



July 15, 1999
Via Overnight Delivery

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Ms. Blanca Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0870

990927-TX

**RE: Alternative Local Exchange Carrier Application for
Legends Communications, Inc.**

Dear Ms. Bayo:

Enclosed for filing is one (1) original and six (6) copies of the Alternative Local Exchange Carrier Application filed on behalf of Legends Communications, Inc. ("Legends"). A check in the amount of \$250 made payable to the Florida Public Service Commission is enclosed with this application.

Please acknowledge receipt of this filing by returning the extra copy of this letter, file stamped, in the self-addressed, stamped envelope enclosed for that purpose.

Questions regarding this filing may be directed to me at (407) 740-8575. Thank you for your cooperation and assistance.

Sincerely,

Connie Wightman
Consultant to
Legends Communications, Inc.

CW/ig.

cc: Robert Franklin, Jr. - Legends
File: Legends - FL Local
TMS: FLL9900

RECEIVED
ADMINISTRATION
MAIL ROOM
JUL 15 9 17 PM '99

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

Initials of person who forwarded check:

DOCUMENT NUMBER-DATE

08491 JUL 16 99

FPSC-RECORDS/REPORTING



DEPOSIT
D 1 7 1 1 1 1

DATE
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JUL 16 3 17 PM '99
ADMINISTRATION
MAIL ROOM

TECHNOLOGIES MANAGEMENT, INC.
P.O. BOX 200
210 N. PARK AVE.
WINTER PARK, FL 32789-0200
(407) 740-8575

NATIONSBANK
WINTER PARK, FL 32789
83-27/831

23594

7/15/1999

PAY TO THE ORDER OF Florida Public Service Commission

\$ **250.00

Two Hundred Fifty and 00/100*****

Florida Public Service Commission
Records & Reporting
2540 Shumard Oaks Blvd.
Tallahassee, FL 32302-1500

DOLLARS
Security features included.
Details on back.

TECHNOLOGIES MANAGEMENT, INC.

MEMO florida Public Service Commission

⑈023594⑈

APPLICATION FORM

for

AUTHORITY TO PROVIDE (ALEC)
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

INSTRUCTIONS

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

**Florida Public Service Commission
Division of Communications
Certification & Compliance Section
2450 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(850) 413-6600**

- Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.

APPLICATION FORM

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

Original Authority (new company)

Approval of transfer (to another certificated company)

Example, a certificated company purchases an existing company and desires to retain the original certificate authority.

Approval for transfer of control (to another certificated company)

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

2. Name of applicant:

Legends Communications, Inc.

3. Name under which the applicant will do business (d/b/a):

N/A

4. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number:

N/A

APPLICATION FORM

5. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

Street: 2500 Windy Ridge Parkway, Suite 365
P.O. Box:
City: Atlanta
State: Georgia
Zip Code: 30339
Phone No.: (770) 956-9900

- B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

Street: NRAI Services, Inc.
P.O. Box:
City: 526 E. Park Avenue
State: Florida
Zip Code: 32301
Phone No.: (850) 681-6528

6. Structure of organization: Check appropriate box(s)

<input type="checkbox"/> Individual	<input type="checkbox"/> Corporation
<input checked="" type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Foreign Partnership
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Joint Venture	<input type="checkbox"/> Other, Please explain : Limited Liability Company

7. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

Not Applicable.

APPLICATION FORM

8. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony of or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

No Officer, Director or Stockholder has been previously adjudged bankrupt, mentally incompetent, or found guilty of any felony or crime.

9. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F98000006887

10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Name: Robert L. Franklin, Jr.
Title: Director of Business Relations
Phone No.: (770) 956-9900
Internet Address: bobbyf@legendsixc.com
Fax No.: (770) 956-9911

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

Legends is currently not providing local service.

APPLICATION FORM

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

Applicant has never been denied certification in any state.

-
13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

No.

14. Please indicate how a customer can file a service complaint with your company.

Customers may call the company at its toll-free customer service number: 1-888-308-8583. In addition, customers may contact the company in writing at 2500 Windy Ridge Parkway, Suite 365, Atlanta, GA 30339.

