

GURMAN BLASK & FREEDMAN

CHARTERED

SUITE 500

1400 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 20036

ORIGINAL

TELEPHONE (202) 328-8200

TELECOPIER (202) 462-1784

(202) 462-1786

March 16, 1999

FEDERAL EXPRESS

990341-71

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Applications of CommcoTec Corporation for Authority to Provide
Alternative Local Exchange Service and Interexchange Telecommunications
Service Within the State of Florida

Dear Sir or Madam:

CommcoTec Corporation hereby submits two applications seeking: (1) Authority to Provide (ALEC) Alternative Local Exchange Service Within the State of Florida and (2) Authority to Provide Interexchange Telecommunications Service Within the State of Florida. An original and seven (7) copies of each application and the appropriate tariff are enclosed. The \$250.00 filing fee for each application is attached to each original. Please date stamp one copy of each application and return it in the postage-paid envelope provided to the undersigned.

Financial showings for both applications contain proprietary information and are submitted in separate envelopes labeled "Confidential." CommcoTec Corporation requests that these exhibits remain strictly confidential.

Should there be any questions or additional information required, please do not hesitate to contact me at (202) 328-8200. Thank you for your time.

Sincerely,

Brenda Boykin

Brenda J. Boykin
Counsel to CommcoTec Corporation

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

Enclosures

Initials of person who forwarded check:

W.S.

DOCUMENT NUMBER-DATE

~~000000~~ MAR 17 89

FPSC-RECORDS/REPORTING

ORIGINAL

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

DIVISION OF COMMUNICATIONS DEPOSIT
BUREAU OF SERVICE EVALUATION

DATE

D 1 0 '7 *

MAR 17 1999

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

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., Gerald Gunter Building
Tallahassee, Florida 32399-0850
(850) 413-6600**

E. Once completed, submit the original and six (6) 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., Gerald Gunter Building
Tallahassee, Florida 32399-0850
(850) 413-6251**

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

Initials of person who forwarded check:
W.S.

DOCUMENT NO.
03349-99
3-17-99

FOR SECURITY PURPOSES, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND AN ARTIFICIAL WATERMARK ON THE REVERSE SIDE - HOLD AT AN ANGLE TO VIEW

GURMAN, BLASK & FREEDMAN, CHARTERED

1400 SIXTEENTH STREET, N.W.
SUITE 500
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT
Application fee for FL CLEC application	

15-52/540

5046

PAY
AMOUNT
OF

Two Hundred Fifty

00/100

DOLLARS

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER	CHECK AMOUNT
3/15/99	Florida PSC		1067-11	5046	\$ 250.00

CRESTAR

CRESTAR BANK, N.A.
WASHINGTON, D.C.

Deane F. Kishel

FOR SECURITY PURPOSES, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND AN ARTIFICIAL WATERMARK ON THE REVERSE SIDE - HOLD AT AN ANGLE TO VIEW

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

(x) **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:

CommcoTec Corporation

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

CommcoTec Corporation

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

CommcoTec Corporation
4513 Pin Oak Court
Sioux Falls, South Dakota 57103

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

1201 Hays Street
Tallahassee, Florida 32301
(Registered Agent)

7. Structure of organization; check which applies.

- Individual 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.

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

Not Applicable.

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

been: Not Applicable.

(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. See Exhibit B

Corporate charter number: _____

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

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable. Not 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;

Brenda J. Boykin
Gurman, Blask & Freedman, Chartered
1400 Sixteenth Street, N.W., Suite 500
Washington, D.C. 20036
(202) 328-8200

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

Laurie Arthur
4513 Pin Oak Court
Sioux Falls, South Dakota 57103
(605) 338-3632

(c) Tariff;

Laurie Arthur	and Brenda J. Boykin
4513 Pin Oak Court	Gurman, Blask & Freedman,
Sioux Falls, South Dakota 57103	Chartered
(605) 338-3632	1400 16th Street, N.W., Ste. 500
	Washington, D.C. 20036

(d) Complaints/Inquiries from customers;

Laurie Arthur
4513 Pin Oak Court
Sioux Falls, South Dakota 57103
(605) 338-3632

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.

Arizona, California, Massachusetts, Nevada, New York, Oregon.

(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: Check which applies.

- | | |
|--|-------------------------------------|
| <input checked="" 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: _____ | |

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?

CommcoTec Corporation is a start-up company and is currently focused on capitalization activities and build-out of its facility-based network. Accordingly, plans for the company's marketing program have not yet been finalized. Plans under discussion center around the activities of in-house marketing staff. Any CommcoTec marketing program will be sensitive to the needs of Florida citizens and fully compliant with Florida citizens and fully compliant with Florida Rules and Regulations, including Rule 25-4.118 regarding IXC Selection.

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

Please see response to Question 14.

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

- | | |
|---|---|
| <input 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?

Yes, the company name will appear on bills for services.

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

CommcoTec is in the process of selecting a carrier from whom it will purchase billing services. Upon completion of negotiations, CommcoTec will provide the Florida Public Service Commission with the name and address of its billing Provider.

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

A. Financial capability.

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: See Confidential Exhibit II.

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.

See Confidential Exhibit I.

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 A.

C. Technical capability. See Exhibit A.

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).

CommcoTec's proposed tariff is attached as Exhibit D.

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

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

* As market conditions change, CommcoTec may offer MTS Services on a distance per minute, route specific, or block of time calling plan. CommcoTec will comply with all Florida regulations applicable to tariffing and providing such services.

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).

CommcoTec will initially offer Long Distance on a 1+, 0+ and 0- basis. CommcoTec will ensure its customers knowingly and affirmatively choose

22. **Other:** its Long Distance Services consistent with Florida Public Service Commission rules and regulations.

**** 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 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

President

Title

March 12, 199

Date

(203) 656-4622

Telephone No.


**** 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:

 _____ Signature	March 12, 1999 _____ Date
Scott Reardon _____ President	(203) 656-4622 _____ Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

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

1) 2)

Please see Exhibit C.

3) 4)

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

1) 2)

Please see Exhibit C.

3) 4)

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

POP-to-POP TYPE OWNERSHIP

1)

2)

Please see Exhibit C.

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 (Appendix D).

