



ORIGINAL
 The Crane Building, 3rd Floor
 40 24th Street, Pittsburgh, PA 15222
 voice: 412.316.7800
 fax: 412.316.7899
 www.expedient.com

041397-TL

December 13, 2004

Florida Public Service Commission
 Division of Competitive Markets and Enforcement
 Certification
 2540 Shumard Oak Blvd.
 Tallahassee, FL 32399-0850

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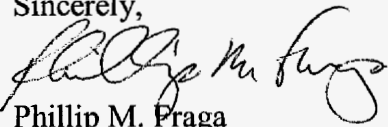
Re: Expedient Carrier Services, LLC Application for Authority to Provide Alternative Local Exchange Service

Dear Sir or Madam:

Enclosed please find an original and six (6) copies of the above-referenced application along with a check in the amount of \$250 for the filing fee. Please date stamp and return the extra copy of this transmittal letter and return it in the enclosed envelope.

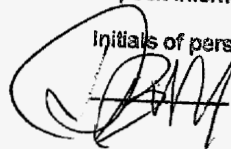
While Expedient Carrier Services, LLC previously registered for authority to provide Interexchange Service within the State of Florida (Docket No. 041044-TI), this application is for data services only, and accordingly, does not include a tariff/price list in accordance with the Florida Rules Governing Telephone Service by Alternative Local Exchange Companies (ALECs).

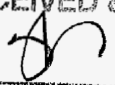
Should you have any questions or require further information, please feel free to contact me at (412) 316-7803. Thank you in advance for your assistance.

Sincerely,

 Phillip M. Praga
 Vice President and General Counsel

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check:



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APPLICATION

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

- 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:

Expedient Carrier Services, LLC

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

Same

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

The Crane Building, Suite 300
40 24th Street
Pittsburgh, PA 15222

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

2 South Biscayne Boulevard
Suite 202
Miami, FL 33131

6. Structure of organization:

- () Individual () Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other Limited Liability Company

7. If individual, provide:

Name: N/A

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:**

N/A

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

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

104000002188

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:

N/A

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

(a) The Florida Secretary of State registration number:

N/A

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

Name: N/A

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: N/A

14. **Provide F.E.I. Number(if applicable):** 82-0538321

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.

None

(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.

None

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

(a) The application:

Name: Phillip M. Fraga
Title: Vice President and General Counsel
Address: The Crane Building, Suite 300
City/State/Zip: Pittsburgh PA 15222
Telephone No.: (412) 316-7803 Fax No.: (412) 316-7899
Internet E-Mail Address: phil.fraga@expeditent.com
Internet Website Address: www.expeditent.com

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

Name: Same
Title: _____
Address: _____
City/State/Zip: _____
Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____
Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Same
Title: _____
Address: _____
City/State/Zip: _____
Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____
Internet Website Address: _____

17. List the states in which the applicant:

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

N/A

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

Pennsylvania and Ohio

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

N/A

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

N/A

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

N/A

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

N/A

18. Submit the following:

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

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.

C. 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.

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 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. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Phillip M. Fraga
Print Name

Phillip M. Fraga
Signature

Vice President and General Counsel
Title

12-10-04
Date

(412) 316-7803
Telephone No.

(412) 316-7899
Fax No.

Address:

The Crane Building, Suite 300
40 24th Street
Pittsburgh, PA 15222

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:

Phillip M. Fraga
Print Name

Phillip M. Fraga
Signature

Vice President and General Counsel
Title

12-10-04
Date

(412) 316-7803
Telephone No.

(412) 316-7899
Fax No.

Address: The Crane Building, Suite 300
40 24th Street
Pittsburgh, PA 15222

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) <u>36 NE 2nd Street, Miami</u>	2) <u>2 South Biscayne, Miami</u>
<u>leased</u>	<u>leased</u>
3) <u>3250 W. Commercial Blvd, Ft. Lauderdale</u>	
<u>leased</u>	

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

1) <u>None</u>	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) <u>fiber</u>	<u>leased</u>
2) <u>microwave</u>	<u>leased</u>
3) _____	_____
4) _____	_____

Expedient Holdings, USA LLC Financial Introduction

The financial statements provided in this Application are for Expedient Holdings USA, LLC which is the sole member of Expedient Carrier Services, LLC (collectively "Expedient").

