

ARBROSSM

ORIGINAL

March 24, 2000

VIA OVERNIGHT DELIVERY

Walter D'Haeseleer, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 03761-00. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

000360-TX

RE: Application of Arbros Communications Licensing Company S.E., LLC to Provide Facilities-based and Resold Local Exchange Telecommunications Service in the State of Florida

Dear Mr. D'Haeseleer:

Enclosed please find an original and six (6) copies of the Application of Arbros Communications Licensing Company S.E., LLC for authority to provide alternative local exchange service within the State of Florida.

Please note Appendix A, Certificate Sale, Transfer, or Assignment statement, and Appendix B, Intrastate Network, do not apply to the Applicant. This application is for an original certificate and the Applicant does not have an intrastate network in the state of Florida at this time.

Please note that the financial information of the applicant, attached to the application as Exhibit D, and the letter of guarantee contains highly confidential and proprietary information. Accordingly, the financial statements and the letter of guarantee are submitted herewith under seal.

A check in the amount of \$250 to cover the requisite filing fee is also enclosed. Please acknowledge receipt of this filing by returning the date-stamp copy of this filing in the enclosed stamped envelope. Should you have any questions regarding this matter, please do not hesitate to contact me.

Check received with filing and forwarded to Fiscal for deposit. Fiscal to advise if any of check to BUREAU OF RECORDS deposit.

Initials of person who forwarded check:

[Handwritten initials]

RECEIVED & FILED

[Handwritten signature]

FPC-BUREAU OF RECORDS

Respectfully submitted,

[Handwritten signature]

Chris Tran
Manager, Regulatory Affairs

Encl.

DOCUMENT NUMBER - DATE

03761 MAR 27 8

FPC-BUREAU OF RECORDS

ORIGINAL

APPLICATION

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

- Original certificate** (new company). 000360-TX
- Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
- Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Arbros Communications Licensing Company, S.E., LLC ("Arbros")

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

Same as above

4. Official mailing address (including street name & number, post office box, city, state, zip code):

8181 Professional Place, Suite 150, Landover, MD, 20785

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

Registered Agent: HIQ Corporate Services, Inc.

526 East Park Avenue, Suite 200, Tallahassee, Florida 32301

6. Structure of organization:

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

7. **If individual**, provide: Not Applicable – the company is a limited liability corporation.

Name: _____
Title: _____
Address: _____
City/State/Zip: _____
Telephone No.: _____ Fax No.: _____
Internet E-Mail Address: _____
Internet Website Address: _____

8. **If incorporated in Florida**, provide proof of authority to operate in Florida:

(a) **The Florida Secretary of State corporate registration number:**

Not Applicable – the company is incorporated in Delaware.

9. **If foreign corporation**, provide proof of authority to operate in Florida:

(a) **The Florida Secretary of State corporate registration number:**

Refer to Attachment A

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) **The Florida Secretary of State fictitious name registration number:**

Not Applicable – the company will operate under Arbros Communications

Licensing Company, S.E., LLC.

11. **If a limited liability partnership**, provide proof of registration to operate in Florida:

(a) **The Florida Secretary of State registration number:**

Not Applicable – the company is a limited liability corporation

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement. Not Applicable – the company is a limited liability corporation.

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) **The Florida registration number:**

Not Applicable – the company is limited liability corporation from Delaware.

14. Provide **F.E.I. Number** (if applicable): 52-2169926

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

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

Not Applicable – No officers, directors, any of the ten largest stockholders of

Arbros have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or any crime.

(b) an 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.

