



Manuel A. Gurdian
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Tallahassee, FL 32301

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January 24, 2011

Ms. Ann Cole, Commission Clerk
Office of the Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

**Re: Docket No. 100373-TX - Request for Approval of Transfer and Name
Change on a Competitive Local Exchange Telecommunications
Certificate**

Dear Ms. Cole:

Enclosed is BellSouth Telecommunications, Inc. d/b/a AT&T Florida's
Objection to Telecom Ventures, LLC's Request for Approval of Transfer of CLEC
Certificate, which we ask that you file in the captioned docket.

Sincerely,

Manuel A. Gurdian

cc: All Parties of Record
Jerry Hendrix
Gregory R. Follensbee
E. Earl Edenfield, Jr.

Diamond Williams

100373-TX

From: WOODS, VICKIE (Legal) [vf1979@att.com]
Sent: Monday, January 24, 2011 2:22 PM
To: Filings@psc.state.fl.us
Subject: Docket No. 100373-TX AT&T Florida's Objection to Telecom Ventures, LLC's Request for Approval of Transfer of CLEC Certificate
Importance: High
Attachments: Untitled.pdf

A. Vickie Woods

BellSouth Telecommunications, Inc. d/b/a AT&T Florida

150 South Monroe Street

Suite 400

Tallahassee, Florida 32301

(305) 347-5560

vf1979@att.com

B. Docket No. 100373-TX: Request for Approval of Transfer and Name Change on a
Competitive Local Exchange Telecommunications Certificate

C. BellSouth Telecommunications, Inc. d/b/a AT&T Florida
on behalf of Manuel A. Gurdian

D. 54 pages total (includes letter, certificate of service, pleading and Exhibits A thru c)

E. BellSouth Telecommunications, Inc. d/b/a AT&T Florida's Objection to Telecom Ventures,
LLC's Request for Approval of Transfer of CLEC Certificate
.pdf

<<Untitled.pdf>>

DOCUMENT NUMBER-DATE
00511 JAN 24 =
FPSC-COMMISSION CLERK

CERTIFICATE OF SERVICE
Docket No. 100373-TX

I HEREBY CERTIFY that a true and correct copy of the foregoing was served via
Electronic Mail and First Class U.S. Mail this 24th day of January, 2011 to the following:

Pauline Evans
Office of the General Counsel
Florida Public Service
Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850
Tel. No. (850) 413-6183
pevans@psc.state.fl.us

Beth Salak
Division of Regulatory Analysis
Florida Public Service
Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850
Tel. No. (850) 413-6408
bsalak@psc.state.fl.us

Mark Foster
707 West 10th Street
Austin, TX 78701
Tel. No. (512) 708-8700
Fax. No. (512) 697-0058
mark@mfoosterlaw.com



Manuel A. Gurdian

(+) Signed Protective Agreement

New Talk, Inc.
Ms. Joyce Howard
112 East Seminary Drive, Suite B
Ft. Worth, TX 76115-2605
Tel. No. (214) 244-0411
Fax. No. (817) 887-1738
jhoward@palomagroup.com

Telecom Ventures, LLC
d/b/a Dialtone Ventures, LLC
Byron Young
1407 Texas Street, Suite 202 #5
Ft. Worth, TX 76102
Tel. No. (817) 371-5279
byrontoddyoung@gmail.com

Ray Kennedy
Division of Regulatory Analysis
Florida Public Service
Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850
Tel. No. (850) 413-6584
rkennedy@psc.state.fl.us

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for Approval of Transfer and Name) Docket No. 100373-TX
Change on a Competitive Local Exchange)
Telecommunications Certificate) Filed: January 24, 2011

AT&T FLORIDA'S OBJECTION TO TELECOM VENTURES, LLC'S REQUEST FOR APPROVAL OF TRANSFER OF CLEC CERTIFICATE

BellSouth Telecommunications, Inc. d/b/a AT&T Florida ("AT&T Florida") submits this Objection to Telecom Ventures, LLC d/b/a Dialtone Ventures, LLC's ("Telecom Ventures") Request for Approval of Transfer of a Competitive Local Exchange Certificate ("Request").¹ The Florida Public Service Commission ("Commission") should deny the Request because the transfer of the CLEC certificate is not in the "public interest" as Telecom Ventures does not have "sufficient technical, financial, and managerial capability" to provide competitive local exchange service in Florida. In support thereof, AT&T Florida states as follows:

PARTIES

1. The name and address of the affected agency is the Florida Public Service Commission ("Commission"), 2540 Shumard Oak Blvd., Tallahassee, Florida 32399. The Commission's docket numbers for these proceedings are 100414-TX and 100416-TI.
2. AT&T Florida is a Georgia corporation and its principal place of business is 675 W. Peachtree Street, NE, Atlanta, Georgia 30375.
3. AT&T Florida is an Incumbent Local Exchange Carrier under the Communications Act of 1934, as amended by the Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56.

¹ Telecom Ventures' Request is set to be heard at the Commission's January 25, 2011 Agenda. AT&T Florida respectfully requests that the Commission defer this item to a subsequent Agenda to allow Commission Staff sufficient opportunity to review AT&T Florida's Objection.

DOCUMENT NUMBER - DATE

00511 JAN 24 =

FPSC-COMMISSION CLERK

4. All pleadings, notices and other documents filed in this proceeding should be directed to AT&T Florida's representatives as follows:

E. Earl Edenfield Jr.
Tracy W. Hatch
Manuel A. Gurdian
AT&T Florida
c/o Gregory R. Follensbee
150 South Monroe Street, Ste. 400
Tallahassee, FL 32301
ke2722@att.com
th9467@att.com
mg2708@att.com
(305) 347-5558 (telephone)
(850) 222-8640 (fax)

5. Telecom Ventures is a foreign limited liability company and the Florida Department of State – Division of Corporations lists its principal address as 1407 Texas St., Suite 202#5, Fort Worth, TX 76102.