Expedient is the product of a company that was formed in 2001, by a collection of seasoned veterans of the telecommunications industry. The founding members of what is now Expedient, were involved in several different telecommunications companies in the 1980 and 1990 decades. Recognizing the overcapacity situation that had developed during the ".com boom", in the late 1990's the investors liquidated their telecomm interests before the inevitable "bubble burst". Beginning in 2001, when many high-value assets were selling at distressed market prices, these investors began to build today's Expedient by acquiring companies with either valuable assets or strong customer bases, or both. The result is a company that delivers innovative Internet connectivity and data transport services, managed hosting and enhanced VOIP in 20 U.S. markets.

Expedient is a privately-held organization, backed by 3 individuals with extremely high net-worth. The company has no long term institutional bank debt and is currently self-funding from free cash flows. Despite a very brief operating history, the company enjoys a strong credit rating, as evidenced by a Dun & Bradstreet Paydex score of just under 80, the highest possible for this type of organization.

Expedient has sufficient financial capability to: (i) provide the requested service in the geographic areas proposed to be served, (ii) maintain the requested service and (iii) meet its lease or ownership obligations.

In order to help preserve Expedient's proprietary business practices and protect its competitive position, the attached Balance Sheet and Profit-Loss Statements are presented in summary format only. If a prospective business client/partner or other third party requires any additional information or detail regarding Expedient's financial data, please direct these inquiries to either:

Kenneth Misch – Chief Financial Officer – 412-316-2850, ken.misch@expedient.com

or

Shawn McGorry – President & COO – 412-316-7802, shawn.mcgorry@expedient.com

Expedient Holdings USA, LLC
Consolidated Balance Sheet
As of the month ended, as indicated
(unaudited)

	October 31, 2004
ASSETS	
Current Assets:	
Cash and Cash Equivalents	192,997
Accounts Receivable - Trade	1,090,844
Allowance for Doubtful Accounts	(160,000)
Unbilled Accounts Receivable and Other Receivables	89,192
Prepaid Telco Expenses	48,252
Other Prepaid Expenses and Current Assets	322,225
Total Current Assets	1,583,510
Long Term Assets:	
Term Deposits (including escrowed monies)	22,856
Property Plant and Equipment (Net of Depreciation)	
Leasehold Improvements	22,596
Office Equip, Furniture and Fixtures	911,832
Computer Hardware and Software	1,486,189
Capital Lease Assets	895,770
Total PP&E	3,316,387
Accumulated Depreciation	(1,245,022)
Net PP&E	2,071,365
Intangible Assets:	
Goodwill	4,728,243
Intangible Assets, Net of Amortization	1,015,813
TOTAL ASSETS	9,421,787
LIABILITIES	
Current Liabilities:	
Accounts Payable	1,218,686
Accrued Payroll, Payroll Taxes, Vacation & Commissions	418,262
Accrued Telco Liabilities	719,017
Other Accrued Liabilities	377,073
Deferred Revenue and Credits	609,733
Line of Credit	327,000
Current Portion of Long Term Debt	790,377
Current Portion of Capital Lease Obligations	178,589
Total Current Liabilities	4,638,737
Long Term Debt:	
Intercompany Accounts	
Capital Lease Obligations	106,717
Long Term Notes Payable	1,698,111
Total Long Term Debt	1,804,828
Equity:	
Capital	3,574,615
Treasury Stock	
Retained Earnings (Deficit)	(596,393)
Total Equity	2,978,222
TOTAL LIABILITIES AND EQUITY	9,421,787

Expedient Holdings USA, LLC
Operational Income Statement
October 31, 2004
(unaudited)

