932,093.46)	\$0.00	(\$932,093.46)	\$0.00
Total Assets	\$829,878.32	\$0.00	\$829,878.32	\$0.00
Liabilities & Stockholder's Equity				
Current Liabilities				
Other Accounts Payable	(\$4,415.06)	\$0.00	(\$4,415.06)	\$0.00
Other Accounts Payable - Fed Withholding	\$496.89	\$0.00	\$496.89	\$0.00
Other Accounts Payable - Social Security	\$351.79	\$0.00	\$351.79	\$0.00
Other Accounts Payable - Excise Tax	\$129.87	\$0.00	\$129.87	\$0.00
Other Accounts Payable - State Tax	\$334.85	\$0.00	\$334.85	\$0.00
Other Accounts Payable - KS Withholding	\$124.28	\$0.00	\$124.28	\$0.00
Other Accounts Payable - Fed. Medicare	\$82.28	\$0.00	\$82.28	\$0.00
Other Accounts Payable - SWB	\$636.26	\$0.00	\$636.26	\$0.00
Other Accounts Payable - AT&T	\$868.99	\$0.00	\$868.99	\$0.00
Advance Billing & Payments	\$130.11	\$0.00	\$130.11	\$0.00
Customer Deposits	\$387.24	\$0.00	\$387.24	\$0.00
Taxes Accrued - Income	\$0.00	\$0.00	\$0.00	\$0.00
Taxes Accrued - Property	\$9,000.00	\$0.00	\$9,000.00	\$0.00
Taxes Accrued - State Unemployment	\$4.56	\$0.00	\$4.56	\$0.00
Taxes Accrued - Social Security	\$351.79	\$0.00	\$351.79	\$0.00
Taxes Accrued - Federal Unemployment	\$62.95	\$0.00	\$62.95	\$0.00
Taxes Accrued - Medicare	\$82.28	\$0.00	\$82.28	\$0.00
Other Accrued Liabilities - Interest	\$37.56	\$0.00	\$37.56	\$0.00
Total	\$9,656.64	\$0.00	\$9,656.64	\$0.00

Zenith Telephone Company
Balance Sheet

	Present Year Year To Date	Previous Year Year To Date	*Increase/ Decrease*	Previous Year Year Ending
Long Term Debt				
Funded RUS Notes (A)	\$101,892.24	\$0.00	\$101,892.24	\$0.00
Funded RUS Notes (B)	\$113,243.24	\$0.00	\$113,243.24	\$0.00
Funded RUS Notes (C)	\$382,038.60	\$0.00	\$382,038.60	\$0.00
Funded RUS Notes (D)	\$2,590.49	\$0.00	\$2,590.49	\$0.00
Funded RUS Notes (E)	\$10,915.30	\$0.00	\$10,915.30	\$0.00
Funded RUS Notes (F)	\$68,331.00	\$0.00	\$68,331.00	\$0.00
Funded RUS Notes (G)	\$60,196.29	\$0.00	\$60,196.29	\$0.00
Total	\$739,207.16	\$0.00	\$739,207.16	\$0.00
Other Liabilities & Deferred Credits				
Prepayments				
Total	(\$13,185.71)	\$0.00	(\$13,185.71)	\$0.00
	(\$13,185.71)	\$0.00	(\$13,185.71)	\$0.00
Stockholder's Equity				
Capital Stock	\$68,686.13	\$0.00	\$68,686.13	\$0.00
Retained Earnings	\$26,504.10	\$0.00	\$26,504.10	\$0.00
Total	\$95,190.23	\$0.00	\$95,190.23	\$0.00
Total Liabilities & Equity	\$829,878.32	\$0.00	\$829,878.32	\$0.00

