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WRITER'S DIRECT DIAL NUMBER
Russ Taylor*
(202) 408-7172
*Admitted in Virginia only

DEPOSIT D836 DATE AUG 28 1998

August 27, 1998

ATTN: Eva Samaan
Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

981084-TI

Re: Campuslink Communications Systems, Inc.
Application for Authority to Resell Long Distance Services

Dear Ms. Samaan:

Enclosed, on behalf of Campuslink Communications Systems, Inc., are an original and six copies of its application for authority to offer intrastate long distance services. A filing fee of $250.00 is enclosed as well.

If you have any questions concerning this matter, please call me.

Sincerely,

Russ Taylor

Russ Taylor

98 AUG 28 PM 2:04

U9410 AUG 28 98

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5444

CAMPUSLINK COMMUNICATION SYSTEMS, INC.
1530 EISENHOWER PLACE
ANN ARBOR, MI 48108

NBD BANK
ANN ARBOR, MI 48104
9-32/720

**** TWO HUNDRED FIFTY AND 0/100 DOLLARS

PAY TO THE ORDER OF Florida Public Service Comm.

DATE August 21, 1998

AMOUNT ************* 250.00

TWO SIGNATURES REQUIRED OVER $10,000.00

[illegible] CampusLink CFO

AUTHORIZED SIGNATURE

[redacted]

SECURITY FEATURES INCLUDED. DETAILS ON BACK.

1. 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.

(X) **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.

(X) **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.

( ) **Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

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

(**X**) **Original Authority** (New company).
( ) **Approval of Transfer** (To another certificated company).
( ) **Approval of Assignment of existing certificate** (To an uncertificated company).
( ) **Approval for transfer of control** (To another certificated company).

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship: **Campuslink Communications Systems, Inc. (Campuslink)**

4. Name under which the applicant will do business (fictitious name, etc.): **Parklink communications, Inc (a wholly owned subsidiary)**

5. National address (including street name & number, post office box, city, state and zip code).
Campuslink Communications Systems, Inc.
1530 Eisenhower Place
Ann Arbor, MI 48108

6. Florida address (including street name & number, post office box, city, state and zip code):
Campuslink does not have a Florida address from which it manages its affairs. The central office, located in Michigan, handles all of the day to day business concerns of the corporation. Because Campuslink is only a reseller of telephone services in a few college and university housing locations, a Florida address is not believed to be necessary.

7. Structure of organization;

( ) Individual	(**X**) Corporation
( ) Foreign Corporation	( ) Foreign Partnership
( ) General Partnership	( ) Limited Partnership

( ) Other, ______________________

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

(a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

DNA.

(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. **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.**

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: **F96000005782**

(b) Name and address of the company's Florida registered agent.
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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

Fictitious name registration number: **F98000003191**

(c) 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;

Thomas J. Dougherty, Jr.
Gardner, Carton & Douglas
1301 K Street, N.W.
Suite 900, East Tower
Washington, D.C. 20005
(202) 408-7164
(202) 289-1504 - FAX

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

Steve Mayo
Chief Operating Officer
Secretary and Treasurer
1530 Eisenhower Place
Ann Arbor, MI 48108
(734) 975-8000
(734) 975-8005 - FAX

(c) Tariff;
Clint Walker
Chief Financial Officer
1530 Eisenhower Place
Ann Arbor, MI 48108
(734) 975-8000
(734) 975-8005 - FAX

(d) Complaints/Inquiries from customers;

Karen Sancimino
Director of Customer Care
1530 Eisenhower Place
Ann Arbor, MI 48108
(734) 975-8085
(734) 975-8005 - FAX

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier. **California, Florida, Georgia, Illinois, Louisiana, Maine, Massachusetts, New Hampshire, New York, North Carolina, Oklahoma, Pennsylvania, Texas**.

(b) Has applications pending to be certificated as an interexchange carrier. **California, Wisconsin.**

(c) Is certificated to operate as an interexchange carrier. **None**.

(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: **None**.

( ) Facilities. ( ) Operators.
( ) Billing and Collection. ( ) Sales.
( ) Maintenance.
( ) Other: ______________________________

13. Do you have a marketing program? **No**.

14. Will your marketing program: **DNA**.

( ) 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.). **DNA**.

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

( ) Residential customers.
( ) Business customers.
( ) PATS providers.
( ) PATS station end-users.
( ) Hotels & motels.
( ) Hotel & motel guests.
(X) Universities.
(X) Univ. dormitory residents.
( ) 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? **Yes**.

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

Campuslink Communications Systems, Inc.
1530 Eisenhower Place
Ann Arbor, MI 48108

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

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

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet

2. income statement

3. statement of retained earnings.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

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

C. Technical capability. **See Exhibit B**.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed). **See Exhibit C**.

20. 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

_X_ **MTS with statewide flat rates per minute (i.e. not distance sensitive)**
______ Method of access is FGA
______ Method of access is FGB
__X__ 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.)

__X__ **Travel Service**
_____ Method of access is 950
__X__ 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

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

For Direct Dial: 1 + are code (if applicable plus the number).

For Travel Service: 1 800 access number plus identification number plus destination number.

22. **Other:**

** APPLICANT ACKNOWLEDGMENT STATEMENT **

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of 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 interexchange 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, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:

Signature

8-24-98

Date

Joseph Golden
Chief Executive Officer

(734) 975-8000

**** APPENDIX A ****

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 services 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: J Golden
Signature

8-24-98
Date

Joseph Golden
Chief Executive Officer

(734) 975-8000

** APPENDIX B **

INTRASTATE NETWORK

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

   Campuslink does not operate any Pop-to-Pop facilities in Florida.

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

   Switches at all locations in Florida, with the exception of Fontana Hall, are leased from another entity.

   1) College Park - Orlando
   2635 College Knight Court
   Orlando, Florida 32826
   407-384-6800
   Mitel SX2000 (Type of Switch)

   2) Fontana Hall
   University of South Florida
   4200 Fletcher Ave.
   Tampa, Florida 33613
   (813) 971-9550
   Fujitsu 9600 (Tyne of Switch)

   2) Cash Hall - College Park
   Florida State University
   700 North Woodward Ave.
   Tallahassee, Florida 32304
   (850) 222-0674
   Mitel SX2000 (Type of Switch)

   3) Osceola Hall - College Park
   Florida State University
   500 Chapel Drive
   Tallahassee, Florida 32304
   (850) 222-5010
   Mitel SX2000 (Type of Switch)

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

   Campuslink does not plan to operate any Pop-to-Pop facilities in Florida.

4. **Originating Service:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate.

   Campuslink does not plan to provide originating service within thirty (30) days after the effective date of the certificate except at the following locations:

1) College Park - Orlando
2635 College Knight Court
Orlando, Florida 32826
407-384-6800

2) Fonatana Hall
University of South Florida
4200 Fletcher Ave.
Tampa, Florida 33613
(813) 971-9550

2) Cash Hall - College Park
Florida State University
700 North Woodward Ave.
Tallahassee, Florida 32304
(850) 222-0674

3) Osceola Hall - College Park
Florida State University
500 Chapel Drive
Tallahassee, Florida 32304
(850) 222-5010

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (Copy enclosed).