Not Applicable - No officers, directors, any of the ten largest stockholders of
Arbros is an officer, director, partner or stockholder in any Florida certificated telephone
company.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Chris Tran
Title: Manager of Regulatory Affairs
Address: 6707 Democracy Blvd., Suite 200
City/State/Zip: Bethesda, Maryland 20817
Telephone No.: 301/841-0222 **Fax No.:** 301/571-0405
Internet E-Mail Address: Ctran@Arbros.com
Internet Website Address: www.ARBROS.com

(b) Official point of contact for the ongoing operations of the company:

Name: Robert F.X. Condon
Title: Director of Regulatory Affairs
Address: 6707 Democracy Blvd., Suite 200
City/State/Zip: Bethesda, Maryland 20817
Telephone No.: 301/841-0219 **Fax No.:** 301/571-0405
Internet E-Mail Address: Rcondon@Arbros.com
Internet Website Address: www.ARBROS.com

(c) Complaints/Inquiries from customers:

Name: Evelyn Richardson
Title: Director of Customer Service
Address: 8181 Professional Place, Suite 150
City/State/Zip: Landover, Maryland 20785
Telephone No.: 301/955-5215 **Fax No.:** 301/577-9468
Internet E-Mail Address: Erichardson@Arbros.com
Internet Website Address: www.ARBROS.com

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

Refer to Attachment B

(b) has applications pending to be certificated as an alternative local exchange company.

Refer to Attachment B

(c) is certificated to operate as an alternative local exchange company.

Refer to Attachment B

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

No Arbros-related entity has had a request for authorization denied in any jurisdiction.

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

Arbros has not had any penalties imposed for violation of telecommunications statues.

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

Arbros has not been involved in any civil court proceedings with a local exchange company, interexchange carrier or other telecommunications entity.

18. Submit the following:

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet;
2. income statement; and
3. statement of retained earnings.

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.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

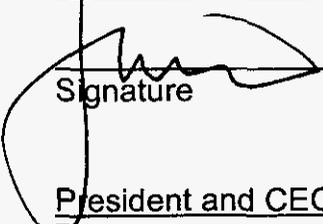
B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of 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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:



Signature

President and CEO
Title

Date 3/22/00

301/841-0195
Telephone No.

Address: 6707 Democracy Blvd., Suite 200

Bethesda, Maryland 20817

301/571-0405
Fax No.

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - INTRASTATE NETWORK
- C - AFFIDAVIT

U/A

**** APPENDIX A ****

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____, (Title) _____
_____ of (Name of Company) _____

and current holder of Florida Public Service Commission Certificate Number # _____
_____, have reviewed this application and join in the petitioner's request for
a:

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

President and CEO
Title

301/841-0195
Telephone No.

Address: _____
6707 Democracy Blvd., Suite 200

Bethesda, Maryland 20817

301/571-0405
Fax No.

N/A

**** APPENDIX B ****

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

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 company 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."

UTILITY OFFICIAL:

Signature

Date

3/22/00

President and CEO

301/841-0195

Title

Telephone No.

Address: 6707 Democracy Blvd., Suite 200

301/571-0405

Fax No.

Bethesda, Maryland 20817

ATTACHMENT A

FLORIDA REGISTRATION

AND

CERTIFICATE OF FORMATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 2000

UCC FILING & SEARCH SERVICES, INC.

Qualification documents for ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC were filed on February 21, 2000, and assigned document number M0000000354. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 600A00009692

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. 02/14/2000
(Date of Organization)
5. 12/31/2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING . The company will engage in the business of telecommunications services.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 6707 DEMOCRACY BOULEVARD SUITE 200
BETHESDA MARYLAND 20817
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>NAME & ADDRESS:</u>	<u>TITLE:</u>	<u>NAME & ADDRESS:</u>	<u>TITLE:</u>
<u>JONATHAN FLICKER</u>	<u>MGRM</u>	<u>RUSSELL B. STEVENSON</u>	<u>MGRM</u>
<u>6707 DEMOCRACY BLVD S-200</u>		<u>6707 DEMOCRACY BLVD S-200</u>	
<u>BETHESDA MD 20817</u>		<u>BETHESDA MD 20817</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

00 FF9 21 AM 8:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 AND FILED

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC

2. The name and the Florida street address of the registered agent and office are:

HIQ CORPORATE SERVICES, INC.

