

LAW OFFICES OF THOMAS K. CROWE, P.C.

2300 M STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20037
TELEPHONE (202) 973-2890
FAX (202) 973-2891
E-MAIL tkcrowe@bellatlantic.net

March 7, 2001

BY OVERNIGHT DELIVERY (850-413-6600)

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

010301-77

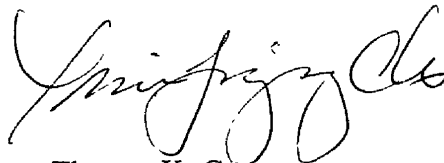
Re: CityCom Telecommunications, Inc.

Dear Sir or Madam:

Please find enclosed an original and seven (7) copies of CityCom Telecommunications, Inc.'s ("CityCom's") Application for Authority to Provide Interexchange Telecommunications Services within the State of Florida. Also enclosed is a check in the amount of \$250.00 made payable to the "Florida Public Service Commission" to cover the requisite filing fee.

Please acknowledge receipt of this filing by file-stamping and returning the extra copy of this Statement in the self-addressed, stamped envelope provided for this purpose. Should you require further information, please contact the undersigned.

Sincerely,



Thomas K. Crowe
Tania J. Cho,
Counsel for CityCom
Telecommunications, Inc.

Enclosures

DOCUMENT NUMBER-DATE
03003 MAR-86
FPSC-RECORDS/REPORTING

LAW OFFICES OF THOMAS K. CROWE, P.C.
2300 M STREET, N.W., SUITE 800
WASHINGTON, DC 20037

THE RIGGS NATIONAL BANK
OF WASHINGTON, DC
WASHINGTON, DC
15-3/540-28

691

3/7/2001

PAY TO THE ORDER OF Florida Public Service Commission

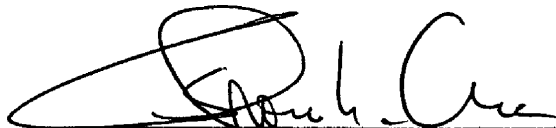
\$ **250.00

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

Florida Public Service Commission

DOLLARS
Security features included
Details on back

MEMO CityCom



⑈00069⑈ ⑆054000030⑆

⑆7296362⑈

LAW OFFICES OF THOMAS K. CROWE, P.C.

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

Application Form for Authority to Provide
Interexchange Telecommunications Service
Between Points Within the State of Florida

Instructions

- ◆ This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 16).
- ◆ Print or Type all responses 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.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

Note: **No filing fee is required** for an assignment or transfer of an existing certificate to another company.

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480**

1. This is an application for (check one):
- (X) **Original certificate** (new company).
 - () **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:

CityCom Telecommunications, Inc.

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

None.

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

3955 Marconi Drive

Suite 200

Alpharetta, GA 30005

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

None.

6.
Select type of business your company will be conducting (check all that apply):

- () **Facilities-based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

- () **Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- (X) **Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- () **Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- () **Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.
- () **Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

7. Structure of organization;

- | | |
|---------------------------|-------------------------|
| () Individual | () Corporation |
| (X) Foreign Corporation | () Foreign Partnership |
| () General Partnership | () Limited Partnership |
| () Other _____ | |

8. **If individual**, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) **The Florida Secretary of State Corporate Registration number:**

10. **If foreign corporation**, provide proof of authority to operate in Florida: See Exhibit A.

(a) **The Florida Secretary of State Corporate Registration number:**

F00000005525

11. **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:**

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

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

13. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

14. **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:** _____

15. Provide **F.E.I. Number** (if applicable): 58-256-1103

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
() Yes () No

(b) If not, who will bill for your services?

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

17. Who will receive the bills for your service?

- Residential Customers Business Customers
 PATs providers PATs station end-users
 Hotels & motels () Hotel & motel guests
 Universities Universities dormitory residents
 Other: (specify)_____.

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

(a) The application:

Name: Thomas K. Crowe, Esq.

Title: Counsel

Address: Law Offices of Thomas K. Crowe, P.C., 2300 M St., N.W., Suite
City/State/Zip: Washington, DC 20037 800

Telephone No.: 202-973-2890 **Fax No.:** 202-973-2891

Internet E-Mail Address: tkcrowe@bellatlantic.net

Internet Website Address: www.tkcrowe.com

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

Name: Douglas A. Davisson

Title: Chief Operating Officer

Address: 3955 Marconi Drive, Suite 200

City/State/Zip: Alpharetta, GA 30005

Telephone No.: 678-527-3300 Fax No.: 678-527-3303

Internet E-Mail Address: _____

Internet Website Address: www.citycomtelecom.com

(c) Complaints/Inquiries from customers:

Name: Beverley Kingsley

Title: Head of Customer Service

Address: 3955 Marconi Drive, Suite 200

City/State/Zip: Alpharetta, GA 30005

Telephone No.: 678-527-3300 Fax No.: 678-527-3303

Internet E-Mail Address: bkingsley@citycomtelecom.com

Internet Website Address: www.citycomtelecom.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

None.