   DNA. Campuslink does not provide operator service.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has (**X**) or has not ( ) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

   a) What services have been provided and when did these services begin?

   Campuslink has been providing Intrastate service at Fonatana Hall since October 1996.

   b) If the services are not currently offered, when were they discontinued?

   The services are currently being offered.

UTILITY OFFICIAL:

Signature

8-24-98

Date

Joseph Golden
Chief Executive Officer

(734) 975-8000

** Exhibit A **

FINANCIAL STATEMENTS

Attached are the financial documents concerning CAMPULINK's capability to provide and maintain interexchange telecommunications service in Florida. CAMPUSLINK has provided the audited financial statements for the nine months ended March 31, 1998 and the 12 month periods ended June 30, 1997 and 1996. As described in Note 10 of the audited financial statements, CAMPUSLINK has signed a definitive merger agreement with WorldPort Communications, Inc. which is anticipated to close no later than October 31, 1998. In addition, the current shareholders of CAMPUSLINK have recently increased a line of credit to $4,500,000 to fund the current operations.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To Campuslink Communications Systems, Inc.:

We have audited the accompanying consolidated balance sheet of CAMPUSLINK COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARY as of March 31, 1998 and the related consolidated statement of operations, stockholders' deficiency, and cash flows for the nine months then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Campuslink Communications Systems, Inc. and subsidiary as of March 31, 1998, and the results of their operations and their cash flows for the nine months then ended in conformity with generally accepted accounting principles.

Arthur Andersen LLP
ARTHUR ANDERSEN LLP

Atlanta, Georgia
June 12, 1998

INDEPENDENT AUDITORS' REPORT

Stockholders and Board of Directors
Campuslink Communications Systems, Inc.
Ann Arbor, Michigan

We have audited the accompanying consolidated balance sheets of Campuslink Communications Systems, Inc. and subsidiary (the "Company") as of June 30, 1997 and 1996, and the related consolidated statements of operations, changes in stockholders' deficiency, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Campuslink Communications Systems, Inc. and subsidiary as of June 30, 1997 and 1996, and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles.

Deloitte & Touche LLP
Detroit, Michigan
May 29, 1998

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

March 31, 1998, June 30, 1997 and 1996,
(Amounts in Thousands, Except Share Data)

	March 31,	June 30,	
	1998	1997	1996
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	$ 339	$ 671	$ 185
Accounts receivable (net of allowance for doubtful accounts of $145, $271, and $179, respectively)	1,462	638	322
Prepaid and other current assets	333	127	28
Total current assets	2,134	1,436	535
OFFICE EQUIPMENT (less accumulated depreciation of $270, $142, and $26, respectively)	669	600	171
EXCLUSIVE SERVICE AGREEMENTS (less accumulated amortization of $3,088, $1,876, and $690, respectively)	8,915	8,727	6,468
CONSTRUCTION IN PROGRESS	352	726	1,201
OTHER ASSETS	350	160	167
TOTAL ASSETS	$ 12,420	$ 11,649	$ 8,542
LIABILITIES AND STOCKHOLDERS' DEFICIENCY			
LIABILITIES:			
Current portion of long-term debt	$ 2,354	$ 100	$ 3,015
Accounts payable	1,139	715	1,648
Accrued and other liabilities	2,665	2,306	2,367
Total current liabilities	6,158	3,121	7,030
LONG-TERM DEBT (LESS CURRENT PORTION)	2,619	2,606	4,932
REDEEMABLE PREFERRED STOCK:			
Series B, par value $0.001, authorized 800 shares, issued and outstanding 800 shares in 1998, 1997, and 1996, respectively (at redemption value)	2,055	1,911	1,793
Series C, par value $0.001, authorized 1,750 shares; 1,750, 1,750, and no shares issued and outstanding in 1998, 1997, and 1996, respectively (at redemption value)	4,073	3,758	
Series D, par value $0.001, authorized 5,500 shares; 5,500, 5,500, and no shares issued and outstanding in 1998, 1997, and 1996, respectively (at redemption value)	12,062	11,071	
COMMITMENTS AND CONTINGENCIES (See Note 8)			
STOCKHOLDERS' DEFICIENCY:			
Common stock, $0.001 par value, authorized 7,250,000 shares; issued and outstanding 638,100, 638,100 and 537,000 in 1998, 1997, and 1996, respectively	1	1	1
Accumulated deficit	(14,548)	(10,819)	(5,214)
Total stockholders' deficiency	(14,547)	(10,818)	(5,213)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	$ 12,420	$ 11,649	$ 8,542

See notes to consolidated financial statements.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS

Years Ended June 30, 1997 and 1996 and
Nine-Month Periods Ended March 31, 1998 and March 31, 1997 (Unaudited)
(Amounts in Thousands)

	Nine Months Ended March 31		June 30	
	1998	1997	1997	1996
		(Unaudited)		
Revenue	$ 8,641	$ 6,819	$ 8,092	$ 6,084
Cost of sales	5,480	5,059	6,088	4,820
Gross margin	3,161	1,760	2,004	1,264
Selling, general and administrative expenses	3,822	3,162	4,692	4,309
Depreciation and amortization	1,341	948	1,345	671
Operating loss	(2,002)	(2,350)	(4,033)	(3,716)
Interest expense	277	401	417	511
Net loss	$(2,279)	$(2,751)	$(4,450)	$(4,227)

See notes to consolidated financial statements.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIENCY
Years Ended June 30, 1997 and 1996 and
Nine-Month Period Ended March 31, 1998
(Amounts in Thousands)

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
BALANCE, JUNE 30, 1995	$1	$ 10	$ (804)	$ (793)
Dividends on redeemable preferred stock		(10)	(183)	(193)
Net loss	—	—	(4,227)	(4,227)
BALANCE, JUNE 30, 1996	1	0	(5,214)	(5,213)
Issuance of 5,000 shares of common stock in exchange for debt		24		24
Dividends on redeemable preferred stock		(24)	(1,155)	(1,179)
Net loss	—	—	(4,450)	(4,450)
BALANCE, JUNE 30, 1997	1	0	(10,819)	(10,818)
Dividends on redeemable preferred stock			(1,450)	(1,450)
Net loss	—	—	(2,279)	(2,279)
BALANCE, MARCH 31, 1998	$1	$ 0	$(14,548)	$(14,547)

See notes to consolidated financial statements.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended June 30, 1997 and 1996 and
Nine-Month Periods Ended March 31, 1998 and March 31, 1997 (Unaudited)
(Amounts in Thousands)