(Name)

526 EAST PARK AVENUE SUITE 200

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

HIQ CORPORATE SERVICES, INC.

BY: _____


(Signature)

PRESIDENT

Filing Fee: \$35 for Designation of Registered Agent

00 FEB 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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 "ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC" WAS FORMED ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

00 FEB 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED



Edward J. Freel

Edward J. Freel, Secretary of State

3176686 8300

001078504

AUTHENTICATION: 0261293

DATE: 02-16-00

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.



3176686 8100

001073194

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0257633

AUTHENTICATION:

02-15-00

DATE:

CERTIFICATE OF FORMATION
OF
ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC

THE UNDERSIGNED, in order to form a limited liability company under and by virtue of the Delaware Limited Liability Company Act, Title 6 of the Delaware Code, does hereby acknowledge and certify to the Secretary of State of Delaware as follows:

FIRST: The name of the Limited Liability Company (hereinafter the "Company") is:
Arbros Communications Licensing Company S.E., LLC

SECOND: The name and address of the registered agent of the Company are as follows:

HIQ Corporate Services, Inc.
15 East North Street
Dover, County of Kent, Delaware 19901

THIRD: The term of the Company shall continue until the earlier of December 31, 2030 or such date as the Company is dissolved.

IN WITNESS WHEREOF, the undersigned, an authorized person within the meaning of the Delaware Limited Liability Company Act, has signed this Certificate of Formation, acknowledging the same to be his act, this 14th day of February, 2000.


Robert F. X. Condon

Authorized Person

ATTACHMENT B

CERTIFICATION IN OTHER STATES

Arbros Communications Licensing Company S.E., LLC does not have the authority to operate as an alternative local exchange company in any states. However, its sister companies, Arbros Communications Licensing Company, N.E. and Arbros Communications Licensing Company, Virginia, have authority to operate as local exchange companies.

Arbros Communications Licensing Company, N.E. has commenced service in the District of Columbia.

Arbros Communications Licensing Company, N.E. has applications pending in the States of Connecticut and Maine.

Arbros Communications Licensing Company, N.E. has received authorization to provide local exchange services in the states of Delaware, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and the District of Columbia.

Arbros Communications Licensing Company, Virginia has received authorization to provide local exchange service in Virginia.

Arbros Communications Licensing Company S.E., LLC has an application pending in the Commonwealth of Kentucky.

No Arbros-related entity has had a request for certification/authorization denied in any jurisdiction.

ATTACHMENT C

FACT SHEET OF ARBROS COMMUNICATIONS LICENSING COMPANY S.E., LLC

Arbros Communications Licensing Company S.E., LLC is an integrated services provider (ICP) building a network that consists of class 4/5 central office switches and associated transmission facilities interconnected to the public switched network. In Florida, Arbros will carry local exchange, intra- and interLATA long distance, and international telecommunications traffic either by resale or by originating or terminating on Arbros switching equipment routing them to or from other Arbros switching equipment, ILEC networks, IXC networks, other ICP networks, and IP networks. Arbros subscribers will connect to switching equipment through various transmission media and facilities supplied or leased by Arbros allowing it to provide its subscribers residence and business local exchange (POTS), CENTREX services, PBX trunks, ISDN, Internet, and data communications services as well as information services, operator services and emergency services.

ATTACHMENT D

STATEMENT OF FINANCIAL CAPABILITY AND RELEVANT FINANCIAL INFORMATION

Arbros Communications Licensing Company S.E., LLC ("Arbros Licensing Co.") is financially qualified to operate as a provider of facilities-based and resold local exchange telecommunications services in Florida. Arbros Licensing Co. will rely on the financial resources of its ultimate parent company, Arbros Communications, Inc. ("Arbros Communications"), for purposes of setting up its local and interexchange operations in Connecticut. As a start-up company, Arbros Licensing Co. has no significant financial history. To this end, appended to this Application, filed *under seal* as is a notarized Letter of Guarantee signed by Arbros Communications, the parent company of the Applicant, guaranteeing the operations of the Applicant in Florida.

