

DEPOSIT  
D747

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April 2, 1998

VIA OVERNIGHT DELIVERY

Florida Public Service Commission  
Division of Administration  
2540 Shumard Oak Boulevard  
Gunter Building  
Tallahassee, Florida 32399-0850

980479-TI

Re: Park 'N View, Inc.

Dear Sir/Madam:

Enclosed please find one original and twelve (12) copies of Park 'N View, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and twelve (12) copies of Park 'N View, Inc.'s proposed tariff.

Park 'N View, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Park 'N View, Inc.'s stated financial capability, attached to its application is a copy of the Company's audited Financial Statements for the years ended June 30, 1996 and June 30, 1997. As a switchless reseller, Park 'N View, Inc. does not intend to make a capital investment to provide service in the State of Florida, however, Park 'N View, Inc. intends to fund the provision of service through internally generated cash flow, and to the extent necessary, from cash contributions from its principals. Park 'N View, Inc. also has the ability to borrow funds, if required, based upon its financial capabilities.

I also have enclosed a check in the amount of \$250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

Check received with filing and  
forwarded to Fiscal for deposit.  
Fiscal to forward a copy of check  
to RAR with proof of deposit.

DN 03865-98

4/3/98

Initials of person who forwarded check:

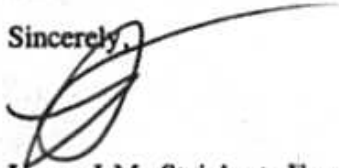
AS

Florida Public Service Commission  
April 2, 1998  
Page 2

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding the application or the tariff, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Lance J.M. Steinhart, Esq.  
Attorney for Park 'N View, Inc.

Enclosures

cc: Stephen Conkling

LJS/lmb

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

**DIVISION OF COMMUNICATIONS**  
**BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS**  
**SERVICE**  
**WITHIN THE STATE OF FLORIDA**

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**Instructions**

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

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

- E. Once completed, submit the original and twelve (12) copies of this form along with a non-refundable application fee of \$250.00 to:

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

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FORM PSC/CMU 31 (11/91)

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

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

- Original Authority** (New company).
- Approval of Transfer** (To another certificated company).
- Approval of Assignment of existing certificate** (To a noncertificated company).
- Approval for transfer of control** (To another certificated company).

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

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

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

**Park 'N View, Inc.**

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

**N/A**

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

**11711 NW 39th Street  
Coral Springs, Florida 33065**

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

**11711 NW 39th Street  
Coral Springs, Florida 33065**

7. Structure of organization;

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

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

(a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.160 FS), if applicable.

(b) Indicate if the individual or any of the partners have previously been:

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

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

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F95000005217

- (b) Name and address of the company's Florida registered agent.

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: \_\_\_\_\_

- (d) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

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

No.

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

No.

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

- (a) The application;

Lance J.M. Steinhart  
6455 East Johns Crossing, Suite 285  
Duluth, GA 30097  
770-232-9200

- (b) Official Point of Contact for the ongoing operations of the company;

Stephen Conkling  
Park 'N View, Inc.  
11711 NW 39th Street  
Coral Springs, Florida 33065  
(954) 745-7800

- (c) Tariff;

Lance J.M. Steinhart  
6455 East Johns Crossing, Suite 285  
Duluth, GA 30097  
770-232-9200

- (d) Complaints/Inquiries from customers;

Sharon Derrick  
Park 'N View, Inc.  
11711 NW 39th Street  
Coral Springs, Florida 33065  
(800) 347-1664

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.

None.

- (b) Has applications pending to be certificated as an interexchange carrier.

**Applicant is in the process of filing Applications in the 48 contiguous states and Hawaii.**

- (c) Is certificated to operate as an interexchange carrier.

**Colorado, Iowa, Michigan, Montana, New Jersey, Texas, Utah, Virginia, Washington D.C. and Wyoming**

- (d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

None.

- (e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None.

- (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

**None.**

12. What services will the applicant offer to other certificated telephone companies:

- |   |                                    |
|---|------------------------------------|
| <input type="checkbox"/> Facilities             | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection | <input type="checkbox"/> Sales     |
| <input type="checkbox"/> Maintenance            |                                    |
| <input type="checkbox"/> Other: _____           |                                    |

**None.**

13. Do you have a marketing program?

**Yes.**

14. Will your marketing program:

- Pay commissions?  
 Offer sales franchises?  
 Offer multi-level sales incentives?  
 Offer other sales incentives?

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).

**Applicant will pay commissions to sales representatives.**

16. Who will receive the bills for your service (Check all that apply)?

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Residential customers | <input checked="" type="checkbox"/> Business customers |
| <input type="checkbox"/> PATS providers                   | <input type="checkbox"/> PATS station end-users        |
| <input type="checkbox"/> Hotels & motels                  | <input type="checkbox"/> Hotel & motel guests          |
| <input type="checkbox"/> Universities                     | <input type="checkbox"/> Univ. dormitory residents     |
| <input type="checkbox"/> Other (specify): _____           |  |

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

**Applicant's name and toll free number will appear on all end-users' bills.**



- (b) Name and address of the firm who will bill for your service.

**The Company intends to directly bill customers.**

18. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.482 (example enclosed).
19. The applicant will provide the following interexchange carrier services (Check all that apply):

- MTS with distance sensitive per minute rates**  
 Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800
- MTS with route specific rates per minute**  
 Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800
- MTS with statewide flat rates per minute (i.e. not distance sensitive)**  
 Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800
- MTS for pay telephone service providers**
- Block-of-time calling plan (Reach out Florida, Ring America, etc.)**
- 800 Service (Toll free)**
- WATS type service (Bulk or volume discount)**  
 Method of access is via dedicated facilities  
 Method of access is via switched facilities
- Private Line services (Channel Services)**  
(For ex. 1.544 mbs., DS-3, etc.)

**Travel Service**

Method of access is 950

Method of access is 800

**900 service**

**Operator Services**

Available to presubscribed customers

Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals)

Available to inmates

**Services included are:**

Station assistance

Person to Person assistance

Directory assistance

Operator verify and interrupt

Conference Calling

20. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

1+area code+number or 1-800-XXX-XXXX

21.  **Other:**

A. See attached Financial Statements for the years ended June 30, 1996 & June 30, 1997.

B. See attached resumes of Applicant's key employees.

C. Applicant will use the network services of its underlying carrier to provide services to customer in the State of Florida.

**ATTACHMENTS:**

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK  
APPLICANT ACKNOWLEDGMENT STATEMENT
- D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
- E - GLOSSARY

**\*\* APPENDIX B \*\***

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

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

- ( X )      The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
  
- ( )      The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

**UTILITY OFFICIAL:**

\_\_\_\_\_ Date \_\_\_\_\_  
*S. L. Conkling*      *3/27/98*  
Stephen Conkling  
CFO      954-745-7800  
Title      Telephone No

FL

**\*\* APPLICANT ACKNOWLEDGEMENT STATEMENT \*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of 15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding AAV service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement. Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree.