	Nine Months Ended March 31,		June 30,	
	1998	1997	1997	1996
		(Unaudited)		
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$(2,279)	$(2,751)	$(4,450)	$(4,227)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	1,341	948	1,345	671
Provision for bad debts	108	133	248	167
Changes in operating assets and liabilities:				
Increase in accounts receivable	(933)	(1,048)	(564)	(453)
Decrease (increase) in other prepaid and other current assets	(206)	(52)	(99)	61
Increase (decrease) in other assets	(190)	(5)	7	(140)
(Decrease) increase in accounts payable	424	(927)	(909)	942
(Decrease) increase in accrued expenses and other liabilities	359	121	(61)	2,242
Net cash used in operating activities	(1,376)	(3,58[illegible]	(4,483)	(737)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Acquisition of Exclusive Service Agreements—includes CIP	(1,026)	(1,938)	(3,006)	(6,545)
Expenditures for property and equipment	(197)	(463)	(552)	(178)
Net cash used in investing activities	(1,223)	(2,401)	(3,558)	(6,723)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net proceeds from issuance of redeemable preferred stock		10,268	10,268	
Proceeds from notes payable	3,817	3,100	4,064	6,000
Repayment of notes payable	(1,550)	(5,716)	(5,805)	(5)
Net cash provided by financing activities	2,267	7,652	8,527	5,995
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(332)	1,670	486	(1,465)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	671	185	185	1,650
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 339	$ 1,855	$ 671	$ 185
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:				
Income taxes paid	None	None	None	None
Interest paid	$ 235	$ 122	$ 89	None
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:				
Conversion of shareholder loan to Series C redeemable preferred stock		$ 3,500	$ 3,500	
Issuance of common stock in exchange for debt			$ 24	
Dividends on redeemable preferred stock	$ 1,450	$ 724	$ 1,179	$ 193
Acquisition of Exclusive Service Agreements in exchange for assumption of debt			$ $964	

See notes to consolidated financial statements.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended June 30, 1997 and 1996 and
Nine-Month Periods Ended March 31, 1998 and March 31, 1997 (Unaudited)
(Amounts in Thousands, Except Share Data)

1. Organization and Summary of Significant Accounting Policies

Organization—Campuslink Communications Systems, Inc. and subsidiary (the "Company"), founded in November 1993 and incorporated in the State of Delaware, is an integrated communications provider to the higher education and private student housing markets (the "Schools"). Typically, the Company provides design, communication installation, and management of integrated telecommunications systems at the Schools and funds certain infrastructure costs in exchange for an exclusive service agreement ("ESA") to provide telecommunication services to the Schools. Once the infrastructure is in place, the Company generates revenue through the resale of telephone, voice mail, video, and data services in accordance with the ESA. The Company's principal offices are in Ann Arbor, Michigan.

The Company operates 10 ESAs through Select Switch Acquisition Corporation, a wholly owned subsidiary, created in June 1997 to acquire the 10 ESAs and the related telecommunications assets (Note 7).

Cash and Cash Equivalents consist of overnight deposits and commercial paper with acquired maturities of under three months or less.

Office Equipment is recorded at cost. Expenditures for maintenance, repairs, renewals and betterments, which do not materially extend the useful life of the asset, are expensed as incurred. Depreciation is computed on a straight-line method over the following estimated useful lives:

Office furniture and equipment	5-10 years
Computer equipment	3- 5

Exclusive Service Agreements consist of amounts paid in connection with agreements between the Company and the Schools for the cost of equipment and installation. These ESAs provide for the exclusive right to provide telecommunication services to the Schools and are amortized over the life of the ESA.

The Company, on a periodic basis, undertakes a review and valuation of the net carrying value, recoverability and amortization period of its ESAs. For each ESA, the Company considers its financial structure as well as the recoverability of the initial cost of the agreement based on a comparison of estimated undiscounted operating cash flows under the contract which supports the carrying value of the asset. The Company's ESAs are amortized over the respective term of the agreement. Amortization expense for the nine-month period ended March 31, 1998 was $1,217 and for 1997 and 1996 was $1,186 and $648, respectively.

Fair Value of Financial Instruments—Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosures About Fair Value of Financial Instruments," requires disclosures about the fair value of financial instruments whether or not such instruments are recognized on the balance sheet. Due to the short-term nature of the Company's financial instruments, other than debt, fair values are not materially different from their carrying values. Based on the borrowing rates available to the Company, the carrying value of debt approximated fair value.

Construction in Progress represents costs incurred to date on the installation of equipment which will be sold to the respective school upon completion.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Revenue Recognition—The Company recognizes revenue upon delivery of various telecommunication services. The Company bills to the students directly on a monthly basis for long distance and out of area usage of telephone, voicemail, video, and dataservices. Generally, the Company bills the Schools for a guaranteed minimum technology fee (per student) at the beginning of each term. Such fees are recognized as revenue over the applicable period. Billings to the Schools for administrative services are performed monthly. Revenue derived from installation type contracts is recognized upon completion of the installation and acceptance by the respective Schools.

Interim Information (Unaudited)—The accompanying unaudited interim consolidated financial statements for the nine-month period ended March 31, 1997 reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the nine-month period ended March 31, 1997.

Concentration of Credit Risk—Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of trade receivables from students for the usage portion of revenue. The Company performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral.

Management 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 revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Principles of Consolidation—As of June 30, 1997 and March 31, 1998, the consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Select Switch Acquisition Corporation. All significant intercompany balances and transactions are eliminated in consolidation.

Reclassifications—Certain reclassifications have been made to the 1996 financial statements in order to conform with the 1997 and 1998 presentations.

Accounting for Stock-Based Compensation—In 1995, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123, "Accounting for Stock-Based Compensation." SFAS No. 123 allows the Company to adopt either of two methods for accounting for stock options. The Company has elected to account for its stock-based compensation plans under Accounting Principles Board. Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB No. 25").

2. **Accrued Liabilities**

	March 31, 1998	June 30, 1997	June 30, 1996
Accrued interest—shareholders	$ 768	$ 768	$ 526
Accrued carrier charges	784	933	975
Deposits on installations	342	308	599
Consulting fees—shareholder	228	165	81
Other	543	132	186
Total	$2,665	$2,306	$2,367

3. LONG-TERM DEBT

	March 31, 1998	June 30, 1997	June 30, 1996
Note payable to certain shareholders, repayable in 22 quarterly installments, with interest at 8% per annum	$1,468	$1,742	$1,900
ESA acquisition financing, repayable in 84 monthly installments, with interest at 9.18% per annum	871	964	
Shareholders loan converted in fiscal 1997 into 1,750 shares of Series C Redeemable Preferred Stock			3,500
Line of credit	1,627		
ESA financing repayable in 60 monthly installments with interest at 10.88% per annum	1,004		
Line of credit, paid in full in fiscal 1997			1,000
Line of credit, paid in full in fiscal 1997			1,500
Other	3		47
Total	4,973	2,706	7,947
Current portion	2,354	100	3,015
Long-term portion	$2,619	$2,606	$4,932

In May 1995, Alliance Cabletel Holdings, L.P. ("Alliance") made a $1,900 bridge loan to the Company. The bridge loan was restricted for use of payment to a specific subcontractor in charge of installing the cabling infrastructure related to an ESA. Alliance was granted a security interest in the School's ESA and all revenue and receivables derived from the ESA. As of June 30, 1996, the Company had not made any principal or interest payments on the bridge loan. In November 1996, Alliance deferred all accrued interest on the bridge loan and restructured the payment terms to 22 equal quarterly principal payments of $86 beginning on December 31, 1996 and reduced the interest rate from 10% to 8%. In November 1996, Alliance was also granted a security interest in all of the existing assets of the Company. It is not practicable to estimate the fair value of the bridge loan which was negotiated for a specific transaction entered into by the Company with certain of its shareholders. The Note matures June 30, 2001.