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	Present Year		Previous Year		Present Year		Previous Year	
	Current Period	%	Previous Period	Year To Date	%	Year To Date	Year To Date	Year To Date
Operating Revenues								
Local Network Service Revenues								
Local Service Revenue	\$2,258.28	3.43	\$2,281.91	\$20,169.64	4.42	\$0.00	\$0.00	\$0.00
Custom Calling	\$668.77	1.01	\$646.40	\$5,881.96	1.28	\$0.00	\$0.00	\$0.00
Connection Charges	\$129.88	0.19	\$55.00	\$1,071.22	0.23	\$0.00	\$0.00	\$0.00
FIC Revenue	\$0.00		\$13.52	\$104.64	0.02	\$0.00	\$0.00	\$0.00
Total	\$3,056.93	4.64	\$2,996.83	\$27,227.46	5.97	\$0.00	\$0.00	\$0.00
Network Access Revenue								
Interstate End User	\$903.30	1.41	\$914.75	\$8,277.43	1.81	\$0.00	\$0.00	\$0.00
Interlata Interstate - CCL, AT&T	\$324.47	0.49	\$282.70	\$2,571.63	0.56	\$0.00	\$0.00	\$0.00
Interlata Interstate - CCL, MCI	\$70.64	0.10	\$57.04	\$578.98	0.12	\$0.00	\$0.00	\$0.00
Interlata Interstate - CCL, Sprint	\$104.04	0.15	\$88.10	\$891.85	0.19	\$0.00	\$0.00	\$0.00
Interlata Interstate CCL, Broadwing	\$45.98	0.06	\$37.98	\$404.24	0.08	\$0.00	\$0.00	\$0.00
Interlata Interstate - CCL, NECA	\$8,354.00	12.69	\$4,703.00	\$51,256.00	11.23	\$0.00	\$0.00	\$0.00
Interlata Interstate - TS, AT&T	\$869.22	1.47	\$841.88	\$8,013.45	1.75	\$0.00	\$0.00	\$0.00
Interlata TIC Revenue	\$320.59	0.49	\$416.29	\$3,827.65	0.83	\$0.00	\$0.00	\$0.00
Interlata Interstate - TS, MCI	\$228.52	0.34	\$180.90	\$1,898.70	0.41	\$0.00	\$0.00	\$0.00
Interlata Interstate - TS, Sprint	\$333.29	0.50	\$276.43	\$2,908.81	0.63	\$0.00	\$0.00	\$0.00
Interlata Interstate - TS, Broadwing	\$211.54	0.32	\$152.09	\$1,717.89	0.37	\$0.00	\$0.00	\$0.00
Interlata Interstate - TS, NECA	\$28,161.00	42.78	\$14,418.00	\$137,927.00	30.23	\$0.00	\$0.00	\$0.00
Interlata Interstate - USF	\$0.00		\$0.00	\$163.00	0.03	\$0.00	\$0.00	\$0.00
Interlata Interstate Database	\$13.34	0.02	\$12.55	\$121.53	0.02	\$0.00	\$0.00	\$0.00
Interlata Interstate Query Revenue	\$62.77	0.09	\$68.10	\$433.97	0.09	\$0.00	\$0.00	\$0.00
Social Access School Internet	\$0.00		\$0.00	\$5,400.00	1.18	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, AT&T	\$12.13	0.01	\$11.38	\$115.57	0.02	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, MCI	\$147.33	0.22	\$138.98	\$1,290.80	0.28	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, MCI	\$6.05		\$6.91	\$53.79	0.01	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, MCI	\$105.42	0.16	\$111.81	\$845.23	0.18	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, Sprint	\$16.87	0.02	\$18.10	\$152.72	0.03	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, Sprint	\$278.68	0.42	\$269.26	\$2,201.20	0.48	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, Broadwing	\$12.12	0.01	\$10.52	\$109.24	0.02	\$0.00	\$0.00	\$0.00
Interlata Intrastate - CCL, Broadwing	\$240.56	0.36	\$220.79	\$2,178.17	0.47	\$0.00	\$0.00	\$0.00