As is evident from the audited financial statements of Arbros Communications Inc., submitted herewith under seal, the Applicant has the necessary financial resources to provide the facilities-based and resold local exchange and interexchange telecommunications services described in this Application, and to finance its operations in order to maintain the provision of these services. Specifically, as demonstrated by the Cash Flow statement of its parent company, Arbros Licensing Co. has access to ample capital, provided through privately-placed venture capital investment, to fund the construction and operation of its telecommunications network in Florida, and to meet any lease and ownership obligations associated with its provision of facilities-based and resold local exchange and interexchange telecommunications services in Florida.

ATTACHMENT D

AUDITED FINANCIAL STATEMENTS OF ARBROS COMMUNICATIONS, INC.

[CONFIDENTIAL AND PROPRIETARY – FILE UNDER SEAL]

ATTACHMENT E

STATEMENT OF MANAGERIAL AND TECHNICAL QUALIFICATIONS

Arbros Communications Licensing Company, S.E. ("Arbros Licensing Co.") is technically qualified to operate as a provider of facilities-based and resold local exchange services in Florida. The following is a list of the management team of the Applicant's parent company, Arbros Communications, Inc. ("Arbros Communications"), upon whose managerial experience and technical expertise Arbros Licensing Co. will rely:

Jonathan Flicker	President and CEO
Samuel Vogel	Senior Vice President – Network Planning
Russell B. Stevenson, Jr.	Executive Vice President & General Counsel
Don Helms	Senior Vice President – Operations
Christian A. Walkowicz	Chief Financial Officer & Treasurer
Sandra Gill	Senior Vice President Human Resources & Administration
Dr. I-Hung Li	Senior Vice President – Technology
Dirk VerMeulen	Vice President – Marketing and Sales
Jeffrey D. Hamet	Vice President – Finance & Corporate Controller
Matthew Lehman	Vice President – Strategic Planning & Development
Frederick L. Rienecker	Vice President – Information Systems

ARBROSSM

COMMUNICATIONS

Management

Jonathan S. Flicker, *CEO, President, and Director*

Mr. Flicker has over 14 years experience in executive-level management primarily focused in areas of strategic planning, corporate finance, operations, marketing and analysis. Before joining ARBROS Communications, Mr. Flicker was the Chief Operating Officer of CrossMedia Networks Incorporated, a service organization that enabled voice-mail retrieval via standard telecommunication devices. Prior to this engagement, Mr. Flicker managed the entire outbound telemarketing and sales efforts for Time Life Inc., in Alexandria Virginia. In this capacity, Mr. Flicker was singly responsible for strategic, operational, marketing and financial management of a nationwide, 900+ member sales staff. In addition, he served as Vice President of Marketing Services where he managed all of the local operational aspects for Time Life Inc. In 1995, Mr. Flicker was Vice President of Customer Service and Operations for Bertelsmann Music Group in Indianapolis IN. In this role, he managed all aspects of the in-bound customer service group (550+ on-site representatives), a multi-city out-bound telemarketing group of 400 representatives and the operational aspects of a fulfillment and distribution center. Immediately preceding this engagement, Mr. Flicker ran the New Business Development and Acquisition group for Bertelsmann Music Groups Direct Marketing Division where he was responsible for strategic, financial planning, development, deployment of new services and business projects. Mr. Flicker has held management positions in strategic planning, corporate finance, and operations at Time Warner Inc., National Geographic Society and Morgan Stanley. Mr. Flicker holds a BS in Cognitive Science and an MS in Quantitative Analysis from the University of Kansas.

