

Law Offices

HOLLAND & KNIGHT LLP

315 South Calhoun Street
Suite 600
P.O. Drawer 810 (ZIP 32302-0810)
Tallahassee, Florida 32301

850-224-7000
FAX 850-224-8832
<http://www.nklaw.com>

Atlanta
Boca Raton
Fort Lauderdale
Jacksonville
Lakeland
Miami
New York

Northern Virginia
Orlando
San Francisco
St. Petersburg
Tampa
Washington, D.C.
West Palm Beach

July 16, 1999

D. BRUCE MAY
904-425-5607

Internet Address:
dbmay@hklaw.com

Via Hand Delivery

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

990931-TX

RECORDED AND
REPORTING

JUL 16 PM 4:11

RECEIVED-FPSC

Re: In re: Application for Certificate to provide alternative local exchange telecommunications service by Premiere Network Services, Inc.

Dear Ms. Bayo:

Enclosed for filing in the above-referenced docket are the original and 6 copies of Premiere Network Services, Inc.'s ("Premiere's") Application for Authority to Provide Alternative Local Exchange Telecommunications Service Within the State of Florida ("Application"), together with a "sealed envelope" containing confidential financial information designated as Exhibit "B" in Premiere's Application. Also enclosed is a check in the amount of \$250.00 to cover the filing fee for the Application.

For our records, please acknowledge your receipt of this filing on the enclosed copy of this letter.

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:

DBM

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

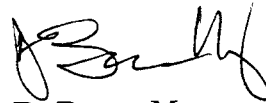
08495 JUL 16 99

Ms. Blanca S. Bayo, Director
July 16, 1999
Page 2

Thank you for your consideration in this matter.

Sincerely,

HOLLAND & KNIGHT LLP



D. Bruce May

Enclosures
DBM/sms
cc: Leo Wrobel (w/enclosures)

TAL-137515

**FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850**

**APPLICATION FORM
for**

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

INSTRUCTIONS

1. 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.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

5. 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.

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 of assignment of existing certificate (to a noncertificated company)

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

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:

Premiere Network Services, Inc.

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

Premiere Network Services, Inc.

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

N/A

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

Premiere Network Services, Inc. (972) 228-8881
1510 N. Hampton Road, Ste. 210 (972) 217-1995 (fax)
DeSoto, TX 75115

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

None at this time.

6. Structure of organization:

Individual

Corporation

Foreign Corporation

Foreign Partnership

General Partnership

Limited Partnership

Joint Venture

Other, Please explain _____

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

Not Applicable

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 or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

No

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

Corporate charter number: See Exhibit "A".

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.

Mr. Leon Wrobel is the person that will serve as an ongoing liaison with the Commission. His name, title, address, telephone number, internet address and facsimile number are as follows:

Mr. Leo A. Wrobel
President and CEO
Premiere Network Services, Inc.
1510 N. Hampton Road, Ste. 210
DeSoto, TX 75115
(972) 733-6870
(972) 217-1995 (fax)
www.rewireit.com

D. Bruce May, counsel for Premiere Network Services, Inc. is the liaison responsible for this application. His name, title, address, telephone number, internet address and facsimile number are as follows:

D. Bruce May, Esquire
Holland & Knight LLP
315 S. Calhoun Street, Ste 600
Tallahassee, FL 32301
(850) 224-7000
(850) 224-8832 (fax)
dbmay@hkllaw.com

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

Premiere Network Services, Inc. is currently providing alternative local exchange service in the state of Texas.

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

No

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.

Contact: Complaints/inquiries from customers can be mailed to the attention of: Ms. Jacquetta Peace, Operations Supervisor, Premiere Network Services, Inc., 1510 N. Hampton Road, Ste. 210, DeSoto, Texas 75115. Customers can also reach Premiere Network Services, Inc. by calling (888) 773-4373. This number is staffed 24 hours a day, seven days a week.