15. Please complete and file a price list in accordance with Commission Rule 25-24.825. (Rule attached)

The price list will be filed after authority is granted and prior to providing service in Florida.

16. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange 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 Exhibit III

APPLICATION FORM

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 attest that the financial statements are true and correct.

B. Managerial capability.

See Exhibit III

C. Technical capability.

See Exhibit III

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, describe in detail the difference.)

APPLICATION FORM

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s.775.082 and s. 775.083".

Official:


Thomas I. Childers, CEO

Date: 7-12-99

Phone No.: (770) 956-9900

Address: 2500 Windy Ridge Parkway, Suite 365

Atlanta, GA 30339

25-24.825 Price List.

- (1) Prior to providing service, each company subject to these rules shall file and maintain with the Commission a current price list which clearly sets forth the following information for basic local telecommunications services, as defined in s. 364.02(2), F.S. If basic local telecommunications service is offered on a package basis, the following information must be provided for the package:

 - (a) current prices,
 - (b) customer connection charges,
 - (c) billing and payment arrangements, and
 - (d) levels of service quality which the company holds itself out to provide for each service.
- (2) At the company's option, price list information in paragraph (1) above and other information concerning the terms and conditions of service may be filed for services other than basic local telecommunication services.
- (3) A price list revision must be physically received by the Commission's Division of Communications at least one day prior to its effective date.
- (4) Price lists must be on 8 ½ by 11 inch paper in loose-leaf form and must utilize an ongoing page identification system which will allow for the identification of inserted and removed pages. The color of paper on which price lists are filed must be amenable to being clearly photocopied on standard photocopy equipment.
- (5) Complete information concerning a company's service offerings, rates and charges, conditions of service, service quality, terms and conditions, service area, and subscribership information identified by local exchange company exchange must be made available to Commission staff upon request.

Specific Authority: 350.127(2)

Law Implemented: 364.337(5), F.S.

History: New 12/26/95.

LEGENDS COMMUNICATIONS, INC.

EXHIBIT I

ARTICLES OF INCORPORATION

State of Florida



Department of State

I certify from the records of this office that LEGENDS COMMUNICATIONS, INC., is a corporation organized under the laws of Georgia, authorized to transact business in the State of Florida, qualified on December 17, 1998.

The document number of this corporation is F98000006887.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, 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
Eighteenth day of December, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Legends Communications, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia

(State or country under the law of which it is incorporated)

3. 62-1757855

(FEI number, if applicable)

4. 9-24-98

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 2500 Windy Ridge Parkway, Ste. 365

Atlanta, Georgia 30339

(Current mailing address)

8. Telecommunications Services

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)**

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

, Florida, 32301

(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Linda Delasich

Linda Delasich (Registered agent's signature) Asst. Sec. for

NRAI Services, Inc.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

50 DEC 17 PM 1:05
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Charles E. Edwards

Address: 2500 Windy Ridge Parkway, Suite 365, Atlanta, GA 30339

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Charles E. Edwards

Address: 2500 Windy Ridge Parkway, Suite 365, Atlanta, GA 30339

Vice President:

Address:

Secretary: Joan Shepler

Address: 2500 Windy Ridge Parkway, Suite 365, Atlanta, GA 30339

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Charles E. Edwards Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles E. Edwards - President
(Typed or printed name and capacity of person signing application)

98 DEC 17 PM 1:05
FBI
FEDERAL BUREAU OF INVESTIGATION
ATLANTA, GEORGIA

ARTICLES OF INCORPORATION
OF

LEGENDS COMMUNICATIONS, INC.

The undersigned, for the purpose of forming a corporation under the Georgia Business Code, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation is Legends Communications, Inc.

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

This Corporation is a corporation for profit and is organized for the following purposes:

To engage in any aspect of electronics and/or communications. To conduct its business and carry out that purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not forbidden by law; and to engage in any other lawful act or activity for which corporations may be

organized under the Georgia Business Corporation Code.

ARTICLE FOUR

Capital Stock

This Corporation has authority to issue not more than one thousand (1,000) shares of common stock of One dollar (\$1.00) par value.