CommcoTec initially proposes to provide service in all exchanges included within the following Extended Service Areas: Ft. Myers, Gainesville, Jacksonville, Lakeland, Melbourne, Miami, Pensacola, Tallahassee, Tampa and West Palm Beach.

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). Initially, CommcoTec will resell the services of the underlying interexchange carrier as its network facilities are built out. Calls to 0- and 0+ will be routed to the incumbent local exchange company providing dial tone. Once end users are connected to CommcoTec's network, it will route 0+ and 0- calls through its switch to the incumbent LEC.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (X) 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?

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

UTILITY OFFICIAL:



Signature

March 12, 1999

Date

Scott Reardon

President

Title

(203) 656-4622

Telephone No.

** APPENDIX D **

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

** FLORIDA EAS FOR MAJOR EXCHANGES **

Extended Service Area with These Exchanges

PENSACOLA:	Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:	Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:	Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:	Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg, Orange Park, Ponte Vedra and Julington.
GAINESVILLE:	Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.

OCALA: Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Oklawaha, Orange Springs, Salt Springs and Silver Springs Shores.

DAYTONA BEACH: New Smyrna Beach.

TAMPA: Central None
 East Plant City
 North Zephyrhills
 South Palmetto
 West Clearwater

CLEARWATER: St. Petersburg, Tampa-West and Tarpon Springs.

ST. PETERSBURG: Clearwater.

LAKELAND: Bartow, Mulberry, Plant City, Polk City and Winter Haven.

ORLANDO: Apopka, East Orange, Lake Buena Vista, Oviedo, Windermere, Winter Garden, Winter Park, Montverde, Reedy Creek, and Oviedo-Winter Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista, Orlando, Oviedo, Sanford, Windermere, Winter Garden, Oviedo-Winter Springs Reedy Creek, Geneva and Montverde.

TITUSVILLE: Cocoa and Cocoa Beach.

COCOA: Cocoa Beach, Eau Gallie, Melbourne and Titusville.

MELBOURNE: Cocoa, Cocoa Beach, Eau Gallie and Sebastian.

SARASOTA: Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North Cape Coral, North Ft. Myers, Pine Island, Lehigh Acres and Sanibel-Captiva Islands.

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach, Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and Perrine

EXHIBIT A

CommcoTec Corporation has assembled a top-tier management team drawn from leading data communications, computer and telecommunications companies.

Day-to-day technical and operational planning is headed by Gerald Prothro, former Chief Information Officer at IBM. Working with him is a large team from Wireless Facilities, Inc. ("WFI"), focusing on network design and deployment issues. The WFI team members are internationally recognized experts in RF engineering and system design with decades of experience in the wireless communications industry.

BIOGRAPHIES OF OFFICERS, DIRECTORS AND CONSULTANTS

Scott Reardon, President , Treasurer and Director

Since 1980, Mr. Reardon has been President and CEO of Dakon Venture Capital, LLC and its predecessor in interest, focusing investment primarily in pursuing international wireless telecommunications opportunities. Mr. Reardon has also owned and operated cellular telephone systems in South Dakota and Illinois and has been an investor in various FM radio stations.

Prior to 1980, Mr. Reardon was a corporate officer and member of the Board of Directors of Dakon, Inc., a wholesale supplier of farm, hydraulic, and lawn equipment to 6,000 retailers and manufacturers located in eight midwestern states. Mr. Reardon earned an A.B., Economics from Georgetown University and an M.S., Business Administration from American University.

Dr. Rosemarie Reardon, Chairman of the Board of Directors

Dr. Rosemarie Reardon received her doctorate degree in psychology from the University of South Dakota in 1978. Her undergraduate degree in psychology is from the Albertus Magnus College, and her masters work was completed at the Catholic University in Washington, D.C. She began her psychology practice at the Leander Clinic in 1979. From 1985 to 1993, she was affiliated with the McGreevy Clinic and was on staff at McKennon Hospital and Sioux Falls Hospital, all in Sioux Falls, South Dakota. Dr. Reardon served as chairwoman for six years of the South Dakota Licensing Board for Psychologists and served a three year term as President of the South Dakota Psychological Association.

David L. Knudson, Secretary

David L. Knudson is an attorney who brings to CommcoTec expertise in banking law, corporate finance law and tax law. Mr. Knudson gained this experience as a member of Davenport, Evans, Hurwitz & Smith, L.L.P., the largest law firm in South Dakota. He also served as Chief of Staff, South Dakota Governor's Office in 1995 and 1999. Mr.

Knudson graduated from Harvard University (A.B.) cum laude in 1972; New York University (J.D.) in 1975 and from the University of South Dakota (M.B.A.) in 1981. Mr. Knudson was a Root-Tildon Scholar from 1972 to 1975 and was admitted to the South Dakota Bar in 1975.

Lori Jean Furness, Assistant Vice President

Lori Jean Furness holds a B.S. in Business Education from Northern State College in Aberdeen, South Dakota. She has been working in the telecommunications field since 1992. On behalf of CommcoTec, she is responsible for general administrative duties, including preparing and tracking corporate documents, assisting with regulatory compliance and license perfection, and management of accounts payable.

Gerald D. Prothro, Consultant

Mr. Prothro is a consultant in the telecommunications industry and specializes in technology integration, network computing systems and financial management. He formerly served as Vice President and Chief Information Officer at IBM, where he was responsible for the technical direction and business management of internal computing worldwide and managed the corporate information technology budget of \$4.4 billion. Mr. Prothro also served as IBM Vice President of Information and Telecommunications Systems, where he was responsible for the establishment and sourcing of computer services to IBM Global Services. Earlier positions include IBM Director and Secretary of Management Board and Management Committee. Mr. Prothro holds a B.S. in Mathematics and Physics and M.S. in Physics from Howard University, and an MBA from Harvard Graduate School of Business.

Laurie Arthur, Consultant

Laurie Arthur is an advisor to CommcoTec and its parent corporation, Commco Communications Corporation. She is responsible for financial and administrative functions of both companies and has extensive experience with financial analysis, regulatory compliance, contracting functions, oversight of Federal Communications Commission application tracking and license perfection. Previously, Ms. Arthur was Vice President of Cellular One of Sioux Falls, providing assistance with company plan design, construction, vendor selection, interconnection, roaming agreements and compliance. Her communications experience also includes the development of FM radio licenses in multiple markets, including regulatory compliance, local leases and oversight of technical and mechanical site development.