	<u>Year to Date</u>
Revenue	
eServices	3,965,953
Expedient Data Center	2,318,484
Traditional	6,892,140
Broadband	2,630,142
One-Times Charges	660,150
Revenue Adjustments	<u>(419,213)</u>
Total Revenue	16,047,656
Operating Expenses:	
Salary & Benefits	4,686,931
Telephone & Connectivity	7,468,749
Occupancy	978,600
Employee Related	131,491
Equipment	656,311
Advertising	178,645
SG&A	<u>897,696</u>
Total Operating Expenses	14,998,424
Non-Operating Expenses	
Taxes	26,020
Interest	109,553
Other Income	(55,873)
Amortization	91,462
Depreciation	778,915
Severance Expense	352,075
Total Non-Operating Expenses	<u>1,302,152</u>
Total Expenses	16,300,576
Net Income / (Loss)	<u><u>(252,920)</u></u>
EBITDA	<u><u>1,049,232</u></u>

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FOREIGN LIMITED LIABILITY COMPANY

Expedient Carrier Services, LLC

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

IN COMPLIANCE WITH SECTION 608.303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Expedient Carrier Services, LLC
(Name of foreign limited liability company)
- 2. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 82-0538321
(FEI number, if applicable)
- 4. May 25, 2004
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.153, F.S.))
- 7. 40 24th Street, Pittsburgh, Pennsylvania 15222
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Expedient Holdings USA, LLC
40 24th Street, Pittsburgh, Pennsylvania 15222

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida:
Long distance service provider

[Signature] (President & CEO)
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)
SHAWN M. McCORRY
 Typed or printed name of signer

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 04 JUN - 4 PM '04

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:

Expedient Carrier Services, LLC

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

CT Corporation System
(Name)

c/o CT Corporation System, 1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324
(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 as provided for in Chapter 608, F.S.

CT Corporation System

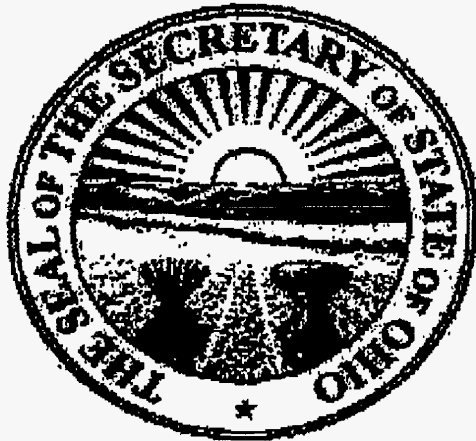
By: *Diane Stout* Diane Stout, Asst. Secretary
(Signature)

04 JUN 4 04 12:54
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show EXPEDIENT CARRIER SERVICES, LLC, an Ohio Limited Liability Company, Registration Number 1466080, was organized within the State of Ohio on May 25, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 4th day of June, A.D. 2004

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

Ohio Secretary of State

Validation Number: V2004155354C9C

MANAGEMENT BIO's

Chairman, Managing Member Stephen Abbey: Over 20 years experience in telecommunications industry, having the distinction of founding and growing four successful companies. Mr. Abbey in the early 1980s founded Resource Telephone/BiTronics, a global manufacturer of business telephone systems. With corporate offices in Cleveland and manufacturing facilities in Taiwan, Abbey successfully grew the company and later sold the company to its 500 employees. He next devoted his attention to the development of a PC-based voice processing card that was sold to VMX.

Following, Mr. Abbey founded CBG, a provider of long distance services to businesses in the Ohio region. He became known as a pioneer in business-related phone services by creating innovative products such as 800 RSVP, PC-based debit card platforms, and the first bundled local loop product in the United States. Under Abbey's guidance, CBG grew to \$120 million in annual sales and was acquired by ICG Communications in 1995. In 1996, Abbey founded Internet Access Group (IAG), building the Midwest's largest internet service provider in just two years. Verio acquired the \$30 million company in 1998.

In 2001, Abbey co-founded US VoiceData with Bradley Reynolds and began buying the assets of struggling ISPs, including Lightstream Internet, RMRC, E-xpedient, and Yipes. In mid-2002, US VoiceData rolled all of its operations under the name E-xpedient.