STANDARD TO TRANSFER A CLEC CERTIFICATE IN FLORIDA

6. Pursuant to Florida Statutes § 364.345(2), a “telecommunications company may not sell, assign, or transfer its certificate of any portion thereof without: (a) A determination by the commission that the proposed sale, assignment, or transfer is in the public interest; and (b) The approval of the commission.”

7. Pursuant to Florida Statutes § 364.337(1), the Commission can only grant a “certificate to provide competitive local exchange service upon a showing that the applicant has sufficient technical, financial and managerial capability to provide such service”. Section 364.337(1), Florida Statutes.

COMMISSION'S APPLICATION

8. When completing the Commission's application the applicant must:

- identify the persons responsible for the application and on-going company operations;
- provide contact information (address, phone number, etc.);
- provide proof of active registration with the Florida Secretary of State;
- complete a series of questions about the company, officers, directors, and stockholders; and
- provide proof that it has the managerial, technical, and financial capability to operate as a CLEC in Florida.

See In re: Application for certificate to provide competitive local exchange telecommunications service by Crystal Link Communications, Inc., Docket No. 090444-TX, Order No. PSC-10-0217-PAA-TX (Issued April 6, 2010).

TELECOM VENTURES' APPLICATION FOR TRANSFER OF CERTIFICATE

9. On August 9, 2010, Telecom Ventures filed its Application with the Commission. *See Application for Approval of Transfer of Existing Certificate ("Application") filed in Docket No. 100373-TX.*

10. Telecom Ventures explained that it filed the Application because "Telecom Ventures, LLC, a non-certificated company has purchased the certificate originally issued to Connect Paging Inc. d/b/a Get a Phone in Docket No. 040224-TX, Order No. PSC-04-0571-CO-TX, issued June 8, 2004, with name change to New Talk, Inc. approved September 18, 2008... New Talk, Inc. desires to have the certificated [sic] of authority transferred to Telecom Ventures, LLC." *See Application at 2.*

11. Telecom Ventures lists its President as Byron Young and its Vice-President as Brian Young. *See Id. at 6.*

12. Byron Young and Brian Young hold the same positions with New Talk, Inc. (“New Talk”).² *See Id.*

13. In response to Question 18(c) Financial Capability, Telecom Ventures states that “[a]pplicant is a start-up company that has no previous business activity, and therefore, no financial statements. The transferring company, New Talk, Inc. has sufficient resources to fund operations through loans to Telecom Ventures, LLC until such time as cash flow generated by Telecom Ventures funds all activities.” *See Id.*

**NEW TALK’S 2007 PETITION FOR DESIGNATION AS A ELIGIBLE
TELECOMMUNICATIONS CARRIER**

14. On March 20, 2007, New Talk filed a Petition to be designated an Eligible Telecommunications Carrier (“ETC”) with the Commission. *See* New Talk’s ETC Petition filed in Docket No. 070178-TX.

15. In its Petition, New Talk requested that it be granted certain ETC designation in certain AT&T Florida, Embarq-Florida, Inc. and Verizon Florida exchanges, for the purpose of receiving federal universal service support.

16. On August 7, 2008, Commission Staff filed its Recommendation on New Talk’s request to be designated an ETC.

17. In its Recommendation, Staff recommended that New Talk not be granted ETC designation in the state of Florida. *See* August 7, 2008 ETC Staff Recommendation filed in Docket No. 070178-TX at 3.

18. While, analyzing New Talk’s petition and history, staff determined, *inter alia*, the following:

² On October 7, 2008, the Commission entered an order granting Connect Paging, Inc. d/b/a Get A Phone’s request to change the name on Certificate No. 8467 from Connect Paging, Inc. d/b/a Get A Phone to New Talk, Inc. *See* Docket No. 080530-TX.

- New Talk did not timely pay its Florida Regulatory Assessment Fees for 2007.³ *See* ETC Staff Recommendation at 6.
- The FCC issued a Notice of Apparent Liability for Forfeiture Order against New Talk on March 30, 2007 for failure to respond to a directive of the Enforcement Bureau and was fined \$4,000. *See Id.*
- The FCC issued a Notice of Apparent Liability for Forfeiture Order against New Talk on August 10, 2007 for failure to comply with Section 64.2009(e) of the FCC rules and the FCC proposed a monetary forfeiture of \$100,000 against New Talk. *See Id.*
- Byron Young, President of New Talk, was President of Seven Bridges Communications, Inc. whose Certificate No. 7608 was cancelled by the Commission and it was fined \$10,000. *See Id.* at 7.

19. Moreover, Staff determined that its investigation showed that New Talk had “provided incomplete, inaccurate, and/or misleading information in response to staff’s data requests. *See Id.*”

20. In its Recommendation, Staff indicated that New Talk did “not have the management capability necessary to be designated as an ETC in the State of Florida” and recommended that “it was not in the public interest to designate [New Talk] as an ETC in Florida. *See Id.*”

21. Subsequent to the release of the Recommendation, New Talk withdrew its Petition. *See* New Talk’s August 13, 2008 letter filed in Docket No. 070178-TX.⁴

NEW TALK’S BANKRUPTCY FILING

22. On August 11, 2006, Connect Paging, Inc. d/b/a Get A Phone⁵ filed for a Voluntary Petition for Bankruptcy in the United States Bankruptcy Court for the Western

³ This appears to be a common problem for New Talk. *See In re: Alabama Public Service Commission v. Delinquent Companies*, Docket No. 31325, Show Cause Order (Issued February 26, 2010).

⁴ On November 14, 2008, New Talk re-filed its Petition for designation as an ETC in the state of Florida. *See* New Talk’s ETC Petition filed in Docket No. 080673. However, on January 22, 2010, New Talk again withdrew its request to be designated an ETC in Florida.

⁵ *See* footnote 2, *supra*.

District of Texas (San Antonio Division)(“Bankruptcy Petition). *See* Bankruptcy Petition filed in Case No. 06-51519-rbk attached hereto as Exhibit “A”.