**UTILITY OFFICIAL:**

S. L. Conkling  
Signature

3/27/98  
Date

Stephen Conkling

CEO  
Title

954-745-7800  
Telephone No.

**LIST OF ATTACHMENTS**

**PROPOSED TARIFF**

**FINANCIAL INFORMATION**

**MANAGEMENT INFORMATION**

**PROPOSED TARIFF**

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TITLE SHEETFLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Park 'N View, Inc. ("Park 'N View"), with principal offices at 11711 NW 39th St., Coral Springs, Florida 33065. This tariff applies for telecommunications services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

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Issued: April 2, 1998  
By:

Effective:  
Stephen Conkling, CFO  
Park 'N View, Inc.  
11711 NW 39th St.  
Coral Springs, Florida 33065

CHECK SHEET

Sheets 1 through 32 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom right-hand side of this sheet.

<u>SHEET</u>	<u>REVISION</u>
1	Original*
2	Original*
3	Original*
4	Original*
5	Original*
6	Original*
7	Original*
8	Original*
9	Original*
10	Original*
11	Original*
12	Original*
13	Original*
14	Original*
15	Original*
16	Original*
17	Original*
18	Original*
19	Original*
20	Original*
21	Original*
22	Original*
23	Original*
24	Original*
25	Original*
26	Original*
27	Original*
28	Original*
29	Original*
30	Original*
31	Original*
32	Original*

\* Original or Revised Sheet Included in the most recent tariff filing

Issued: April 2, 1998  
By:

Effective:  
Stephen Conkling, CFO  
Park 'N View, Inc.  
11711 NW 39th St.  
Coral Springs, Florida 33065



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Issued: April 2, 1998  
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Stephen Conkling, CFO  
Park 'N View, Inc.  
11711 NW 39th St.  
Coral Springs, Florida 33065

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Coral Springs, Florida 33065

SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting In An  
Increase to A Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting In A  
Reduction to A Customer's Bill
- T - Change in Text or Regulation  
But No Change In Rate or Charge

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Issued: April 2, 1998

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**TARIFF FORMAT**

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

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

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

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

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

**Access Line** - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to Park 'N View's location or switching center.

**Authorization Code** - A numerical code, one or more of which may be assigned to a Customer, to enable Park 'N View to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

**Commission** - Used throughout this tariff to mean the Florida Public Service Commission.

**Customer** - The person, firm, corporation or other legal entity which orders the services of Park 'N View or purchases a Park 'N View Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

**Company or Park 'N View** - Used throughout this tariff to mean Park 'N View, Inc., a Delaware corporation.

**Holiday** - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

**Prepaid Account** - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

**Prepaid Calling Card** - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

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Park 'N View, Inc.  
11711 NW 39th St.  
Coral Springs, Florida 33065

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Florida.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

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Coral Springs, Florida 33065

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**SECTION 2 - RULES AND REGULATIONS****2.1 Undertaking of the Company**

This tariff contains the regulations and rates applicable to intrastate resale telecommunications services provided by Park 'N View for telecommunications between points within the State of Florida. Resale services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement. The Company does not own any switching, transmission or other physical facilities in Florida.

- 2.1.1 The services provided by Park 'N View are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.

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- 2.1.2 The rates and regulations contained in this tariff apply only to the resale services furnished by Park 'N View and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of Park 'N View.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

## **2.2 Use and Limitations of Services**

- 2.2.1 Park 'N View's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of Park 'N View's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.
- 2.2.3 The use of Park 'N View's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.

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- 
- 2.2.4 Park 'N View's services are available for use 24 hours per day, seven days per week.
- 2.2.5 Park 'N View does not transmit messages, but the services may be used for that purpose.
- 2.2.6 Park 'N View's services may be denied for nonpayment of charges or for other violations of this tariff subject to Section 2.5.1 herein.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

### 2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.
- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.

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- 2.3.4 The Company's liability, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects shall not exceed an amount equal to the charges provided for under this tariff a long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company, except as ordered by the Commission.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.
- 2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

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Issued: April 2, 1998

Effective:

By:

Stephen Conkling, CFO  
Park 'N View, Inc.  
11711 NW 39th St.  
Coral Springs, Florida 33065

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**2.4 Responsibilities of the Customer**

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by Park 'N View on the Customer's behalf.
- 2.4.3 If required for the provision of Park 'N View's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to Park 'N View.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to Park 'N View and the Customer when required for Park 'N View personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of Park 'N View's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of Park 'N View's equipment to be maintained within the range normally provided for the operation of microcomputers.
- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with Park 'N View's facilities or services, that the signals emitted into Park 'N View's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers.

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**Section 2.4.6 Continued**

If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, Park 'N View will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to Park 'N View equipment, personnel or the quality of service to other Customers, Park 'N View may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, Park 'N View may, upon written notice, terminate the Customer's service.

- 2.4.7 The Customer must pay Park 'N View for replacement or repair of damage to the equipment or facilities of Park 'N View caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Park 'N View equipment installed at Customer's premises.
- 2.4.9 If Park 'N View installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.
- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

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**2.5 Cancellation or Interruption of Services**

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, Park 'N View may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due Park 'N View for more than thirty (30) days after issuance of the bill for the amount due,
  - 2.5.1.B For violation of any of the provisions of this tariff,
  - 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over Park 'N View's services, or
  - 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting Park 'N View from furnishing its services.
- 2.5.2 Without incurring liability, Park 'N View may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and Park 'N View's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

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Coral Springs, Florida 33065

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- 2.5.3 Service may be discontinued by Park 'N View without notice to the Customer, by blocking traffic to certain counties, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when Park 'N View deems it necessary to take such action to prevent unlawful use of its service. Park 'N View will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon verbal or written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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**2.6 Credit Allowance - Interruption of Service**

- 2.6.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the Customer, are subject to the general liability provisions set forth in 2.3 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer and connected to the Company's facilities.
- 2.6.2 No credit is allowed in the event that service must be interrupted in order to provide routine service quality or related investigations.
- 2.6.3 Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company or in the event that the Company is entitled to a credit for the failure of the facilities of the Company's Underlying Carrier used to furnish service.
- 2.6.4 Credit for interruption shall commence after the Customer notifies the Company of the interruption or when the Company becomes aware thereof, and ceases when service has been restored.
- 2.6.5 For purposes of credit computation, every month shall be considered to have 720 hours.

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2.6.6 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

2.6.7 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" - outage time in hours

"B" - monthly charge for affected activity

2.7 Deposit

The Company does not require deposits.

2.8 Advance Payments

The Company does require advance payments.

2.9 Payment and Billing

2.9.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.

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2.9.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.

#### **2.10 Collection Costs**

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated services, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

#### **2.11 Taxes**

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein, except for prepaid calling cards.

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**2.12 Late Charge**

A late fee will be charged on any past due balances as set forth in Section 4.10 of this tariff.