In December 1995, Alliance made a loan ("Shareholder Loan") of $3,500 to the Company. The interest rate was 12% and was due on June 1, 1996, with an automatic one-year extension if the Shareholder Loan was not repaid in full. On November 19, 1996, the Shareholder Loan was converted into 1,750 shares of Series C Redeemable Preferred Stock. In connection with the conversion, Alliance was issued a warrant (the "Series C Warrant") to purchase 1,311,471 shares of common stock at an exercise price of $.001 per share. The Series C Warrant is exercisable, in whole or part, at any time for a period of five years from the date of issuance (Note 4).

In connection with the acquisition of 10 ESAs in June 1997, the Company assumed notes payable in the amount of $964 payable to a financing institution. The notes are guaranteed entirely by a telephone switch manufacturer and mature in 2004. Based on the borrowing rates available to the Company, the Company's carrying value of the notes approximated fair value as of June 30, 1997 and March 31, 1998.

On March 5, 1998, the Company entered into a $2,000 line of credit at a commercial bank. On May 4, 1998, this line of credit was increased to $3,500. The line of credit is due and payable on September 1, 1998. The interest rate on the line of credit is the prime rate of the commercial bank. Certain shareholders of the Company have provided a credit enhancement to the commercial bank. As consideration for providing the credit enhancement, the Company has agreed to issue to certain shareholders 505,903 warrants (the "Credit Line

Warrants") to purchase the Company's Common Stock at an exercise price of $.99 per share. It is anticipated that the Credit Line Warrants will have the same terms and conclusions as the warrants issued in connection with the Series C, D-1, and D-2 Preferred Stock (Note 4).

On September 30, 1997, the Company borrowed $1,004 from a commercial lender related to a five-year ESA. The term of the loan is 60 months at an effective interest rate of 10.88% with monthly payments of approximately $24. The note is secured by the assets and operations of the ESA. The carrying value of this note approximates fair market value at March 31, 1998.

Future principal payments at March 31, 1998 are as follows:

1998	$2,354
1999	670
2000	705
2001	743
2002	296
Thereafter	205
	$4,973

4. Redeemable Preferred Stock and Common Stock

Common Stock—The authorized capital stock of the Company consists of 7,250,000 shares of Common Stock, $0.001 par value. All shares of Common Stock participate equally in dividends payable to holders of Common Stock, when and as declared by the Board of Directors, and in net assets available for distribution to holders of Common Stock on liquidation or dissolution. Each share has one vote on all matters submitted to a vote of the Company stockholders and does not have cumulative voting rights in the election of directors. All issued and outstanding shares of Common Stock are fully paid and nonassessable, and the holders thereof do not have preemptive rights.

Redeemable Preferred Stock—The Board of Directors authorized 50,000 shares of Preferred Stock, $.001 par value, of which 800 shares have been designated Series B Preferred Stock, 1,750 shares have been designated Series C Preferred Stock, 2,750 shares have been designated as Series D-1 Preferred Stock and 2,750 shares have been designated as Series D-2 Preferred Stock. Dividend's accrue at a rate of 12% per annum, subject to adjustment in the event certain conditions which have not been met by the Company.

The Series B Preferred Stock has voting rights and is mandatorily redeemable in equal installments commencing November 1, 2001, and continuing thereafter, each November 1st until all shares have been redeemed. In connection with the issuance of the Series B Preferred Stock, the Company issued 455,000 shares of the Company's Common Stock for an exercise price of $.001 per share. The redemption price is equal to liquidation value of the shares of $2,000 per share plus an amount equal to the accrued but unpaid dividends on the redemption date. Dividends are accrued at a rate of 12% per annum subject to adjustment in the event certain conditions are not met by the Company. Accrued and unpaid dividends amounted to $455, $311, and $193 at March 31, 1998, June 30, 1997 and 1996, respectively.

In November 1996, the Company completed the sale of $11,000 of Series D Preferred Stock and converted the $3,500 Shareholder Loan into 1,750 shares of Series C Preferred Stock and increased the dividend rate of the Series B Preferred Stock from 10% to 12%. The proceeds were used to repay the Company's existing lines of credit of $5,500 ($2,500 at June 30, 1996) and accrued interest, accounts payable and provide additional working capital for the Company. The lines of credit expired upon repayment.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The Series C Preferred Stock consists of 1,750 shares has voting rights and is mandatorily redeemable in equal installments commencing November 1, 2001, and continuing thereafter, each November 1st until all shares have been redeemed. In connection with the issuance of the Series C Preferred Stock, the Company issued the Series C Warrant to purchase 1,311,471 shares of the Company's Common Stock for an exercise price of $.001 per share. The Series C Warrant is exercisable, in whole or in part, at any time for a period of five years from date of issuance. The redemption price is equal to liquidation value of the shares of $2,000 per share plus an amount equal to the accrued but unpaid dividends on the redemption date. Dividends are accrued at a rate of 12% per annum subject to adjustment in the event certain conditions are not met by the Company. Accrued and unpaid dividends amounted to $573 and $258 at March 31, 1998 and June 30, 1997.

The Series D Preferred Stock consists of 2,750 shares of Series D-1 ($5,500) and 2,750 shares of Series D-2 ($5,500). In connection with the issuance of the Series D-1 and Series D-2 Preferred Stock, the Company issued the Series D-1 Warrant and Series D-2 Warrant to purchase 704,463 and 704,463 shares, respectively, of the Company's Common Stock for an exercise price of $.001 per share. The Series D-1 and D-2 Warrants are exercisable, in whole or in part, at any time for a period of five years from date of issuance. The Series D-1 and D-2 Preferred Stock has the identical redemption, liquidation, and dividend rights as the Series C Preferred Stock described above. The Series D-1 and D-2 Preferred Stock has voting rights equal to the number of shares of Common Stock issuable pursuant to the Series D-1 and D-2 Warrants. Transaction fees of $732 were incurred in connection with the issuance of the Series D-1 and D-2 Preferred Stock. Accrued and unpaid dividends amounted to $1,794 and $803 at March 31, 1998 and June 30, 1997.

In addition to the other securities issued in November 1996, the Company also issued Warrants (the Additional Warrant) to Alliance to acquire 915,092 shares, respectively, of the Company's Common Stock for an exercise price of $.001 per share. These warrants were issued in connection with the deferral of interest and dividends accrued through November 1996 and guarantees made by Alliance for credit facilities utilized by the Company. These warrants are exercisable, in whole or in part, at any time for a period of five years from date of issuance.

Accounting for Stock-Based Compensation—The Company accounts for its stock-based compensation in accordance with APB Opinion No. 25, under which no compensation cost has been recognized.