Zenda Telephone Company
 Operating Statement - September 2001

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	Present Year		Present Year		Previous Year	
	Current Period	%	Previous Period	Year To Date	%	Year To Date
Interlata Intrastate - TS, AT&T	\$42.86	0.06	\$39.90	\$445.69	0.09	\$0.00
Intralata Intrastate - TS, AT&T	\$499.06	0.75	\$470.69	\$4,786.91	1.04	\$0.00
Interlata Intrastate - TS, MCI	\$18.94	0.02	\$21.97	\$187.57	0.04	\$0.00
Intralata Intrastate - TS, MCI	\$339.75	0.51	\$358.97	\$2,911.78	0.65	\$0.00
Interlata Intrastate - TS, Sprint	\$52.17	0.07	\$49.79	\$525.63	0.11	\$0.00
Intrastate Intrastate - TS, Sprint	\$875.99	1.33	\$848.79	\$7,548.67	1.65	\$0.00
Interlata Intrastate - TS, Broadwing	\$48.21	0.07	\$42.46	\$480.63	0.10	\$0.00
Intralata Intrastate - TS, Broadwing	\$970.71	1.47	\$890.94	\$9,518.98	2.08	\$0.00
Intrastate TIC	\$1,259.49	1.91	\$1,163.51	\$10,861.81	2.38	\$0.00
Intralata Intrastate - CCL, SWB	\$542.89	0.82	\$320.87	\$3,818.16	0.83	\$0.00
Intralata Intrastate, KUSF	\$8,590.80	13.05	\$8,576.31	\$74,920.77	16.42	\$0.00
Intralata Intrastate Query	\$3.88		\$3.57	\$36.84		\$0.00
Intralata Intrastate - TS, SWB	\$889.76	1.35	\$636.28	\$7,105.96	1.55	\$0.00
Intralata Interstate - CCI	\$0.00		\$0.00	\$0.04		\$0.00
Intralata Interstate - TS	\$0.00		\$0.00	\$0.15		\$0.00
Intralata Interstate - RIC	\$0.00		\$0.00	\$0.05		\$0.00
Intrastate End User	\$153.60	0.23	\$150.25	\$1,399.26	0.30	\$0.00
State Switched Access - Cellular	\$4,383.82	6.66	\$4,408.52	\$38,553.19	8.45	\$0.00
State Special Access - Heartland	\$229.44	0.34	\$229.44	\$1,787.23	0.38	\$0.00
Total	\$59,856.01	90.94	\$40,948.82	\$398,286.17	87.30	\$0.00
Long Distance Message Revenue						
SWB Settlement	\$0.00		\$0.00	(\$24.04)		\$0.00
Contract Rev - MCI	\$32.31	0.04	\$62.01	\$144.67	0.03	\$0.00
Contract Rev - Sprint	(\$126.96)	-0.19	\$214.24	\$336.79	0.07	\$0.00
Private Line - Harper Co 911	\$23.00	0.03	\$46.00	\$230.00	0.05	\$0.00
Private Line - Kingman Co 911	\$23.00	0.03	\$23.00	\$184.00	0.04	\$0.00
Total	(\$48.65)	-0.07	\$345.25	\$871.42	0.19	\$0.00
Miscellaneous Revenue						
Directory Revenue	\$0.00		\$8.48	\$2,223.23	0.48	\$0.00
USIN - LDR Compensation	\$0.00		\$0.00	\$0.00		\$0.00
OSP Revenue	\$131.53	0.19	\$107.55	\$1,122.96	0.24	\$0.00
Other Revenue - FGA, FGB	\$1,300.55	1.97	\$1,924.56	\$11,908.69	2.61	\$0.00

Zenda Telephone Company
Operating Statement- September 2001

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	Present Year		Present Year		Previous Year	
	Current Period	%	Previous Period	Year To Date	%	Year To Date
Intralata Interstate B&C	\$0.00		\$34.67	\$1,080.53	0.23	\$0.00
Interlata IntraState B&C	\$0.00		\$58.45	\$523.50	0.11	\$0.00
Intralata IntraState B&C	\$0.00		\$0.00	\$0.00		\$0.00
Intralata Interstate B&C	\$0.00		\$0.00	\$0.00		\$0.00
Total	\$1,432.08	2.18	\$2,134.71	\$16,858.91	3.70	\$0.00
Nonregulated Revenue						
Nonregulated Revenue - CPE	\$345.18	0.52	\$358.05	\$3,098.35	0.67	\$0.00
Nonregulated Revenue - Internet	\$1,189.11	1.80	\$1,156.20	\$9,931.66	2.17	\$0.00
Total	\$1,534.29	2.33	\$1,512.25	\$13,030.00	2.86	\$0.00
Uncollectible Revenue						
Uncollectible Revenue - Bad Debt	\$0.00		\$17.50	(\$237.93)	-0.05	\$0.00
Uncollectible Revenue - Misc.	(\$9.42)	-0.01	(\$10.84)	\$201.85	0.04	\$0.00
Total	(\$9.42)	-0.01	\$6.62	(\$35.74)	-0.01	\$0.00
Total Operating Revenue	\$65,822.14	100.00	\$47,944.48	\$456,238.22	100.00	\$0.00
Operating Expenses						
Plant Specific Operations Expense						
Expense - Vehicle Clearing	\$0.00		\$0.00	\$48.17	0.01	\$0.00
Expense - Vehicle Clearing, Non Plant	\$0.00		\$0.00	\$137.74	0.03	\$0.00
Expense - Land & Building	\$872.00	1.32	\$831.32	\$6,417.72	1.40	\$0.00
Expense - Furniture & Artwork	\$0.00		\$0.00	\$0.00		\$0.00
Expense - Office Equipment	\$55.44	0.08	\$47.77	\$539.17	0.11	\$0.00
Expense - General Computer	\$306.89	0.46	\$306.89	\$8,106.62	1.77	\$0.00
Expense - Digital Switch	\$43,606.98	66.24	\$1,606.11	\$55,643.16	12.19	\$0.00
Expense - Circuit Transmission	\$25,778.42	39.16	\$1,733.81	\$31,855.43	6.98	\$0.00
Expense - Alinks, Query, SST	\$0.00		\$0.00	\$8,255.20	1.80	\$0.00
Expense - Internet Modems	\$400.00	0.60	\$400.00	\$3,600.00	0.78	\$0.00
Expense - CPE, Nonreg	\$248.50	0.37	\$582.86	\$5,476.14	1.20	\$0.00
Expense - Internet, Nonreg	\$575.92	0.87	\$530.92	\$4,876.31	1.06	\$0.00
Expense - Buried Cable	\$45,731.41	69.47	\$415.67	\$51,220.38	11.22	\$0.00