**2.13 Returned Check Charge**

A fee, as set forth in Section 4.6 of this tariff, will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

**2.14 Location of Service**

The Company will provide service to Customers within the State of Florida.

**2.15 Sale of Telecommunications Services to Uncertified IXCs Prohibited**

Customers reselling or rebilling the Company's telecommunications services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Commission.

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**SECTION 3 - DESCRIPTION OF SERVICE****3.1 Computation of Charges**

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in one minute increments. All calls are rounded up to the next whole increment.
- 3.1.2 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call. The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

Formula:

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

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- 3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. Park 'N View will not bill for uncompleted calls.

**3.2 Customer Complaints and/or Billing Disputes**

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

11711 NW 39th Street  
Coral Springs, Florida 33065  
(800) 347-1664

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**3.2 Continued**

Any objection to billed charges should be reported promptly to Park 'N View or its billing agent. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. A Customer who is unable to resolve a billing dispute with the Company may contact the Commission by telephone at 1-800-342-3552 to intervene in the billing dispute.

**3.3 Level of Service**

A Customer can expect end to end network availability of not less than 99% at all times for all services.

**3.4 Billing Entity Conditions**

When billing functions on behalf of Park 'N View or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. Park 'N View's name and toll-free telephone number will appear on the Customer's bill.

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**3.5 Service Offerings****3.5.1 1+ Dialing**

The customer utilizes "1+" dialing, or "101XXXX" dialing followed by "1 + ten digits" for interLATA calls, or dials "101XXXX" followed by "1 + 7 digits" or "1 + 10 digits" for intraLATA calls.

**3.5.2 Travel Cards.**

The Customer utilizes an 11 digit "800" access number established by Park 'N View to access a terminal. Upon receiving an automated voice prompt, the Customer is instructed to enter an Authorization Code. After entering the Authorization Code, the Customer will receive a dial tone and can enter the area code and phone number of the desired party. In order to terminate the call, the Customer may either hang up or press the pound (#) key three times, which will return the Customer to a dial tone in order to place another call.

**3.5.3 800 Service (Toll free).**

This service is inbound calling only where an 800 or 888 number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

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## 3.5.4 Park 'N View Prepaid Calling Cards.

This service permits use of Park 'N View Prepaid Calling Cards for placing long distance calls. Customers may purchase Park 'N View Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. Park 'N View Prepaid Calling Cards are available at a variety of face values ranging from five dollars (\$5.00), in one dollar (\$1.00) increments. Park 'N View Prepaid Calling Card service is accessed using the Park 'N View toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. Park 'N View's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units for each call, which includes applicable taxes, is deducted from the remaining Telecom Unit balance on the Customer's Park 'N View Prepaid Calling Card.

All calls must be charged against an Park 'N View Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

In order to continue the call, the Customer can either call the toll-free number on the back of the Park 'N View Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the Park 'N View Prepaid Calling Card is insufficient to continue the call.

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**Section 3.5.4 Continued**

A card will expire 12 months from the date of purchase, or the date of last recharge, whichever is later. The Company will not refund unused balances.

A credit allowance for Park 'N View Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the Park 'N View Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, , etc.), and the approximate time that the call was placed.

When a call charged to an Park 'N View Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit.

Credit allowances for calls pursuant to Park 'N View Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

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**3.5.5 Park 'N View Truck Stop Service**

Park 'N View Truck Stop Service is available at truck stops which are equipped with Park 'N View intelligent phone switches, and is available only to customers which purchase Park 'N View monthly memberships. Customers can access service by plugging a phone into the outlet and logging into the system. Once the Customer logs onto the system, his balance of long distance minutes is downloaded to the site. The user is notified of the number of long distance minutes remaining and can dial 9 + 1 + area code and number to originate long distance calls. When the user's balance reaches one minute, the user is notified that the call will be terminated in one minute. Users are notified of the ability to purchase additional minutes via a voice response system by using an automatic credit card or checking account debit card. Customers may also purchase service through vending machines, touch screen kiosks, and voice response credit entry. This service offered as an adjunct to the Company's cable television service provided at truck stops. The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

**3.5.6 Local Calls and Directory Assistance.**

Local calls will not be accepted or completed. Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will be applicable for each number requested, whether or not the number is listed or published.

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3.5.7 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.8 Promotional Offerings

The Company may offer approved special promotions of new or existing services or products for limited time periods as approved by the Commission. These promotions will include specific tariffed starting and ending dates. All such promotions will be offered on a completely non-discriminatory basis. All such tariffed promotions must be approved by the Commission and must state exactly what charges are being reduced or waived, who is eligible, and what Customers have to do to be eligible.

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SECTION 4 - RATES

4.1 1+ Dialing

\$0.25 per minute

A monthly service charge of \$5.00 per billing telephone number will apply.

4.2 Travel Cards

\$0.33 per minute

A service charge of \$.25 will apply per call.

4.3 800 Service (Toll Free)

\$0.25 per minute

A monthly service charge of \$10 per number will apply.

4.4 Prepaid Calling Cards

Price Per Telecom Unit

\$ .33

Cards will be decremented by one Telecom Unit for each minute or fractional part of a minute for intrastate calls. These rates apply twenty-four hours per day, seven days per week.

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4.5 Park 'N View Truck Stop Service

\$0.33 per minute

4.6 Directory Assistance

\$.75 per each number requested

4.7 Returned Check Charge

\$20.00

4.8 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		Evening Rate Period
5 p.m. to 11 p.m.*	Evening Rate Period		
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

\* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

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**4.9 Rates Applicable for Hearing/Speech Impaired Persons**

For intrastate toll messages which are communicated using a telecommunications device for the deaf (TDD) by properly certified business establishments or individuals equipped with TDDs for communications with hearing or speech impaired persons, the rates shall be evening rates for daytime calls and night rates for evening and night calls.

Intrastate toll calls received from the relay service, each local exchange and interexchange telecommunications company billing relay call will be discounted by 50 percent of the applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call will be discounted 60 percent off the applicable rate for voice nonrelay calls.

Florida Public Service Commission Rules and Regulations require the Company to provide the first 50 directory assistance calls initiated per billing cycle by handicapped persons free of charge.

**4.10 Employee Concessions**

The Company does not offer employee concessions.

**4.11 Late Charge**

1.5% monthly or the amount otherwise authorized by law, whichever is lower.

**4.12 Payphone Dial Around Surcharge**

A dial around surcharge of \$.35 per call will be added to any completed INTRAstate toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

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11711 NW 39th St.