23. At the time of the filing of the Bankruptcy Petition, Byron Young was the President of New Talk and Director of New Talk. *See* Statement of Financial Statements Section of Bankruptcy Petition at ¶ 21 (b).

24. Brian Young was listed as Vice-President and Director of New Talk. *Id.*

NEW TALK OWES AT&T OVER \$2 MILLION DOLLARS IN TEXAS

25. On June 22, 2010, AT&T Texas forwarded correspondence to New Talk advising that it had an outstanding past due and undisputed balance of \$2,169,533.27. *See* June 22, 2010 correspondence from AT&T Texas to New Talk attached hereto as Exhibit “B”.

26. On July 1, 2010, in an attempt to avoid paying these undisputed amounts, New Talk filed a Complaint against AT&T Texas at the Public Utility Commission of Texas in Docket No. 38389.

27. New Talk’s CEO is Byron Young and Brian Young is its Vice-President. *See* New Talk’s 2010 For Profit Corporation Annual Report attached hereto as Exhibit “C”.

NEW TALK’S PETITION FOR AMENDMENT OF CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY IN ALABAMA

28. On June 3, 2010, New Talk filed its Petition for Amendment of Certificate of Public Convenience and Necessity with the Alabama Public Service Commission (“APSC”). *See* APSC Docket No. 30006.

29. In its petition, New Talk notified the Commission of the change in the name from “New Talk, Inc. to Telecom Ventures, LLC d/b/a Dialtone Ventures”.

30. Moreover, New Talk advised that the name change was “a result of an internal corporate restructuring, whereby Alabama operations would be conducted by a new company,

Telecom Ventures, LLC d/b/a Dialtone Ventures. The new company is owned by BBY, Limited and New Talk, Inc. is owned by Ambient Ventures. The members of Ambient Ventures and the limited partners of BBY, Ltd. are the same individuals – Byron, Brandon, and Brian Young. The management team for Telecom Ventures will be the same as the management team of New Talk, Inc.” See Petition for Amendment of Certificate of Public Convenience and Necessity filed with the APSC in Docket No. 30006.

TELECOM VENTURES DOES NOT HAVE “SUFFICIENT TECHNICAL, FINANCIAL AND MANAGERIAL CAPABILITY” TO PROVIDE SERVICE IN FLORIDA

31. The Commission should reject Telecom Ventures’ request for a transfer of New Talk’s Certificate for it not having “sufficient technical, financial, and managerial capability” to provide CLEC services in Florida.

32. First, Telecom Ventures does not have sufficient managerial and financial capability as Telecom Ventures’ management team has allowed New Talk to accumulate over \$2 million in unpaid bills to AT&T in Texas.

33. Second, Telecom Ventures does not have sufficient managerial capability as Staff determined in Docket No. 070178-TX that Telecom Ventures’ management team while it was managing New Talk “provided incomplete, inaccurate, and/or misleading information in response to staff’s data requests” and that it was not in the “public interest” to grant New Talk’s request to be given ETC status.

34. Third, Telecom Ventures does not have sufficient financial capability as Capital’s purported assets, upon information and belief, are woefully inadequate to provide multi-state telecommunications services in, at least, six states throughout the United States.

35. Accordingly, based upon Telecom Ventures’ failure to have “sufficient technical, financial and managerial capability”, it is not the “public interest” for the Commission to grant

Telecom Ventures' request for transfer of a certificate to provide telecommunications services in Florida.

QUESTIONS THAT SHOULD BE ASKED OF TELECOM VENTURES

36. In the alternative, if the Commission decides to move forward with Telecom Ventures' Request, Telecom Ventures should be required to provide responses to the following questions prior to the issuance of an Order approving the transfer of the New Talk's CLEC certificate to Telecom Ventures in this Docket:

- In its Alabama filing, Brandon Young is listed as an indirect owner of New Talk. What, if any, ownership interest does Brandon Young have in Telecom Ventures? If so, why was he not disclosed in the Commission's Application?
- Is Brandon Young part of Telecom Ventures' management team? If so, why was he not disclosed in the Commission's Application?
- In its Alabama filing, Telecom Ventures indicated that the new company, Telecom Ventures, would be owned by BBY, Limited and that BBY, Limited is owned by Byron Young, Brandon Young and Brian Young. Is Telecom Ventures owned by BBY, Limited in Florida?
- Provide a copy of the Purchase Agreement by and between Telecom Ventures and New Talk.
- Does Telecom Ventures have sufficient resources to operate as a telecommunications company in Florida where the company that is going to "fund operations through loans to Telecom Ventures" owes AT&T over \$2 million in Texas?
- What documentation does Telecom Ventures have that New Talk will "fund operations through loans to Telecom Ventures"?
- Identify the name and address of all entities with which Telecom Ventures is affiliated or shares common ownership.
- Are any of Telecom Ventures' employees, consultants, managers, directors currently employed by or affiliated with another telecommunications company? If so, please provide their names and the names of the companies.
- Has any entity and/or persons employed or affiliated with Telecom Ventures identified above, been investigated, audited or had their certificate to operate

revoked by any regulatory agency? If so, please explain circumstances and provide the name of the docket, docket number and any documents regarding the investigation, audit or docket.

- Have any members of Telecom Ventures' management team ever filed a bankruptcy petition on behalf of any entity?

CONCLUSION

37. In conclusion, based upon the foregoing, it is clear that Telecom Ventures fails to have "sufficient technical, financial and managerial capability" to provide competitive local exchange services in Florida.⁶ Accordingly, it is not in the "public interest" for the Commission to grant Telecom Ventures' request to transfer New Talk's CLEC certificate to Telecom Ventures in Florida.

WHEREFORE, AT&T Florida respectfully requests that the Commission deny Telecom Ventures, LLC d/b/a Dialtone Ventures, LLC's Request for Approval of Transfer of a Competitive Local Exchange Certificate.