Samuel Vogel, *Senior Vice President, Network Planning, Director*

Mr. Vogel has 38 years of experience in the telecommunications industry in marketing, sales, regulatory, operations and engineering. Since March of 1999, he has served as Chief Operating Officer and Vice President of Operations for ARBROS, responsible for all day to day operations functions, including Network Engineering, Planning and Management; Information Systems; Customer Service; Regulatory; Sales and Marketing. Prior to this position, he was Executive Vice President of Operations, Sales and Marketing responsible for implementation of all CLEC operational functions for Metropolitan Telecommunications, a New York City-based CLEC. Mr. Vogel also consulted for Bell Atlantic/NYNEX and at US ONE Communications, a nationwide CLEC, he was responsible for product development and management, product introduction, pricing and sales support of all local products and services for the wholesale carrier market in their Carrier Services Division. Through March of 1996, culminating a 35-year career at New York Telephone, AT&T and NYNEX, he served as Managing Director in their Business Markets Group responsible for product development and management of \$1.2 billion in calling services revenues. Mr. Vogel holds a B.S. in Business Administration from the New York Institute of Technology.

Russell B. Stevenson, Jr., *Executive Vice President and General Counsel*

Mr. Stevenson has been engaged in business law for 30 years, as a teacher, regulator, private practitioner, and in-house counsel. He is responsible for all of the company's legal and regulatory affairs and plays a significant role in formulating and executing business strategy. Before joining ARBROS Communications, Mr. Stevenson served as General Counsel of CyberCash, Inc., a leading provider of software and services for electronic commerce, which he joined in 1996. Prior to that, he practiced law in Washington, D.C., with a practice that concentrated on securities and corporate law, with an emphasis on technology-based companies and venture capital. From 1971 to 1981 Mr. Stevenson was a member of the full-time law faculty at George Washington University, where he taught corporations, securities regulation, international business transactions and international economic development. During that time he also was a visiting professor at Cornell Law School and, in 1977-78, a Fulbright Professor at the University of Paris II (Sorbonne). In 1981 Mr. Stevenson joined the staff of the Securities and Exchange Commission, where he served as Deputy General Counsel. In 1984 he returned to the private practice of law. Mr. Stevenson is the author of two books on corporate law and has published numerous articles on securities regulation, corporate law, and the law of electronic commerce. He has been active in the Business Law Section of the American Bar Association, the District of Columbia Bar, the International Law Association, and various community organizations. Mr. Stevenson holds a degree in mechanical engineering from Cornell University and received his J.D. from Harvard Law School, *cum laude*. He is a member of the bars of the District of Columbia and the United States Supreme Court.

Don Helms, *Senior Vice President, Operations*

Donald P. Helms most recently served as Vice President for the Network Management Center (NMC) for ATT Local Services. This center holds the nationwide responsibility for customer trouble resolution. Under his leadership the NMC expanded in size and functionality to meet the growth in service and commitments to new ATT product offerings. Previously, Donald Helms served as Regional Vice President of Local Service Operations for ATT's Eastern Region. The Eastern Region consists of all cities east of the Mississippi River, excluding the New York / North Jersey Metropolitan Area. Under this title, Mr. Helms served to enhance the operations capability and service performance for the eastern half of the United States. Prior to assuming responsibility for ATT's Eastern Region, Mr. Helms served in a variety of senior and executive management level positions for both ATT and Teleport Communications Group (TCG). Previous assignments include; Vice President of Corporate Process where he was charged with defining the business processes that would achieve the highest level of performance efficiency; Vice President (TCG) of Engineering to include transmission and switching equipment, network planning, network design and infrastructure deployment. Mr. Helms spent the first 16 years of his telecommunications career with NYNEX and ATT, where he served in several positions of increased responsibility in the areas of operations, service management, and engineering.

Christian Walkowicz, *Interim CFO*

Ms. Walkowicz has an extensive background in corporate finance with over 18 years working with companies on a broad spectrum of financial advisory and capital raising transactions. Her experience includes working with large multinational companies, such as Dow Chemical, as well as working with newly founded technology-based companies. From 1982 to 1995, Ms. Walkowicz was an investment banker advising and raising capital for bio-technology companies. Ms. Walkowicz has been an independent consultant for private equity firms, including Winslow Partners LLC and Stone Pine International LLC. Ms. Walkowicz received her BA from Harvard University in 1977 and her MBA from Harvard Business School in 1982.