Zonda Telephone Company
Operating Statement - September 2001

	Present Year		Previous Period	Present Year		Previous Year
	Current Period	%		Year To Date	%	
Total	\$117,575.56	178.63	\$6,465.35	\$176,176.05	38.61	\$0.00
Plant Nonspecific Operations Expense						
Expense - Power	\$343.45	0.52	\$333.86	\$2,054.40	0.45	\$0.00
Expense - Network Admin	\$14,698.68	22.33	\$0.00	\$15,107.01	3.31	\$0.00
Expense - Exchange Testing	\$0.00		\$0.00	\$0.00		\$0.00
Expense - Transport - SCT	\$460.00	0.69	\$460.00	\$4,140.00	0.90	\$0.00
Expense - Transport - Alltal	\$1,865.70	2.83	\$1,784.24	\$15,485.72	3.39	\$0.00
Expense - Intralata Clearinghouse Nat	\$12.83	0.01	\$6.46	\$123.59	0.02	\$0.00
Expense - Intralata Access Charges	\$0.00		\$0.65	\$3.60		\$0.00
Expense - Depreciation	\$9,143.18	13.89	\$9,112.21	\$81,265.07	17.81	\$0.00
Total	\$26,523.84	40.30	\$11,697.43	\$118,179.39	25.90	\$0.00
Customer Operations Expense						
Expense - Product Advertising	\$0.00		\$0.00	\$100.00	0.02	\$0.00
Expense - D.A., SWB Settlement	\$35.55	0.05	\$49.41	\$359.52	0.07	\$0.00
Expense - Directory	\$0.00		\$0.80	\$3,312.81	0.72	\$0.00
Expense - Commercial Customer	\$385.89	0.60	\$371.40	\$4,193.86	0.91	\$0.00
Expense - INS - Toll for D.C.'s	\$0.00		\$6.77	\$210.83	0.04	\$0.00
Expense - Message Processing	\$17.98	0.02	\$17.98	\$173.69	0.03	\$0.00
Expense - Clearinghouse, Term MOU	\$0.04		\$0.00	\$0.30		\$0.00
Expense - CARS, B&C	\$418.87	0.63	\$418.87	\$3,399.85	0.74	\$0.00
Expense - Other B&C	\$1,867.09	2.83	\$2,354.57	\$13,858.79	3.03	\$0.00
Expense - PIC Changes	\$121.10	0.18	\$100.92	\$854.70	0.18	\$0.00
Expense - Other Customer Service	\$0.00		\$0.00	\$25.00		\$0.00
Expense - FGA, FGB, Cust. Serv.	\$38.71	0.05	\$35.72	\$269.53	0.05	\$0.00
Expense - Rating & Data line, MACC	\$0.65		\$0.53	\$4.07		\$0.00
Expense - St. Switched Access - Cell	\$4.84		\$4.18	\$33.15		\$0.00
Total	\$2,900.52	4.41	\$3,361.15	\$26,798.10	5.87	\$0.00
Corporate Operations Expense						
Expense - Executive	(\$1,110.86)	-1.68	\$1,274.35	\$13,389.30	2.93	\$0.00
Expense - Accounting & Finance	(\$29,129.02)	-44.25	\$12,339.96	\$28,535.86	6.25	\$0.00
Expense - External Relations	\$406.05	0.61	\$256.25	\$2,983.53	0.65	\$0.00