⁶ See *In re: Application for certificate to provide competitive local exchange telecommunications service by Crystal Link Communications, Inc.*, Docket No. 090444-TX, Order No. PSC-10-0217-PAA-TX (Issued April 6, 2010)(Where Commission denied a CLEC's application for authority to provide CLEC services in Florida for its lack of the "appropriate managerial capability and financial resources" required by Section 364.337(1), Florida Statutes.); *In re: Application for certificate to provide competitive local exchange telecommunications service by Premier Telecom-VoIP, Incorporated*, Docket No. 070172-TX, Order No. PSC-07-0673-PAA-TP (Issued August 21, 2007)(Where Commission denied applicant's application for authority to provide competitive local exchange telecommunications services within Florida for, in part, its failure to show that it had sufficient managerial capability as required by Section 364.337(1), Florida Statutes); *In re: Application for certificate to provide alternative local exchange telecommunications service by Commodity Partners, Inc.*, Docket No. 020319-TX, Order No. PSC-02-1382-PAA-TX (Issued October 8,, 2002)(Where Commission denied company's application for a CLEC certificate on the basis that it did not have "sufficient managerial capability to provide" CLEC services in Florida as it appeared to the Commission that the "company failed to accurately complete its application for a certificate".) and *In re: Application for certificate to provide alternative local exchange telecommunications service by C.I.O., Inc.*, Docket No. 990971-TX, Order No. PSC-00-0078-PAA-TX (Issued January 10, 2000)(Where Commission denied CLEC's application as the CLEC "[had] not demonstrated" nor did the Commission believe that the CLEC had "the managerial capability to operate a telecommunications company in Florida.").

Respectfully submitted this 24th day of January, 2011.

BELLSOUTH TELECOMMUNICATIONS, INC.
d/b/a AT&T FLORIDA



E. Earl Edenfield, Jr.
Tracy W. Hatch
Manuel A. Gurdian
c/o Greg Follensbee
150 South Monroe Street
Suite 400
Tallahassee, Florida 32301
(305) 347-5558

Exhibit A

United States Bankruptcy Court
Western District of Texas

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Connect Paging, Inc.
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Get A Phone
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all): 75-2723586
Street Address of Debtor (No. & Street, City, and State): 309 Seventh Street, Suite 720 Fort Worth, TX
County of Residence or of the Principal Place of Business: Bexar
Mailing Address of Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above): 29347 North Le Haze Fair Oaks Ranch, TX 78015

Type of Debtor (Form of Organization) (Check one box)
Nature of Business (Check all applicable boxes.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Nature of Debts (Check one box)

Filing Fee (Check one box)
Check one box:
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.

Table with 9 columns: Estimated Number of Creditors (1-49, 50-99, 100-199, 200-999, 1000-5,000, 5001-10,000, 10,001-25,000, 25,001-50,000, 50,001-100,000, OVER 100,000)

Table with 9 columns: Estimated Assets (\$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, More than \$100 million)

Table with 9 columns: Estimated Debts (\$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, More than \$100 million)

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Connect Paging, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X /s/ John Haas Weinstein
Signature of Attorney for Debtor(s)

John Haas Weinstein 7558
Printed Name of Attorney for Debtor(s)

John Haas Weinstein, APLC
Firm Name

P.O. Box 8
407 South Union Street
Opelousas, LA 70570

Address

(337) 948-4700 Fax: (337) 948-4172
Telephone Number

August 11, 2006
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Byron Young
Signature of Authorized Individual

Byron Young
Printed Name of Authorized Individual

President
Title of Authorized Individual

August 11, 2006
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

**United States Bankruptcy Court
Western District of Texas**

In re Connect Paging, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
American Classifieds 4303 North Central Expressway Dallas, TX 75205	American Classifieds 4303 North Central Expressway Dallas, TX 75205			2,500.00
AT&T 722 North Broadway 11th Floor Milwaukee, WI 53202	AT&T 722 North Broadway 11th Floor Milwaukee, WI 53202		Unliquidated Disputed	663,935.46
Billco Post Office Box 224 Jericho, NY 11753	Billco Post Office Box 224 Jericho, NY 11753			1,935.35
Fed Ex Post Office Box 94515 Palatine, IL 60094-4515	Fed Ex Post Office Box 94515 Palatine, IL 60094-4515			61.96
Foster, Malish & Blair, LLP 1403 West Sixth Street Austin, TX 78703	Foster, Malish & Blair, LLP 1403 West Sixth Street Austin, TX 78703			765.54
Gayle Wallace & Associates 15250 Grey Ridge Houston, TX 77042	Gayle Wallace & Associates 15250 Grey Ridge Houston, TX 77042			1,500.00
Greensheet Post Office Box 561288 Dallas, TX 75356	Greensheet Post Office Box 561288 Dallas, TX 75356			19,670.50
Intec 2711 LBJ Freeway, Suite 512 Dallas, TX 75234-7363	Intec 2711 LBJ Freeway, Suite 512 Dallas, TX 75234-7363			1,657.99
Lyra Incorporated 2009 Puritan Irving, TX 75061	Lyra Incorporated 2009 Puritan Irving, TX 75061			1,000.00
Palomanet International, Inc. Post Office Box 154249 Irving, TX 75015	Palomanet International, Inc. Post Office Box 154249 Irving, TX 75015			5,000.00
Southwestern Bell 722 North Broadway, 11th Floor Milwaukee, WI 53202	Southwestern Bell 722 North Broadway, 11th Floor Milwaukee, WI 53202		Unliquidated Disputed	239,491.69

In re Connect Paging, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
TelLAWCom Labs, Inc. 100 Ovilla Oaks Drive, Suite 200 Red Oak, TX 75154	TelLAWCom Labs, Inc. 100 Ovilla Oaks Drive, Suite 200 Red Oak, TX 75154			1,990.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 11, 2006

Signature /s/ Byron Young
Byron Young
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Texas**

In re Connect Paging, Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities."