(b) has applications pending to be certificated as an interexchange telecommunications company.

None.

(c) is certificated to operate as an interexchange telecommunications company.

None.

(d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

None.

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

None.

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

None.

20. 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. If so, please explain.

No. _____

(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.

No. _____

21. The applicant will provide the following interexchange carrier services \sqrt (check all that apply):

a. _____ **MTS with distance sensitive per minute rates**

- _____ Method of access is FGA
- _____ Method of access is FGB
- _____ Method of access is FGD
- _____ Method of access is 800

b. _____ **MTS with route specific rates per minute**

- _____ Method of access is FGA
- _____ Method of access is FGB
- _____ Method of access is FGD
- _____ Method of access is 800

c. XX **MTS with statewide flat rates per minute (i.e. not distance sensitive)**

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

d. **MTS for pay telephone service providers**

e. **Block-of-time calling plan (Reach Out Florida, Ring America, etc.).**

f. **800 service (toll free)**

g. **WATS type service (bulk or volume discount)**

- Method of access is via dedicated facilities
- Method of access is via switched facilities

h. **Private line services (Channel Services)**
(For ex. 1.544 mbs., DS-3, etc.)

I. **Travel service**

- Method of access is 950
- Method of access is 800

j. **900 service**

k. **Operator services**

- Available to presubscribed customers
- Available to non presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals).
- Available to inmates

1. **Services included are:**

- _____ Station assistance
- _____ Person-to-person assistance
- _____ Directory assistance
- _____ Operator verify and interrupt
- _____ Conference calling

22. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See Exhibit B.

23. Submit the following:

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

See Exhibit C.

B. 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.

See Exhibit D.

C. Financial capability.

See Exhibit E.

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:

See Exhibit F.

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

THIS PAGE MUST BE COMPLETED AND SIGNED
APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Douglas A. Davisson


Print Name

Chief Operating Officer

Title

(678) 527-3300 (678) 527-3303

Telephone No. **Fax No.**



Signature

2/22/01

Date

Address: 3955 Marconi Drive, Suite 200

 Alpharetta, GA 30005

THIS PAGE MUST BE COMPLETED AND SIGNED

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be provided in one of the following ways (applicant, please check one):

- () The applicant will **not** collect deposits nor will it collect payments for service more than one month in advance.
- () The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.
(The bond must accompany the application.)

UTILITY OFFICIAL:

Douglas A. Davisson

Print Name

Chief Operating Officer

Title

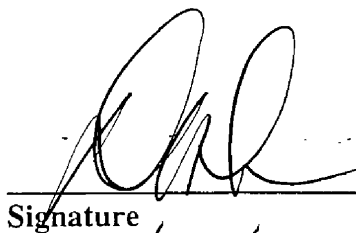
(678) 527-3300

Telephone No.

Address:

3955 Marconi Drive, Suite 200

Alpharetta, GA 30005



Signature

2/22/01

Date

(678) 527-3303

Fax No.

THIS PAGE MUST BE COMPLETED AND SIGNED

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:

Douglas A. Davisson

Print Name



Signature

Chief Operating Officer

Title

2/22/01

Date

(678) 527-3300

Telephone No.

(678) 527-3303

Fax No.

Address: 3955 Marconi Drive

Suite 200

Alpharetta, GA 30005

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** (**XX**) previously provided intrastate telecommunications in Florida.

If the answer is has, fully describe the following:

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

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

UTILITY OFFICIAL:

Douglas A. Davisson

Print Name

Chief Operating Officer

Title

(678) 527-3300

Telephone No.



Signature

2/22/01

Date

(678) 527-3303

Fax No.

Address: 3955 Marconi Drive

Suite 200

Alpharetta, GA 30005

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

EXHIBIT A

State of Florida



Department of State

I certify the attached is a true and correct copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for CITYCOM TELECOMMUNICATIONS, INC., a Delaware corporation authorized to transact business in the State of Florida, qualified on October 3, 2000, as shown by the records of this office.

The document number of this corporation is F00000005525.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capitol, this the Thirteenth day of February, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
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. CityCom Telecommunications, 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 as printed)

2. Delaware 3. 58-2561103
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 1, 2000 5. Perpetual
(Date of incorporation) (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 817.195, F.S.)

7. 3955 Marconi Drive, Suite 200
Alpharetta, GA 30005
(Current mailing address)

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

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.
Connie Bryan
C T Corporation System
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

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.