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**FINANCIAL INFORMATION**

# Deloitte & Touche LLP



Certified Public Accountants

Suite 1400  
New River Center  
200 East Las Olas Boulevard  
Fort Lauderdale, Florida 33301-2248  
Telephone: (954) 728-3800  
Facsimile: (954) 728-3838

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of  
Park 'N View, Inc.:

We have audited the accompanying balance sheets of Park 'N View, Inc. (the "Company") as of June 30, 1996 and 1997, and the related statements of operations, changes in common stockholders' deficit and cash flows for the period from September 18, 1995 (date of incorporation) to June 30, 1996 and the year ended June 30, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 1996 and 1997, and the results of its operations and its cash flows for the period from September 18, 1995 (date of incorporation) to June 30, 1996 and for the year ended June 30, 1997, in conformity with generally accepted accounting principles.

*Deloitte + Touche LLP*  
September 5, 1997

PARK 'N VIEW, INC.

BALANCE SHEETS  
JUNE 30, 1998 AND 1997

	1998	1997	Pro forma (Unaudited) (Note 10)
<b>ASSETS</b>			
<b>CURRENT ASSETS-</b>			
Cash and cash equivalents	\$ 365,731	\$ 4,717,294	\$ 22,344,738
Accounts receivable, net of allowance for doubtful accounts of \$5,411 at June 30, 1996 and 1997	52,390	11,236	11,526
Inventory	141,698	259,825	259,825
Prepaid expenses and other	116,917	138,613	138,613
Total current assets	676,736	5,127,058	23,754,702
PROPERTY AND EQUIPMENT, Net (Note 3)	2,012,928	7,650,733	7,650,733
DEFERRED FINANCING COSTS	194,434	143,809	
OTHER ASSETS	13,027	16,803	16,803
<b>TOTAL</b>	<b>\$ 2,898,125</b>	<b>\$ 12,938,783</b>	<b>\$ 31,423,258</b>
<b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable	\$ 399,090	\$ 1,116,464	\$ 1,116,464
Accrued expenses	122,137	864,739	864,739
Deferred revenues	48,537	31,929	31,929
Current portion of capital lease obligations (Note 4)	172,514	71,533	71,533
Current portion of long-term debt	16,048	33,630	33,630
Lease consolidation payable (Note 3)	-	490,237	490,237
Total current liabilities	758,246	2,610,532	2,610,532
OBLIGATIONS UNDER CAPITAL LEASES (Note 4)	299,515	69,828	69,828
LONG-TERM DEBT AND ACCRUED INTEREST (Note 5)	3,088,419	58,864	58,864
<b>SERIES A REDEEMABLE PREFERRED STOCK AND ACCRUED DIVIDENDS -</b> Per value \$0.1 per share, 140,010 and 677,630 shares authorized at June 30, 1996 and 1997, respectively; 70,010 and 188,074 shares issued and outstanding at June 30, 1996 and 1997, respectively (\$10.00 per share liquidation preference) (Note 6)	721,370	3,911,320	3,911,320
<b>SERIES B REDEEMABLE CONVERTIBLE PREFERRED STOCK AND ACCRUED DIVIDENDS -</b> Per value \$0.1 per share, 1,372,370 shares authorized, issued and outstanding (\$10.93 per share liquidation preference) (Note 6)	-	15,200,146	15,200,146
<b>SERIES C REDEEMABLE CONVERTIBLE PREFERRED STOCK -</b> Per value \$0.1 per share, 2,328,543 shares authorized, issued and outstanding (\$8.00 per share liquidation preference) (Note 10)	-	-	18,484,473
<b>COMMON STOCKHOLDERS' DEFICIT:</b>			
Common stock - per value \$2.001 per share, 5,000,000 and 7,000,000 shares authorized at June 30, 1996 and 1997, respectively; 4,318,182 shares issued and outstanding	4,318	4,318	4,318
Accumulated paid-in capital	8,764	8,764	8,764
Accumulated deficit	(1,982,607)	(8,945,009)	(8,945,009)
Total common stockholders' deficit	(1,969,525)	(8,931,927)	(8,931,927)
<b>TOTAL</b>	<b>\$ 2,898,125</b>	<b>\$ 12,938,783</b>	<b>\$ 31,423,258</b>

See notes to financial statements.



**PARK 'N VIEW, INC.****STATEMENTS OF OPERATIONS  
FOR THE PERIOD FROM SEPTEMBER 18, 1995 (DATE OF INCORPORATION)  
TO JUNE 30, 1996 AND FOR THE YEAR ENDED JUNE 30, 1997**

	Period From September 30, 1995 to June 30, 1996	Year Ended June 30, 1997
<b>REVENUES:</b>		
Service revenue	\$ 68,451	\$ 755,057
Equipment sales	76,953	51,909
Advertising	4,050	22,500
Other	301	58,931
	<u>149,755</u>	<u>888,397</u>
<b>Total revenue</b>		
<b>COST OF GOODS SOLD:</b>		
Service cost	287,792	996,260
Service depreciation	84,341	643,316
Equipment cost	62,821	422,557
Advertising	1,875	15,556
	<u>436,829</u>	<u>2,077,689</u>
<b>Total cost of goods sold</b>		
<b>GROSS MARGIN</b>	(287,074)	(1,189,292)
<b>SELLING, GENERAL AND ADMINISTRATIVE EXPENSES</b>	1,576,209	4,431,889
<b>LEASE CANCELLATION EXPENSE AND RELATED COSTS</b>		594,691
<b>LOSS FROM OPERATIONS</b>	(1,863,283)	(6,215,872)
<b>INTEREST EXPENSE</b>	103,079	157,416
<b>INTEREST INCOME AND OTHER</b>	(5,125)	(328,268)
<b>NET LOSS</b>	<u>\$ (1,961,237)</u>	<u>\$ (6,045,020)</u>

See notes to financial statements.

**PARK 'N VIEW, INC.**

**STATEMENTS OF CHANGES IN COMMON STOCKHOLDERS' DEFICIT  
FOR THE PERIOD FROM SEPTEMBER 18, 1995 (DATE OF INCORPORATION)  
TO JUNE 30, 1996 AND FOR THE YEAR ENDED JUNE 30, 1997**

	Common Shares	Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total
Net liabilities transferred from Park 'N View, Ltd. in exchange for shares in Park 'N View, Inc.	2,318,182	\$ 2,318	\$ (86,764)		\$ (84,446)
Shares issued at initial closing	2,000,000	2,000	98,000		100,000
Financing costs			(2,472)		(2,472)
Dividends accrued for Series A preferred stock				\$ (21,370)	(21,370)
Net loss				(1,961,237)	(1,961,237)
BALANCE, JUNE 30, 1996	<u>4,318,182</u>	<u>4,318</u>	<u>8,764</u>	<u>(1,982,607)</u>	<u>(1,969,525)</u>
Dividends accrued for Series A preferred stock				(190,882)	(190,882)
Dividends accrued for Series B preferred stock				(662,068)	(662,068)
Amortization of preferred stock issuance cost				(64,432)	(64,432)
Net loss				(6,045,020)	(6,045,020)
BALANCE, JUNE 30, 1997	<u>4,318,182</u>	<u>\$ 4,318</u>	<u>\$ 8,764</u>	<u>\$ (8,945,009)</u>	<u>\$ (8,931,927)</u>

See notes to financial statements.