CEO, Bradley Reynolds: Over 9 years experience directly managing and consulting in the building of ISPs. In 1994 he started Harbor Communications, a dialup ISP based in the Cleveland market. After growing the ISP to steady cash flow of 700k annual and customer base of 2000, he departed to join Steve Abbey at Internet Access Group (IAG). At IAG from 1997 to 1999 he served as CTO and COO responsible for service design, deployment and technical processes until Verio acquired IAG. After IAG, he worked at Ebone A/S and architected its network merger with Hermes European Railtel (HER) into one of the premier Pan-European Facilities based carriers. After Ebone, he became an independent consultant, assisting companies like ICG Netcom and Apple iTools in architecting and deploying IP service offerings, often managing large groups of developers and engineers. In 2001, he rejoined Mr. Abbey and co-founded US VoiceData and started acquiring and integrating both distressed and viable concerns. To date, he has completed 6 successful transactions and integrations.

President & Chief Operating Officer, Shawn M. McGorry: Over 23 years of experience in the Telecommunications/Technology industry. Before joining Expedient in December of 2003 he served as COO of Stargate.net, Inc. since February of 1997. He helped build Stargate from 15 employees and an annual revenue run of less than \$1 Million dollars, to a peak of 400 employees and an annual revenue run rate of nearly \$40 Million in less than 5 years. Stargate achieved its rapid growth via a combined organic & acquisition oriented strategy. Over the years, Stargate earned dozens of industry accolades, including recognition as one of the nations top 20 Internet Service Providers and the nations fastest growing Inner City Company, by INC Magazine.

Prior to entering the Internet industry, Mr. McGorry spent 16 years with TeleCommunications Inc. (TCI), (which became AT&T Broadband in 1999 and then sold to Comcast Communications in 2002). From 1994 to 1997, (prior to resigning TCI to join Stargate), Mr. McGorry served as the General Manager for TCI of Western Pennsylvania, TCI's largest single operating unit and at that time, the nation's largest consolidated, cable television system. As TCI's top local official, he managed four (4) field operations and a call center serving over 440,000 cable television subscribers, with over 600 employees and contractual relationships with 172 municipalities. In

1996, he was honored as "System Operator of the Year," by the Pennsylvania Cable and Telecommunications Association. Prior to the GM position, he worked through the TCI organization in various operations and marketing capacities (Director of Operations, State and Area Marketing Manager, and Special Projects Manager to name a few).

Chief Financial Officer, Kenneth D. Misch: Over 17 years of professional financial management experience. Before joining Expedient in April, 2004, Ken served as Vice-President of Finance for Printcafe Software, Inc. Printcafe was acquired by Electronics For Imaging ("EFI") in October, 2003 and Ken remained with EFI to manage the integration of the financial and administration functions of the acquired business. While at Printcafe, Ken helped build the company from under \$4 Million annual revenues and 70 employees to just under \$50 Million and a peak of 575 employees in less than 2 years. Like Stargate, Printcafe achieved its rapid growth via a combined organic and acquisition oriented strategy. He played a leading role in Printcafe's successful Initial Public Offering in June, 2002 where the company raised nearly \$40 Million. Prior to its IPO, he also assisted Printcafe in raising over \$100 Million of venture and strategic capital and debt to assist in the acquisition strategy. During his tenure, Ken was responsible for all areas within the finance, accounting, treasury, investor relations, risk management, real estate and travel functions of the business.

Ken began his career working for Price Waterhouse where he spent 8 years serving clients ranging from large, multi-national conglomerates, to small, privately held organizations serving the technology, manufacturing and service industries. He has also held managerial positions with Avery Dennison Corporation, a \$3 Billion manufacturer and distributor of self-adhesive labels and office products, and Steris Corporation, an \$800 Million manufacturer and distributor of infection prevention, healthcare related capital and consumable products. He is a CPA and earned his MBA from Case Western Reserve University in Cleveland.