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

FILED
00 OCT -2 11 30 AM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John Dabnor

Address: 3955 Marconi Drive, Suite 200

Alpharetta, GA 30005

Director: Doug Davisson

Address: 3955 Marconi Drive, Suite 200

FILED
MAY 11 8 AM '90
SECRETARY OF STATE
FALLS CHURCH, VA

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

President: John Dabnor

Address: 3955 Marconi Drive, Suite 200

Alpharetta, GA 30005

Vice President: _____

Address: _____

Secretary: Doug Davisson

Address: 3955 Marconi Drive, Suite 200

Alpharetta, GA 30005

Treasurer: _____

Address: _____

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Dabnor, President

(Typed or printed name and capacity of person signing application)

Print name of CT System Owner

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 "CITYCOM TELECOMMUNICATIONS" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE:

RECEIVED
STATE OF DELAWARE
OFFICE OF THE SECRETARY OF STATE
SEP 29 2000



Edward J. Freel
Edward J. Freel, Secretary of State

3256278 8300

AUTHENTICATION: 0706708

001492669

DATE: 09-29-00

EXHIBIT B

FLORIDA TELECOMMUNICATIONS TARIFF

OF

CityCom Telecommunications, Inc.

3955 Marconi Drive
Suite 200
Alpharetta, GA 30005

RESALE INTEREXCHANGE TELECOMMUNICATIONS SERVICE

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of telecommunications services provided by CityCom Telecommunications, Inc. ("CityCom") within the State of Florida. This tariff is on file with the Florida Public Service Commission ("Commission"). Copies may be inspected during normal business hours at the Company's principal place of business; 3955 Marconi Drive, Suite 200, Alpharetta, GA 30005.

CityCom is a provider of interexchange telecommunications services on a 24-hour basis. Service is provided for the direct transmission and reception of voice and data communications between points within the State of Florida as an adjunct to CityCom's interstate service.

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

CHECK SHEET

The Sheets 1 through 24 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s).

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original

Issued: March 8, 2001
Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

Effective Date:

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Section 4 - Rates 23

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

CONCURRING CARRIERS

None

CONNECTING CARRIERS

None

OTHER PARTICIPATING CARRIERS

None

EXPLANATION OF SYMBOLS

- (D) To signify **deleted or discontinued** rate, regulation or condition.
- (I) To signify a change resulting in an **increase** to a customer's bill.
- (M) To signify that material has been **moved from** another tariff location.
- (N) To signify a **new** rate, regulation condition or sheet.
- (R) To signify a change resulting in a **reduction** to a customer's bill.
- (T) To signify a change in **text or regulation** but no change to rate or charge.

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, occasionally, when a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised Sheet 14 cancels the 3rd Revised Sheet 14. Because of various suspension periods, deferrals, etc. the Commission follows in their tariff approval process, the most current sheet number on file with the Commission is not always the sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** - There are four levels of paragraph coding. Each level of code is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.1.
- D. **Check Sheets** - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The Tariff user should refer to the latest Check Sheet to find if a particular sheet is the most current on file with the Commission.

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

APPLICATION OF TARIFF

This tariff contains the rates applicable to the provision of specialized intrastate resale common carrier telecommunications services by CityCom Telecommunications, Inc. between various locations within the State of Florida. All services are interstate offerings. Intrastate service is an add on service available only if the Customer subscribes to the Company's interstate offerings.

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Account Code:

A numerical code, one or more of which are available to a customer to enable identification of individual users or groups of users on an account and to allocate costs of service accordingly.

Called Station:

The terminating point of a call (i.e., the called number).

Calling Card:

A card issued by Company containing such account numbers assigned to its Customer which enables the charges for calls made to be properly billed on a pre-arranged basis.

Company:

CityCom Telecommunications, Inc.

Commission:

The Florida Public Service Commission.

Customer:

The person, firm, corporation or other entity which orders or uses service and is responsible for payment of charges and compliance with tariff regulation.

Disconnect or Disconnection:

The termination of a circuit connection between the Originating Station and the Called Station or the Company's operator.

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (CONT'D.)

Measured Service:

The provision of long distance measured time communications telephone service to customers who access the Company's service at its contracted interexchange carriers' switching and call processing equipment by means of access facilities obtained from local exchange common carrier(s). Company contacted interexchange carrier is responsible for arranging the access lines.

Point of Presence:

The point of physical interconnection between the local exchange company's local network and the interexchange carrier's network ("POP").

Postpaid Service:

Presubscribed service where subscribers are billed for and remit payment subsequent to the provision of service.

Subscriber:

See "Customer" definition.

Travel Card:

See "Calling Card" definition.