# PARK 'N VIEW, INC.

## STATEMENTS OF CASH FLOWS FOR THE PERIOD FROM SEPTEMBER 18, 1995 (DATE OF INCORPORATION) TO JUNE 30, 1996 AND FOR THE YEAR ENDED JUNE 30, 1997

	Period From September 18, 1995 to June 30, 1996	Year Ended June 30, 1997
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (1,961,337)	\$ (6,045,020)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	174,360	705,418
Provision for lease cancellation and related costs		594,691
Provision for losses on accounts receivable	5,411	
Loss on disposal of property and equipment		2,150
Changes in assets and liabilities:		
Accounts receivable	(57,801)	40,864
Inventories	(141,698)	(118,127)
Prepaid expenses and other	(116,917)	(21,696)
Other assets	(13,027)	(3,776)
Accounts payable	399,090	717,374
Accrued expenses	122,137	744,622
Deferred revenue	48,557	(16,628)
Lease cancellation payable		(48,720)
Accrued interest	88,419	
Net cash used in operating activities	<u>(1,452,706)</u>	<u>(3,448,848)</u>
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	<u>(1,650,177)</u>	<u>(6,443,899)</u>
Net cash used in investing activities	<u>(1,650,177)</u>	<u>(6,443,899)</u>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from long-term debt	3,000,000	1,500,000
Proceeds from issuance of common and preferred stock	800,000	13,500,000
Payment of stock and debt issuance costs and other	(152,000)	(509,560)
Payment of obligation under capital lease		(178,607)
Deferred financing costs	(195,434)	(143,869)
Notes payable	16,048	76,446
Net cash provided by financing activities	<u>3,468,614</u>	<u>14,244,410</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	365,731	4,351,663
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		<u>365,731</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 365,731</u>	<u>\$ 4,717,394</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	<u>\$ 14,660</u>	<u>\$ 48,987</u>
<b>NON-CASH FINANCING AND INVESTING ACTIVITIES:</b>		
Historical carrying value of net liabilities assumed at formation in exchange for Common Stock	<u>\$ (84,446)</u>	
Capital lease obligations relating to acquisition of property and equipment	<u>\$ 472,029</u>	<u>\$ 357,932</u>
Exchange of promissory notes and accrued interest for Series B Preferred Stock		<u>\$ 1,533,000</u>
Exchange of promissory notes and accrued interest for Series A Preferred Stock		<u>\$ 3,180,646</u>

See notes to financial statements.

# PARK 'N VIEW, INC.

## NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD FROM SEPTEMBER 18, 1995 (DATE OF INCORPORATION) TO JUNE 30, 1996 AND FOR THE YEAR ENDED JUNE 30, 1997

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### 1. FORMATION OF THE COMPANY AND NATURE OF BUSINESS

Park 'N View, Inc. (the "Company") was incorporated on September 18, 1995 and provides cable television and telephone service to long haul truck drivers at truck stops ("sites") throughout the country. As of June 30, 1997, the Company has 41 sites in operation and 6 in the planning or construction phase. The Company has contracts to provide their service to approximately 625 sites. The final determination on the number of sites to be provided with the service will be made by the Company on a site by site basis.

The Company commenced commercial operations as a result of the Securities Purchase Agreement (the "Agreement") dated November 2, 1995 between the former partners of Park 'N View, Ltd., the Company's predecessor entity, and an investor group lead by Patricof & Company ("Patricof").

Pursuant to the Agreement, Park 'N View, Ltd. transferred certain of its assets, intangible assets, contractual rights, and certain liabilities to the Company in exchange for 2,318,182 shares of common stock issued to the former partners of Park 'N View, Ltd. These net assets were recorded by the Company at the transferor's historical carrying amounts. Patricof was issued 2,000,000 shares of Common Stock for \$100,000.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows:

*Accounting Estimates* - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Cash and Cash Equivalents* - The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

*Inventory* - Consists principally of telephones and components and is stated at lower of cost (first-in, first-out method) or market.

*Property and Equipment* - Property and equipment is stated at cost, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the assets, generally three to ten years.

*Deferred Financing Costs* - Costs incurred in connection with obtaining financing are being amortized based on the interest method over the term of the related obligations. Amortization of deferred financing costs relating to debt are amortized to interest expense and amortization of deferred financing costs relating to preferred stock are amortized to accumulated deficit.

*Revenue Recognition/Deferred Revenue* - Service revenues are recognized as revenue in the period earned. Prepaid service revenues are recorded as deferred revenue until earned.

*Income Taxes* - The provision for income taxes represents the amount payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities. The Company provides for deferred taxes under the liability method. Under such method, deferred taxes are adjusted for tax rate changes as they occur. Deferred income tax assets and liabilities are computed annually for differences between the financial reporting and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are recorded when necessary to reduce deferred tax assets to the amount that management believes is more likely than not to be realized.

*Long-Lived Assets* - The Company has adopted Statement of Financial Accounting Standards ("SFAS") No. 121, *Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of*. SFAS No. 121 establishes accounting standards for the impairment of long-lived assets, certain identifiable intangibles and goodwill related to those assets to be held and used and for long-lived assets and certain identifiable intangibles to be disposed of. SFAS No. 121 requires that long-lived assets and certain identifiable intangibles and goodwill be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. SFAS No. 121 also requires that long-lived assets and certain identifiable intangibles to be disposed of be reported at the lower of carrying amount or fair value less cost to sell. The adoption of this standard did not have a significant effect on the Company's results of operations or financial position.

*Stock-Based Compensation* - The Company currently accounts for its stock-based compensation plans using the provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB 25").

SFAS No. 123, *Accounting for Stock-Based Compensation*, provides that companies may elect to account for stock-based compensation plans using a fair value based method or continue measuring compensation expense for those plans using the intrinsic value method prescribed in APB 25. SFAS No. 123 requires that companies electing to continue using the intrinsic value method must make pro forma disclosures of net income as if the fair value based method of accounting has been applied.

### 3. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	1998	1997
Site equipment and improvements	\$ 1,567,452	\$ 5,404,620
Component inventory	247,239	2,218,590
Construction equipment	117,972	127,912
Computer equipment	110,024	231,907
Vehicles	41,740	255,467
Furniture, fixtures and other equipment	34,968	28,739
	<u>2,119,395</u>	<u>8,267,235</u>
Total		
	<u>106,467</u>	<u>616,482</u>
Less accumulated depreciation		
Property and equipment, net	<u>\$ 2,012,928</u>	<u>\$ 7,650,753</u>

During the year ended June 30, 1997, the Company concluded to terminate certain capital leases relating to telephone switches that will be replaced with updated technology. The Company has accrued for a related lease cancellation fee of \$538,957 and has written down to estimated fair value certain equipment previously used with the telephone switches by \$55,734.