ARTICLE FIVE

Additional Stock

Each holder of common stock of this corporation shall have the first right (subject to pragmatic adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this Corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the Treasury of the Corporation, in the ratio that the number of shares of common stock he holds at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE SIX

Capital

The Corporation shall not commence business until it shall have received not less than One Thousand (\$1,000.00) dollars in payment of the issue of shares of

stock.

ARTICLE SEVEN

Registered Office And Principal Office

The initial registered office and of the Corporation is 561-K Thornton Road, Lithia Springs, Georgia 30057. The Registered Agent of the Corporation is Joan L. Shepler. The initial principal office of the Corporation is 2500 Windy Ridge Parkway, Suite 365, Atlanta, Georgia 30339.

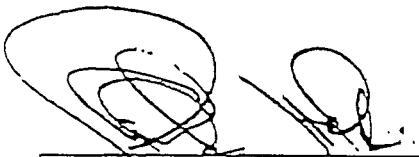
ARTICLE EIGHT

Name And Address Of Incorporator

The name and address of the incorporator is Glenville Haldi, 219 Roswell Street, Building 200, Suite 150, Alpharetta, Georgia 30004-1933.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 23rd day of September, 1998.



GLENVILLE HALDI
Incorporator

219 Roswell Street
Building 200, Suite 150
Alpharetta, GA 30004-1933
(770) 754-8800

SEP 23 1998
11:21 AM

LEGENDS COMMUNICATIONS, INC.

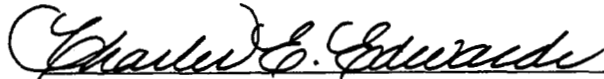
EXHIBIT II

FINANCIAL CAPABILITY

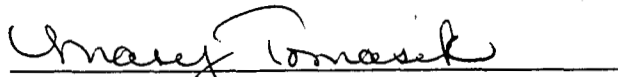
A Statement of Financial Capability and the financial statements are submitted in support of the Applicant's financial ability to provide the proposed service.

ATTESTATION

I, Charles E. Edwards, Chairman and sole stockholder of Legends Communications, Inc., PSA, Inc. and Twinleaf, Inc., do hereby state that the attached Statement of Financial Capability, Profit and Loss Statement, and Balance Sheet for Legends Communications, Inc. dated December 1998 are true and correct to the best of my knowledge and belief. The Five Year Projected Income Statements, Balance Sheets, and Statements of Cash Flow attached to the Statement of Financial Capability have been prepared at my direction and are reasonable projections based on the business plan for Legends Communications, Inc., as it is known at this time, including references to financing provided by Twinleaf, Inc. Twinleaf, Inc. has the financial resources to provide the projected funding.


Charles E. Edwards, Chairman
Legends Communications, Inc.

Subscribed and sworn to before me this
4th day of March, 1999


Notary Public
State of Georgia

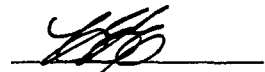
My commission expires: 4-29-02

Statement of Financial Capability
Legends Communications, Inc.

The purpose of this document is to highlight the financial strengths of the Company and serve as the Company's Statement of Financial Capability.

The Legends Communications, Inc. has sufficient financial capability to provide the proposed telecommunication services, the financial capability to maintain these services, and to meet its lease and ownership obligations. Attached are financial documents to support Legend's financial capability. Included in the attachments are the balance sheet and income statement as of December 31, 1998. The low accounts receivable and lack of operating revenue reflect the fact that the company has not yet geared up its long distance operations. As a result the financial statements indicate that the company is in the start up phase - organizational costs are being incurred and no revenue generated to date. The notes payable to PSA, Inc. and Twinleaf, Inc. are obligations to companies that are related to Legends through the sole stockholder, Charles E. Edwards. An affidavit signed by Mr. Edwards on behalf of these two creditors demonstrates that this source of funding will continue to see the company through to profitability. The attachments also include a five-year projected income statement which show the company's plans to achieve a profitable state one year after beginning operations.

The Company has established a team to support its venture into the telecommunications market. The Company has and will out-source business functions to obtain expertise and provide a financial and technical competitive advantage in the industry.