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

Prior to providing service, Premiere Network Services, Inc. will file with the Commission and maintain a current price list which will clearly set forth the information required by Rule 25-24.825, Florida Administrative Code.

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:

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.

Premiere Network Services, Inc. is qualified financially to provide high quality alternative local exchange service in Florida. Documents demonstrating the company's financial culpability are contained in Composite Exhibit "B" to this application which has been filed separately under cover of a Notice of Intent to Request Confidential Classification.

B. Managerial capability.

Premiere Network Services, Inc.'s alternative local exchange operations will be under the direction of a highly skilled management team with extensive experience in the telecommunications industry. Relevant biographies of the Company's management are attached as Composite Exhibit "C".

C. Technical capability.

Premiere Network Services, Inc. has the technical expertise and capabilities necessary to provide high quality alternative local exchange service in Florida. A brief summary of the company's technical capabilities is attached as Composite Exhibit "D."

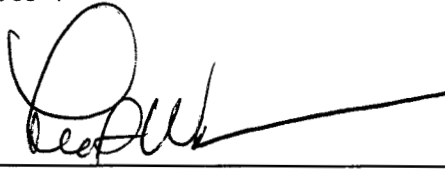
(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas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

Premiere Network Services, Inc. will utilize the 911 services provided by the incumbent local exchange carrier under the respective interconnection agreements between Premiere Network Services, Inc. and the incumbent local exchange carrier. This generally provides Premiere Network Services, Inc. to directly connect each 911 access tandem in the serving area.

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:  7/14/99
Signature

Leo A. Wrobel
(Printed Name)

Title: President / CEO

(972) 228-8881
Telephone Number

Address: Premiere Network Services, Inc.

1510 North Hampton Road – Suite 210

DeSoto, TEXAS 75115

TAL-137884

State of Florida



Department of State

I certify from the records of this office that PREMIERE NETWORK SERVICES, INC., is a corporation organized under the laws of Texas, authorized to transact business in the State of Florida, qualified on October 7, 1998.

The document number of this corporation is F98000005596.

I further certify that said corporation has paid all fees due this office through December 31, 1999, that its most recent annual report was filed on April 23, 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
Thirteenth day of July, 1999



CR2EO22 (1-99)

EXHIBIT

"A"

Katherine Harris

Katherine Harris
Secretary of State

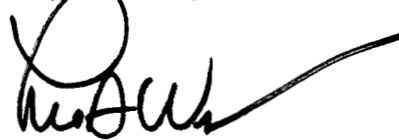
AFFIDAVIT

STATE OF TEXAS

BEFORE ME, the undersigned authority on this date personally appeared Leo A. Wrobel Jr. who swore upon his oath that the following is true:


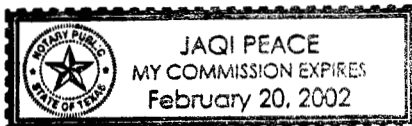
1. My name is Leo A. Wrobel Jr. I am of sound mind and have never been convicted of a felony. I am over 18 years of age, capable of making this affidavit, and am fully competent to testify to the matters stated herein. I have personal knowledge of each of the facts stated herein and to the best of my knowledge, each is true and correct.
2. I am currently President of Premiere Network Services Inc.
3. The attached information is CONFIDENTIAL and portrays an accurate estimate of the financial posture of Premiere Network Services in terms of its financial condition, credit worthiness, and ability to meet the working capital requirements of its certification.

Further, Affiant sayeth not.



Leo A. Wrobel, Affiant

SWORN AND SUBSCRIBED before me on this, the 22 day of JUNE, 1999.


Jaqi Peace
Notary Public for the State of Texas

My Commission Expires: / /

EXHIBIT
REDACTED
"B"

Premiere Network Services Inc.