Thomas R. Lucke, Consultant

Thomas Lucke is a principal with the Cambridge Strategic Management Group, Inc. ("CSMG"). CSMG is an international strategy consulting firm, with offices in Cambridge, Massachusetts, and London, U.K., specializing in the telecommunications

industry. CSMG clients include local and international service providers, global equipment manufacturers, software providers, and financial institutions with business interests in telecommunications. Mr. Lucke is working with CommcoTec to develop strategies that capitalize on emerging telecommunications market opportunities and fixed wireless technologies.

He has worked extensively in wireless communications since the earliest cellular systems were launched in the U.S. and Europe in the 1980's. Mr. Lucke has been a member of start-up teams that pioneered ventures in cellular telephony, DBS, wireless data, PCS and high-power satellite services in the U.S. and Europe. He has extensive experience in strategy consulting with high technology companies, as well as an operations background in integrated circuits, consumer electronics, industrial controls, aerospace, and software.

Prior to joining CSMG, Mr. Lucke led the Strategy Consulting Group at Price Waterhouse in its work with technology-based clients. He holds a B.S. from Rensselaer Polytechnic Institute and an M.S.I.A. from the Graduate School of Industrial Administration at Carnegie Mellon University.

Masood Tayebi, Consultant

Dr. Tayebi is President and Director of Wireless Facilities Inc., which specializes in telecommunications infrastructure development and has its principal office in San Diego, California. Dr. Tayebi is assisting with the development of CommcoTec's infrastructure, including network design, engineering and implementation. Prior to co-founding Wireless Facilities Inc. in 1994, Dr. Tayebi was an engineer with a number of leading international companies. In the early 1990's Dr. Tayebi was a consultant to LCCI and DTI. During this period he worked on several important projects, including, CDMA, GSM/DCSI800 Radio Sub-System Simulation, MIRS Radio Sub-System Simulation and the development of a GSM/DCSI800 hand-off simulation tool. He then joined LCC/TSI as Senior Manager of Engineering. There, as head of the Technology and Special Projects Department, he was solely responsible for all the activities of the group, from technical projects to project planning and budgeting. Dr. Tayebi was also responsible for all of Nextel's Midwest markets and the Clearnet (Canadian) ESMR projects.

As Manager of Engineering for Cellnet in the late 1980's, Dr. Tayebi was responsible for GSM2 radio standards on behalf of the company. He implemented the first GSM-based radio in London and conducted tests to investigate the capabilities and range of a GSM system.

Dr. Tayebi received his Ph.D. in Mobile Radio Propagation from the University of Liverpool, U.K. and was awarded his Masters of Science in Electronics Engineering from the University of Southampton, U.K.

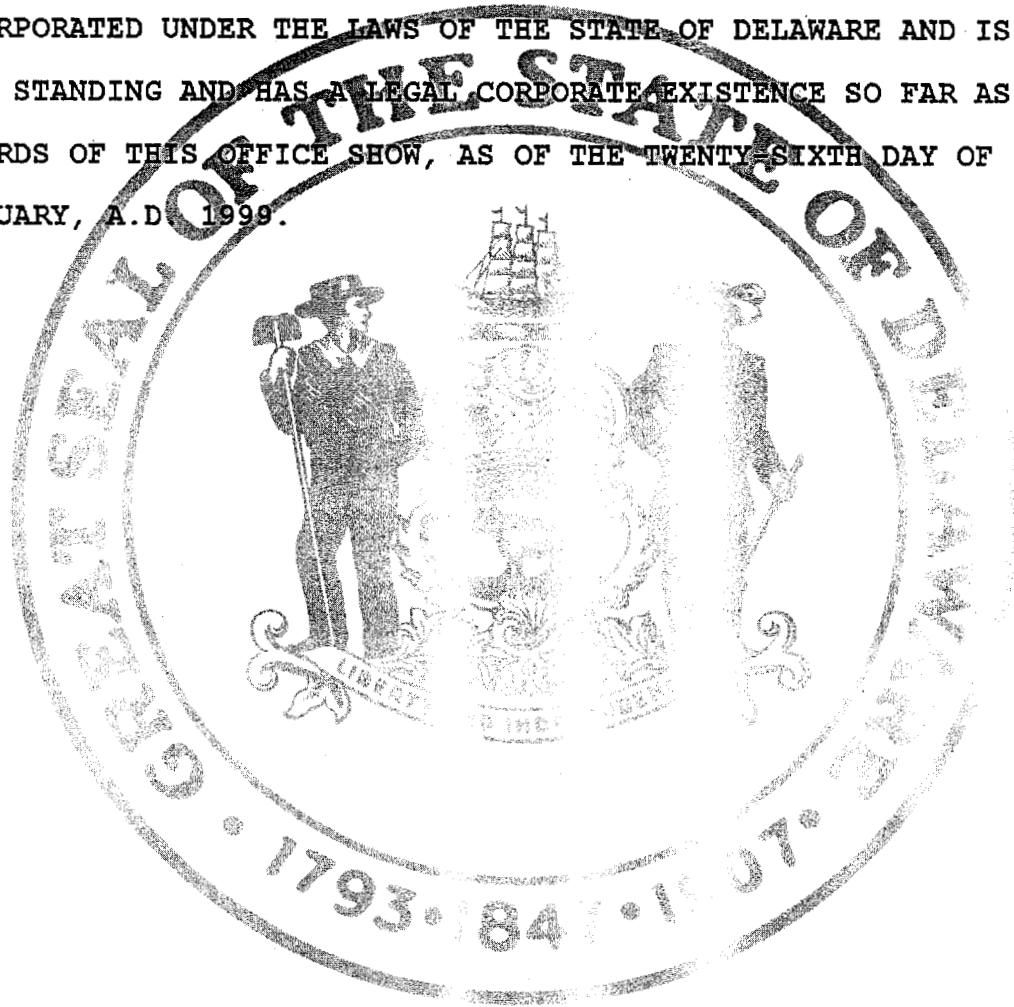
EXHIBIT B

CORPORATE CHARTER OF COMMCOTEC CORPORATION

Attached please find copies of the Corporate Charter of CommcoTec Corporation and CommcoTec Corporation's Certificate of Authority to Transact Business as a Foreign Corporation in the State of Florida.