The Company has granted certain executives and directors warrants to purchase the Company's stock. These warrants were issued at prices equal to the estimated fair market value of the Company's common stock on the date of issuance. The following table summarizes the Company's warrant activity

	Warrants	Average Price
Outstanding, June 30, 1995	0	$0.00
Granted	144,713	3.18
Outstanding, June 30, 1996	144,713	3.18
Granted	181,843	3.63
Outstanding, June 30, 1997	326,556	3.43
Granted	23,000	4.88
Outstanding, March 31, 1998	349,556	$3.52

No warrants have been exercised or forfeited.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes information about warrants outstanding at March 31, 1998:

	Warrants Outstanding			Warrants Exercisable	
Range of Exercise Prices	Warrants	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price	Warrants	Weighted Average Exercise Price
$2.01-$4.88	349,556	3.60	$3.52	155,597	$3.13

The Company has computed, for pro forma disclosure purposes, the value of all warrants for shares of the Company's common stock granted to employees and directors using an option pricing model prescribed by SFAS No. 123 using the following weighted average assumptions: risk-free interest rate of 6%, expected dividend yield of 0%, and expected lives of five years.

The weighted average fair value of warrants granted to employees and directors of the Company in fiscal 1996, fiscal 1997, and the nine months ended March 31, 1998 was $0.48, $0.85, and $1.14 per share, respectively. The total value of warrants granted in fiscal 1996, fiscal 1997, and in the nine months ended March 31, 1998 was computed as approximately $70,185, $154,833, and $26,220, respectively, which would be amortized on a pro forma basis over the applicable vesting period. If the Company had accounted for these grants in accordance with SFAS No. 123, the Company's net loss for the nine months ended March 31, 1998 and for the years ended June 30, 1997 and 1996 would have increased as follows:

	1998	1997	1996
Net loss as reported	$(2,279)	$(4,450)	$(4,227)
Pro forma net loss	(2,331)	(4,490)	(4,234)

5. Income Taxes

The Company has incurred losses since inception. Accordingly, as there is no certainty of future profitability, a deferred tax asset has been recorded and a valuation allowance provided in full in the accompanying consolidated financial statements. Further, the effective rate is 0% for all periods.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:

	March 31, 1998	June 30 1997	June 30 1996
Deferred tax assets (liabilities):			
Net operating loss carryforwards	$3,891	$3,073	$1,443
Other	94	137	230
Total deferred tax assets	3,985	3,210	1,673
Less valuation allowance	(3,985)	(3,210)	(1,673)
Net deferred tax asset	None	None	None

The Company had approximately $11,144, $9,039, and $4,245 of net operating loss carryforwards for Federal income tax purposes at March 31, 1998 and June 30, 1997 and 1996, respectively. These net operating loss carryforwards begin to expire in 2009. A portion of the losses as of June 30, 1995, will be subject to limitation under Section 382 of the Revenue Code.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

6. Transactions With Affiliated Companies

Alliance entered into an agreement with the Company to provide consulting services to the Company and to be the financial advisor for a period of five years. The Company shall pay Alliance a consulting fee of $5 per month during the first year of the term, $7 per month during the second and third year of the term and an amount to be negotiated in good faith thereafter. The monthly fee shall accrue, but not be paid, until the Company has cumulative net income of $1 million. Total consulting fees for the nine-month period ended March 31, 1998, fiscal 1997, and fiscal 1996 were $63, $165, and $81, respectively.

7. Acquisition Of Exclusive Service Agreements

On June 20, 1997, the Company, through a wholly owned subsidiary, acquired 10 ESAs and the related assets for a purchase price of $997, which consisted of an assumption of third-party debt of $964 (Note 3) and cash consideration of $33. The third-party debt is guaranteed entirely by a telephone switch manufacturer. The purchase price is amortized equally over seven years.

8. Commitments and Contingencies

The Company has various operating leases for equipment and facilities. Rent expense for the nine-month period ended March 31, 1998 and fiscal 1997 and 1996 was approximately $63, $77, and $64, respectively.

Future minimum commitments under all noncancelable operating leases at March 31, 1998 are as follows:

1998	$ 34
1999	112
2000	15
2001	6
Total	$167

The Company is involved in legal proceedings related to matters which are incidental to its business. It is the opinion of management that the ultimate resolution of these proceedings will not have a material adverse effect on the Company's financial position or results of operations.

9. Subsequent Events

On April 8, 1998, the Company borrowed $700 in 10% demand notes from certain shareholders to provide partial collateral for a bid bond related to a specific proposal. In addition, the Company has deposited with its commercial bank $500 as additional collateral for the same bid bond. As consideration for the loan, the Company has agreed to issue 236,088 warrants (the "Bid Bond Warrants") to purchase the Company's Common Stock at an exercise price of $.99 per share. It is anticipated that the Bid Bond Warrants will have the same terms and conditions as the warrants issued in connection with the Series C, D-1 and D-2 Preferred Stock (Note 4).

In May 1998, the Company has received a commitment letter from a leasing company to borrow $4,900 at an interest rate of approximately 10.4% and a term of seven years. The funds will be used to finance the costs associated with a 10-year ESA which was awarded to the Company in April 1998.

10. Subsequent Event (unaudited)

In June 1998, the Company entered into an agreement with WorldPort Communications, Inc. ("WorldPort") whereby WorldPort will acquire all the capital stock of the Company for the following consideration: $15.0 million in cash, two million shares of common stock of WorldPort and warrants to purchase an additional one million common shares of WorldPort at an exercise price of $4 per share. The sale is expected to close following the closing of financing to be arranged by WorldPort.

** EXHIBIT B **

Applicant's Managerial and Technical Capability

Campuslink Communications Systems, Inc. is a provider of integrated telephone, video, data and other communication services to the Higher Education Market. Campuslink, based in Ann Arbor, Michigan, was organized in 1993 to address an under served niche market: on-campus residents in the Higher Education Market. Initial operations began at two small schools during the 1994/95 academic year, while significant marketing efforts began in the summer of 1995. By September 1998, Campuslink will be providing services to approximately 60 locations with a combined resident population of approximately 45,000. As a core component of the services, Campuslink provides the billing management and student resale services to these locations.

The Company's controlling shareholder is Alliance Cabletel Holdings, Inc. ("Alliance"). Alliance is an investment vehicle established in 1995 between Mr. Kofalt and Pacific Capital Group, Inc. ("PCG"). PCG is a merchant-banking firm located in Beverly Hills, California. Although PCG invests in a variety of industries, it focuses a significant amount of its effort on telecommunications activities. Most recently, PCG became the main financial sponsor and shareholder of Global Crossing, which is developing a world wide network of sub-sea fiber optic cables. The first of these cables is a 14,000 kilometer underwater cable connecting the countries of England, Germany and the United States. PCG also recently funded with two other partners the purchase of Veritas Reinsurance Corporation, Ltd., a large Swiss automobile reinsurance company with $900 million in assets. Among other investments, PCG was the primary sponsor and largest shareholder of OpTel, Inc., now the leading provider of private cable and telephony services to apartments and condominiums. PCG invested in OpTel in February 1994 when OpTel had approximately 300 subscribers. Currently, OpTel provides cable television and/or telephony signal to over 225,000 apartment households and has approximately 125,000 subscribers. PCG has also recently formed Telecommunications Development Corporation ("TDC"), a corporation established by PCG and several major Taiwanese investors to pursue telecommunications infrastructure activities in developing nations. This entity, which is controlled by PCG, is actively pursuing a number of telecommunication investment opportunities in Central America and Asia. PCG also has investments in health care, consumer finance, and real estate.