"For Your Information... We've Got Connections!"™



From the Office of
Leo A. Wrobel, President

1510 N. Hampton, Suite 210, DeSoto, TX 75115
Direct: (972) 228-8881
Fax: (972) 228-8889

June 22, 1999

CONFIDENTIAL

State of Florida
Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, FLORIDA 32399-0850

Dear Florida Commission:

Enclosed is a confidential summary of Premiere's finances, to be filed only under an appropriate protective order.

I hope this helps you better understand our financial posture. I stand ready to answer specific questions as the need arises.

Yours truly,

Leo A. Wrobel

Attachments:

~~1. [Redacted]~~
~~2. [Redacted]~~
~~3. [Redacted]~~

**Confidential Financial Performance Overview of
Premiere Network Services, Inc.**

*A Texas "Subchapter S" Corporation
Incorporated May 16, 1986*

06/22/99

Premiere Network Services, Inc.

Balance Sheet

As of December 31, 1997

Dec 31, '97

Premiere Network Services, Inc.

Balance Sheet

As of December 31, 1998

06/22/99

Dec 31, '98

Premiere Network Services, Inc.
Balance Sheet
As of December 31, 1998

06/22/99

Dec 31, '98

06/22/99

Premiere Network Services, Inc.
Balance Sheet
As of June 22, 1999

Jun 22, '99

06/22/99

Premiere Network Services, Inc.
Balance Sheet
As of June 22, 1999

Jun 22, '99



0 14077 358 153626 G

Bank One, Lincoln Centre
P. O. Box 655415
Dallas, TX 75265-5415

Items Enclosed 36

Acct # [REDACTED]
Taxpayer ID # 00-3469559

PREMIERE NETWORK SERVICES INC
1510 N HAMPTON 210
DESOTO TX 75115

May 1 to May 31, 1999

Page 1 of 3

AS OF 4-1-99, ANY ELECTRONIC FUNDS TRANSFER ERROR REPORTED THAT TAKES MORE THAN 10 BUSINESS DAYS TO RESOLVE (20 BUSINESS DAYS FOR NEW ACCOUNTS AS OF 5-1-99), THE BANK WILL PROVISIONALLY CREDIT YOUR ACCOUNT WHILE RESEARCHING IT. AS OF 5-1-99, FOR ANY ERROR ON NEW ACCOUNTS, RESEARCH WILL BE COMPLETED WITHIN 90 DAYS.

*ACCOUNT INQUIRIES ————— 972-647-1111
HEARING IMPAIRED (TX ONLY) ————— 800-685-1112*

Acct # [REDACTED]

May 1 to May 31, 1999

Page 2 of 3

Acct # [REDACTED]
May 1 to May 31, 1999
Page 3 of 3

Your minimum balance this statement period was \$ [REDACTED]

WE'RE READY TO ASSIST YOU WITH YOUR BANK ONE ACCOUNT OR OPEN NEW BUSINESS ACCOUNTS 24-HOURS A DAY. CALL BANK ONE BUSINESS SOLUTIONS AT 1-800-404-4111 AND SPEAK WITH ONE OF OUR BUSINESS BANKING EXPERTS TODAY! CALL BUSINESS LOAN BY PHONE AT 1-800-404-4111 WHEN YOU NEED MONEY FOR YOUR BUSINESS.

THE BUSINESS LINE OF CREDIT FROM BANK ONE IS A POWERFUL TOOL FOR KEEPING YOUR COMPANY'S CASH FLOWING SMOOTHLY. BEST OF ALL, IT'S EASY TO USE. CALL NOW TO APPLY... 1-877-891-2403.