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	205,162.04		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		939,508.49	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			205,162.04		
			Total Liabilities	939,508.49	

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America Checking account	-	137,006.16
3. Security deposits with public utilities, telephone companies, landlords, and others.		Bell South Telecom Ft Worth Plaza	- -	10,000.00 1,976.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
Sub-Total >				148,982.16
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable Various vendors	-	34,679.88
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Statutory Claims, tort, penalties, breach of contract against Southwestern Bell Telephone, LP d/b/a AT&T Texas	-	Unknown

Sub-Total > **34,679.88**
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		PUC Licenses and ILEC interconnection agreements	-	1,000.00
		Computer Software and Operating Systems	-	1,000.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Various Month to Month Customer Contracts	-	1,000.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		38 work space cubicles, 5 management desks, 3 executive desks, 3 executive credenzas, 2 management credenzas, conference table, 8 conference chairs, 3 executive bookcases, management bookcase, 3 banquet tables, 36 work station chairs, lateral file, 5 drawer files, 8 desk side chairs, side table, supply cabinet, microwave oven, portable fans, portable heaters, refrigerator, 2 coffee makers, water dispenser, 4 break chairs, telecom server, office supplies, wall decorations	-	10,000.00
		Marketing materials	-	1,000.00
		30 CISCO Telephones, 38 Dell and E Machine Computers, 37 Envision, Insignia, KDS MAG, Samsung and Gateway Monitors; One Hewlett Packard Printer	-	7,500.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
			Sub-Total >	21,500.00
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re Connect Paging, Inc.
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **205,162.04**

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$4,925* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re Connect Paging, Inc.
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. §112; Fed.R.Bankr.P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
	C O D E B T O R	H W J C					
Account No. American Classifieds 4303 North Central Expressway Dallas, TX 75205		-					2,500.00
Account No. AT&T 722 North Broadway 11th Floor Milwaukee, WI 53202		-			X	X	663,935.46
Account No. Billco Post Office Box 224 Jericho, NY 11753		-					1,935.35
Account No. Fed Ex Post Office Box 94515 Palatine, IL 60094-4515		-					61.96
Subtotal (Total of this page)							668,432.77

2 continuation sheets attached

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O O R D I N A T E	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. Foster, Malish & Blair, LLP 1403 West Sixth Street Austin, TX 78703		-					765.54	
Account No. Gayle Wallace & Associates 15250 Grey Ridge Houston, TX 77042		-					1,500.00	
Account No. Greensheet Post Office Box 561288 Dallas, TX 75356		-					19,670.50	
Account No. Intec 2711 LBJ Freeway, Suite 512 Dallas, TX 75234-7363		-					1,657.99	
Account No. Lyra Incorporated 2009 Puritan Irving, TX 75061		-					1,000.00	
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	24,594.03

In re Connect Paging, Inc.
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. Palomanet International, Inc. Post Office Box 154249 Irving, TX 75015							5,000.00	
Account No. Southwestern Bell 722 North Broadway, 11th Floor Milwaukee, WI 53202					X	X	239,491.69	
Account No. TelLAWCom Labs, Inc. 100 Ovilla Oaks Drive, Suite 200 Red Oak, TX 75154							1,990.00	
Account No. 								
Account No. 								
Sheet no. <u>2</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	246,481.69
							Total (Report on Summary of Schedules)	939,508.49

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Ace Cash Express 1231 Greenway Dr, Ste 600 Irving, TX 75038	Customer Payment Location Retain contract
ACH Direct/Nova 35-325 Date Palm Dr, #239 Cathedral City, CA 92234	Credit card processing service Retain contract
Air Band DATA 1107 California Lane, Ste 211 Arlington, TX 76015	T1 and Ports Retain contract
ANI Networks 4380 Boulder Hwy Las Vegas, NV 89121	Long Distance Service Retain contract
BeQuick 7108 Fiarway Dr, #260 Palm Beach Gardens, FL 33418	Software Retain contract
Billco Services Post Office Box 224 Jericho, NY 11753	Billing Services for Customers Retain contract
Ft Worth Plaza, LP 309 W 7th Street, #107 Fort Worth, TX 76102	Office space lease Retain lease
Intec Telecom Svcs / Qinteraction Ltd 2711 LBJ Fwy, #512 Dallas, TX 75234	Software Retain contract
MetroTel 3505 Summerhill Rd, #11 Texarkana, TX 75303	Voice Over Internet Services Retain contract
Net Results Group, Inc. 19111 W Ten Mile Rd, #167 Southfield, MI 48075	Audit Services of ILEC Billings Retain contract
Red River Networks Communications 201 Robert S. Kerr BOK Plaza Suite 305 Oklahoma City, OK 73102	Long Distance Services Retain contract

1 continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re **Connect Paging, Inc.**

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract
Shelcomm 14160 Live Oak Avenue, #C Baldwin Park, CA 91706	Paging Service Provider Retain contract
Smart Telecom Concepts 70 E Lake Street, #200 Chicago, IL 60601	Billing Reconciliation Retain contract
Tax Compliance Services 3101 Tower Ck Pkwy, 6th Floor Atlanta, GA 30339	Accounting Service Retain contract
TelLawCom Labs, Inc 100 Ovilla Oaks Drive, #200 Red Oak, TX 75154	Audit Services Retain contract
UCN 14870 Pony Express Road Riverton, UT 84065	Long Distance, Intra and Interstate Retain contract
Universal Data Consultants, Inc 4690 Southwest 7B Avenue Fort Lauderdale, FL 33328	Payment Center and Sub Contract Reseller Retain contract
Wayne & Carolyn Moore 11845 Warbler Ln Keller, TX 76248	Master Distributor Agreement / Sub Contractor for Sales Retain contract
Western Union Post Office Box 1758 Englewood, CO 80150	Payment Center and Sub Contract Reseller Retain Contract

In re Connect Paging, Inc.

Case No. _____

Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Western District of Texas**

In re Connect Paging, Inc.

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 14 sheets [total shown on summary page plus 1], and that they are true and correct to the best of my knowledge, information, and belief.