### 4. LEASE COMMITMENTS

The Company leases an office site and equipment maintained at various facilities under operating leases. Capital leases primarily consist of construction equipment. Future minimum lease payments under capital leases and noncancellable operating leases are as follows:

Year Ending June 30:	Operating	Capital
1998	\$ 140,515	\$ 82,736
1999	122,568	49,266
2000	101,418	26,878
2001	106,488	
2002	36,069	
	<u>\$ 507,058</u>	158,880
Total		<u>(17,519)</u>
Imputed interest on capital leases		141,361
Present value of capital leases		<u>71,533</u>
Current portion		<u>\$ 69,828</u>
Long-term portion		

Rent expense was \$77,569 and \$149,401 for the period ended June 30, 1996 and the year ended June 30, 1997, respectively.

In August 1997, the Company entered into a five-year operating lease for approximately 21,000 square feet of office space to be used as its new corporate and operational headquarters. Total future minimum lease payments under this lease approximate \$835,000. The Company anticipates subleasing its existing corporate and operational headquarters until that lease expires in 2002.

#### 5. NOTES PAYABLE.

At June 30, 1997, the Company had outstanding \$92,494 of notes payable relating to the purchase of vehicles. These notes have an average interest rate of 10% and mature on various dates through March 2000.

At June 30, 1996, the Company had outstanding \$3,000,000 of 8% Subordinated Promissory Notes ("Notes") due November 1, 2000, with interest payable semiannually on June 30 and December 31. The Notes were held by Patricof. Accrued interest at June 30, 1996 was \$88,419.

On August 5, 1996, Patricof provided the Company with an additional \$1,500,000 in exchange for 8% Subordinated Promissory Notes due November 2, 2000 and 239,250 common stock warrants.

On November 13, 1996, the Company completed a private placement (the "Offering") with certain investors of 1,372,370 shares of Series B 7% Cumulative Convertible Preferred Stock (the "Series B Preferred") due November 7, 2003 for a purchase price of \$10.93 per share and a total offering amount of \$15,000,000. As payment for 137,237 shares of the Series B Preferred, Patricof exchanged the \$1,500,000 8% Subordinated Promissory Notes and the 239,250 common stock warrants. In addition, the \$3,000,000 in Notes and related accrued interest of \$180,646 were exchanged by Patricof for 318,065 shares of Series A Redeemable Preferred Stock (the "Series A Preferred").

#### 6. REDEEMABLE PREFERRED STOCK

*Series A Redeemable Preferred Stock* - On November 13, 1996, in connection with the Offering, \$3,000,000 in Notes and related accrued interest of \$180,646 were exchanged for 318,065 shares of Series A Preferred. In November 1995, in accordance with the Agreement, 32,210 shares of Series A Preferred were issued at \$10 per share to Patricof. In April 1996, Patricof purchased an additional 37,800 shares of Series A Preferred at \$10 per share. The Series A Preferred provides for an annual dividend of 7%, payable in arrears quarterly in cash or in kind. Cumulative unpaid dividends in arrears were \$21,370 and \$212,252 at June 30, 1996 and 1997, respectively.

The Company is required to redeem for \$10 per share all of the issued and outstanding shares of Series A Preferred as follows: (a) mandatory redemption of 50% of the number of shares outstanding on November 13, 2002 and the remaining shares on November 13, 2003, (b) upon the receipt of proceeds of an initial public offering of not less than \$20 million, net of underwriting expenses, (c) in the event the Company consolidates or merges with or into another entity, or (d) upon sale of the Company's assets.

Upon the failure of the Company to redeem the Series A Preferred as required, the shareholders of the Series A Preferred shall be entitled to vote as a separate class only in respect to any merger, consolidation, sale of assets or creation of any class or series, other than Series B Preferred, equal to or superior to its Series A Preferred. The shareholders of at least 66.6% of the outstanding Series A Preferred voting as a separate class shall be entitled to elect two members of the Board of Directors.

*Series B 7% Cumulative Convertible Preferred Stock* - In connection with the Offering, the Company authorized and issued 1,372,370 shares of Series B Preferred, par value of \$.01 for \$10.93 per share and a total offering amount of \$15,000,000.

Commencing on January 31, 1997, the shareholders of the Series B Preferred are entitled to receive dividends payable in cash at 7% per annum and 9% per annum upon an event of default. An event of default includes any of the following: (a) failure by the Company to declare and pay a dividend on the payment due dates, (b) failure by the Company to satisfy its redemption obligations, (c) default by the Company in the performance or observance of any obligation or condition with respect to the indebtedness of the Company, or (d) insolvency. Cumulative unpaid dividends accrued were \$662,068 at June 30, 1997.

The Company is required to redeem for \$10.93 per share all of the issued and outstanding shares of Series B Preferred as follows: (a) mandatory redemption of 50% of the shares outstanding on November 13, 2002 and the remaining shares on November 13, 2003, (b) upon the receipt of proceeds of an initial public offering of not less than \$20 million, net of underwriting expenses, (c) in the event the Company consolidates or merges with or into another entity, or (d) upon sale of the Company's assets.

The shareholders of Series B Preferred can convert their shares at any time at the option of the holder into common stock at an initial conversion rate of one Series B Preferred share for one share of common stock. Under anti-dilution provisions, the conversion price of Series B Preferred will be adjusted upon the Company's issuance of additional shares of common stock, warrants or rights to purchase common stock.

Series B Preferred shareholders are entitled to the number of votes equal to the number of full shares of common stock into which such shares of Series B Preferred is then convertible. Shareholders of Series B Preferred and common stock shall vote together on each matter submitted to stockholders and not by class or series. Prior to the consummation of an initial public offering of not less than \$20 million, net of underwriting expenses ("Qualifying Offer"), the shareholders of the Series B Preferred, voting together as a class, shall be entitled to elect one director. Subsequent to a Qualifying Offer and only so long as at least 50% of the shares of Series B Preferred originally issued remain outstanding, the holders of a majority of the shares of common stock issuable upon conversion of the Series B Preferred shall be entitled to nominate one director. Upon the occurrence of an event of default, the shareholders of the Series B Preferred as a class have the exclusive right to elect a majority of the Board of Directors.

#### 7. RELATED PARTY TRANSACTIONS

Prepaid expenses and other at June 30, 1997 includes \$64,000 in cash advances to a Company executive. A promissory note was executed for \$59,000 of the advances. The total advances were satisfied in August 1997.

#### 8. STOCK OPTIONS

The Company has incentive and non-qualified stock option plans for directors and key employees and has 525,000 shares of common stock reserved for issuance under the plans. The incentive and non-qualified options become exercisable as determined by the Board of Directors and have a term of ten years.



Option activity for the year ended June 30, 1997 is as follows:

	Number of Shares	Average Exercise Price Per Share	Range of Exercise Price
Granted during the year ended June 30, 1997 and outstanding at June 30, 1997	<u>409,846</u>	\$ 1.42	\$1.00 - \$3.00
Exercisable at June 30, 1997	<u>81,969</u>	\$ 1.42	\$1.00 - \$3.00

The weighted average remaining contractual life of options outstanding is 9.5 years.