*BANK ONE ONLINE VISIT WWW.BANONE.COM
RECEIVE AND PAY YOUR BILLS ONLINE WITH THE CLICK OF A MOUSE!
EXCITING NEW GRAPHICS AND FRIENDLIER NAVIGATION COMING SOON!
IT'S BANKING WHENEVER AND WHEREVER IT'S CONVENIENT FOR YOU.*



Bank One, Lincoln Centre
P. O. Box 655415
Dallas, TX 75265-5415

Items Enclosed 37

Acct # [REDACTED]

Taxpayer ID # 00-3469559

Apr 1 to Apr 30, 1999

Page 1 of 3

PREMIERE NETWORK SERVICES INC
1510 N HAMPTON 210
DESOTO TX 75115

YOUR CHECKING ACCOUNT CONSISTS OF A TRANSACTION SUBACCOUNT AND A SAVINGS SUBACCOUNT. THIS INTERNAL ACCOUNTING PROCESS DOES NOT AFFECT THE OPERATION OF YOUR ACCOUNT INCLUDING THE STATEMENT, BALANCE, OR FEES. THE SAVINGS SUBACCOUNT IS SUBJECT TO THE TERMS OF THE ACCOUNT AGREEMENT GOVERNING SAVINGS.

AS OF 4-1-99, ANY ELECTRONIC FUNDS TRANSFER ERROR REPORTED THAT TAKES MORE THAN 10 BUSINESS DAYS TO RESOLVE (20 BUSINESS DAYS FOR NEW ACCOUNTS AS OF 5-1-99), THE BANK WILL PROVISIONALLY CREDIT YOUR ACCOUNT WHILE RESEARCHING IT. AS OF 5-1-99, FOR ANY ERROR ON NEW ACCOUNTS, RESEARCH WILL BE COMPLETED WITHIN 90 DAYS.

ACCOUNT INQUIRIES _____ 972-647-1111
HEARING IMPAIRED (TX ONLY) _____ 800-685-1112

BUSINESS CHECKING

Account number 9770125083

Acct # [REDACTED]

Apr 1 to Apr 30, 1999

Page 2 of 3

Acct # [REDACTED]

Apr 1 to Apr 30, 1999

Page 3 of 3

Daily Ending Balance

[REDACTED]

Your minimum balance this statement period was \$ [REDACTED]

WE'RE READY TO ASSIST YOU WITH YOUR BANK ONE ACCOUNT OR OPEN NEW BUSINESS ACCOUNTS 24-HOURS A DAY. CALL BANK ONE BUSINESS SOLUTIONS AT 1-800-404-4111 AND SPEAK WITH ONE OF OUR BUSINESS BANKING EXPERTS TODAY! CALL BUSINESS LOAN BY PHONE AT 1-800-404-4111 WHEN YOU NEED MONEY FOR YOUR BUSINESS.

ONE GROUP MUTUAL FUNDS CAN HELP PLAN YOUR FINANCIAL FUTURE, DIVERSIFY YOUR INVESTMENT PORTFOLIO, AND HELP TAXES. SEE THIS MONTHS INSERT FOR MORE DETAILS OR STOP BY ANY BANK ONE BANKING CENTER TO SPEAK WITH A BOSQ INVESTMENT REP.

**** NOT BANK GUARANTEED. NOT FDIC INSURED. MAY LOSE VALUE. ****



Bank One, Lincoln Centre
P. O. Box 655415
Dallas, TX 75265-5415

Items Enclosed 44

PREMIERE NETWORK SERVICES INC
1510 N HAMPTON 210
DESOTO TX 75115

Acct # [REDACTED]
Taxpayer ID # 00-3469559

Mar 1 to Mar 31, 1999

Page 1 of 3

IMPORTANT NOTICE FOR BANK ONE BUSINESS MONEY ACCESS CARD AND THE ONE BUSINESS CARD CUSTOMERS. BANK ONE MAY AT ITS DISCRETION APPROVE MERCHANT PURCHASE TRANSACTIONS WHEN SUFFICIENT FUNDS ARE NOT AVAILABLE IN YOUR CHECKING ACCOUNT.

AS OF 4-1-99, ANY ELECTRONIC FUNDS TRANSFER ERROR REPORTED THAT TAKES MORE THAN 10 BUSINESS DAYS TO RESOLVE (20 BUSINESS DAYS FOR NEW ACCOUNTS AS OF 5-1-99), THE BANK WILL PROVISIONALLY CREDIT YOUR ACCOUNT WHILE RESEARCHING IT. AS OF 5-1-99, FOR ANY ERROR ON NEW ACCOUNTS, RESEARCH WILL BE COMPLETED WITHIN 90 DAYS.