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMMCOTEC CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

2903483 8300

AUTHENTICATION: 9598344

991075005

DATE: 02-26-99

State of Florida



Department of State

I certify from the records of this office that COMMCOTEC CORPORATION, is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on January 27, 1999.

The document number of this corporation is F99000000525.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1999, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-seventh day of January, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

EXHIBIT C

PROPOSED FACILITIES

CommcoTec Corporation ("CommcoTec") proposes deployment of a wireless broadband "last mile" local access network that will utilize frequency pairs in the 38.6-40.0 GHz band to carry high-speed, digital traffic, including voice, data, and video transmission to business customers in urban and suburban markets.^{1/}

CommcoTec has been licensed by the Federal Communication Commission ("FCC") to provide radio microwave services in the 38.6-40.0 GHz radio band in forty-two states.^{2/} CommcoTec is in the process of filing for and/or obtaining the requisite authority to provide competitive switched local exchange, inter LATA and intra LATA resale services in each state where it holds licenses.

CommcoTec's local traffic will be routed in part over networks of its underlying local carrier(s). Consequently, the quality of service that CommcoTec's local exchange customers receive will be equivalent to that provided by the incumbent LEC. CommcoTec's resold services will be augmented through construction of a microwave network in its FCC licensed areas. As a result,

^{1/} The 38.6-40.0 GHz radio band is a portion of the "millimeter wave" frequency band. The term millimeter wave frequency band is taken from the fact that the wavelength of the radio signals on frequencies between 30 GHz and 300 GHz ranges between 1 and 10 millimeters. The millimeter wave region of the spectrum is a major resource that is largely undeveloped and underutilized today. See *Amendment of Parts 2 and 15 of the Commission's Rules to Permit Use of Radio Frequencies Above 40 GHz for New Radio Applications*, 9 FCC Rcd 7078, 7080 (1994).

^{2/}The FCC has issued licenses for CommcoTec to operate microwave systems in Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin.

CommcoTec will employ a combination of its own and third party equipment, services, and facilities in providing the proposed facilities-based and resold services.

CommcoTec's wireless network uses a cellular architecture that is conservative in design to deliver high quality voice and data transmissions which meet telephone industry standards and are fundamentally equivalent to the transmission quality associated with fiber optic transmission facilities.

CommcoTec will build a series of hubs throughout each service area. Each hub serves multiple subscriber buildings through use of point-to-multipoint microwave technology. All the hubs in a service area will be connected to a CommcoTec-owned Network Operation Center (NOC) which houses the voice and data switching center for the network.

The switching equipment CommcoTec deploys will be optimized for the different types of data and voice communications traffic CommcoTec's network will handle. The NOC will also house the equipment required to monitor network performance, provide new service to customers, and diagnose trouble reports. The switching center will serve as the main point for interconnection to other networks. Voice traffic from CommcoTec's customers can be routed to either the incumbent local exchange carrier (ILEC) or to an interexchange carrier (IXC) to complete a call. Similarly, data traffic can be directed to a private network or one of the national public data networks to connect to host computers, local area networks (LAN) or the Internet.

On the customer premises, voice and data will be transmitted and received by a small (12"-18") enclosed antenna on the roof of the subscriber building. Equipment in the subscriber node will separate the voice from the data traffic. The two streams subsequently will be split into individual voice and data circuits that interconnect with customer PBX or LANs through cabling within the building.

End users will access the network via existing telephone jacks, or in the case of data services, by connecting database servers or data networks to the interface unit using an off-the-shelf high speed communications line ranging from DS0 to OC-12 rates.

CommcoTec's service offering to small and medium sized businesses consists of voice and data services with high quality and low prices. Features include symmetric data rates upstream and downstream, bandwidth on demand, voice and data services via IP or ATM, and the ability to provide larger customers with dedicated capacity, route diversity, and end-to-end quality of service.

CommcoTec's voice offering includes traditional local exchange services through individual business lines. Voice value-added services include call forwarding, call waiting, three-way calling, voice mail, and busy line interrupt among others. CommcoTec also offers long distance calling plans within and between LATAs. CommcoTec's data offering provides a wide range of services to small and medium businesses. The wireless broadband network allows CommcoTec to offer fractional DS-1 or full DS-3 point-to-point connections. These can be used by customers to connect multiple locations on a private data network, provide high-speed links to the Internet, or connect to long-haul public data networks.

In the future, CommcoTec will offer value added IP-based services, such as IP fax, secure document delivery, video conference bridging, remote backup, applications hosting, and Internet security. These services are enabled by the broadband nature of the network.

In Florida, the high frequency microwave technology that will be employed in CommcoTec's network will offer equivalent capabilities of a fiber optic network, but with distinct advantages over wireline "last mile" solutions. First, the requirement for expensive and time consuming civil work is eliminated, and there is no need to dig up public or private rights of way. As a result, deployment is quicker, less expensive, and causes no disruption to the community and environment. Second,

CommcoTec's wireless network has substantially lower network maintenance, management and operating costs. Third, the network is modular and fully expandable, so CommcoTec's network can grow as the number of subscribers expands. Buildout can be targeted to areas where there is sufficient demand, meeting customer need where it arises and minimizing financial risk. Fourth, CommcoTec's network is ideal for meeting the telecommunications needs of small and medium sized businesses who have so far had difficulty meeting their bandwidth requirements at reasonable costs. CommcoTec has an important role to play in expanding the use of advanced telecommunications services by Florida businesses. By offering one-stop-shopping for telecommunications services and bandwidth on demand, CommcoTec will make advanced telecommunications services accessible, attractive, and economically feasible to small and medium sized companies.

EXHIBIT D

Proposed Tariff of CommcoTec Corporation

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by CommcoTec Corporation, with principal offices at 4513 Pin Oak Court, Sioux Falls, South Dakota 57103. This tariff applies for 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.