The Company accounts for stock options in accordance with APB 25. The Company's stock options are issued with exercise prices which equal the fair value of the Company's common stock on the date of grant and, consequently, no compensation expense is recognized.

SFAS No. 123 requires entities that account for awards for stock-based compensations in accordance with APB 25 to present pro forma disclosure as if compensation cost was measured at the date of grant based on the fair value of the award. The fair value for these options was estimated at the date of grant using the minimum value method with the following weighted-average assumptions: a risk free interest rate of 6.8%, no dividend yield and an expected life of six years. The weighted average grant date fair value per option is approximately \$.46.

The minimum value option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

For purposes of pro forma disclosure, the estimated fair value of the options is amortized to expense over the options vesting period. The Company's net loss determined in accordance with SFAS No. 123 on a pro forma basis for the year ended June 30, 1997 would have been as follows:

Net loss:	
As reported	\$ (6,045,020)
Pro forma	(6,082,726)

The pro forma amount may not be representative of the future effects on reported net income that will result from the future granting of stock options, since the pro forma compensation expense is allocated over the periods in which options become exercisable and new option awards are granted each year.

## 9. INCOME TAXES

No current income taxes have been provided for any periods presented as the Company has had net operating losses since inception. The Company had approximately \$7.4 million in net operating loss carryforwards at June 30, 1997 for income tax purposes, with approximately \$2 million expiring in 2011 and \$5.4 million in 2012 which are available to offset future taxes payable.

Deferred income taxes reflect the net tax effects of (a) temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and (b) operating loss and tax credit carryforwards. The Company has not recognized any benefit for its net deferred tax asset and has offset the net deferred tax asset by a valuation allowance, as it is more likely than not that this asset will not be realized prior to its expiration. The tax effects of significant items comprising the Company's net deferred tax asset as of June 30, 1996 and 1997 are as follows:

	1996	1997
Deferred tax assets:		
Net operating loss carryforward	\$ 662,135	\$ 1,723,073
Nondeductible lease cancellation accrual		237,876
Bad debt reserve	2,164	2,164
Vacation accrual		14,536
	<u>664,299</u>	<u>1,977,649</u>
Deferred tax liabilities:		
Differences between book and tax basis of property	198	409
Amortization	<u>1,943</u>	<u>14,095</u>
	2,141	14,504
Valuation allowance	<u>(662,158)</u>	<u>(1,963,145)</u>
Net deferred tax asset	\$ -	\$ -

#### 10. SUBSEQUENT EVENT

In August 1997, the Company entered into a private placement offering (the "1997 Offering") with certain investors to raise additional working capital through the sale of 2,328,543 shares of Series C 7% Cumulative Convertible Preferred Stock (the "Series C Preferred") for a purchase price of \$8.00 per share and a total offering amount of \$18,628,344. The Series C Preferred will vote in conjunction with the Series B Preferred on an as-if-converted basis. The Series C Preferred is convertible into 2,328,543 shares of common stock at a price of \$8.00 per share. Also, as part of the 1997 Offering, the Company issued a warrant to the underwriting agent for the purchase of 100,399 shares of common stock exercisable at \$8.00 per share at any time within five years from the date of this offering. The accompanying balance sheet presents unaudited pro forma financial data giving effect to this financing transaction as if it had occurred on June 30, 1997.

The Company is required to redeem for \$8.00 per share all of the issued and outstanding shares of Series C Preferred as follows: (a) mandatory redemption of 50% of the shares outstanding on November 13, 2002 and the remaining shares on November 13, 2003, (b) upon the receipt of proceeds of an initial public offering of not less than \$20 million, net of underwriting expenses, (c) in the event the Company consolidates or merges with or into another entity, or (d) upon sale of the Company's assets.

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**MANAGEMENT INFORMATION**

## MANAGEMENT

### Directors and Executive Officers

The following table sets forth certain information regarding the executive officers and directors of the Company.

<u>Name</u>	<u>Age</u>	<u>Positions with the Company</u>
Ian Williams .....	47	President and Chief Executive Officer and Director
Stephen L. Conkling .....	52	Vice President - Finance
Bill J. Buzbee .....	52	Vice President - Truckstop Sales and Business Development
Ralph A. Head .....	50	Vice President - Fleet Sales
Yves Roland Maynard .....	36	Vice President - Engineering
Tony Allen .....	35	Vice President - Administration
Jody Green .....	38	Vice President - Product Development
Daniel K. O'Connell .....	68	Director
Robert M. Chefitz .....	37	Director
Thomas P. Hirschfeld .....	34	Director
David Turner .....	47	Director

Ian Williams, a founder of the Company, has served as President, Chief Executive Officer and a director of the Company since the Company's incorporation in September 1995. From 1993 to 1995, Mr. Williams served as President of Park 'N View, Ltd., the predecessor of the Company. Prior to joining Park 'N View, Ltd., from 1991 to March 1993, Mr. Williams served as President of Arden Technologies, a manufacturer and distributor of wireless cable transmitters. Mr. Williams' experience at Arden as well as other previous employment includes the design of numerous satellite master antenna television systems, multi-channel low-power television systems, FM rebroadcast and distribution systems and wireless television broadcast systems and the installation of low-power television and cable systems throughout Canada and the Arctic, as well as over thirty other countries throughout the world. Mr. Williams is a graduate of West Gloucestershire College of Education (UK).

Stephen L. Conkling has served as Vice President-Finance of the Company since April 1996. Prior to joining the Company, from 1995 to 1996, Mr. Conkling served as Chief Financial Officer of Advanced Promotion Technologies, a publicly held database marketing company. From 1993 to 1994, Mr. Conkling was a consultant providing strategic and financial strategy services. From 1991 to 1993, Mr. Conkling served as Chief Executive Officer of Imagery, a document imaging software company. Mr. Conkling served as Chief Financial Officer of Interactive Systems, a system software company, from 1984 to January 1991. Prior to 1984, he was employed for 16 years by Xerox Corporation in various finance and marketing positions. He is a graduate of Purdue University, where he earned his degree in industrial management, and the University of Southern California, where he earned a Masters of Business Administration.

Bill J. Buzbee has served as Vice President-Truckstop Sales and Business Development of the Company since April 1995. Prior to joining the Company, he served as Manager of Fuel/Ancillary Sales for National Auto/Truckstops Corp., a truckstop operator, from 1993 to 1995. From 1989 to 1993 Mr. Buzbee was employed by Truckstops of America and served as general manager of truckstop facilities located in Nashville, Tennessee; West Memphis, Arkansas; Gary, Indiana and Grovertown, Indiana. Mr. Buzbee attended State Community College in Columbia, Tennessee, and David Lipscomb University in Nashville, Tennessee.