*ACCOUNT INQUIRIES ----- 972-647-1111
HEARING IMPAIRED (TX ONLY) ----- 800-685-1112*

BUSINESS CHECKING

Account number [REDACTED]

Acct # [REDACTED]

Mar 1 to Mar 31, 1999

Page 2 of 3

Checks sold



PREMIERE NETWORK SERVICES INC

0 14077 358 167357 G

Acct # [REDACTED]

Mar 1 to Mar 31, 1999

Page 3 of 3

Daily Ending Balance

Your minimum balance this statement period was \$ [REDACTED]

WE'RE READY TO ASSIST YOU WITH YOUR BANK ONE ACCOUNT OR OPEN NEW BUSINESS ACCOUNTS 24-HOURS A DAY. CALL BANK ONE BUSINESS SOLUTIONS AT 1-800-404-4111 AND SPEAK WITH ONE OF OUR BUSINESS BANKING EXPERTS TODAY! CALL BUSINESS LOAN BY PHONE AT 1-800-404-4111 WHEN YOU NEED MONEY FOR YOUR BUSINESS.

THE ONE BUSINESS CARD, WITH NO ANNUAL FEE, WORKS LIKE A CHECK AND IS ACCEPTED ANYWHERE THE VISA LOGO IS DISPLAYED. PURCHASES ARE AUTOMATICALLY DEDUCTED FROM YOUR BANK ONE BUSINESS CHECKING ACCOUNT AND ITEMIZED ON YOUR MONTHLY STATEMENT. CALL 1-800-404-4111 OR COME IN TO YOUR NEAREST BANKING CENTER TO APPLY.



Bank One, Lincoln Centre
P. O. Box 655415
Dallas, TX 75265-5415

RECEIVED MAR 04 1999

Items Enclosed 52

Acct # [REDACTED]
Taxpayer ID # 00-3469559

Feb 1 to Feb 28, 1999

Page 1 of 3

PREMIERE NETWORK SERVICES INC
1510 N HAMPTON 210
DESOTO TX 75115

*WOULDN'T IT BE GREAT TO RECEIVE YOUR BUSINESS ACCOUNT BALANCE
INFORMATION, VIA FAX, IN THE CONVENIENCE OF YOUR OFFICE EACH MORNING?
TO GET INFORMATION ABOUT THIS AND OTHER MONEY MANAGEMENT IDEAS,
PLEASE CALL BANC ONE BUSINESS SOLUTIONS AT 1-800-395-0010.*

*ACCOUNT INQUIRIES ----- 972-647-1111
HEARING IMPAIRED (TX ONLY) ----- 800-685-1112*

BUSINESS CHECKING

Account number [REDACTED]

Acct # [REDACTED]

Feb 1 to Feb 28, 1999

Page 2 of 3

Acct # [REDACTED]

Feb 1 to Feb 28, 1999

Page 3 of 3

Your minimum balance this statement period was \$ [REDACTED]

WE'RE READY TO ASSIST YOU WITH YOUR BANK ONE ACCOUNT OR OPEN NEW BUSINESS ACCOUNTS 24-HOURS A DAY. CALL BANK ONE BUSINESS SOLUTIONS AT 1-800-404-4111 AND SPEAK WITH ONE OF OUR BUSINESS BANKING EXPERTS TODAY! CALL BUSINESS LOAN BY PHONE AT 1-800-404-4111 WHEN YOU NEED MONEY FOR YOUR BUSINESS.