ISSUED: _____, 1999

Issued By: Scott Reardon, President
4513 Pin Oak Court
Sioux Falls, South Dakota 57103

EFFECTIVE: _____

CHECK SHEET

Sheets of this tariff as listed below 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 of this sheet.

<u>Sheet Number</u>	<u>Revision</u>	<u>Sheet Number</u>	<u>Revision</u>
1	Original		
2	Original		
3	Original		
4	Original		
5	Original		
6	Original		
7	Original		
8	Original		
10	Original		
11	Original		
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

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SYMBOLS SHEET

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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TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. 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 sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised sheet 14 cancels the 3rd revised sheet 14. Because of the various suspension periods, deferrals, etc., followed by the Commission in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff sheet in effect.
- C. **Paragraph Number in Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2
 - 2.5
 - 2.5.1
 - 2.5.1 A.
 - 2.5.1 A. 1
 - 2.5.1 A. 1 (a)
 - 2.5.1 A. 1 (a) I.
 - 2.5.1 A. 1 (a) I. (i)
 - 2.5.1 A. 1 (a) I. (i) (1)
- D. **Check Sheet** - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the pages contained in the tariff, with a cross reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision.

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Issued By: Scott Reardon, President
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SECTION 1 - APPLICATION OF TARIFF

- 1.1 This tariff contains the regulations and rates applicable to interexchange services provided by CommcoTec Corporation to business customers for telecommunications between points within the State of Florida. CommcoTec Corporation's services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff.
- 1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carrier for use in accessing the services of the Company.
- 1.3 The Customer is entitled to limit the use of the Company's services by end users at the Customer's facilities, and may use other common carriers in addition to or in lieu of the Company.

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SECTION 2 - EXPLANATION OF TERMS

ACCESS LINE - An arrangement which connects the Customer's location to the Company's network switching center.

ACCESS MINUTES - Denotes that usage of exchange facilities in intrastate service for the purpose of calculating chargeable usage.

AUTHORIZATION CODE - A numerical code, one or more of which are available to a Customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the Customer for billing purposes.

CALL - A Customer attempt for which the complete address code is provided to the service end office.

CARRIER, COMMON CARRIER - Any individual, partnership, association, corporation or other entity engaged in intrastate communication for hire by wire or radio between two or more exchanges.

COMMISSION - Florida Public Service Commission.

COMMUNICATIONS SYSTEM - Denotes channels and other facilities which are capable of communications between terminal equipment provided by other than the Company.

COMPANY - CommcoTec Corporation.

CUSTOMER - Any individual, partnership, association, corporation or other entity which subscribes to the services offered under this Tariff, including both Interexchange Carriers and End Users.

END USER - Any Customer of an intrastate telecommunications service that is not a Carrier or Common Carrier, except that a Carrier shall be deemed to be an End User when such Carrier uses a telecommunications service for administrative purposes. A person or entity that offers telecommunications service exclusively as a reseller shall be deemed to be an End User if all resale transmissions offered by such reseller originate on the premises of such reseller when making such service available to others, directly or indirectly.

EXCHANGE - A group of lines in a unit generally smaller than a LATA established by the Company for the administration of communications service in a specified area. An Exchange may consist of one or more central offices together with the associated facilities used in furnishing communications service within that area.

FACILITIES - Denotes any cable, poles, conduit, carrier equipment, wire center distribution frames, central office switching equipment, etc., utilized to provide the service offered under this tariff.

F.P.S.C. - Florida Public Service Commission.

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SECTION 2 - EXPLANATION OF TERMS (Cont'd)

INTERSTATE COMMUNICATIONS - Any communications with that crosses over a state boundary. Interstate Communications includes interstate and international communications.

INTERRUPTION - The inability to complete calls due to equipment malfunctions or human errors. Interruption shall not include, and no allowance shall be given for service difficulties such as slow dial tone, circuits, busy or other network and/or switching capacity shortages. Nor shall Interruption include the failure of any service or facilities provided by a common carrier or other entity other than the Company. Any Interruption allowance provided within this tariff by the Company shall not apply where service is interrupted by the negligence or willful act of the Customer, or where the Company, pursuant to the terms of this tariff, terminates service because of non-payment of bills, unlawful or improper use of the Company's facilities or service, or any other reason covered by this tariff or by applicable law.

INTRASTATE COMMUNICATIONS - Any communication which originates and terminates within the same state and is subject to oversight by a state regulatory commission as provided by the laws of the state involved.

LOCAL ACCESS AND TRANSPORT AREA (LATA) - A geographic area established for the provision and administration of communications service. A LATA encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL CALLING AREA - A geographical area, as defined in the Company's local or general exchange service tariff in which an End User may complete a call without incurring toll usage charges.

MESSAGE - A Message is a Call as defined above.

POINT OF TERMINATION - The point of demarcation within a Customer-designated premises at which the Company's responsibility for the provision of access service ends. The point of demarcation is the point of interconnection between Company communications facilities and Customer-provided facilities as defined in Part 68 of the Federal Communications Commission's Rules and Regulations.

PREMISES - A building or buildings on contiguous property, not separated by a public highway or right-of-way.

TRUNK - A communications path connecting two switching systems in a network, used in the establishment of an end-to-end connection.

USER - A Customer or other person authorized by a Customer to use service provided under this tariff.

ZERO MILE CIRCUIT - A circuit between 0 miles and 3/4 of a mile in length.

ISSUED: _____, 1999

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Sioux Falls, South Dakota 57103

SECTION 3 - RULES AND REGULATIONS

3.1 UNDERTAKING OF THE COMPANY

- 3.1.1 The Company's services and facilities are furnished for communications originating at specified points within the State of Florida under terms of this tariff.
- 3.1.2 The Company shall be responsible under this tariff only for the services provided hereunder, and it assumes no responsibility for any services provided by any other entity that purchases the Company's services in order to originate or terminate its own services, or to communicate with its own Customers.
- 3.1.3 The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.
- 3.1.4 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 the Company's network. The Customer shall be responsible for all charges due for such service arrangement.
- 3.1.5 The selling of interexchange telecommunication service to uncertificated interexchange resellers is prohibited.