V & H Coordinates:

Geographic Points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

Issued: March 8, 2001

Effective Date:

Issued By:

Douglas A. Davisson
Chief Operating Officer
CityCom Telecommunications, Inc.
3955 Marconi Drive., Suite 200
Alpharetta, GA 30005
Telephone: (678) 527-3300

SECTION 2 - RULES AND REGULATIONS

2.1. Undertaking of Company

- 2.1.1. Company's services are furnished for telecommunications originating and/or terminating in any area within the State of Florida.
- 2.1.2. Company is a non-facilities-based provider of interexchange telecommunications to Customers for their direct transmission and reception of voice, data, and other types of communications.
- 2.1.3. Company resells access, switching, transport and termination services provided by interexchange carriers.
- 2.1.4. Customer's monthly charges for Company's service are based on the total time Customer actually uses the service. For billing purposes, the duration of each call will be rounded up in six (6) second increments unless otherwise specified.
- 2.1.5. Subject to availability, the Customer may use authorization codes to identify the users or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.
- 2.1.6. The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2. Limitations

- 2.2.1. Service is offered subject to availability of the necessary facilities and/or equipment and subject to the provisions of this tariff. Company reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.
- 2.2.2. Company reserves the right to immediately disconnect service upon its written notice when necessitated by conditions beyond the Company's control, or when the customer is using the service in violation of either the provisions of this tariff, or in violation of the law pursuant to Section 2.3.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.2. Limitations (Cont'd.)

- 2.2.3. The Company does not undertake to transmit messages, but offers the use of its facilities when available.
- 2.2.4. Title to all facilities provided by Company under these regulations remains in Company's name.
- 2.2.5. Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.3. Use

- 2.3.1. Service may be used for the transmission of communications by the customer.
- 2.3.2. Service may not be used for any unlawful purpose or for any purpose for which any payment or other compensation is received by the Customer, except when the Customer is a duly authorized and regulated common carrier. This provision does not prohibit an arrangement between the Customer, authorized user or joint user to share the cost of service.
- 2.3.3. The Company strictly prohibits use of the Company's services without payment or an avoidance of payment by the Customer by fraudulent means or devices including providing falsified calling card numbers or invalid calling card numbers to the Company, providing falsified or invalid credit card numbers to the Company or in any way misrepresenting the identity of the Customer.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company

2.4.1. The liability of the Company for damages arising out of the furnishing of its services, including but not limited to mistakes, omissions, interruptions, delays, or errors, or other defects, representations, or use of these services or arising out of the failure to furnish the service, whether caused by act or omission, shall be limited to the extension of allowances for interruption as set forth in Section 2.6. The extension of such allowances for interruption shall be the sole remedy of the Customer and the sole liability of the Company. The Company shall not be liable for any direct, indirect, consequential, special, actual or punitive damages, or for any lost profits of any kind or nature whatsoever arising out of any defects or any other cause.

2.4.2. Company shall be indemnified and held harmless by the Customer against:

- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information or other content transmitted over Company's facilities; and
- B. Claims for patent infringement arising from combining or connecting company's facilities with apparatus and systems of the Customer; and
- C. All other claims arising out of any act or omission of the Customer in connection with any service provided by Company.

2.4.3. The Company is not liable for any defacement of, or damage to, the equipment or premises of a customer resulting from the furnishing of services when such defacement or damage is not the result of the Company's negligence.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company (Cont'd.)

- 2.4.4 No agents or employees of connecting, concurring or other participating carriers or companies shall be deemed to be agents or employees of the Company without written authorization.
- 2.4.5. Company shall not be liable for and the Customer indemnifies and holds harmless from any and all loss claims, demands, suits, or other actions or liabilities whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or person, for any personal injury to, death of any person or persons, and for any loss, damage, defacement or destruction of the premises of the customer or any other property, whether owned by the Customer or by others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by company where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of the Company's negligence.
- 2.4.6. The Company is not liable for any failure of performance hereunder due to causes beyond its control, including, but not limited to, unavoidable interruption in the working of its circuits or those of another common carrier; acts of God, storms, fire, floods, or other catastrophes; any law, order, regulation, direction, action, or request of the United States Government, or any other governmental entity having jurisdiction over the company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such instrumentality or any one or more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages, or other labor difficulties; or notwithstanding anything in this tariff to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company (Cont'd.)

- 2.4.7. The Company shall not be liable for damages or adjustments, refunds, or cancellation of charges unless the Customer has notified the Company, in writing, of any dispute concerning charges, or the basis of any claim for damages, after the invoice is rendered by the company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to Florida law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claims or demands.
- 2.4.8. The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of its communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls from the Customer's premises and the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. The Customer shall be fully liable for all such charges.