0 14077 358 138175 G

Bank One, Lincoln Centre
P. O. Box 655415
Dallas, TX 75265-5415

Items Enclosed 49

Acct # [REDACTED]

Taxpayer ID # 00-3469559

Jan 1 to Jan 31, 1999

Page 1 of 3

PREMIERE NETWORK SERVICES INC
1510 N HAMPTON 210
DESOTO TX 75115

ACCOUNT INQUIRIES _____ 972-647-1111
HEARING IMPAIRED (TX ONLY) _____ 800-685-1112

BUSINESS CHECKING
Account number [REDACTED]

RECEIVED FEB 2 1999

continues

Acct # [REDACTED]
Jan 1 to Jan 31, 1999
Page 2 of 3

• Checks not listed were shown on a previous statement or had not yet cleared as of 01-31-99.

I. Background of Principles

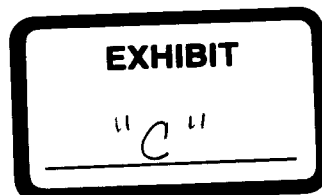
Leo A. Wrobel, President and CEO - Leo A. Wrobel has over two decades of experience with a host of firms engaged in banking, brokerage, heavy manufacturing, telecommunications services and government. A noted author and technical futurist, Leo is responsible for many technological firsts, including the first microwave "bypass" shot in Dallas (1985) for the largest mortgage banking company in the country, and the largest telecommunications network ever installed in Texas, for Texas Instruments Incorporated (1993). He was also the first in Dallas to run T1 telephone traffic over a cable television system in an agreement he pioneered in 1985, and recently completed regulatory consulting for a \$25 billion insurance cooperative (1997). He is a former Mayor and City Councilman of a Dallas suburb. Leo has lectured throughout the United States and overseas in Israel, South America, and other locations, as well as appearing on several television news programs. A knowledgeable and effective communicator, he has combined his political and technical knowledge in repeated engagements in order to get things done, even at the highest policy levels.

Wrobel has been President and CEO of Dallas-based Premiere Network Services Inc. since 1986. Prior to this he was Director, Network Planning and Engineering for Lomas and Nettleton and held technical positions at AT&T in its former Long Lines subsidiary. Wrobel holds degrees in *Telecommunications Systems Technology*, *Electronic Systems Technology* and *Business and Public Policy*. An active author and technical futurist, he has published ten books and over 300 trade articles on a wide variety of technical subjects, including:

- ◆ *Understanding Emerging Network Services, Pricing, and Regulation* (C) 1993 Artech House
- ◆ *Managing Emerging Technologies for Competitive Advantage* (C) 1993 Computer Economics
- ◆ *The Definitive Guide to Business Resumption Planning* (C) 1997 Artech House
- ◆ *Business Resumption Planning* (C) 1995/6/7/8 Auerbach Publishers
- ◆ *Disaster Recovery Planning for Telecommunications* (C) 1990 Artech House
- ◆ *The LAN and MIS Managers Guide to Advanced Telecommunications*, (C) 1999, IEEE Books

Leo's consulting and seminar clients include:

American Airlines Sabre Group, Affiliated Computer Services (ACS), Ameritech, American Cyanamid, AT&T, AT&T Bell Labs, Bank of California, Bell South, Bemis Co., Carlson Companies, Con Edison, City of Dallas, City of Tulsa, Dana Corp., Dept of Defense, EDS, Ericsson, Exxon, Fed Energy Reg Comm, GTE, Fed Bureau Labor Stats, Lomas and Nettleton, MCI, Moore Business Forms, Northrup, Occidental, Pacific Gas & Elect, Pacific Health Care, Reliance Electric, Southern Bell, Southwestern Bell, State of Hawaii, Tel Aviv Stock Exchange, Tellabs, Texas Employment Commission, Texas Department of Public Safety, Texas Department of Rehabilitation, Texas Instruments, United Health Care, USAA, US Army, US Military Academy, Weyerhaeuser, and more.