3.2 USE OF SERVICE

3.2.1 General

- A. Service may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services.
- B. Recording of telephone conversations of service provided by the Company under this tariff is prohibited except as authorized by applicable federal, state and local laws.
- C. The use of the Company'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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SECTION 3 - RULES AND REGULATIONS, (Cont'd)

3.2 USE OF SERVICE (Cont'd)

3.2.2. Limitations

- A. Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff. The Company may decline applications for service to or from a location where the necessary facilities or equipment are not available. The Company may discontinue furnishing service in accordance with the terms of this tariff.
- B. The Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the Customer is using service in violation of the law or the provisions of this tariff.
- C. The Company does not undertake to transmit messages, but offers the use of its service when available, and, as more fully set forth elsewhere in this tariff, shall not be liable for errors in transmission or for failure to establish connections.
- D. The Company reserves the right to discontinue service, limit service, or to impose requirements as required to meet changing regulatory or statutory rules and standards, or when such rules and standards have an adverse material affect on the business or economic feasibility of providing service, as determined by the Company in its reasonable judgment.
- E. The Company reserves the right to refuse an application for service made by a present or former Customer who is indebted to the Company for service previously rendered pursuant to this tariff until the indebtedness is satisfied.

3.2.3. Customer-Authorized Use

- A. The Customer remains solely responsible for all use of service ordered by it or billed to its telephone number(s) pursuant to this tariff, for determining who is authorized to use its service, and for promptly notifying the Company of any unauthorized use. The Customer may advise its Customers that a portion of its service is provided by the Company, but the Customer shall not represent that the Company jointly participates with the Customer in the provision of the service.
- B. The Customer may not transfer or assign the use of service or facilities provided under this tariff, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

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SECTION 3 - RULES AND REGULATIONS, (Cont'd)**3.2 USE OF SERVICE (Cont'd)****3.2.3. Customer-Authorized Use (Cont'd)**

- C. Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- D. Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier for the Florida Public Service Commission.

3.3 PAYMENT FOR SERVICE RENDERED**3.3.1 Billing**

- A. Service is provided and billed on a monthly basis.
- B. Bills shall be typed or machine printed and shall contain a listing of all charges and the period of time covered by the billing. Statements itemizing message toll charges shall be included in bills to Customers.
- C. Payment is due within thirty (30) days after Customer's receipt of its bill.
- D. The Customer is responsible for payment of all charges for service furnished to the Customer, or the Customer's agents, End Users or Customers. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent. Any objections to billed charges must be reported promptly to the Company.
- E. The Company reserves the right to assess a charge of \$25.00 for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or five (5) percent of the value of the check, whichever is greater.

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SECTION 3 - RULES AND REGULATIONS, (Cont'd)

3.3 PAYMENT FOR SERVICE RENDERED (Cont'd)

3.3.1 Billing (Cont'd)

- F. The Company may impose a late payment charge of 1.5% on any bill not paid within thirty (30) days of receipt by the Customer.
1. Late payment charges do not apply to final accounts.
 2. Late payment charges do not apply to government agencies of the State of Florida.
- G. When billing functions on behalf of the Company are performed by local exchange telephone companies, or others, the payment conditions and regulations of such companies apply, including any applicable interest and/ or late payment charge conditions.

3.3.2. Contested Charges

- A. All bills are presumed accurate, and will be binding on the Customer unless objection is received by the Company within thirty (30) days after such bills are rendered. In the case of a billing dispute between the Customer and the Company for service furnished to the Customer or an end user, which cannot be settled with mutual satisfaction, the Customer can take the following course of action within thirty (30) days of the billing date:
- B. First, the Customer may request, and the Company will provide, an in-depth review of the disputed amount. The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnect.
- C. Second, if there is still a disagreement about the disputed amount after the investigation and review by a manager of the Company, the Customer may file an appropriate complaint with the Commission.
- D. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

3.4 DEPOSITS

The Company does not require deposits from Customers

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Sioux Falls, South Dakota 57103

SECTION 3 - RULES AND REGULATIONS, (Cont'd)

3.5 ADVANCE PAYMENTS

For Customers whom the Company feels an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month.

3.6 TAXES

In addition to the rates and charges applicable according to the rules and regulations of this tariff, the Customer is responsible for other local, state and federal taxes, charges or surcharges (however designated) imposed on sale or use of the network. All federal excise taxes and state and local sales taxes (i.e., gross receipts tax, municipal utilities tax) are billed as separate items and are not included in the quoted rates.

3.7 SUSPENSION OR TERMINATION OF SERVICE

3.7.1 The Company, upon five (5) working days written notice to the Customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- A. Non-payment of any sum due to Company for regulated service for more than thirty (30) days beyond the date of rendition of the bill for such service.
- B. A violation of any regulation governing the service under this tariff.
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- D. The Company has given the Customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

3.7.2 Any change in the Company's ability (a) to secure and retain suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment may require termination of a Customer's service until such time as new arrangements can be made. No charges will be assessed the Customer while service is terminated, and no connection charges will apply when the service is restored.

3.7.3 A reconnection fee of \$25.00 per occurrence is charged when service is re-established for Customers who had been disconnected for non-payment.

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Sioux Falls, South Dakota 57103

SECTION 3 - RULES AND REGULATIONS, (Cont'd)**3.8 OBLIGATIONS OF THE CUSTOMER**

- 3.8.1 The Customer is responsible for payment of the charges set forth in this tariff
- 3.8.2 The Customer is responsible for compliance with the applicable regulations set forth in this tariff.
- 3.8.3 The Customer shall indemnify and hold the Company harmless from any liability disclaimed by the Company as specified in Section 3.9 below, arising in connection with the provision of service by the Company.

3.9 LIABILITY OF THE COMPANY

- 3.9.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur. Under no circumstances shall the Company be liable for any consequential, special, indirect, incidental or exemplary damages.
- 3.9.2 The Company shall be indemnified and held harmless by the Customer against:
- A. Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
 - B. All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by the Company.
- 3.9.3 The Company shall not be liable for any act or omission or any connecting carrier, underlying carrier, or local exchange company; for acts or omission of any other providers of connections, facilities, or connection provided by the Customer.
- 3.9.4 The Company shall not be liable for any failure of performance due to causes beyond its control, including, without being limited to, acts of God, fires, floods or other catastrophes, national emergencies, insurrections, riots or wars, strikes, lockouts, work stoppage or other labor difficulties, acts or omissions of other carriers, and any law, order or regulation or other action of any governing authority or agency thereof.
- 3.9.5 The Company shall not be liable for any unlawful or unauthorized use of the Company's facilities and service, unless such use results solely from the negligence or willful misconduct of the Company.