2.5. Prepaid Subscriber Responsibilities

(Reserved for Future Use)

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.6. Interruption of Service

- 2.6.1. Credit allowance for interruptions of service which are not due to Company's testing or adjusting, to the negligence of the customer, or to the failure of channels, equipment and/or communications equipment provided by the Customer, are subject to the general liability provisions set forth in Section 2.4, herein. It shall be the obligation of the Customer to notify Company of any interruptions of service. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission of the Customer, not within the Customer's control.
- 2.6.2. No credit allowances will be allowed for an interruption of services for continuous duration of less than two hours.
- 2.6.3. The subscriber shall be credited for an interruption of two hours or more at the rate of 1/160th for each hour over two (2) such hours of interruption up to a maximum of 6/160th multiplied by the average monthly usage bill of the Customer. If service is activated for less than one (1) month, the monthly usage amount shall be determined by extending the actual usage for the days of service to thirty (30) days.
- 2.6.4 In the event of foreknowledge of an interruption in service for a period exceeding two hours, the subscribers will be notified in writing, by mail, at least one week in advance.

2.7. Restoration of Service

The use and restoration of service in emergencies shall be in accordance with part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

2.8. Minimum Service Period

The minimum service period is one month (30 days).

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.9. Payments and Billing

- 2.9.1. Charges for service are applied on a recurring and nonrecurring basis. Service is provided and billed on a monthly (30 day) basis. The billing date is dependent on the billing cycle assigned to the subscriber. Service continues to be provided until canceled by the Customer with no less than 30 days notice.
- 2.9.2. The Customer is responsible for the payment of all charges for services furnished to the Customer. Charges are based on actual usage and are billed monthly in arrears.
- 2.9.3. Interest at the rate of 1 ½% per month (unless a lower rate is prescribed by law, in which event at the highest rate allowed by law) may be applied in accordance with the Company's standard credit policy to any unpaid amount commencing 30 days after the bill statement date.
- 2.9.4. The name(s) of the Customer(s) desiring to use the service must be set forth in the application for service.
- 2.9.5. A charge will apply whenever a check or draft presented for payment of service is not accepted by the institution on which it is written.

2.10. Billing Disputes

- 2.10.1. Billing disputes should be addressed to Company's Customer Service Organization via telephone to (888) 728-0092. Customer Service Representatives are available twenty-four hours per day, seven days per week.
- 2.10.2. In the case of a dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled with mutual satisfaction, the Customer can take the following course of action:
- 2.10.2.1. First, the Customer may request the Company perform an in-depth review of the disputed amount. (The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection).

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.10. Billing Disputes (Cont'd.)

2.10.2.2. Second, if there is still a disagreement about the disputed amount after the investigation and review by a manager of the Company, the Customer may appeal to the Commission for its investigation and decision. The address of the Commission is:

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

2.11. Cancellation By Customer

2.11.1. Customer may cancel service by providing written or verbal notice to Company.

2.11.2. Customer is responsible for usage charges while still connected to the Company's service and the payment of associated local exchange company charges, if any, for service charges.

2.11.3. Any non-recoverable cost of Company expenditures shall be borne by the customer if:

- A. The Customer orders service requiring special facilities dedicated to the Customer's use and then cancels the order before such service begins, before completion of the minimum period or before completion of some period mutually agreed with the Customer for the non-recoverable portions of expenditures; or
- B. Liabilities are incurred expressly on behalf of the customer by Company and not fully reimbursed by installation and monthly charges; and
- C. Based on an order for service and construction has either begun or has been completed, but no service provided.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.12. Cancellation By Company

2.12.1. Company reserves the right to immediately discontinue furnishing the service to Customers without incurring liability:

- A. In the event of a condition determined to be hazardous to the customer, to other customers of the utility, to the utilities equipment, to the public or to employees of the utility; or
- B. By reason of any order or decision of a court or any other governmental authority which prohibits the Company from furnishing such service; or
- C. If the Company deems such refusal necessary to protect itself or third parties against fraud or to otherwise protect its personnel, agents, facilities or services without notice; or

2.12.2. Company may discontinue service according to the following conditions upon ten (10) days written notice:

- A. For violation of Company's filed tariff.
- B. For the non-payment of any proper charge as provided by Company's tariff.
- C. For Customer's breach of the contract for service between the utility and Customer.
- D. When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.
- E. For unlawful use of the service or use of the service for unlawful purposes.
- F. If the Customer provides false information to the Company regarding the Customer's identity, address, credit-worthiness, past, current or planned use of Company's services.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)**2.12. Cancellation By Company (Cont'd.)**

- 2.12.3. The discontinuance of Service(s) by the Company pursuant to this section does not relieve the Customer of any obligations to pay the Company for charges due and owing for Service(s) furnished up to the time of discontinuance. The remedies set forth herein shall not be exclusive and the company shall at all times be entitled to all the rights available to it under law or equity.
- 2.12.4. The Company may refuse to permit collect calling, calling card, third number billing which it determines to be fraudulent and/or may limit the use of these billing options or services.