In November 1996, the Campuslink completed an $11 million equity investment transaction with two institutional investors: Kline Hawkes California SBIC, L.P. ("Kline Hawkes"), and The Union Labor Life Insurance Company ("ULLICO"). Kline Hawkes is a private equity fund with investors such as CalPers and the Small Business Administration. ULLICO is a diversified $2 billion company providing insurance, investment and benefit management products and services to jointly managed trust funds, labor organizations, unionized employers, and the working men and women of America.

Prior Telecommunications Experience of Applicant's Management

James Kofalt-Chairman of the Board

Mr. Kofalt is a 25-year veteran of the cable television industry. The majority of Mr Kofalt's career was spent with Cablevision Systems Corporation ("Cablevision") where he served as Chief Operating Officer from 1990 through 1994. Mr. Kofalt also retained the title of President of Cablevision shortly after 1992. Currently, Mr. Kofalt is the Chairman of the Board and Chief Executive Officer of Alliance Cabletel Holdings, L.P. Mr. Kofalt was the Chairman of the Board of OpTel, Inc., one of the leading private cable/telephone operators in the United States. Mr. Kofalt has served on the Boards of Directors of the National Cable Television Association, The Cable Alliance for Education, Cable Television Laboratories, Inc. and Total TV, Inc. Mr. Kofalt is a past president of the North Carolina Cable Television Association and a former member of the Board of Directors of the New Jersey Cable Television Association and Cable Television of New York. Mr. Kofalt is currently on the Board of Trustees of Downing College. Mr. Kofalt is a graduate of the United States Military Academy at West Point.

Joseph Golden – Chief Executive Officer and Director

Joe Golden recently joined Campuslink in May 1997 as Chief Executive Officer. Prior to joining Campuslink, Mr. Golden was employed by Electronic Data Systems ("EDS") for 15 years. Most recently, Mr. Golden was Vice President of the Diversified Industries Division of EDS where his responsibilities included sales, marketing, operations, and finance for the machinery, appliances, construction and conglomerates markets. Mr. Golden led more than 500 people serving 20 customers in North America, Europe and Asia Pacific. The Diversified Industries Division provided various services including consulting, systems integration, systems management and process management. Under Mr. Golden's tenure in the Diversified Industries Division, the revenue increased from $14 million in 1994 to over $80 million in 1996 and signed over than $300 million in new contracts. Mr. Golden holds a BA degree in Economics and Operations Research from Middlebury College.

Stephen Mayo – Chief Operating Officer

Mr. Stephen Mayo joined Campuslink in May 1996 and has more than 20 years of experience in the telecommunications industry, including the past twelve years as the Associate Director of Telecommunications at the University of Michigan in Ann Arbor. Mr. Mayo has helped to create the largest, single-site telecommunications system in the country at the University of Michigan, which today consists of over 40,000 voice lines, 20,000 data lines and an annual operating budget of over $35 million. Mr. Mayo was also President of the Michigan Collegiate Telecommunications Association, which focuses on influencing the development of high-quality, cost efficient telecommunications services for its 60 plus member institutions. Mr. Mayo was instrumental in providing Michigan colleges and universities with the lowest costs for network services in the country and in deploying the nation's first fully switched, international distance learning network with over 40 classrooms in the United States, Hong Kong and Korea.

Richard Cunningham –Vice President - Sales and Marketing

Mr. Cunningham joined Campuslink in July 1997 as the Vice President of Sales and Marketing. Prior to joining Campuslink, Mr. Cunningham was the Director of College & University Markets for AT&T College and University Solutions, headquartered in Ann Arbor, where his responsibilities included sales, marketing, account management and customer service of the AT&T ACUSTM Service to the Higher Education Market throughout the United States and Canada. Prior to joining AT&T College & University Solutions in 1989, Mr. Cunningham held Sales and Marketing positions with AT&T and Michigan Bell in the Detroit, Michigan area. Mr. Cunningham holds a BA degree in Marketing from Michigan State University

Robert Schwartz – President and Director

Mr. Schwartz has been the President of the Company since its inception in 1993. Prior to the formation of the Company, Mr. Schwartz was an owner and President of Stevenson Royce Company, Ltd., a telecommunications consulting firm in New York City, whose clientele of more than 100 major corporations, hotels, government agencies and education institutions included: Hilton International, ESPN, Long Island University and Liberty Cable. In 1985, Mr. Schwartz developed the first company to offer combined local phone, long distance and cable television services to the consumer marketplace. Mr. Schwartz background includes winning FCC approval for the 18 GHz microwave for the private cable industry, negotiating the first New York City wide Centrex contract, developing a strategy for one of the largest cable television companies in the United States and ongoing strategic planning assignments with a number of the largest telecommunications companies. Mr. Schwartz holds a BS degree in Engineering from Cornell University and an MBA in Finance from Hofstra University.

Clinton Walker – Acting Chief Financial Officer

In June 1994, Mr. Walker joined Pacific Capital Group as a Vice President. Prior to joining Pacific Capital Group, Mr. Walker had been with Price Waterhouse Corporate Finance since 1990. Prior to 1990, Mr. Walker was a member of the Middle Market Group at Price Waterhouse. Mr. Walker holds a BBA degree in Accounting from Pacific Union College and is a Certified Public Accountant.

Gary Winnick – Director

Mr. Winnick is the Chairman and Chief Executive Officer of Pacific Capital Group, a merchant bank which he founded in 1985. Through Pacific Capital Group, Mr. Winnick has provided investment capital for acquisitions, mergers and restructurings to a wide spectrum of American businesses.

Pacific Capital Groups' most recent venture is Global Crossing, the most advanced and only independent fiber-optic sub-sea cable system ever built, for which it raised in excess of $2 billion of capital. Pacific Capital Group has also been leading a consortium to develop Playa Vista, the largest urban real estate project in the United States, which will incorporate the new Dreamworks studio, 13,000 housing units, 5 million square feet of commercial and retail space, and civic and leisure facilities.

Mr. Winnick is part of an investor group that purchased Veritas Reinsurance Corporation, Ltd., a leading Switzerland-based reinsurance company with over $900 million in assets. He was among the largest individual shareholders of OrNda Healthcorp, formerly the nation's third largest for-profit hospital company.

Mr. Winnick currently serves on the Boards of the US Holocaust Museum, Tufts University, International Board of Hill, Simon Wiesenthal Center, The Sherry Netherland and The Regency Club. He is a patron and contributor to numerous civic, educational, religious and cultural organizations including the Music Center of Los Angeles County, Library Foundation of Los Angeles, Special Olympics, Juvenile Diabetes Foundation, Brown University, Boys Town, The Joffrey Ballet, and Chabad. Mr. Winnick holds a BA degree in Economics and Business Management from C.W. Post College.