LEGENDS COMMUNICATIONS, INC.
FIVE YEAR PROJECTED INCOME STATEMENTS

DESCRIPTION	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
REVENUE	\$ 9,500,000.00	\$ 31,407,000.00	\$ 47,110,500.00	\$ 62,814,000.00	\$ 78,517,500.00
COST OF GOODS SOLD	7,650,000.00	25,026,420.00	37,142,910.00	49,061,040.00	60,747,750.00
GROSS PROFIT	1,850,000.00	6,380,580.00	9,967,590.00	13,752,960.00	17,769,750.00
SALARIES	430,000.00	480,000.00	530,000.00	605,000.00	680,000.00
PAYROLL TAXES	51,600.00	57,600.00	63,600.00	72,600.00	81,600.00
EMPLOYEE BENEFITS	107,500.00	120,000.00	132,500.00	151,250.00	170,000.00
OCCUPANCY	120,000.00	120,000.00	120,000.00	180,000.00	180,000.00
DEPRECIATION	225,000.00	450,000.00	900,000.00	1,800,000.00	2,000,000.00
LEGAL	10,000.00	25,000.00	60,000.00	60,000.00	60,000.00
ACCOUNTING	10,000.00	30,000.00	50,000.00	75,000.00	75,000.00
INSURANCE	7,500.00	15,000.00	30,000.00	45,000.00	60,000.00
TOTAL GENERAL	961,600.00	1,297,600.00	1,886,100.00	2,988,850.00	3,306,600.00
NET INCOME BEFORE TAXES	888,400.00	5,082,980.00	8,081,490.00	10,764,110.00	14,463,150.00
PROVISION FOR INCOME TAXES	355,360.00	2,033,192.00	3,232,596.00	4,305,644.00	5,785,260.00
NET INCOME AFTER TAXES	533,040.00	3,049,788.00	4,848,894.00	6,458,466.00	8,677,890.00

[Handwritten Signature]

LEGENDS COMMUNICATIONS, INC.
FIVE YEAR PROJECTED STATEMENTS OF CASH FLOW

	<u>YEAR 1</u>	<u>YEAR 2</u>	<u>YEAR 3</u>	<u>YEAR 4</u>	<u>YEAR 5</u>
CASH RECEIVED FROM OPERATING ACTIVITIES:					
CASH RECEIVED FROM CUSTOMERS	\$ 8,708,333.33	\$ 29,581,416.67	\$ 45,801,875.00	\$ 61,505,375.00	\$ 77,208,875.00
CASH PAID TO VENDORS	(6,777,500.00)	(22,872,424.00)	(36,569,249.00)	(49,207,406.50)	(61,417,114.00)
CASH PAID TO EMPLOYEES	(971,600.00)	(1,908,921.00)	(2,583,245.50)	(3,281,902.00)	(3,968,987.50)
NET CASH RECEIVED FROM OPERATING ACTIVITIES:	<u>959,233.33</u>	<u>4,800,071.67</u>	<u>6,649,380.50</u>	<u>9,016,066.50</u>	<u>11,822,773.50</u>
CASH USED IN INVESTING ACTIVITIES:					
PURCHASED FIXED ASSETS	(1,071,181.00)	(1,300,000.00)	(1,700,000.00)	(1,550,000.00)	(1,550,000.00)
CASH PUT ON DEPOSIT	(5,000.00)	-	(20,000.00)	-	-
CASH RECEIVED IN STOCK PURCHASE	1,000.00	-	-	-	-
NET CASH USED IN INVESTING ACTIVITIES:	<u>(1,075,181.00)</u>	<u>(1,300,000.00)</u>	<u>(1,720,000.00)</u>	<u>(1,550,000.00)</u>	<u>(1,550,000.00)</u>
CASH RECEIVED FROM FINANCING ACTIVITIES:					
PROCEEDS FROM LOAN	1,250,000.00	-	-	-	-
PRINCIPAL PAID ON LOAN	-	(625,000.00)	(625,000.00)	-	-
NET CASH RECEIVED FROM FINANCING ACTIVITIES:	<u>1,250,000.00</u>	<u>(625,000.00)</u>	<u>(625,000.00)</u>	<u>-</u>	<u>-</u>
NET CHANGE IN CASH POSITION	1,134,052.33	2,875,071.67	4,304,380.50	7,466,066.50	10,272,773.50
CASH AT BEGINNING OF YEAR	-	1,134,052.33	4,009,124.00	8,313,504.50	15,779,571.00
CASH AT END OF YEAR	<u>\$ 1,134,052.33</u>	<u>\$ 4,009,124.00</u>	<u>\$ 8,313,504.50</u>	<u>\$ 15,779,571.00</u>	<u>\$ 26,052,344.50</u>
CASH PER BALANCE SHEET	1,134,052.33	4,009,124.00	8,313,504.50	15,779,571.00	26,052,344.50