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Zenith Telephone Company
Operating Statement- September 2001

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	Present Year		Previous Period	Present Year		Previous Year
	Current Period	%		Year To Date	%	
Expense - Legal	\$8.29	0.01	\$1,075.00	\$11,127.99	2.43	\$0.00
Expense - Other Gen. & Admin	\$2,465.02	3.74	\$1,622.21	\$13,170.82	2.88	\$0.00
Expense - Relief & Pensions	\$302.90	0.46	\$3,438.46	\$7,269.64	1.59	\$0.00
Expense - Payroll Taxes	\$0.00		\$0.00	\$0.00		\$0.00
Expense - Contract Labor	(\$72,150.00)	-109.61	\$10,101.00	\$0.00		\$0.00
Total	(\$69,207.62)	-150.72	\$30,106.23	\$76,487.14	16.76	\$0.00
Total Operations Expense	\$47,792.30	72.61	\$51,630.16	\$397,638.68	87.16	\$0.00
Operating Income	\$18,029.84	27.39	(\$3,685.68)	\$58,589.54	12.84	\$0.00
Operating Taxes						
Expense - Federal Income Tax	\$0.00		\$0.00	\$0.00		\$0.00
Expense - State Income Tax	\$0.00		\$0.00	\$0.00		\$0.00
Expense - Other Operating Taxes	\$1,000.00	1.51	\$1,000.00	\$9,798.76	2.14	\$0.00
Expense - Harper Co 911	(\$14.15)	-0.02	(\$12.75)	(\$38.53)		\$0.00
Expense - Kingman Co 911	(\$167.20)	-0.25	(\$165.37)	(\$500.59)	-0.10	\$0.00
Total Operating Taxes	\$818.65	1.24	\$821.88	\$9,259.64	2.03	\$0.00
Net Operating Income	\$17,211.19		(\$4,507.56)	\$49,339.90		\$0.00
Nonoperating Income & Expense						
Interest Income	\$0.00		\$0.00	\$0.00		\$0.00
Special Charges	\$0.00		\$20.00	\$406.03	0.98	\$0.00
Payroll Clearing	\$0.00		\$0.00	\$0.00		\$0.00
Bank Error Account	\$0.00		\$0.00	\$0.00		\$0.00
Total	\$0.00		(\$20.00)	(\$406.03)	-0.09	\$0.00
Interest & Related Items						
Interest on Funded Debt	\$173.00	0.26	\$31.26	\$1,187.72	0.26	\$0.00
Interest on Funded Debt - 5%	\$2,574.38	3.91	\$2,667.87	\$21,073.30	4.61	\$0.00
Interest on Funded Debt - 2%	\$0.00		\$55.49	\$166.60	0.03	\$0.00
Interest on Customer Deposit	\$0.00		\$0.00	\$2.15		\$0.00
Total	\$2,747.38	4.17	\$2,754.62	\$22,429.77	4.92	\$0.00

Zenra Telephone Company
Operating Statement - September 2001

	Present Year		Previous Period	Present Year		Previous Year
	Current Period	%		Year To Date	%	Year To Date
Net Profit / Loss	\$14,463.81	21.97	(\$7,282.18)	\$26,504.10	5.81	\$0.00

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CHARLES E. MOORE, JR.

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Davidsonville, Md. 21035
Home: 410-974-8080 Fax: 410-269-4263
Email: bellmoore@aol.com

SUMMARY

Extensive executive leadership experience in the areas of strategic planning, international and domestic financial management, accounting, human resources, regulatory affairs and public relations throughout a \$55 billion international communications company. Accomplished in managing large teams through significant organizational and cultural changes. Also experienced in founding several start-up businesses and managing the associated financial and operational issues.

CURRENT PROFESSIONAL RESPONSIBILITIES

Co-Founder, Director, President and CFO of TELATLANTIC COMMUNICATIONS, INC. JAN. 1999 - Present

- Focusing on the acquisition and operation of rural telephone companies across the United States

Co Founder, Director and Chief Financial Officer of GoEbusiness.com, INC. DEC. 1998 - Present

- Focusing on the development of customized eCommerce solutions

PREVIOUS PROFESSIONAL RESPONSIBILITIES

Vice President/Principal for CAPITAL CONSULTING GROUP OCT. 1998 - Nov. 2000

- Provided executive recruiting services in the areas of Communications, IT, Finance and Health Care

Vice President, Bell Atlantic Network Financial Management 1996-1998

- Direct accountability for coordination, development, analysis and tracking of \$7 Billion Financial Plans and Expense Budgets spanning nine Network and Information System Business Units.
- Involvement on the Bell Atlantic/NYNEX Merger Integration Team led to the identification of company-wide synergy savings of 3,000 positions and \$500 Million annual expense reduction.