Ralph A. Head has served as Vice President-Fleet Sales of the Company since January 1996. Mr. Head was President of Ralph Head & Associates, a transportation consulting firm, from December 1994 to December 1996. Mr. Head served as Vice President of Fleet Sales for National Auto/Truckstops from May 1993 to December 1994 and as President of Direct Bill Management, a financial services company serving truck fleets and truckstops, from January 1991 to May 1993. His experience also includes developing and implementing a national customer base to purchase products and services at interstate truckstop facilities, an innovative fuel purchase system and data processing systems and truckstop networks. Mr. Head received his Bachelor of Science in Business Administration from Auburn University.

Yves Roland Maynard has served as Vice President-Engineering of the Company since September 1995 but has been employed by the Company since June 1993. Mr. Maynard was employed by Glocom Engineering from August 1990 to June 1993, and by Glocom Engineering Ltd./Canada from 1987 to May 1990, as Director of Engineering, and as such was responsible for the engineering and installation of microwave distribution systems. His experience at Glocom includes the engineering and installation

of microwave distribution systems for companies in Canada, the United States and the Caribbean, and the design of equipment and construction methods necessary to deliver cable television and telephone services. From 1986 to 1987, Mr. Maynard was employed by Island Engineering BWI as Director of Engineering. Mr. Maynard earned a diploma in industrial electronics from the Red River Community College in Winnipeg, Manitoba.

Tony Allen has served as Vice President-Administration of the Company since September 1995. From 1993 to August 1995, Mr. Allen served as Director of Marketing for Arden Technologies, Inc., a manufacturer and distributor of wireless cable transmitters. From 1990 to 1993 he served as Director & General Manager of IMDS International Microwave Distribution Systems, Ltd. in Barbados where he was responsible for the international distribution and installation of wireless cable products. From 1988 to 1990 he held the position of Regional Sales Manager for Southfields Coachworks Ltd. (in U.K.), a manufacturer of semi-trailers and heavy truck bodywork. From 1984 to 1988 Mr. Allen worked for Massey Ferguson (Varity Corp.) as an overseas Contract Instructor and was also second to the Ministry of Agriculture in the Sultanate of Oman advising on capital goods procurement, operation and maintenance. He was born and educated in the U.K. and earned his diploma in Mechanical Engineering at Harper Adams.

Jody Green has served as Vice President of Product Development since November 1996. Prior to joining the Company, Mr. Green was President of GreenLight Technologies, Inc. which was formed in 1994 as a software development company specializing in frequency marketing and transaction processing services for the truckstops and trucking companies. From 1984 to 1994, Mr. Green worked for Comdata Corporation as Senior Product Manager responsible for all transportation card based products. Mr. Green worked as Product Manager for Financial Institutional Services Inc. from 1982 to 1984 and as Consultant for Computer Sciences Corporation from 1980 to 1982. Mr. Green earned his Bachelor degree in Business Administration and Computer Science from The Evergreen State College in Olympia, Washington.

Daniel K. O'Connell has served as a director of the Company since November 1995. Mr. O'Connell has been a private investor since April 1991. Mr. O'Connell was employed by Ryder System, Inc., an international transportation services company, from 1964 to April 1991 and served in various capacities including Executive Vice President from 1974 to 1991, Financial Vice President from 1970 to 1974, General Counsel from 1968 to 1970 and attorney from 1964 to 1968. He is a director of American Retirement Corporation in Nashville, Tennessee, which develops and manages continuing care and congregate living retirement communities throughout the United States, and of Fortress Corporation in Boston, Massachusetts, which develops and manages storage facilities tailored for the storage of high-value personal property and business records. He also serves as a director of Fiduciary Trust International in South Miami, Florida, a subsidiary of Fiduciary Trust International, headquartered in New York. Mr. O'Connell is a graduate of Southern Illinois University of Carbondale, Illinois, and of Georgetown University Law Center, Washington, D.C. Mr. O'Connell's son is a partner in the law firm of Kilpatrick Stockton, LLP which provides legal services to the Company.

Robert M. Chefitz has served as a director of the Company since November 1995. Mr. Chefitz works at Patricof & Co. Ventures, Inc. where he is a Vice President and is a general partner in the limited partnerships which Patricof & Co. Ventures, Inc. manages. From 1981 to 1987, Mr. Chefitz served in various management positions with Golder, Thoma & Cressey Co. of Chicago, Illinois. Mr. Chefitz' experience includes consulting with management teams to consolidate fragmented industries, including communications, franchising and specialty retailing. Mr. Chefitz serves as a director of Applause Enterprises, Inc., Xpedite Systems, Inc. and Protection One. Mr. Chefitz earned his Bachelor of Arts in history from Northwestern University and his Masters of Business Administration from Columbia University.

Thomas P. Hirschfeld has served as a director of the Company since November 1995. Since January 1995, Mr. Hirschfeld has served as a Vice President of Patricof. From January 1994 to January 1995, he served as Assistant to the Mayor of New York City. From August 1986 to December 1993, Mr. Hirschfeld was employed by Salomon Brothers as an investment banker. He earned his AB from Harvard College and received a two-year degree in economics and politics from Balliol College, Oxford, which he attended on a Marshall Scholarship.

David Turner has served as a director of the Company since November 1995. Mr. Turner has worked as Senior Investment Analyst with the Michigan Retirement System since 1985 and in this capacity shares in the management of a \$2.5 billion alternative investment portfolio. From 1978 to 1985, Mr. Turner held several policy advisory and management positions in the Michigan Department of Commerce with responsibilities for developing business and financial legislation, implementing large-scale industrial development projects, serving as a small business loan officer and overseeing the State of Michigan's Technology Transfer Program between university research departments and the private sector. Mr. Turner is a graduate of the State University of New York, where he earned a Bachelor of Arts in urban planning.

DEPOSIT

D747

Lance J.M. Steinhart

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6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

APR 03 1998

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

April 2, 1998

VIA OVERNIGHT DELIVERY

Florida Public Service Commission  
Division of Administration  
2540 Shumard Oak Boulevard  
Gunter Building  
Tallahassee, Florida 32399-0850

Re: Park 'N View, Inc.

Dear Sir/Madam:

Enclosed please find one original and twelve (12) copies of Park 'N View, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and twelve (12) copies of Park 'N View, Inc.'s proposed tariff.

Park 'N View, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Park 'N View, Inc.'s stated financial capability, attached to its application is a copy of the Company's audited Financial Statements for the years ended June 30, 1996 and June 30, 1997. As a switchless reseller, Park 'N View,

NationsBank, N.A.  
Maryland

PARK N VIEW, INC.  
OPERATING ACCOUNT  
11711 N.W. 39TH ST.  
CORAL SPRINGS, FL 33065

CHECK No. 6485

6485  
7-163/520  
8221

DATE	CONTROL NO.	AMOUNT
3/4/98	00000000000010669	\$250.00

Two Hundred Fifty Dollars And 00 Cents

Florida Public Service Comm.

PAY  
TO THE  
ORDER  
OF

*S. L. Corley*