2.13. Interconnection

- 2.13.1. Service furnished by Company may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Company. Any special interface of facilities necessary to achieve compatibility between the facilities of Company and other participating carriers shall be provided at the Customer's expense.
- 2.13.2. Interconnection between the facilities or services of other carriers shall be under the applicable terms and conditions of the other carriers' tariffs. The Customer is responsible for taking all necessary legal steps for interconnecting Customer provided terminal equipment or communications equipment with Company's facilities. The Customer shall secure all licenses, permits, rights-of-way, and other such arrangements necessary for interconnection.

2.14. Deposits

The Company does not require a deposit from the Customer.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.15. Taxes and Surcharges

2.15.1. Taxes

All state and local taxes (e.g., gross receipts tax, sales tax, municipal utilities tax, etc.) are listed as separate line items and are not included in the tariffed rates.

2.15.2. Public Pay Telephone Surcharge

In order to recover the Company's expenses and to comply with the FCC's pay telephone compensation plan (FCC CC Dkt. No. 96-128), a non-discountable per call charge is applicable to all completed dial-around intrastate calls which originate from public pay telephones. This surcharge is in addition to standard tariffed usage charges and any applicable service charges and surcharges. The Public Pay Telephone Surcharge will, whenever possible, appear as a separate line item on monthly bills to Customers.

2.16 Uncertificated Resale Prohibited

Resale of any tariffed service appearing herein by uncertificated resellers is strictly prohibited. Applicable services may be resold only by Companies authorized by the Florida Public Service Commission to provide intrastate telecommunications services, in accordance with the Commission's rules. The Company requires proof of certification in the form of a Telephone Certificate of Public Convenience and Necessity, or a copy thereof, prior to providing services for resale.

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SECTION 3 - DESCRIPTION OF SERVICE**3.1. Timing of Calls**

- 3.1.1. The subscriber's long distance usage charge is based on the actual usage of Company's service. Usage begins when the receiver of the called number is answered. The moment of the called party's answer is determined by hardware supervision in which the local telephone company sends a signal to the underlying carrier's switch or the software utilizing audio tone detection. The timing of the call begins when the called party answers and terminates when either party hangs up.
- 3.1.2. Unless otherwise specified in this tariff, the minimum call duration for billing purposes is six (6) seconds with six (6) second billing increments thereafter for dedicated services and eighteen (18) seconds with six (6) second billing increments thereafter for switched services.
- 3.1.3. Any portion of an applicable increment, after the appropriate minimum time for the call, will be rounded upward to the next increment. Calls less than the minimum length will be rounded to the minimum length.
- 3.1.4. There is no billing for incomplete calls.

3.2. Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations associated with the originating and terminating points of the call. The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produce by Bell Communications Research in the V & H Coordinates Tape and appear in National Exchange Carriers Association Tariff No.4.

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SECTION 3 - DESCRIPTION OF SERVICE (CONT'D.)**3.2. Calculation of Distance (Cont'd.)**

FORMULA:

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

EXAMPLE: Distance between Miami and Florida City:

	<u>V</u>	<u>H</u>
Miami	8,351	529
Florida	4,997	1,406
Difference	3,354	(877)

Square and add: $11,249,316 + 769,129 = 12,018,445$ Divide by 10 and round: $12,018,445/10 = 1,201,844.5$
1,201,844Take the square root and round: $1,201,844 = 1,096.2$
1,096 miles

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SECTION 3 - DESCRIPTION OF SERVICE (CONT'D.)

3.3. Description of Services

3.3.1. **CityCom Dedicated Service** - the company offers dedicated access which enables a caller to complete calls within the State of Florida. Customers may access the interexchange dedicated service by dialing a toll-free number.

3.3.2. **CityCom Switched Service** - the company offers switched access which enables a caller to complete calls within the State of Florida. The switched service includes 1+ interexchange service where customers may access the service by dialing "1", plus the Numbering Plan Area ("NPA") code and telephone number.

3.3.3. Minimum Call Completion Rate

Customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 99% during peak use periods for all CityCom Services.

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SECTION 4 - RATES**4.1. Service Charges****4.1.1. CityCom Dedicated Service**

	Timing	
	Initial 6 Sec.	Add'l 6 Sec.
Intrastate	\$0.0069	\$0.0069

4.1.2. CityCom Switched Service

	Timing	
	Initial 18 Sec.	Add'l 6 Sec.
Intrastate	\$0.0297	\$0.0099

4.2. Surcharges**4.2.1. Public Pay Telephone Surcharge**

The following charge is assessed on a per-completed call basis: \$0.25

4.2.2. Service Reconnection Fee

Customers requiring reconnection of services will be assessed a reconnection charge.