LEGENDS COMMUNICATIONS, INC.
FIVE YEAR PROJECTED BALANCE SHEETS

	<u>YEAR 1</u>	<u>YEAR 2</u>	<u>YEAR 3</u>	<u>YEAR 4</u>	<u>YEAR 5</u>
ASSETS					
CASH	\$ 1,134,052.33	\$ 4,009,124.00	\$ 8,313,504.50	\$ 15,779,571.00	\$ 26,052,344.50
RECEIVABLES - TRADE	791,666.67	2,617,250.00	3,925,875.00	5,234,500.00	6,543,125.00
TOTAL CURRENT ASSETS	1,925,719.00	6,626,374.00	12,239,379.50	21,014,071.00	32,595,469.50
SWITCH	936,010.00	2,186,010.00	3,686,010.00	5,186,010.00	6,686,010.00
COMPUTERS	80,000.00	130,000.00	180,000.00	230,000.00	280,000.00
EQUIPMENT	14,860.00	14,860.00	39,860.00	39,860.00	39,860.00
FURNITURE & FIXTURES	19,100.00	19,100.00	19,100.00	19,100.00	19,100.00
LEASEHOLD IMPROVEMENTS	21,211.00	21,211.00	146,211.00	146,211.00	146,211.00
ACCUMULATED DEPRECIATION	(225,000.00)	(675,000.00)	(1,575,000.00)	(3,375,000.00)	(5,375,000.00)
TOTAL FIXED ASSETS	846,181.00	1,696,181.00	2,496,181.00	2,246,181.00	1,796,181.00
DEPOSITS	5,000.00	5,000.00	25,000.00	25,000.00	25,000.00
TOTAL ASSETS	\$ 2,776,900.00	\$ 8,327,555.00	\$ 14,760,560.50	\$ 23,285,252.00	\$ 34,416,650.50

LIABILITIES AND STOCKHOLDER'S EQUITY

ACCOUNTS PAYABLE	\$ 637,500.00	\$ 2,085,535.00	\$ 3,095,242.50	\$ 4,088,420.00	\$ 5,062,312.50
ACCRUED INCOME TAXES	355,360.00	2,033,192.00	3,232,596.00	4,305,644.00	5,785,260.00
NOTE PAYABLE - TWINLEAF	1,250,000.00	625,000.00	-	-	-
TOTAL LIABILITIES	2,242,860.00	4,743,727.00	6,327,838.50	8,394,064.00	10,847,572.50
COMMON STOCK	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00
RETAINED EARNINGS	533,040.00	3,582,828.00	8,431,722.00	14,890,188.00	23,568,078.00
TOTAL STOCKHOLDER'S EQUITY	534,040.00	3,583,828.00	8,432,722.00	14,891,188.00	23,569,078.00
TOTAL LIABILITIES & EQUITY	\$ 2,776,900.00	\$ 8,327,555.00	\$ 14,760,560.50	\$ 23,285,252.00	\$ 34,416,650.50