Vice President & CFO - Bell Atlantic Directory Services 1993-1996

- CFO for \$1.1 Billion sales, printing and electronic publishing group which included multiple regulated and unregulated entities responsible for publishing 235 yearly directories for 35 million customers.
- Achieved a 25% reduction in uncollectibles through improvements in credit and collections policies and processes.
- Reduced finance staff by 40% with the elimination of regulatory accounting requirements.

Controller - Bell Atlantic of Maryland 1993

- Directly responsible for state/local tax filings, representation to bond rating agencies and filing of regulatory financial reports with the Maryland Public Service Commission.

Executive Director & Chief Financial Officer - Bell Atlantic International
1991-1993

- Accounting, Business Planning, Financial Management and Human Resources responsibilities for rapidly expanding international development efforts.
- Project leader on a 3 month consulting assignment with Puerto Rico Telephone Company, which led to the implementation of a new Strategic Planning and Business Planning Process.

Executive Director, External Affairs - Bell Atlantic of W.Va. 1987-1991

- Direct accountability for regulatory relations, independent telephone company relations and public relations. Shared accountability for accounting and financial management.
- Eliminated short-term regulatory earnings caps by gaining approval from the W. Va. Public Service Commission for Bell Atlantic's first Flexible Regulation Plan.
- Achieved long term earnings flexibility through the passage of a state law enabling the permanent elimination of traditional rate-of-return regulation.

Division Manager, Business Planning and Financial Management 1983-1987
Bell Atlantic Management Services

- Developed and implemented a new five-year business planning and financial management process coincident with 1/1/84 divestiture from AT&T. Prepared financial projections leading to IPO of new Bell Atlantic entity.
- Reduced financial management staff by 20% by creating centralized teams in each Headquarters location.

Multiple District Manager And Manager Roles 1971-1983
C&P Telephone Headquarters; C&P Telephone of Maryland

- Forecasting, Budgeting, Regulatory Relations, Rate and Tariff Administration, Revenue Stimulation Programs, Capital Recovery.
- Developed strong interpersonal skills, statistical analysis and financial management techniques.

AFFILIATIONS

Carrollton Bancorp, Baltimore, MD: Board of Directors (Chair of Strategic Planning Committee, Member of Audit Committee)

Western Maryland College: Board of Trustees (Executive Committee; Capital Campaign Chairman, Member of Audit Committee and Academic Affairs Committee)

Council For Economic Education In Maryland: Director Emeritus

Independent College Fund of Maryland: Board of Directors (Executive Committee; Chair of Strategic Planning Committee)

General German Aged People's Home of Baltimore (AKA Edenwald): Board of Directors (Investment Subcommittee, Finance and Long Range Plan Committees)

Community United Methodist Church: Chair of Stewardship Committee

EDUCATION

M.A.S. (Masters in Administrative Science) - Johns Hopkins University
B.A. in Sociology - Western Maryland College

THE MANAGEMENT TEAM

TelAtlantic is headed by a management team with more than 150 years of combined experience as senior level executives in the telecommunications and local exchange carrier industry. The team includes:

Edward E. Bridges, Chairman and Chief Executive Officer - Formerly CEO of TelaLink Communications Inc., Mr. Bridges has more than 30 years of international business experience in the communications and in the investment banking industries. He has developed, financed, and managed projects and businesses with companies such as ITT, Bell Atlantic, Comsat, Columbia Communications Corporation, Titan, Tenneco, and Allied Signal.

Charles E. Moore, Jr., Director and President - Mr. Moore has over 27 years of experience with Bell Atlantic where he held numerous executive positions in the areas of strategic planning, international and domestic financial management, accounting, human resources, regulatory affairs, and public relations. He served as Chief Financial Officer and Vice President of Finance for a number of Bell Atlantic business units.

James R. Crabtree, Director and Executive Vice President & Principal Operations Officer - Mr. Crabtree has over 30 years of direct RLEC management experience in telecommunications and information systems. Jim has successfully managed a Century Tel. operating region consisting of over 147,000 wire line access lines and 120,000 wireless customers. He has also increased regional sales over 100% and managed a \$23MM capital construction budget and a \$42MM operating budget, with expended rates below budget at 95%.