Lodwrick Cook – Director

In April 1997, Mr. Cook joined Campuslink as an outside Director. Mr. Cook was previously employed at ARCO during the period 1956 through 1995, where he became President and Chief Executive Officer in 1985 and Chairman of the Board and Chief Executive Officer in 1986. Mr. Cook retired from ARCO in June 1995, but continues to serve as Chairman Emeritus. Among many other involvement's and interests, Mr. Cook is Director Emeritus of National Junior Achievement, Trustee of the George Bush Presidential Library Foundation, member of the Board of Advisors of the Carter Center of Emory University, Director of LSU Alumni Association and member of the Benefactors of Oxford University. Mr. Cook is also a member of the Board of Directors of Castle & Cooke, Inc., J. Ray McDermott, S.A., Bank One Louisiana, Greenwich Capital Partners and South Park Sports Center. Mr. Cook is also a member of the Investment Advisory Committee of Aurora Capital Partners, L.P. Mr. Cook holds a BS degree in Mathematics and Petroleum Engineering from Louisiana State University and an MBA from Southern Methodist University.

Abbott Brown – Director

In April 1994, Mr. Brown joined Pacific Capital Group as a Managing Director and Chief Financial Officer. From October 1990 through April 1994, Mr. Brown was Executive Vice President, Chief Financial Officer and a member of the board of directors of Sony Pictures Entertainment Inc. Prior to joining Sony Pictures, Mr. Brown was a partner in the international accounting firm of Price Waterhouse LLP where he served as managing partner for seven Price

Waterhouse offices in Southern California. Mr. Brown holds a BS degree from Lehigh University and is a Certified Public Accountant.

Frank Kline – Director

In November 1996, Mr. Kline joined Campuslink as Director. Mr. Kline is a co-founder and Managing Partner at Kline Hawkes & Co., a private equity investment fund located in Los Angeles, California. Prior to co-founding Kline Hawkes, Mr. Kline has helped organize and invest two different private equity partnerships including Pacific Technology Venture Fund, which he co-founded with Patrick J. McCovern, a leading entrepreneur in the information industry. Most recently, Mr. Kline was the West Coast General Manager of Lambda Funds, a $85 million private equity fund, which invested over 40 percent of its capital with California companies. Representative California portfolio companies include: Merisel/Softsel (NASDAQ), Ensoniq, SuperShuttle, Imagen/QMS (NYSE), Designware, MagneTek (NYSE), Laserscope (NASDAQ), Basic Measuring Instruments, Powertec (NASDAQ), and International Microelectronics Products (NASDAQ). Mr. Kline is a member of the Board of Governors for the National Association of Small Business Investment Companies. Mr. Kline previously served as a consultant to the SBA Industry Advisory Council and was on the Board of Rebuild Los Angeles, SBIC. Mr. Kline holds a BS from Rider College and a MS from the University of Massachusetts.

Barry Porter – Director

In December 1993, Mr. Porter joined Pacific Capital Group, Inc. as a Managing Director. Until December 1993, Mr. Porter was a Senior Managing Director in the investment banking group of Bear, Stearns & Co. Inc., a firm he joined in 1986. Prior to 1986, Mr. Porter practiced corporate, securities and entertainment law with the Los Angeles firm of Wyman, Bautzer, Rothman, Kuchel and Silbert. Mr. Porter is a graduate of the Wharton School of the University of Pennsylvania, earned an MBA at the University of California, Berkeley Graduate School of Business Administration and a JD from UC Berkeley's Boalt School of Law. Mr. Porter is a Director of OpTel, Inc., one of the leading private cable/telephone operators in the United States. Mr. Porter is a Director of Styles on Video and Dycam, a publicly-traded company.

Michael Steed – Director

In November 1996, Mr. Steed joined Campuslink as a Director. Mr. Steed is the Senior Vice President - Investments of ULLICO and President of Trust Fund Advisors. Prior to His responsibilities at ULLICO, Mr. Steed was President and Chief Executive Officer of AFIC Group LTD, a Washington, D.C. based investment banking firm. Mr. Steed also served as President and Chief Executive Officer of Regis Associates, LTD, a Houston based manufacturing company. Mr. Steed has served as Special Counsel to the Chairman and as National Director of the Democratic Party of the United States of America. He is a member of the National Democratic Institute for International Affairs and has served on the Magnavox Electric Systems Company and Schroder Wertheim Investments Services Inc. Boards of Directors. Mr. Steed was schooled at Loyola Marymount and Loyola Law School and is licensed to practice law in both California and Washington, D.C.

**** EXHIBIT C ****

Attached is a copy of the applicant's proposed intrastate tariff.

DOMESTIC INTRASTATE SERVICE

REGULATIONS AND SCHEDULES OF CHARGES

APPLICABLE TO SERVICES FURNISHED

BY

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.

This tariff contains the descriptions, regulations and rates applicable to the furnishing of telecommunications services provided by Campuslink Communications Systems, Inc., and its wholly-owned subsidiary, Parklink Communications, Inc., between points within the state of Florida. This tariff is on file with the Florida Public Service Commission. Copies may be inspected during normal business hours at the Company's principal place of business at 1530 Eisenhower Place, Ann Arbor, MI 48108.

TABLE OF CONTENTS

CHECK SHEET

The Title Page and Pages 1 to __, inclusive, of this tariff are effective as of the date shown.

PAGE	REVISION NUMBER

ALL PAGES ORIGINAL

CONCURRING CARRIERS

No Concurring Carriers

CONNECTING CARRIERS

No Connecting Carriers

OTHER PARTICIPATING CARRIERS

No Participating Carriers

TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right hand corner of the page. Pages are numbered sequentially. From time to time new pages may be added to the tariff. When a new page is added between existing pages a decimal is added to the preceding page number. For example, a new page added between pages three and four would be numbered 3.1.

Explanation of Symbols - When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on a revised page(s) through the use of the following symbols:

(D) - To signify discontinued rate or regulation.

(I) - To signify increase

(M) - To signify matter relocated without change.

(N) - To signify new rate or regulation.

(R) - To signify reduction.

(T) - To signify a change in text, but no change in rate or regulation.

APPLICATION OF TARIFF

This tariff contains the descriptions, regulations and rates applicable to the furnishing of switched voice services provided by Campuslink Communications Systems, Inc., and its wholly-owned subsidiary, Park!ink Communications, Inc., through the resale of such services of other carriers between points served by Campuslink Communications Systems, Inc. and points within the state of Florida. Service is furnished subject to transmission, atmospheric conditions, the availability of circuits procured from other carriers and like limitations.

SECTION 1.0 DEFINITION OF TERMS

Authorized User - A person, firm, corporation or other entity who is authorized by the Customer to be connected to or to use the Company's service under the terms and regulations of this tariff.

Commission - Florida Public Service Commission

Company - Used throughout this tariff to refer to Campuslink Communications Systems, Inc., or its wholly-owned subsidiary, Parklink Communications, Inc., unless otherwise clearly indicated by the context.

Customer - Any person, firm, partnership, corporation, or other entity which uses telecommunications services under the provisions and regulations of this tariff and is responsible for payment of charges.

Facilities-Based Carrier - The underlying telecommunications carrier from which the Company obtains telecommunications services to offer to the Customer on a resold basis. The Facilities-Based Carrier is not the same entity for each Customer, and may vary depending upon the location of the Customer, or the calling plan selected by the Customer.