Eddie M. Pope, General Counsel, has over 20 years experience in telephone regulation in various capacities. Most recently he served as Chief of Staff to the Chairman the Texas Public Utility Commission and now represents Premiere as General Counsel. Mr. Pope was the person responsible for interpreting all legislation as well as drafting regulatory policy for Texas. The recruitment of Eddie Pope puts Premiere in the enviable position of having the individual who literally penned the rules for resale in the second most populated state in the US, on staff and at our disposal.

While in private practice, Mr. Pope advised clients throughout the USA, and assisted in several starts up corporations. Prior to this, he was Vice President and General Legal Counsel for International Telecharge in Dallas, the largest independent operator Services Company in the country. Eddie also has previous employment experience with the Texas PUC, the Oklahoma Corporation Commission, and the Oklahoma legislature. Mr. Pope has a Bachelors degree in History from Oklahoma City University and a JD in law from Oklahoma University.

Pope is co-author with Leo Wrobel on a 1993 book Understanding Emerging Network Services, Pricing and Regulation (Artech House Books, Boston, MA) which describes the technical and regulatory policies which Wrobel and Pope pioneered four years ago, and which later influenced telecom policy in Texas. Mr. Pope represents Premiere as General Counsel and also serves with the Austin, Texas based law firm of Clark, Thomas, & Winters.

Harold J. Erbs, Chairman of the Board, is co-founder and former CEO of Qwest Companies. He is CEO of Laboratory Tops, Inc., of Taylor TX, a manufacturer of chemically-resistant countertops worldwide.

A longtime friend and mentor of Wrobel, Mr. Erbs helped bring many of Wrobel's early visions to life. These included the first microwave bypass shot to a financial services company in Dallas (Lomas, 1985) as well as the construction of the first computer disaster recovery center in the U.S. located inside a telephone central office (Premiere Network Services, 1986.) The disaster recovery center occupied the third floor of the original Qwest building in Dallas, where Erbs pioneered the concept of carrier co-location over 15 years ago.

An accountant by trade, Harold Erbs has proven to be a savvy financial complement to Wrobel, as well as a seasoned and battle-tested chairman to Premiere. Mr. Erbs also served as a Board of Directors Member to Con Quest Long Distance Company.

Education: Mr. Erbs has a BS/Accounting from St. Louis University (1954) and an MBA from the University of Texas (1983).

Archie M. Croom, Board Member, has a degree in electrical engineering, which has been used as the basis for a broad-based career in the design of electrical, electronic, and software systems. He has 24+ years' experience in data communications systems using a variety of protocols over all forms of analog and digital transmission facilities. He has extensive experience in network analysis, modeling, and design.

Mr. Croom has broad experience managing national data communications networks for large companies, and has been an independent consultant for a wide variety of clients designing hardware, software, and communications systems. In addition, he is well versed in the field of process validation.

William (Bill) H. Maybaum, Board Member, has over 25 years in the communications industry, holding executive positions at Fidelity Investments and The DMW Group. His depth of career experience includes electronic manufacturing, service bureau operations, and consulting and financial services. During his tenure with Fidelity Investments, one of the financial service industry leaders, Bill led the corporate communications organization with a staff of 200 personnel and a budget to support the operation. His organization was responsible for development and delivery of services focused on global call center solutions including

domestic and international automated voice services. The solutions that Bill has developed include worldwide network designs, global call centers, enterprise communication services procurements, and integrated network management systems and services. Bill also developed an internal organization that provided leading edge research, development and delivery of emerging voice technologies and CTI applications. While working for The DMW Group, a consulting firm specializing in the Fortune 500 and telecommunication service provider segments, Bill participated in a range of high-end consulting engagements.

Gerald (Gerry) Mayfield, Advisor to the Board, has worked for over 30 years in the telecommunications industry. His experience covers a wide range of activities including investing, managing, developing businesses, marketing and consulting. He has served as a Venture Partner with Accel Partners where he advised and developed venture funded companies. Mr. Mayfield has served on the Board of Directors of several companies including an independent telephone company, a software company, an equipment manufacturer and a telecom facilities management firm. Gerald received his Bachelor of Science and Master of Science degrees in Electrical Engineering from Oklahoma State University.