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EFFECTIVE: _____

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SECTION 3 - RULES AND REGULATIONS, (Cont'd)

3.10 INTERRUPTION OF SERVICE

3.10.1 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 3.9 herein. It shall be the Customer's obligation to notify the Company immediately of any service interruption 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 its control, if any, furnished by the Customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the Customer does not provide access to the Company for such restoration work.

3.10.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four (24) hours. Subscriber must notify the Company of an interruption in order to receive credit.

3.10.3 The Customer shall be credited for an interruption of more than twenty-four (24) hours as follows:

Credit Formula:

$$\text{Credit} = A/B \times C$$

"A" - outage time in hours

"B" - total days in month

"C" - total monthly charge for affected facility

ISSUED: _____, 1999

EFFECTIVE: _____

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4513 Pin Oak Court
Sioux Falls, South Dakota 57103

SECTION 4- DESCRIPTION OF SERVICE

4.1 TIMING OF CALLS

4.1.1 When Billing Charges Begin and End for Phone Calls

The Customer’s long distance usage charge is based on the actual usage of the Company’s network. Usage begins when the called party picks up the receiver, (i.e. when 2 way communications, often referred to as “conversation time” is possible, also known as a connected call). When the called party picks up is determined by hardware answer supervision in which the terminating local telephone company switch sends a signal to the originating switch or the software utilizing audio tone detection. When software answer supervision is employed, up to sixty (60) seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

4.1.2 Billing Increments

The minimum call duration for billing purposes is one (1) minute for a connected call and calls beyond one (1) minute are billed in one (1) minute increments.

4.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

4.1.4 Uncompleted Calls

There shall be no charge for uncompleted calls.

4.2 CALCULATION OF DISTANCE

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 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.

The airline distance between any two rate centers is determined as follows:

4.2.1 Obtain the “V” (vertical) and “H” (horizontal) coordinates for each Rate Center from the above-referenced Bellcore document.

4.2.2 Compute the difference between the “V” coordinates of the two rate centers; and the difference between the two “H” coordinates.

4.2.3 Square each difference obtained in step (2) above.

SECTION 4- DESCRIPTION OF SERVICE (Cont'd)

4.2 CALCULATION OF DISTANCE (Cont'd)

4.2.4 Add the square of the "V" difference and the square of the "H" difference obtained in step (3) above.

4.2.5 Divide the sum of the squares by 10. Round to the next higher whole number if any fraction is obtained.

4.2.6 Obtain the square root of the whole number result obtained above. Round to the next higher whole number if any fraction is obtained. This is the airline mileage.

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

4.3 TIME PERIODS DEFINED

4.3.1 Unless otherwise indicated in this tariff, the following time periods apply.

DAY -	Monday-Friday	8:00 AM - 4:59 PM
EVENING -	Sunday-Friday	5:00 PM - 10:59 PM
NIGHT -	Sunday-Saturday	11:00 PM - 7:59 AM
	Saturday	8:00 AM - 10:59 PM
	Sunday	8:00 AM - 4:59 PM

4.3.2 All times refer to local time.

4.4 DETERMINING APPLICABLE RATE IN EFFECT

For the initial minute, the rate applicable at the start of chargeable time at the calling station applies. For additional minutes, the rate applicable is that rate which is in effect at the calling station when the additional minute(s) begin. That is, if chargeable time begins during the Day period, the Day rate applies to the initial minute and to any additional minutes that the call continues during the rate period. If the call continues into a different rate period, the appropriate rates from that period apply to any additional minutes occurring in that rate period. If an additional minute is split between two rate period, the rate period applicable at the start of the minute applies to then entire minute.

4.5 MINIMUM CALL COMPLETION RATE

A Customer can expect a call completion rate (number of calls completed/ number of calls attempted) of not less than ninety (90) percent during peak use periods for all FGD services ("1 + " dialing).

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SECTION 4- DESCRIPTION OF SERVICE (Cont'd)

4.6 SERVICE OFFERINGS

4.6.1 Message Toll Service

Message Toll Service enables Users of Company-provided Exchange Access Services to place calls to any station on the public switched telecommunications network bearing an NPA-NXX designation associated with points outside the Customer's local calling area, but within the State of Florida.

Calls are billed in one minute increments. No monthly recurring charges or minimum monthly billing requirements apply.

4.6.2 Operator Services

A. Operator Handled Calling Services are provided to Customers and Users of Company-provided Exchange Access Services, and to Customers and Users of the Company's Message Toll Service.

B. Local exchange, interexchange IntraLATA, and interexchange InterLATA calls may be placed on an Operator Assisted basis. Usage charges for Operator Assisted calls are the same as those set forth in Section 5.2. For Operator Assisted calls, Busy Line Verification and Interrupt, or Directory Assistance, the charges specified in Section 5.3, will apply in addition to any applicable usage charges.

C. Operator Assistance

The End User places the call without dialing the destination number, although the capability to do it himself exists. The end user will dial "0" for local calls and "00" for long distance calls and then request the operator to dial the called station. An operator dialed surcharge will apply to all such calls, with the following exceptions:

1. Calls where a Customer cannot otherwise dial the call due to defective equipment or trouble on the Company's network; and
2. Calls in which a Company operator places a call for a calling party who is identified as being handicapped and unable to dial the call because of his/her handicap.

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SECTION 4- DESCRIPTION OF SERVICE (Cont'd)

4.6 SERVICE OFFERINGS (Cont'd)

4.6.4 Operator Services (Cont'd)

D. Busy Line Verify and Line Interrupt Service

1. Upon request of a calling party the Company will verify a busy condition on a called line.
2. The operator will determine if the line is clear or in use and report to the calling party.
3. The operator will interrupt the call on the called line only if the calling party indicates an emergency or requests interruption.
4. A charge will apply when:
 - (a) The operator verifies that the line is busy with a call in progress;
 - (b) The operator verifies that the line is available for incoming calls;
 - (c) The operator verifies that the called number is busy with a call in progress and the customer requests interruption. The operator will then interrupt the call, advising the called party of the name of the calling party. One charge will apply for both verification and interruption.
5. No charge will apply when the calling party advises that the call is to or from an official public emergency agency.
6. Busy Verification and Interrupt Service is furnished where and to the extent that facilities permit.
7. The Customer shall indemnify and hold the Company harmless against all claims that may arise from either party to the interrupted call or any person.