SECTION 2.0 RULES AND REGULATIONS

2.1 Undertaking of the Carrier

2.1.1 General

Campuslink Communications Systems, Inc. intrastate switched voice service is a two point telecommunications service which offers calling between stations in multiunit premises served by Campuslink Communications Systems, Inc.

2.1.2 Limitations

1) Service is offered subject to the availability of the necessary facilities and equipment, and is subject to the provisions of this tariff.

2) Campuslink Communications Systems, Inc reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff or the law.

3) The Company will not be liable for errors in transmission or for failure to establish connections.

4) Service may be discontinued by the Company, without notice to the Customer, (i) by blocking traffic to or from certain countries, cities, NXX exchanges, or individual telephone stations or (ii) by blocking calls using certain authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of, or for, its services. The Company will restore service as soon as it can be provided without undue risk.

5) Customers must occupy a multiunit dwelling served by the Company under separate contract with either the multiunit dwelling owner, the association for the dwelling (in the case of cooperatives and condominium buildings) or the manager for the owner. The Company's ability to provide service to a premises is subject to its right of access under such separate contracts.

2.2 Use

Services provided under this tariff may be used by the Customer for any lawful telecommunications purpose for which the service is technically suited.

2.3 Liability

2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge for the period during which the faults in transmission occur.

The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of trademark, tradename or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

2.3.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

2.4 Payment for Service / Deposits

The Customer is responsible for the payment of all charges associated with the services described hereunder. All charges due by the Customer are payable to the Company or to the Company's authorized distributor or agent. Any objections to charges must be reported to the Company within thirty (30) days after invoicing. Adjustments to the Customer's bill shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

The Company does not require a deposit from the Customer.

2.5 Taxes, Surcharges and Utility Fee

All state and local taxes, including but not limited to gross receipts taxes, sales taxes, and municipal utilities taxes and state or federal regulatory fees are excluded from the rates listed in this tariff, and shall be charged to and paid by Customer.

2.6 Refusal or Discontinuance by Company

The Company may refuse or discontinue service for non-compliance with and / or violation of any federal, state, or municipal law, ordinance or regulation pertaining to telephone service. Service may also be discontinued or refused for the following conditions:

2.6.1 For non-compliance with and / or violation of the Commission's regulations or the Company's rules and regulations.

2.6.2 For non-payment of charges greater than 60 days past due, or for exceeding $150 per month in allowable credit per account.

2.6.3 Without notice in the event of Customer use in such a manner as to adversely affect the Company's equipment, the Company's service to others, or the Company's financial position.

2.6.4 Without notice in the event of tampering with the equipment furnished and owned by the Company.

2.6.5 Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, the Company may, before restoring service, require the Customer to make, at his or her own expense, all changes necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.

2.6.6 When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

2.6.7 At the end of a transient period at the multiunit dwelling. The Company will not offer residential long distance services to transients that maintain residence in the multiunit dwelling beyond the transient period

2.7 Interruption of Service

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting of Company equipment, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 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 by the Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control.

SECTION 3.0 SERVICE DESCRIPTION AND RATES

3.1 General

The Company offers its customers intrastate long distance services which originate from discrete building locations served by the Company, and terminate at any location in the state of Florida.

3.1.1 Minimum Call Completion Rates

A Customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all of the Company's services.

3.2 Timing of Calls

3.2.1 Calls begin when the called station is answered and ends when one of the parties disconnects. Answer detection is based on standard industry answer detection methods.

3.2.2 Unless otherwise specified in this tariff, the minimum call increment for billing purposes is one minute. After the appropriate minimum call increment, calls will be rounded upward to the next minute increment

3.2.3 There is no billing for incomplete calls.

4 Campuslink Communications Systems, Inc. Rates

4.1 Domestic Intrastate Rates

Domestic intrastate rates depend on the specific multiunit dwelling in which the Customer resides. In addition, depending upon the specific multiunit dwelling involved, the Customer may have the option to select more than one calling plan. The current intrastate rates for each multiunit dwelling location are set forth in the following table:

Multiunit Dwelling Location	Intrastate Rates
Cash Hall 700 North Woodward Avenue Tallahassee, FL 32304	Flat - $0.14 per minute, or $0.10 per minute with a monthly surcharge of $4.95
Fontana Hall 4200 E. Fletcher Avenue Tampa, FL 33613	Flat - $0.14 per minute, or $0.10 per minute with a monthly surcharge of $4.95
College Park - Orlando 2635 College Knight Court Orlando, Florida 32826	Flat - $0.14 per minute, or $0.10 per minute with a monthly surcharge of $4.95
Osceola Hall - College Park Florida State University 500 Chapel Drive Tallahassee, Florida 32304	Flat - $0.14 per minute, or $0.10 per minute with a monthly surcharge of $4.95

4.2 Telecommunications Relay Service

For toll calls received from the relay service, the above-stated rates will be discounted by 50 percent off 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 by 60% off the applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to other charges.

4.3 Returned Check / Late Payments

The Company assess a $20.00 returned check fee for payment checks returned for insufficient funds. Payments for the Company's services offered under this tariff that are more than 30 days overdue may be subject to a late fee of 1.5% per month. Payments for the Company's services offered under this tariff that are more than 60 days overdue may be subject to an additional late fee of $20.00 per month.

4.4 Restoration of Service

The Company does not assess a fee for restoration of service for customers who had been disconnected for non-payment.

4.5 Promotions

The Company does not offer special promotions.

4.6 Directory Assistance For Handicapped Persons

Pursuant to Florida Public Service Commission rules and regulations, the Company will not charge for the first 50 directory assistance calls made each month by a handicapped person.

4.7 Employee Concessions

The Company offers no employee concessions.

<u> EXHIBIT D **</u>**

FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES

Campuslink does not believe that the "FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES" portion of the application is applicable, because Campuslink provides telecommunications services to only a few college and university student housing locations.

GARDNER, CARTON & DOUGLAS

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DEPOSIT D836 DATE AUG 28 1998

WRITER'S DIRECT DIAL NUMBER
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(202) 408-7172
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August 27, 1998

ATTN: Eva Samaan
Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

981084-TI

Re: Campuslink Communications Systems, Inc.
<u>Application for Authority to Resell Long Distance Services</u>

Dear Ms. Samaan:

Enclosed, on behalf of Campuslink Communications Systems, Inc., are an original and six copies of its application for authority to offer intrastate long distance services. A filing fee of $250.00 is enclosed as well.

If you have any questions concerning this matter, please call me.

Sincerely,

Russ Taylor

Russ Taylor

DOCUMENT NUMBER-DATE
08840 AUG 28 98

5444

CAMPUSLINK COMMUNICATION SYSTEMS, INC.
1530 EISENHOWER PLACE
ANN ARBOR, MI 48108

NBD BANK
ANN ARBOR, MI 48104
9-32/720

5444

**** TWO HUNDRED FIFTY AND 0/100 DOLLARS

PAY TO THE ORDER OF Florida Public Service Comm.

DATE August 21, 1998 AMOUNT ************* 250.00

TWO SIGNATURES REQUIRED OVER $10,000.00

AUTHORIZED SIGNATURE