Sandra Gill, *Senior Vice President, Human Resources and Administration*

Ms. Gill has over 30 years of experience in directing administrative functions, specializing in human resource and labor management, management information systems, facilities and operations management in a variety of businesses and industries. Prior to joining ARBROS, she served as Senior Vice President of Administration for The National Geographic Society, providing operational overview and strategic direction for the administrative functions (Human Resources, Facilities and Information Systems) as well as for Membership Services and Internal Audit. For the previous six years, she was the Vice President of Operations for The (Baltimore) Sun, a newspaper with a combined daily circulation in excess of 420,000. Overseeing Operations, she was accountable for the production and printing of the newspapers in addition to directing the Information Services and Facilities Planning functions. Prior to her appointment to this position, she served as the Director of Human Resources at The Sun for eight years, developing and establishing the policies, systems and procedures for recruitment, employee relations, compensation, benefits, organizational development, HRMS, performance management, safety and security. From 1969 until 1980, she held increasingly responsible roles in change management, human relations, and training in the insurance and health care industries. Ms. Gill holds a Bachelors in Psychology from North Texas University and a Masters in Business from Stanford University.

Dr. I-Hung Li, *Senior Vice President, Technology*

Dr. Li has over 20 years of communications experience. Before joining ARBROS Communications, Dr. Li was the Senior Vice President at Paragon Solutions responsible for the strategic direction and product delivery of the company's R&D organization. Prior to that, he was a senior technical manager in Lucent Technologies (formerly known as AT&T Bell Labs), which he joined in 1980. During his 18 years with Lucent, Li held increasingly responsible roles as a software engineer, project leader, project manager, system architect technical manager on many major corporate projects. In 1994, he spearheaded the customer technical support effort for the Japan Wireless PHS Project and later, for the Asian Pacific Countries. Before Lucent, Dr. Li was a software engineer for Bendix Corporation where he developed a wideband data network for the Voyager project led by the California Institute of Technology Jet Propulsion Laboratory. Li has been a featured speaker at numerous events over the years, including the annual International Conference on Advanced Science and Technology as well as numerous university- and association-sponsored technology seminars. Dr. Li holds a Ph.D in Mathematics from the Johns Hopkins University.

Dirk VerMeulen, *VP Marketing and Sales*

Mr. VerMeulen brings nearly a decade of domestic and international telecommunications industry experience to his role at ARBROS. Mr. VerMeulen will oversee the company's strategic planning, marketing and sales efforts. Before joining ARBROS, Mr. VerMeulen served as General Manager of Consumer Sales for Ameritech New Media, a leading provider of Cable TV services in the Midwest. He was responsible for designing, implementing and managing the consumer sales strategy in the Ameritech region directing a 150+ member sales staff. Also during his tenure at Ameritech, Mr. VerMeulen was the General Manager of Sales for Belgacom, the leading provider of communications services in Belgium, within the Corporate Customer Division. In this capacity, Mr. VerMeulen reengineered the sales organization and directed two strategic initiatives that successfully responded to the rapidly changing competitive landscape in Western Europe as a result of deregulation and identified new sources of sustainable, profitable growth for the company. Prior to his engagement in Europe, Mr. VerMeulen served as Director of Sales, Indiana, for Ameritech's Enhanced Business Services division. Mr. VerMeulen has also held various sales and marketing positions within Ameritech, ROLM, a Siemens Company and Fujitsu, Business Communications Solutions. Mr. VerMeulen earned a BA in Business Administration from Hope College in Holland, Michigan.