Date August 11, 2006

Signature /s/ Byron Young

**Byron Young
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Texas

In re Connect Paging, Inc.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$3,653,564.18	Gross Revenue, January 1, 2006 through July 31, 2006
\$9,285,836.37	Gross Revenue, January 1, 2005 through December 31, 2005
\$6,208,698.00	Gross Revenue, January 1, 2004 through December 31, 2004

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
800 Response Post Office Box 1049 Burlington, VT 05402	6-1-06 6-23-06 8-1-06	\$5,345.38	\$0.00
Alright Parking 210 W. 6th Street, Suite 1101 Fort Worth, TX 76102	6-1-06 6-23-06 8-7-06	\$1,035.00	\$0.00
Airband Post Office Box 120386 Dallas, TX 75312	6-01-06 6-27-06 8-01-06	\$11,500.77	\$0.00
American Classifieds 4303 North Central Expressway Dallas, TX 75205	5-24-06 6-21-06 6-27-06 8-01-06 8-07-06	\$2,668.00	\$2,500.00
ShellComm Paging 14160 Live Oak Avenue, Unit C Baldwin Park, CA 91706	06-20-06; 07-17-06	\$1,248.00	\$0.00
Smart Telecom 2300 Cabot Drive, Suite 410 Lisle, IL 60532	06-27-06; 07-17-06; 8-01-06	\$14,000.00	\$0.00
Southwestern Bell 722 North Broadway, 11th Floor Milwaukee, WI 53202	05-18-06 through 06-12-06	\$197,891.17	\$239,491.69
Sterling DFW Group 1401 Colony Drive Irving, TX 75061	06-27-06	\$747.31	\$0.00
UCN, LD Services Post Office Box 410468 Salt Lake City, UT 84141	07-06-06	\$3,500.00	\$0.00
ATL Telecom 56825 Venture Lane, Suite 110 Bend, OR 97707	6-1-06 6-27-06 8-1-06	\$1,195.08	\$335.10
ANI Networks 4380 Boulder Hwy Las Vegas, NV 89121	6-23-06 7-17-06 8-07-06	\$20,170.39	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
BellSouth Post Office Box 33009 Charlotte, NC 28243	6-1-06 6-27-06 8-01-06	\$1,656.38	\$873.98
Billco Post Office Box 224 Jericho, NY 11753	5-24-06;6-1-06; 6-23-06; 6-27-06; 7-17-06;8-01-06; 8-07-06	\$25,604.60	\$1,935.35
Chris Trego 1511 Stella Street Fort Worth, TX 76104-1738	7-17-06	\$2,178.52	\$0.00
Citi Bank Card Post Office Box 6500 Sioux Falls, SD 57117	6-22-06; 7-27-06; 7-28-06	\$1,715.91	\$0.00
Cockrell Printing Post Office Box 1568 Fort Worth, TX 76101-1568	5-24-06 6-1-06 8-1-06 8-7-06	\$14,815.21	\$0.00
CT Corporation 350 North St. Paul Street, Suite 2900 Dallas, TX 75201	7-28-06	\$1,758.50	\$0.00
Exceleron 1505 LBJ Freeway, Suite 500 Dallas, TX 75234	6-21-06 7-14-06 8-7-06	\$36,162.50	\$0.00
Fed Ex Post Office Box 94515 Palatine, IL 60094-4515	5-24-06; 6-1-06; 6-20-06; 6-27-06;7-17-06; 8-1-06; 8-7-06	\$1,183.65	\$61.96
Greensheet Post Office Box 561288 Dallas, TX 75356	5-24-06; 6-1-06; 6-21-06; 6-23-06; 6-27-06 8-01-06	\$2,078.00	\$19,670.50
Keith Brown 29347 North Le Haze Boerne, TX 78015	5-19-06	\$3,544.00	\$0.00
Intec 2711 LBJ Freeway, Suite 512 Dallas, TX 75234-7363	6-1-06; 6-27-06;8-01-06	\$7,199.03	\$1,657.99
American Express Post Office Box 650448 Dallas, TX 75265	5-24-06 6-21-06 7-21-06	\$63,734.25	\$0.00
Fort Worth Plaza Office 309 Seventh Street, Suite 107 Fort Worth, TX 76102	5-26-09; 5-24-06; 6-20-06; 7-01-06	\$7,704.04	\$0.00
Foster, Mallish & Blair, LLP 1403 W. Sixth Street Austin, TX 78703	8-01-06	\$4,146.14	\$765.54
Pablo Ladesma 2354 West Grammercy Place San Antonio, TX 78201	5-19-06	\$3,544.00	\$0.00
TelLawCom Labs, Inc 100 Ovilla Oaks Drive, #200 Red Oak, TX 75154	8-01-06 8-07-06 8-10-06	\$4,995.00	\$1,990.00
Texas State Comptroller 111 E. 17th Street Austin, TX 78774	6-23-06	\$1,066.78	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Tax Partners, Sales Tax Pmt & Computing 3101 Tower Ck. Parkway, 6th Floor Atlanta, GA 30339	5-18-06; 5-23-06; 5-26-06; 6-6-06; 6-16-06; 7-11-06; 8-8-06	\$323,825.47	\$0.00
Pulman, Bresnaham and Pullen, LLP 6919 Blanco Road San Antonio, TX 78216	6-30-06 7-17-06	\$20,171.00	\$0.00
Sovereign Group Holdings 390 Interlocken, #900 Broomfield, CO 80021	5-18-06; 5-25-06; 6-1-06; 6-8-06; 6-15-06; 6-23-06; 6-29-06; 7-7-06; 7-13-06; 7-27-06; 8-3-06	\$172,245.10	\$12,844.43
Compass Bank 2221 E. Lamar Blvd, Suite 110 Arlington, TX 76006-7414	5-12-06 7-6-06 7-12-06	\$100,242.10	\$0.00

None c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Connect Paging, Inc. v Southwestern Bell Telephone, LP	Arbitration	Public Utility Commission of Texas	Pending