Richard O. Pruett, Senior Vice President of Operations - Mr. Pruett has 28 years of experience with Bell Atlantic including network operations, customer services, business and systems planning. Most recently he was Executive Director of Re-Engineering where he was responsible for the restructuring of the \$3.5 billion per year work center for network operations and systems design.

Louis R. D'Alessandro, Senior Vice President and Chief Technical Officer - Mr. D'Alessandro served thirty-four years with AT&T plus 10 years as a telecom industry consultant. More than four decades of engineering and management experience in the fields of telecommunications and networking, including system design and deployment, system architecture, and telephone and internet network management operations including TMN standards. Fundamental and strategic planning and implementation of state-of-the-art digital transmission and switching technologies, networks, and control centers, including large national switching and routing systems and modern SDH/SONET transmission systems. ATM and digital telephone switching systems, and TCP/IP enterprise Internet systems. Internet and data communications systems include a thorough knowledge of Novell's Netware Directory Services, Microsoft's NT System, Domain Naming Services, Dynamic Host Configuration Protocol, Routers, Accelar and Catalyst LAN Switches, System Topology, and IPX/SPX, IP, & VTAM Addressing Schemes.

OUTSIDE ADVISORS

Perry W. Woofter - Mr. Woofter previously served as Administrative Assistant and Chief of Staff to senior U.S. Senator Robert C. Byrd; Counsel and Chief Government Representative to the American Petroleum Institute; and Chief Trial Examiner for the Public Utilities Commission of West Virginia. He has considerable experience in the financing of substantial domestic and international business ventures.

Charles S. Warner - Mr. Warner began his career in the investment banking industry and was elected General Partner of a member firm and an Allied Member of the NY Stock Exchange. After twenty-three years in the private sector, Mr. Warner assumed a position in 1981 as a political appointee at the U.S. Department of Commerce. Mr. Warner then served as Deputy Director General of the United Nations Industrial Development Organization in Vienna, Austria. President Reagan appointed him to the Executive Board of the International Monetary Fund (IMF) in 1988.

Anthony T. Murray - Mr. Murray has more than 30 years of experience with AT&T and Bell Atlantic. He held several senior management positions in business development and marketing with both organizations. Mr. Murray was President of Bell Atlantic's Federal Systems Division from 1993 to 1995, and President of its Large Business Services Division from 1995 to 1999 where he was responsible for several major awards including contracts worth more than \$300M with General Motors and JP Morgan. Mr. Murray has developed strategic plans for several large telecommunications business units and was instrumental for applying Baldrige Quality practices in various operating divisions. He is a board member at American Red Cross, Washington Chapter, Fairfax County Education Foundation, and Bell Atlantic Professional Services Inc. He holds a BS in Finance from Villanova University and an MBA from the University of Pittsburgh.

DIRECTOR, INFORMATION SYSTEMS/OPERATIONS

Aaron Buhr

Mr. Buhr provides technological direction and management both for emerging telecommunications services to offer to CCG's customers as well as for information systems that support CCG business operations. This encompasses research, design, evaluation, implementation, and support of high-technology systems and services. As one of the three initial employees of CCG, and the current senior-most employee, Mr. Buhr has developed CCG's computer and network systems from a single LAN to a multi-site, multi-company enterprise network structure. Mr. Buhr engineered and implemented a multi-protocol frame relay wide-area-network connecting all remote offices to the corporate office.

Some of the applications supported by the network include email, client/server databases, remote learning, PBX/switch control, and more.

In addition Mr. Buhr has revolutionized CCG's billing and collections capabilities by designing and developing new software systems for convergent invoicing, payment processing, and automated bill payment via credit card and bank account withdrawal.

Mr. Buhr is a graduate of Rice University, one of the top-ranked universities and engineering programs in the nation. He received a bachelor's degree in Electrical Engineering with a specialization in computer systems. Through that education and the experience gained while working in the computer industry since 1985, Mr. Buhr has become proficient in virtually all aspects of computer systems. His abilities include software engineering and development, network design and implementation, database administration, multiple-platform systems implementation and support, and more. This broad-based background makes Mr. Buhr uniquely qualified to understand and direct all aspects of CCG's technology initiatives.