T. Scott Atkinson, Advisor to the Board, is President of InfoCom Consulting Services, has over 25 years of experience in engineering and technology. He has developed business and network recovery scenarios for a large multi-billion dollar financial services company. He developed telecom system plans for both a large petroleum company and a major hospital in Houston. Mr. Atkinson also built and managed Tenneco's nationwide telephone network. Mr. Atkinson is a Sr. Member - Institute of Electrical and Electronic Engineers (IEEE), a Certified Disaster Recovery Planner (CDRP) and has been listed in Who's Who in the South and Southwest. Mr. Atkinson has a Bachelor's degree in Physics from Texas A&M University - Kingsville (1961), as well as an MBA from Pepperdine University (1979). Mr. Atkinson has also done post-graduate work in Computer Programming at the University of Texas - San Antonio (1987-88) and at St. Mary's University (1989).

Eric Brown, Advisor to the Board, is President of DNSI Operator Services. Mr. Brown has been with DNSI since 1978. DNSI provided network-consulting services on a contract basis to IXCs and Resellers in California, Arizona, Nevada, and Texas from 1978 until 1988. In 1988, the West Coast offices were closed, and the company moved to Dallas, Texas and became an Interexchange Carrier/Operator Services Provider. DNSI provides unbundled wholesale Operator Services to carriers exclusively. Mr. Brown has BS from Pierce College (Los Angeles, CA) (1965).

Bryan Bonham, Board Member, has almost 20 years experience in the telecommunications arena including a variety of assignments with long distance and operator service companies. His experience spans a wide range of topics including switching technology, billing and collection system, and other specialized service arrangements. Bryan also has extensive telecommunications regulatory experience and serves as President and CEO of Washington DC-based CommDev/CDM.

Premiere Network Services, Inc. ("Premiere") is technically qualified to provide local exchange services in Florida. Premiere will provide local exchange services in Florida exclusively as a switchless reseller. Thus, the company will not own, operate or control, directly or indirectly, transmission facilities in the state. Accordingly Premiere will have the technical capability of the underlying incumbent local exchange companies ("LECs"). The company will only resell services of underlying LECs that have been authorized by the Commission to provide service in Florida. Thus, the technical ability of the underlying LECs has already been determined by the Commission.

Premiere plans to provide additional value-added options to its clients by not only being in a position to *specify* telecommunications enhancements which embrace emerging technologies but to actively *implement* them for our clients.

I. We anticipate the scope of services will include, but not be limited to:

- \geq OC-12 SONET Access Facilities
- Asynchronous Transfer Mode Services (ATM)
- ISDN/ADSL Services
- T1/T3 Services, also including T1/T3 upgrades to SONET OC-XX
- Integrated Wide Area Network Management Systems
- Fault-Tolerant Network Assemblies for Disaster Recovery (like SWB Secure-Net)

II We also anticipate offering services aimed at the following applications, utilizing a variety of Custom Network Services and Delivery System for:

- Native LAN Connectivity
- Supporting Business Resumption Centers
- Televaulting and Remote Data Archiving
- Teleradiology and Medical Applications
- Education
- Remote Serving Applications

III Lastly, in order to provide a complete range of services, we also plan to provide, but not necessarily concentrate on, the following traditional services:

- Local exchange and extended area service, toll restriction, call control options, touch tone, caller ID service, and any other services available on a resale basis from the underlying local exchange carrier or other certified carrier within the service area of Premiere.

Because Premiere will offer resold service of incumbent LECs, it will rely on the incumbent LECs to provide access to 911 emergency service. Premiere is familiar, and will comply, with all rules and regulations of the Commission pertaining to 911 services and will ensure that 911 services will be readily accessible to its customers in Florida.

Exhibit "D"

FORM PSC/CMU 8 (11/95)
Required by Chapter 364.337 F.S.