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
John Haas Weinstein, APLC 407 South Union Street Post Office Box 8 Opelousas, LA 70571-0008	07/21/06	\$50,000.00

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOC. SEC. NO./ COMPLETE EIN OR OTHER TAXPAYER I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Connect Paging, Inc. d/b/a Get A Phone	75-2723586	309 W 7th Street, Ste 720 Fort Worth, TX 76102	Telecommunications	9-2-97 to present

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Greg Benson
2012 E. Randol Mill Road, Suite 201
Arlington, TX 76011

DATES SERVICES RENDERED
2005 to 2006

Ronald Bass
11101 W. 120th Avenue, #300
Broomfield, CO 80021

Mid 2004 to present

Brandon Young
309 W 7th Street, #720
Fort Worth, TX 76102

2004 - 2006

- None b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Brandon Young

ADDRESS
309 W. 7th Street, #720
Fort Worth, TX 76102

DATES SERVICES RENDERED
2004, 2005, 2006

Greg Benson

2012 E. Randol Mill Road, Suite 201
Arlington, TX 76011

2005, 2006

Ronald Bass

11101 W. 120th Avenue, #300
Broomfield, CO 80021

2004, 2005, 2006

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Ron Bass

Accounting information is shared between Connect Paging,
Cardinal Communication and the operations office in Fort Worth,
Texas

ADDRESS

11101 W. 120th Avenue, #300
Broomfield, CO 80021

Brandon Young

Accounting information is shared between Connect Paging,
Cardinal Communication, and the operations office in Fort Worth,
Texas

320 W. 7th Street, #720
Fort Worth, TX 76102

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS

Cardinal Communications, Inc.
11101 W. 120th Avenue, #300
Broomfield, CO 80021

DATE ISSUED

Quarterly from mid 2004 and forward. For SEC
filings. As requested by state Public Service
Agencies in 2004, 2005 & 2006

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
February 2004	Byron Young	\$17,500.00 - Sales Basis
July 2006	Joyce Howard	\$17,500.00 - Sales Basis

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
February 2004	Byron Young 309 W. 7th Street, # 720 Fort Worth, TX 76102
July 2006	Byron Young 309 W. 7th Street, # 720 Fort Worth, TX 76102

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Byron Young 309 W. 7th Street, #720 Fort Worth, TX 76102	President & Director	None
Brian Young 309 W. 7th Street, # 720 Fort Worth, TX 76102	Vice President and Director	None
Cardinal Communications 11101 W. 120th Avenue, #300 Broomfield, CO 80021	Owner of Corporation	Cardinal Communication currently holds 100% ownership of Connect Paging, Inc. d/b/a Get A Phone

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Cardinal Communications, Inc. 11101 W. 120th Avenue, #300 Broomfield, CO 80021 Owner of 100% of the stock of the Debtor	09-07-05;09-13-05; 09-22-05	\$50,000; \$35,000; \$80,000
Byron Young 309 W. 7th Street, Suite 720 Fort Worth, TX 76102 President	Salary	\$121,276.81
Brandon Young 704 Hillview Drive Arlington, TX 76011 Employee	Salary	\$121,276.81
Brian Young 307 W. 7th Street, Suite 720 Fort Worth, TX 76102 Director	Salary	\$121,276.81

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date August 11, 2006Signature /s/ Byron Young
Byron Young
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Western District of Texas

In re Connect Paging, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Cardinal Communications, Inc. 11101 W. 120th Avenue, #300 Broomfield, CO 80021	Common		100% ownership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 11, 2006

Signature /s/ Byron Young
Byron Young
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
Western District of Texas**

In re Connect Paging, Inc.

Debtor(s)

Case No. _____

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: August 11, 2006

/s/ Byron Young

Byron Young/President
Signer/Title

Ace Cash Express
1231 Greenway Dr, Ste 600
Irving, TX 75038

ACH Direct/Nova
35-325 Date Palm Dr, #239
Cathedral City, CA 92234

Air Band DATA
1107 California Lane, Ste 211
Arlington, TX 76015

American Classifieds
4303 North Central Expressway
Dallas, TX 75205

Andrew Jones
1616 Guadalupe, Room 600
Austin, TX 78701-1298

ANI Networks
4380 Boulder Hwy
Las Vegas, NV 89121

AT&T
722 North Broadway
11th Floor
Milwaukee, WI 53202

BeQuick
7108 Fiarway Dr, #260
Palm Beach Gardens, FL 33418

Billco
Post Office Box 224
Jericho, NY 11753

Billco Services
Post Office Box 224
Jericho, NY 11753

Fed Ex
Post Office Box 94515
Palatine, IL 60094-4515

Foster, Malish & Blair, LLP
1403 West Sixth Street
Austin, TX 78703

Ft Worth Plaza, LP
309 W 7th Street, #107
Fort Worth, TX 76102

Gayle Wallace & Associates
15250 Grey Ridge
Houston, TX 77042

Greensheet
Post Office Box 561288
Dallas, TX 75356

Intec
2711 LBJ Freeway, Suite 512
Dallas, TX 75234-7363

Intec Telecom Svcs / Qinteraction Ltd
2711 LBJ Fwy, #512
Dallas, TX 75234

Lyra Incorporated
2009 Puritan
Irving, TX 75061

MetroTel
3505 Summerhill Rd, #11
Texarkana, TX 75303

Net Results Group, Inc.
19111 W Ten Mile Rd, #167
Southfield, MI 48075

Palomanet International, Inc.
Post Office Box 154249
Irving, TX 75015

Red River Networks Communications
201 Robert S. Kerr
BOK Plaza
Suite 305
Oklahoma City, OK 73102