02/26/99

LEGENDS COMMUNICATIONS, INC.
Balance Sheet
As of December 31, 1998

Dec 31, '98

ASSETS	
Current Assets	
Checking/Savings	
Fidelity National - Operating	9,238.44
Total Checking/Savings	<u>9,238.44</u>
Accounts Receivable	
Due From ETS	792.87
Total Accounts Receivable	<u>792.87</u>
Total Current Assets	10,031.31
Fixed Assets	
Leasehold Improvements	17,693.00
Office Equipment	44,512.41
Office Software	2,895.00
Operational Equipment	480,729.40
Total Fixed Assets	<u>545,829.81</u>
TOTAL ASSETS	<u>555,861.12</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	33,976.62
Total Accounts Payable	<u>33,976.62</u>
Total Current Liabilities	33,976.62
Long Term Liabilities	
Notes Payable	
PSA, Inc.	200,000.00
Twinleaf, Inc.	212,954.34
Total Notes Payable	<u>412,954.34</u>
Total Long Term Liabilities	<u>412,954.34</u>
Total Liabilities	446,930.96
Equity	
Additional Paid in Capital	356,300.00
Net Income	-247,369.84
Total Equity	<u>108,930.16</u>
TOTAL LIABILITIES & EQUITY	<u>555,861.12</u>

02/26/99

LEGENDS COMMUNICATIONS, INC.

Profit and Loss

January through December 1998

Jan - Dec '98

Ordinary Income/Expense	
Cost of Goods Sold	
800 Service Expenses	4,563.23
T-1 Expense	30,725.00
Total COGS	35,288.23
Gross Profit	-35,288.23
Expense	
Automobile Expense	
Fuel	9.04
Total Automobile Expense	9.04
Contract Labor	29,773.53
Dues and Subscriptions	184.51
Equipment Rental	842.75
Expendable Equipment	89.88
Insurance	
Business	461.00
Workers Compensation	2,012.00
Total Insurance	2,473.00
Licenses and Permits	75,355.00
Miscellaneous	0.00
Postage and Delivery	157.75
Professional Fees	
Legal Fees	250.00
Professional Fees - Other	18,500.00
Total Professional Fees	18,750.00
Rent	37,521.25
Repairs	
Building Repairs	1,214.44
Computer Repairs	495.00
Equipment Repairs	4,279.33
Repairs - Other	300.00
Total Repairs	6,288.77
Supplies	
Computer	7,471.66
Office	3,778.75
Tools	14,125.00
Total Supplies	25,375.41
Telephone	7,918.20
Travel & Ent	
Entertainment	341.96
Meals	2,117.28
T&E for ETS	0.00
Travel	3,507.30
Total Travel & Ent	5,966.54
Utilities	
Cable TV	512.23
Gas and Electric	863.75
Total Utilities	1,375.98
Total Expense	212,081.61
Net Ordinary Income	-247,369.84
Net Income	-247,369.84



LEGENDS COMMUNICATIONS, INC.

EXHIBIT III

MANAGERIAL CAPABILITY

LEGENDS COMMUNICATIONS, INC.
Managerial Capability

CHARLES E. EDWARDS, President

Charles E. Edwards is the founder and also serves as the director of Legends Communications, Inc. Mr. Edwards has over thirty years of experience building successful sales organizations and international marketing and manufacturing firms. Mr. Edwards has spend the last nine years in the telecommunications industry.

Mr. Edwards has been an owner and operator of private pay telephones throughout the United States. More importantly, Mr. Edwards has devoted the last six years to research in the pay telephone and telecommunications industry. In addition to his duties at Legends, Mr. Edwards also serves on the Board of Directors of the Georgia Payphone Association.

THOMAS L. CHILDERS, Chief Executive Officer

Thomas L. Childers has been in the telecommunications industry since 1987. He possesses a Masters Degree in Data Computer Management and a Master's in Contract Law. He is currently working on his Ph.D. in Business Administration at Walden University. Mr. Childers has published numerous articles relating to the telecommunications industry and is currently an active board member on the International Internet Commerce Exchange sub-committee. He has been a guest lecturer at numerous colleges and universities, including his current tenure at Mercer University as an adjunct professor in the Master Degree of Technology.

His eleven years within the industry has primarily been focused on building large enterprise telephone and data communications networks. Mr. Childers has been involved in a multitude of projects to build out Interexchange Carrier services both in landline and via satellite infrastructures.