PRESIDENT AND CEO

G. Scott Brodey

Mr. Brodey, as President and CEO, brings over 30 years of executive experience to CCG. He has 16 years in the CLEC industry, making him one of the pioneers. He was instrumental in the startup and/or development of six major CLECs covering over 50 cities. He has also held executive positions with Graphic Sciences (EVP) during the evolution of the Facsimile Industry from a very specialized entity to one of office convenience in the late 60's; he ran nationwide Operations for MCI (SVP) in the 70's; he was responsible for Sales and Marketing for RCA Globcom Communications (VP) in the late 70's and early 80's; and was president of LIN Communications in the early cellular days.

Mr. Brodey started the CAP/CLEC industry in 1985, when as President and CEO of ICC, he raised \$35MM, and built the first metropolitan Fiber Optic Network with a switch in the Washington, DC area. This was acquired by MFS, now a part of WorldCom. He helped start and/or develop 5 other telecommunications companies including: Intermedia Communications, now a public company, Eastern Telelogics in Philadelphia, now part of AT&T, KMC Telecomm Holdings Company specializing in Tier 2 and 3 cities; Logix Communications Enterprises in the Southwest and PV TEL Enterprises, now part of Grace Development Company.

SENIOR VICE PRESIDENT, OPERATIONS

Donovan Wyatt

Mr. Wyatt brings 41 years of telephony experience, including 34 years in management and 7 in the technical craft ranks. He has overseen the Engineering, Operations, and Collocations functions for two CLECs. He spent 31 years with BellSouth, working in nearly every technical entity. During his tenure Mr. Wyatt's key management roles included: General Manager, Mid-Alabama LATA; Senior Director, De-Regulation Entities for five states; Operations Manager for Headquarters Staff, and Plant Manager, Huntsville. Mr. Wyatt received 24 leadership awards for his work at BellSouth and he operated the "Overall Number One District in South Central Bell States for 7 years. He is considered a great molder of young management talent.

Mr. Wyatt has technical expertise in Fiber Optics, Digital Loop Carrier Systems, Metallic Cable Construction and Maintenance, Plat Reading and Interpretations, Quality Control and Inspections, Data Communications, Switch Installation and Management plus Customer Service.

Carrier Relations is one of the most important and critical functions for any CLEC. Many CLECs have discovered the importance of this position the hard way—suffering lost revenue, time and customer satisfaction by not applying adequate resources to this position in the initial stages of development. Mr. Wyatt with his experience and expertise will have this responsibility for CCG.

VICE PRESIDENT, NETWORK DEPLOYMENT

Dennis J. Fleming, PE

Mr. Fleming manages CCG's deployment staff and telecommunications plant, and as such, is responsible for its development and operations, including the design and development of the telephone and cable TV physical plants and installation of switch equipment. Under his direction, the company evolved from infancy to become a viable telecommunications competitor with seven Nortel Host switches at Melrose Apartment projects and two Client switches, one for a residential apartment complex and one in a business complex. Mr. Fleming also oversees the programming of the switches that allow CCG to offer customers telephone features and services not available through other phone companies.

A licensed professional engineer with 30 years of technical and management experience and several patents in his name, Mr. Fleming has a wealth of experience developing and launching new products under tight time constraints. Before coming to CCG, he was a sales engineer with General Electric where he developed a scheduling system for his department, which reduced labor costs by 50%. He was instrumental in the design and development of the digital electronic compass for automobiles, which is now used in several car models. He is a graduate of the University of Michigan School of Engineering and MBA programs, and a member of Toastmasters International.

SR. DIRECTOR, BUSINESS AFFAIRS

Sandra Allen

Ms. Allen is responsible for the development and coordination of the sales support infrastructure. She concentrates on product development, pricing, contract management and regulatory issues. Her ability to work accurately and quickly, especially in generating detailed data, is an asset to CCG, Inc. in her knowledge of the telecommunications industry.

With fifteen years of customer service experience, she was able to develop and implement many of the processes for CCG's Customer Care group. Ms. Allen also acts as the liaison between CCG and other LECs and IXCs. She is responsible for revenue and cost assurance which has saved the company over one (1) million dollars within an eight month period.

Before coming to CCG, Ms. Allen had a career with AT&T that spanned twelve years. She was proactive in the retention of AT&T's long distance business accounts and successfully grew the customer base by meeting her sales objectives by 484 percent. She has been trained extensively in repair of switched long distance, local and toll free services and actively interfaced with LECs nationwide to coordinate network testing.