Shelcomm
14160 Live Oak Avenue, #C
Baldwin Park, CA 91706

Smart Telecom Concepts
70 E Lake Street, #200
Chicago, IL 60601

Southwestern Bell
722 North Broadway, 11th Floor
Milwaukee, WI 53202

Tax Compliance Services
3101 Tower Ck Pkwy, 6th Floor
Atlanta, GA 30339

TelLawCom Labs, Inc
100 Ovilla Oaks Drive, #200
Red Oak, TX 75154

TelLAWCom Labs, Inc.
100 Ovilla Oaks Drive, Suite 200
Red Oak, TX 75154

UCN
14870 Pony Express Road
Riverton, UT 84065

Universal Data Consultants, Inc
4690 Southwest 7B Avenue
Fort Lauderdale, FL 33328

Wayne & Carolyn Moore
11845 Warbler Ln
Keller, TX 76248

Western Union
Post Office Box 1758
Englewood, CO 80150

**United States Bankruptcy Court
Western District of Texas**

In re Connect Paging, Inc.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Connect Paging, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Cardinal Communications, Inc.
11101 W. 120th Avenue, #300
Broomfield, CO 80021**

None [Check if applicable]

August 11, 2006

Date

/s/ John Haas Weinstein

John Haas Weinstein

Signature of Attorney or Litigant
Counsel for Connect Paging, Inc.

John Haas Weinstein, APLC

P.O. Box 8

407 South Union Street

Opelousas, LA 70570

(337) 948-4700 Fax:(337) 948-4172

Exhibit B



UPS Tracking # 1Z 2AF 196 22 1020 4083
June 22, 2010

Connect Paging, Inc. n/k/a New Talk
Brian Young
1407 Texas Street
Fort Worth, TX

Dear Brian Young:

AT&T* values Connect Paging as a customer and understands that unusual circumstances may cause a delayed payment. Our records indicate, however, that your Texas resale accounts listed on Attachment A have a combined outstanding past due and undisputed balance of \$2,169,533.27.

According to Section 10.2, *et seq.*, of the Agreement between AT&T and Connect Paging, you are responsible for notifying AT&T of any dispute of any portion of the billed charges in writing and paying those disputed amounts into an escrow account. AT&T's records reflect that Connect Paging has disputes logged in the amount of \$1,082,034.80.

Should you fail to make payment of \$2,169,533.27 in undisputed amounts plus provide escrow deposit information on \$1,082,034.80 in disputed amounts by 7/08/2010, requests for additional service will not be accepted and provisioning activity on all pending orders will be suspended.

If your payment and this notice have crossed in the mail, please accept our thanks and disregard this notice. If you have questions, please contact me directly at 800 667-1086 ext. 0832.

Sincerely,

Dorothea Jackson
AT&T Accounts Receivable Center

Attachment

cc:

Harry Coleman, Account Manager
Keith Burchfield, Director of Account Management
Daniel K. Faustmann, AT&T Collection Manager
Lou Pagliocca, Associate Director, Credit & Collections
Gert Andersen, Director, AT&T Accounts Receivable Center
Emily J. Steele, AT&T Texas Regulatory

AT&T includes AT&T Arkansas, AT&T Kansas, AT&T Missouri, AT&T Oklahoma, and/or AT&T Texas

Local

CONNECT PAGING

6/22/2010

State	Segment	Account Number	Bill Date	Current Billing	Current Balance	30 Days	60 Days	90 Days	120 Days	Past Due	Total Due	Disputes	>45 Past Due
TX	RSL	210L013575671	6/5/2010	\$ 102,174.83	\$ 102,174.83	\$ 99,321.51	\$ 46,537.19	\$ 97,852.15	\$ 611,174.42	\$ 864,915.27	\$ 967,089.80	\$ 227,481.53	\$ 854,915.27
TX	RSL	210L035566011	5/18/2010	\$ 13.10	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3.24	\$ -
TX	RSL	214L013542227	6/5/2010	\$ 141,961.22	\$ 141,961.22	\$ 60,436.53	\$ 44,853.23	\$ 112,362.67	\$ 955,988.26	\$ 1,173,638.68	\$ 1,315,598.90	\$ 433,561.75	\$ 1,173,638.68
TX	RSL	214L035560076	5/18/2010	\$ 84.10	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TX	RSL	713L013552288	6/5/2010	\$ 120,759.60	\$ 120,759.60	\$ 46,983.59	\$ 119,454.63	\$ 112,368.17	\$ 944,187.73	\$ 1,223,014.12	\$ 1,349,773.72	\$ 421,008.26	\$ 1,223,014.12
TX	RSL	713L035566996	5/15/2010	\$ 22.10	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Totals:				\$ 384,954.86	\$ 384,954.86	\$ 206,751.63	\$ 210,845.05	\$ 322,612.99	\$ 2,511,268.40	\$ 3,251,568.07	\$ 3,516,463.42	\$ 1,082,034.80	\$ 3,251,568.07
Additional Payments:											\$ -		
Logged Disputes:											\$ 1,082,034.80		
Additional Disputes:											\$ -		
Collectable Past Due:											\$ 2,169,533.27		

Prepared By: Dorothea Jackson (214) 688-0632

CONFIDENTIAL

Exhibit C

2010 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F03000006464

Entity Name: NEW TALK, INC.

FILED
Mar 31, 2010
Secretary of State

Current Principal Place of Business:

112 E SEIMINARY DR
STE B
FT. WORTH, TX 76115

New Principal Place of Business:

1407 TEXAS STREET
STE 202-8
FT. WORTH, TX 76102

Current Mailing Address:

5909 NW EXPRESSWAY
101
OKLAHOMA CITY, OK 73132

New Mailing Address:

FEI Number: 75-2723588 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: CEO
Name: YOUNG, BRYON
Address: 1407 TEXAS STREET, SUITE 202-8
City-St-Zip: FT. WORTH, TX 76102

Title: VP
Name: YOUNG, BRIAN
Address: 1407 TEXAS STREET, SUITE 202-8
City-St-Zip: FT. WORTH, TX 76102

Title: S
Name: HOWARD, JOYCE
Address: 1407 TEXAS STREET, SUITE 202-8
City-St-Zip: FT. WORTH, TX 76102

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: JOYCE HOWARD

S

03/31/2010

_____ Electronic Signature of Signing Officer or Director

_____ Date