The following charge is assessed for each service reconnection: \$20.00

4.2.3. Return Check Fee

The following charge is assessed for each returned check: \$20.00

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SECTION 4 - RATES (CONT'D.)

4.3. Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will, when billing relay calls, discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

4.4. Special Rates For The Handicapped

4.4.1. Directory Assistance

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.4.2. Hearing and Speech Impaired Persons

Intrastate toll message rates for TDD user shall be night rates at all times.

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EXHIBIT C

DEMONSTRATION OF MANAGERIAL COMPETENCE

CityCom's day-to-day operations will be managed primarily by Douglas A. Davisson. Mr. Davisson has over 25 years of experience in the telecommunications industry. His experience includes sales and marketing, new business development and strategic initiatives. A copy of Mr. Davisson's resume is attached.

Douglas A. Davisson-CEO & VP of Sales

Mr. Davisson is a founder of the Company and is responsible for the day-to-day operations and administration and for all sales operations.

Doug has more than 25 years of experience as a member of the Telecommunications industry. His involvement has included sales and marketing, new business development, and strategic initiatives. His technical expertise extends to PBX design and evaluation, voice and data networking, VoIP, and voice mail; design and implementation.

Most recently he served as City Director for Teligent Inc. in Atlanta. He was previously Sales Manager with E.Spire communications and was senior consultant and Partner at Telemark Consulting. As VP Sales for Operator Services he moved the Company into the black by planning and setting up a National sales force to market operator-based collect calling and third party billing.

EXHIBIT D

DEMONSTRATION OF TECHNICAL COMPETENCE

CityCom Telecommunications Inc.'s technical operations will be primarily managed by John P. Dabnor and Douglas A. Davisson. Mr. Dabnor has nearly 40 years of experience in the telecommunications industry, including holding executive, management and engineering positions for both U.S. and European companies. Mr. Davisson has over 25 years of experience in the telecommunications industry. His technical expertise includes PBX design and evaluation, voice and data networking and design and implementation. The resumes for both individuals are attached.

Members of Management

John P. Dabnor – President, Chief Executive Officer, Chairman, and Founder

Mr. Dabnor is President, CEO, Chairman of the Board, and one of the founders of CityCom where he is engaged in overseeing Business Plan execution, corporate development, and overall day-to-day operations of the Company. Mr. Dabnor is a career veteran of nearly 40 years of the telecommunications industry where he has held executive, management, and engineering level positions in both U.S. and European companies. He most recently served as Director of Business Development with ECI Telecom (NASDAQ: ECIL) where he was responsible for merging the former Tadiran Business Systems (TTI) into ECI to increase the content and value of the overall ECI Telecom product portfolio towards the emerging deregulated market suppliers. This position followed ECI Telecom's acquisition of Tadiran Telecommunications Ltd. (NASDAQ: TTELF) where, as Vice President of Business Development for TTELF, Mr. Dabnor was responsible for creating new partnerships, services, products, and development, including in the CLEC and ISP markets. Prior to working with TTELF, he was Director of Business Development for BellSouth Business Systems where he oversaw this ILEC's creation and implementation of new CLEC and Systems Integration business opportunities and processes to move the company into a more modern role within the industry. In an earlier position with TTELF, as Vice President of Marketing and Planning, Mr. Dabnor was in charge of all marketing aspects for the company including products and services research and definition, opportunity research and cost analysis for new ventures, and OEM/VAR development. As Director of New Business for Electronic Engineering (formerly Norstan, Inc. – Nasdaq: NRRD) Mr. Dabnor assisted in the evaluation of new business opportunities and market segments and helped the company grow to be the largest distributor of advanced switching systems and associated products in the mid-west. This position followed his co-founding and acting as Principle to a successful independent consulting practice that specialized in the study and improvement of switching systems, traffic patterns, and network performance. Mr. Dabnor began his telecommunications career with British Telecom, Cable and Wireless Ltd., and OKI Electronics of America, Inc., as a Technical Officer, a Foreign Officer, and a Customer Service Manager, respectively. Mr. Dabnor was educated in the U.K. where he received the U.S. equivalents of a B.S. in Electrical Engineering and Mechanical Engineering during his studies at North West Kent College of Technology and the London School of Economics. He is a member of the Board of Governors of the Telecommunications Industry Association/ Multimedia Telecom Association (TIA/MMTA), is a Co-Chair of the Society of Telecomm Consultants (STC) and a Trustee of Unlicensed PCS Ad Hoc Committee for 2 GHz Microwave Transition and Management (UTAM).

Douglas A. Davisson-CEO & VP of Sales

Mr. Davisson is a founder of the Company and is responsible for the day-to-day operations and administration and for all sales operations.