VP of Business Development, Mark McGinness: Over 12 years experience in telecommunications and Internet services. Mr. McGinness was the former National ISP & Carrier Sales Executive at ICG Communications; where he was instrumental in the company's growth to a national CLEC. For ICG he was key figure in product development with the success of Managed Modems, Metro local loop solutions, and Collocation services. Mr. McGinness later joined Allegiance Telecom to develop their wholesale and broadband organization. He created their "IP DS1" product that leveraged their 850 RBOC collocations, and national IP backbone, while resolving their lack of carrier hotel connectivity. He sold and supported most of major ISP and other agreements for ICG and Allegiance, achieving more than a Billion dollars in contract value. Mark's accounts are currently a major revenue stream for both ICG and Allegiance.

Senior Vice President Technical Operations, Kenneth L. Hill: Over 25 years background in voice and data operations, network engineering and information technology. Before joining Expedient, Mr. Hill was Senior VP of Operations with Stargate. Prior to joining Stargate Mr. Hill was associated with RSL COM as Executive Director of U.S. Operations. His experience includes employment with Westinghouse Electric Corporation, Fujitsu Business Communications Systems and GTE. Ken has an extensive Ken holds a bachelor's degree in professional studies and an associate's degree in business management from Duquesne University in Pittsburgh.

VP of Network Operations, Ryan Wiegner: Over 7 years experiencing growing and optimizing telecommunications networks. In 1996, he was the first employee of Internet Access Group (IAG) helping to grow the company to a dominant player in the Midwestern market. In 1998, he joined Ernst & Young's Management Consulting practice. Engaged to large domestic telecommunication carriers, he worked as part of a team to improve internal IT processes as well

as rollout of vendor bonding systems for electronic exchange of service ordering and billing. In 2000, Mr Wiegner joined Focal communications, a competitive telephone company with over \$500 million in annual revenues. There he was responsible for project managing the internal deployment of Focal's DSL offering. In 2001, he shifted rolls to become the Senior Manager of Network Optimization responsible for cost cutting across all the network organizations at Focal. Within 12 months, he had reduced the leased facility budget by \$30 million annually. In 2002, he left Focal to join E-xpedient.

Vice President and General Counsel, Phillip M. Fraga: Over 20 years legal, financial and general business experience in a variety of small and large service firm and private and public company settings. Prior to joining Expedient, Mr. Fraga previously served in increasingly responsible legal and regulatory roles with Adelphia Cable Communications, Hyperion Telecommunications and BroadStreet Communications where Mr. Fraga was a co-founder and served on a four-person executive team along with the CEO, COO and CFO. Prior to entering the telecommunications field, Mr. Fraga spent a number of years in the Finance Department of National Steel Corporation and the Legal Department of USX Corporation along with roles at 2 law firms and a CPA firm. Mr. Fraga earned a Juris Doctorate from Duquesne University along with an MBA from the University of Steubenville, a Bachelor of Science in Accounting from Carlow College and a Bachelor of Arts in Economics/Finance from Bethany College.

Member, Corporate Development, Eric Hager: Over 20 years experience in telecommunications, Internet service, and Corporate Development. Mr. Hager joined E-xpedient in 2003 as an investment Member and advisor. Prior, he held various distinguished positions with Lucent, Livingston Enterprises, IBM, ROLM, and ATT. As part of Lucent Technologies M&A group, Mr. Hager led due diligence of \$1.5B acquisition of SpringTide Networks and consulted on technology and service deployment for IP Service Switches, Media Gateways, Metro Ethernet and Broadband Wireless for Service Provider networks.

Prior to Lucent Technologies, for Livingston Enterprises, Mr. Hager co-authored US and European patents for Service Provider's wholesale Internet access architecture. Mr. Hager later developed the strategic relationship with Lucent Technologies that subsequently led to their acquisition of Livingston Enterprises for over \$600M.

Member, Board of Advisors, Steve Willens: Over 20 years experience in technology innovation. He was founder Livingston Enterprises developing the PortMaster product family and is inventor of the worldwide standard RADIUS. Following Lucent's acquisition of Livingston, Mr. Willens led Lucent's worldwide Remote Access product strategy. Subsequently, Mr. Willens developed the first national VOIP network in Spain, later acquired by Covad.