Jeffrey D. Hamet, *VP Finance and Corporate Controller*

Mr. Hamet has over 11 years of experience working with and for a broad array of companies in establishing proper financial reporting as well as internal control environments. From early 1997 to mid 1999, Mr. Hamet served as the Vice President and Corporate Controller of Youth Services International, Inc. (YSI), a \$200 million provider of privatized correction services. In this capacity, Mr. Hamet was responsible for all management and SEC reporting requirements as well as the establishment of procedures and controls to manage a highly dispersed, multi-locational set of business units. At YSI, Mr. Hamet was a major participant in a significant acquisition as well as the divestiture of a large segment of the company's business. Prior to 1997, Mr. Hamet spent 9 years at Arthur Andersen LLP serving as a Audit and Business Advisory Manager for much of his tenure. At Arthur Andersen, most of his clients were pre or post-IPO companies. These companies were in industries that included high-technology, biotechnology, hospitality and distribution, to name a few. In connection with these companies, Mr. Hamet was the lead manager on several initial public offering engagements, acquisition due diligence engagements as well as various audits and business consulting projects. Mr. Hamet is a Certified Public Accountant and received his B.S. in Accounting from the University of Maryland in 1988.

Matthew L. Lehman, *VP Strategic Planning & Development*

Mr. Lehman has 11 years of experience in the development of service applications for the telecommunications and banking industries. Before joining ARBROS Communications, Mr. Lehman served as the Vice President of Strategic Planning for CrossMedia Networks Incorporated, a service organization providing unified messaging. Prior to this engagement, Mr. Lehman served as the Vice President of Business Development for Visa International's wholly owned subsidiary Visa Interactive, Inc. In this capacity, Mr. Lehman built relationships with key technology partners such as Microsoft, Nortel, AT&T and Verifone for the development and distribution of home banking services.

through Visa's 22,000 member institutions. Mr. Lehman led the introduction of these services in the United States with First Union Bank, Fleet Financial, Merrill Lynch, and Fidelity and in the United Kingdom with Barclays Bank, PLC. In addition, Mr. Lehman was solely responsible for Visa Interactive's domestic and international product offering still in operation today with over a million home banking users. Prior to joining Visa International, Mr. Lehman served as the Director of Product Development for US Order, acquired by Visa International in 1994, designing and developing electronic commerce services. Mr. Lehman is experienced in product development, business development, strategic planning and program management. Mr. Lehman received his BS in Electrical Engineering from The University of Texas at Austin.

Frederick L. Rienecker, *VP Information Systems*

Mr. Rienecker has over 30 years of telecommunications experience. He has held executive positions in Marketing, Operations, Customer Care, Regulatory, and Information Services functions. His industry experience includes work with both established ILEC, IXC, and start-up CLEC telecommunications companies, as well as with a telecommunications consulting firm. Prior to joining ARBROS, Mr. Rienecker was a Project Director with DMR Consulting Group of Edison, NJ. He worked with OSS vendors, local and long distance carriers, focusing on client telephone and business needs. From 1996 to 1997, he was with US One Communications Corp, of Dallas, TX, where he functioned as the Carrier Services Product Manager. Prior to 1996, he served in a number of progressive Director level functions with NYNEX, including Process Reengineering and Assurance, Provision Systems Management, and Federal Docket Management. Mr. Rienecker received his BBA from CUNY/Baruch College. HE is a certified organizational development facilitator and has been a guest lecturer at Fordham University.

Other Management and Staff

ARBROS plans to use its management expertise to perform its mission critical functions and achieve its goals and objectives. The Company is presently negotiating agreements with several other experienced executives from the telecommunications industry to manage and facilitate its growth in the Bell Atlantic market and into other national and international markets. The mission critical functions of President, Chief Operating Officer, Administration (legal, human resources, finance/controller and strategic planning and development), Operations, Network planning and deployment, OSS (Service Order Processing and Provisioning, Customer Care, Customer Accounting and Billing) and Sales and Marketing will be the responsibilities of ARBROS' full-time staff.

ARBROS initially plans to outsource some of its basic core functions (OSS integration, outbound telemarketing, network construction etc.) in order to gain immediate access to these capabilities in a timely and cost effective manner. The company employs a rigorous due diligence process to evaluate outsourcing partners, including core capabilities, management, staff, and industry evaluations in addition to a complete financial review.