Doug has more than 25 years of experience as a member of the Telecommunications industry. His involvement has included sales and marketing, new business development, and strategic initiatives. His technical expertise extends to PBX design and evaluation, voice and data networking, VoIP, and voice mail; design and implementation.

Most recently he served as City Director for Teligent Inc. in Atlanta. He was previously Sales Manager with E.Spire communications and was senior consultant and Partner at Telemark Consulting. As VP Sales for Operator Services he moved the Company into the black by planning and setting up a National sales force to market operator-based collect calling and third party billing.

EXHIBIT E

CITYCOM TELECOMMUNICATIONS, INC
Balance Sheet
 As of January 31, 2001

02/06/01

	Jan 31, '01
ASSETS	
Current Assets	
Checking/Savings	
Bank of America-Checking	674,809.00
Petty Cash	92.10
Total Checking/Savings	674,901.10
Total Current Assets	674,901.10
Fixed Assets	
Computer Hardware	26,515.65
Furniture & Fittings	19,548.02
WebSite Development	10,012.68
Total Fixed Assets	56,076.35
Other Assets	
CD	
C D Bank/America	22,900.00
CD - Other	150,000.00
Total CD	172,900.00
Deposits	650.00
Rent Deposit	4,304.33
Total Other Assets	177,854.33
TOTAL ASSETS	908,831.78
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Acrued Salaries	16,800.00
Total Other Current Liabilities	16,800.00
Total Current Liabilities	16,800.00
Total Liabilities	16,800.00
Equity	
Capital Stock-Series A	325.00
Capital Stock-Series B	1,579,825.00
Retained Earnings	-523,329.27
Net Income	-164,788.95
Total Equity	892,031.78
TOTAL LIABILITIES & EQUITY	908,831.78

*Unaudited financial statements
 and all statements are true & correct*

J. DABNOR C.E.O. 2/6/01

C Segal

C. SEGAL CFO 2/6/01

CITYCOM TELECOMMUNICATIONS, INC
Profit & Loss
 August 2000 through January 2001

02/06/01

	Aug '00 - Jan '01
Income	
Income	
Interest	2,570.44
Sales-Other	242.15
Total Income	2,812.59
Total Income	2,812.59
Gross Profit	2,812.59
Expense	
Admin.Costs	
Bank Charges	600.00
Costs of Employment Admin	
Insurance- Medical & Dental	9,697.53
Salaries- Admin	94,574.53
Taxes [All Depts]	56,952.79
Total Costs of Employment Admin	161,224.85
Depreciation	7,034.67
Dues & Memberships	1,370.00
Hardware-misc.	5,212.88
Insurance - Workmans Comp	2,120.65
Legal & Accounting	62,772.45
Maintainance and Services	1,137.06
Miscellaneous Expense	4,806.84
Office & Computer Supplies	12,783.08
Payroll Service Fees	801.76
Recruitment	495.00
Rent	21,521.65
Shipping	1,354.09
Software-misc.	9,744.96
Telephone	
Cell Phone	3,019.16
NewSouth Service	8,082.19
System Rental	3,626.37
Telephone - Other	1,788.22
Total Telephone	16,515.94
Travel & Entertainment	
Travel	198.04
Travel & Entertainment - Other	44,214.60
Total Travel & Entertainment	44,412.64
Total Admin.Costs	353,908.52
Consultant Costs [Finance]	168,208.51
Development Costs	
Hardware	471.36
Medical Insurance	1,769.00
Misc.	284.77
Salaries- Development	12,867.00
Travel/Entertainment	3,981.04
Development Costs - Other	5,000.00
Total Development Costs	24,373.17
Product	500.00
Sales/Marketing	
Dues/Memberships	65.00
Medical Ins.	1,475.00
Misc. Expense	844.05
Promotion	45,917.20
Salaries - Sales	65,519.30
Travel/Entertainment	737.78
Total Sales/Marketing	114,558.33

CITYCOM TELECOMMUNICATIONS, INC
Profit & Loss
August 2000 through January 2001

02/06/01

	<u>Aug '00 - Jan '01</u>
Support	
Medical Insurance	759.07
Salaries - Support	28,583.29
Travel/Entertainment	39.92
	<hr/>
Total Support	29,382.28
Uncategorized Expenses	0.00
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Total Expense	690,930.81
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Net Income	-688,118.22
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EXHIBIT F

DEMONSTRATION OF FINANCIAL COMPETENCE

CityCom was incorporated in August 2000. As such, it does not have audited financial statements. Despite this, as demonstrated in the Balance Sheet and Profit and Loss Sheet attached as Exhibit E, CityCom maintains a current balance of \$908,831.78. Such capitalization is adequate to finance CityCom's initial telecommunications service offerings.

As CityCom is a switchless reseller and does not own, operate or lease telecommunications facilities, it has no lease or ownership obligations at this time.