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SECTION 5 - RATES

5.1 APPLICABILITY

The regulations set forth in this section govern the application of rates for services contained in other sections of this tariff.

5.2 MESSAGE TOLL SERVICE

5.2.1 Intrastate IntraLATA Message Telecommunications Services

Dial Station Calls - Postalized Rate

	<u>Day</u>	<u>Evening</u>	<u>Night</u>
First Minute	\$0.15	\$0.105	\$0.07
Additional Minute	\$0.09	\$0.06	\$0.04

Operator Assisted Calls - Postalized Rate

	<u>Day</u>	<u>Evening</u>	<u>Night</u>
First Minute	\$0.20	\$0.15	\$0.12
Additional Minute	\$0.20	\$0.15	\$0.12

5.2.2 Intrastate InterLATA Message Telecommunications Services

Dial Station Calls - Postalized Rate

	<u>Day</u>	<u>Evening</u>	<u>Night</u>
First Minute	\$0.18	\$0.13	\$0.09
Additional Minute	\$0.11	\$0.08	\$0.05

Operator Assisted Calls - Postalized Rate

	<u>Day</u>	<u>Evening</u>	<u>Night</u>
First Minute	\$0.20	\$0.17	\$0.13
Additional Minute	\$0.20	\$0.17	\$0.13

5.3 OPERATOR SERVICE

5.3.1 Operator Assistance

<u>Non-Recurring</u>	<u>Monthly Recurring</u>
\$0.80	\$0.00

5.3.2 Busy Line Verification and Intercept

<u>Non-Recurring</u>	<u>Monthly Recurring</u>
\$0.50	\$0.00

5.3.3 Intercept Call Completion Service

<u>Non-Recurring</u>	<u>Monthly Recurring</u>
\$0.50	\$0.00

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CONFIDENTIAL EXHIBIT I

Explanation of Financial Capability

CommcoTec Corporation ("CommcoTec") possesses the sound financial base necessary to provide intrastate telecommunications service, including local exchange services. In particular, CommcoTec has access to the capital necessary to procure, install, operate and maintain facilities and services, and to hire and train any additional personnel which may be required to exercise competently and effectively the service authority requested by this Application.

CommcoTec is a newly formed, privately-held company and does not have any publicly-filed or audited financial statements or an income statement. CommcoTec's assets are the licenses authorizing it to provide radio microwave services in the 38.6-40.0 GHz ("39 GHz") radio band, which have been granted by the FCC, and its contractual rights to acquire additional licenses from other license holders. These licenses and contracts will ultimately give CommcoTec a nationwide footprint and enable it to enter arrangements with customers who value a single network provider. Although the FCC awarded licenses for wireless services such as PCS and LMDS through a series of auctions (in some cases driving prices up substantially), it has not, to date, auctioned 39 GHz licenses. As a result, CommcoTec was able to acquire its license at relatively low cost, thereby strengthening the company's financial position.

Annual fixed and operating costs for the proposed facilities in Florida, including lease and ownership obligations, are expected to be well within the financial resources available to CommcoTec through procurement of financial and anticipated revenues. The financing will be

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secured by revenues generated from operating the network and through an interest in the network facilities. CommcoTec has shared its business plan with investment bankers and equipment suppliers, which have expressed their confidence that any necessary funds could be raised in equity placements, financing arrangements or a combination thereof.

CommcoTec has attached as Confidential Exhibit II a pro forma income statement and balance sheet.

CONFIDENTIAL EXHIBIT II

PRO FORMA INCOME STATEMENT AND BALANCE SHEET

(FLORIDA OPERATIONS)

INCOME STATEMENT (\$000)	1999^{1/}	2000	2001
	YR 1	YR 2	YR 3
REVENUE			
Total annual operating revenues	\$ 733	\$ 7,247	\$ 24,358
COST OF GOODS SOLD			
Total direct expenses	1,132	5,309	14,429
GROSS PROFIT	\$ (399)	\$ 1,939	\$ 9,928
TOTAL S, G & A^{2/}	2,990	5,307	12,918
EBITDA	\$ (3,389)	\$ (3,368)	\$ (2,990)
OTHER EXPENSES			
Depreciation	\$ 1,467	\$ 2,359	\$ 4,022
Interest Expense	343	1,192	2,151
TOTAL OTHER EXPENSES	1,810	3,551	6,173
PRE TAX INCOME	(5,199)	(6,919)	(9,163)
INCOME TAXES	-	-	-
NET INCOME	\$ (5,199)	\$ (6,919)	\$ (9,163)

^{1/} 1999 figures assume initiation of service in mid-1999 (6 months of operation).

^{2/} Sales, general and administrative costs.

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BALANCE SHEET (\$000)	1999 ^{2/}	2000	2001
	YR 1	YR 2	YR 3
ASSETS			
Current Assets	\$ 2,707	\$ 4,521	\$ 31,208
Property Plant & Equipment	\$ 5,870	\$ 9,436	\$ 16,086
TOTAL ASSETS	\$ 8,577	\$ 13,957	\$ 47,294
LIABILITIES			
Current Liabilities	\$ 30	\$ 53	\$ 129
Long-Term Debt	\$ 8,348	\$ 20,624	\$ 31,296
Owner's Equity			
Common Stock & Contributed Capital	\$ 5,398	\$ 5,398	\$ 37,149
Retained Earnings:	(5,199)	(12,118)	(21,281)
TOTAL OWNER'S EQUITY	\$ (199)	\$ (6,720)	\$ 15,869
TOTAL LIABILITIES +			
OWNER'S EQUITY	\$ 8,577	\$ 13,957	\$ 47,294

^{2/}1999 figures assume initiation of service in mid-1999 (6 months of operation).