Prior to accepting this position as Chief Executive Officer, Mr. Childers was the Director of Telecommunications at General Data Comm. His responsibilities included National Account Manager, Alltel Telephone Corporation, interface to BellSouth both regulated and deregulated companies, Sprint (Global One), AT&T, and General Telephone Equipment Corporation (GTE). Mr. Childers worked with these clients on both Voice and Data Networking products.

In 1996, he returned from assignment with Sprint International (Global One) in Saudi Arabia where he was the General Manager for a \$400 million company that was responsible for the Telephone Expansion Project 6 (TEP6). His responsibilities were to oversee the build out of the SONET Ring infrastructure, placement of Lucent Technologies Central Office 5E switches, cellular integration of central office switches, and the deployment of microwave and satellite connectivity to the SONET Ring. In addition, he had direct responsibilities for projects for build-out of Asynchronous Transfer Mode (ATM) networks in United Arab Emirates, Kuwait, Jordan and Oman.

LEGENDS COMMUNICATIONS, INC.

EXHIBIT IV

TECHNICAL CAPABILITY

TECHNICAL CAPABILITY

Legends Communications, Inc. has been in the business of providing long distance telecommunications services since 1987. The company has a proven track record for providing high quality services and responsive customer service. The company's technical capabilities as a reseller of local exchange service are evidenced by its strong track record of providing quality interexchange service in Florida.

The company intends to provide local exchange service in Florida as a reseller of the incumbent local exchange company's facilities. As a reseller, Legends Communications, Inc. will rely on its facilities-based underlying carriers for the operation and maintenance of the local exchange network. The company will use only reputable underlying carriers to ensure that high quality service is provided to customers. Legends Communications, Inc.'s resale experience in the interexchange services market will enable it to competently manage the technical aspects of its resold local exchange services. In its expansion into the local exchange market, to the benefit of its customers, the company will take advantage of many of its existing operations including billing arrangements, customer service and network management.

Access to 911 emergency service will also be provided via the facilities of the underlying local exchange company. The company will use only reputable underlying carriers to ensure that high quality service is provided to customers.

Legends' services will satisfy the minimum standards established by the Florida Public Service Commission. The Company will file and maintain tariffs in the manner prescribed by the Commission and will meet the minimum basic local standards, including the quality of service and billing standards required of all LECs regulated by the Commission.

As the foregoing illustrates, Legends possesses considerable telecommunications expertise and is well qualified to provide local exchange service in Florida.

The profiles of key personnel provided in Exhibit II of this application provide further evidence of the company's technical capability to provide local services.



DEPOSIT
D170M

DATE
JUL 16 1999

July 15, 1999
Via Overnight Delivery

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Ms. Blanca Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0870

**RE: Alternative Local Exchange Carrier Application for
Legends Communications, Inc.**

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Dear Ms. Bayo:

Enclosed for filing is one (1) original and six (6) copies of the Alternative Local Exchange Carrier Application filed on behalf of Legends Communications, Inc. ("Legends"). A check in the amount of \$250 made payable to the Florida Public Service Commission is enclosed with this application.

Please acknowledge receipt of this filing by returning the extra copy of this letter, file stamped, in the self-addressed, stamped envelope enclosed for that purpose.

Questions regarding this filing may be directed to me at (407) 740-8575. Thank you for your cooperation and assistance.

Sincerely,

RECEIVED
JUL 16 3 17 PM '99
ADMINISTRATION
MAIL ROOM

TECHNOLOGIES MANAGEMENT, INC.
P.O. BOX 200
210 N. PARK AVE.
WINTER PARK, FL 32789-0200
(407) 740-8575

NATIONS BANK
WINTER PARK, FL 32789
63-27/631

23594

7/15/1999

PAY TO THE ORDER OF Florida Public Service Commission

\$ **250.00

Two Hundred Fifty and 00/100*****

Florida Public Service Commission
Records & Reporting
2540 Shumard Oaks Blvd.
Tallahassee, FL 32302-1500

DOLLARS
Security features included.
Details on back.

DOCUMENT NUMBER-DATE

08491 JUL 16 99

TECHNOLOGIES MANAGEMENT, INC.

MEMO florida Public Service Commission

023594