

NETWORK ONE®

Cost Effective Telecommunication Services for Business

0010 44
JAN 09 '97

January 7, 1997

910057-TX

DEPOSIT TREAS. REC. DATE

D435 JAN 09 '97

Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

Dear Commission Representative:

Attached herewith are a copy of the completed application for Alternative Local Exchange Service within the State of Florida and application fee payable in the amount of \$250. The original application and six (6) copies were hand delivered to Mr. Alan Taylor on 1/6/97.

If you require additional information or assistance, please contact me at (770) 980-0080.

Sincerely,


Thomasena J. Holloway
Product Specialist

/tjh

Copy: File



DOCUMENT NUMBER-DATE

00372 JAN 13 97

FPSC-RECORDS/REPORTING

check to be
have TMSW
file 1-6-97

January 5, 1997

Mr. Alan Taylor
Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

Reference: CRG International, Inc.'s application for local certification.

Dear Mr. Taylor:

Attached are an original and six (6) copies of CRG International, Inc.'s application for a certificate to provide local exchange service in Florida.

As outlined in our application, CRG is asking for statewide authority to provide local exchange services. The attached application includes the documents and information required by the Commission's rules.

The application is structured as follows:

- Tab I: Certificate application with exhibits
- Tab II: List of Board of Directors and major shareholders
- Tab III: Articles of Incorporation, authorization to transact business in Georgia and use of trade name
- Tab IV: Financial Information
- Tab V: Technical Capabilities

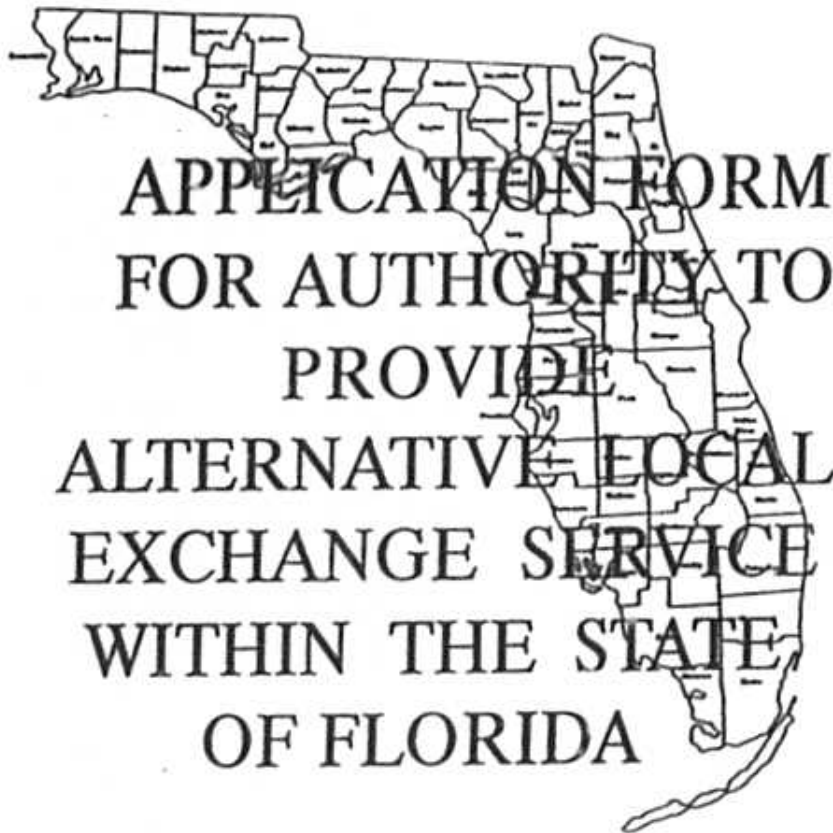
CRG is unable to file a tariff until interconnection, unbundling, and resale issues are resolved (at the federal and state levels) and prices have been set for each method of entry into the local market. However, we will file a tariff in accordance with Commission rules before offering any services to the public.

If there are any questions regarding this application, please contact me at (770) 980-0080. Thank you.

Sincerely,


Thomasena J. Holloway

cc: File



APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
ALTERNATIVE LOCAL
EXCHANGE SERVICE
WITHIN THE STATE
OF FLORIDA

TAB I
CERTIFICATE APPLICATION

**Before the
PUBLIC SERVICE COMMISSION OF FLORIDA**

IN THE MATTER OF THE APPLICATION OF)
CRG INTERNATIONAL, INC., d/b/a NETWORK)
ONE FC.. AUTHORITY TO PROVIDE ALTERNATIVE) No. _____
LOCAL EXCHANGESERVICE WITHIN THE STATE)
OF FLORIDA)

APPLICATION OF CRG INTERNATIONAL, INC., D/B/A NETWORK ONE

CRG International, Inc. d/b/a Network One hereby submits this application in accordance with the provision of 807 KAR 5:061, governing telephone utilities. The petition of CRG International, Inc., d/b/a Network One respectfully shows:

- 1.) This is an application for:
Original authority (new company)

- 2.) Name of applicant:
CRG International, Inc., d/b/a Network One
2000 Riveredge Parkway, Suite 900
Atlanta, Georgia 30328-4618
Telephone: (770) 980-0080

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

- 4.) If applicable, please provide proof of fictitious name (d/b/a) registration.
Fictitious name registration number: 1,873,403

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

CRG International, Inc., d/b/a Network One
2000 Riveredge Parkway, Suite 900
Atlanta, Georgia 30328-4618
Telephone (770) 980-0080

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

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, Florida 32301

- 6.) Structure of organization:
Corporation

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

N/A

- 8.) State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result form pending proceedings. If so, please explain.

N/A

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

Application is currently pending to operate in the State of Florida. CRG International, Inc., d/b/a Network One is authorized to do business in the State of Georgia. Attached herein as Exhibit A is the State of Georgia certificate.

- 10.) Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Gene. E. Lane, Jr., CEO
Network One
2000 Riveredge Parkway, Suite 900
Atlanta, Georgia 30328-4618
Telephone (770) 980-0080
Facsimile (770) 980-0099

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

Application is pending to provide local exchange service in GA, AL, KY, CT, VA, SC, NC, OH, WVA.

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

No.

13.) Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

No.

14.) Please indicate how a customer can file a service complaint with your company.

Customer complaints are filed in writing to:

Customer Service Department
Network One
2000 Riveredge Parkway, Suite 900
Atlanta, Georgia 30328-4618

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

CRG is currently negotiating interconnect agreement with Bell South and cannot file a tariff until interconnection, underlining and resale issues are resolved. However, we will file a tariff in accordance with commission rules before offering any services to the public.

16.) Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability.

Applicant has submitted as Exhibit "B", the following documents evidencing financial capability:

1. 1995 audited financial statement
2. Balance and income sheet for period ending 10/31/96
3. Cumulative retained earnings on balance sheet period ending 10/31/96.

Note: Audit for year end 9/30/96 is currently in process by the accounting firm of Peat Marwick, LLP and a draft report is anticipated 1/9/97. Upon completion, this documentation will be forwarded as requested.

1. Applicant is financially capable of providing the proposed services in the geographic area proposed and this is evidenced by its most recent financial statements which are attached hereto as Exhibit "B."
2. Documents attached hereto in Exhibit "B" evidences Applicant's financial capability to maintain the requested service proposed.
3. Documents attached hereto in Exhibit "B" evidences Applicant's financial capacity to meet its lease or ownership obligations.

Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures attest that the financial statements are true and correct.

B. Managerial capability.

See key personnel in Exhibit C.

C. Technical capability.

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service.

If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, described in detail the difference.)

Network One plans to utilize facilities of Bell South to provide local exchange service.

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

Official:

She E. Lough
Signature

1-3-96
Date

Title:

President & CEO

770-980-0080

Telephone Number

Address:

2000 Riveredge Parkway

Suite 900

Atlanta, GA 30328

TAB II
BOARD OF DIRECTORS AND
MAJOR SHAREHOLDERS

BOARD OF DIRECTORS/MAJOR SHAREHOLDERS

BOARD OF DIRECTORS

GENE E. LANE, JR.	2000 Riveredge Pkwy., Ste. 900 Atlanta, Georgia 30328
MICHAEL BLACKBURN	2000 Riveredge Pkwy., Ste. 900 Atlanta, Georgia 30328
DEBBIE GRIFFITHS	2000 Riveredge Pkwy., Ste. 900 Atlanta, Georgia 30328
MALCOLM HOLMES	2000 Riveredge Pkwy., Ste. 900 Atlanta, Georgia 30328

MAJOR SHAREHOLDER

GENE E. LANE, JR. - 49%

TAB III

**ARTICLES OF INC., AUTHORITY TO TRANSACT BUSINESS AND
USE OF TRADE NAME**

EXHIBIT "A"

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 932580506
CONTROL NUMBER : 9211048
DATE INC/AUTH/FILED: 06/05/1992
JURISDICTION : DEKALB
PRINT DATE : 09/15/1993
FORM NUMBER : 215

PRENTICE HALL
ATTN CHARLES A COYLE
66 LUCKIE ST., STE. 604
ATLANTA GA 30303

CERTIFIED COPY

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

CRG INTERNATIONAL, INC.
A DOMESTIC PROFIT CORPORATION

said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2272
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
CRG INTERNATIONAL, INC.

1. NAME. The name of the Corporation is CRG INTERNATIONAL, INC.

2. AUTHORITY TO ISSUE SHARES OF STOCK. The Corporation shall have authority to issue not more than One Hundred Thousand (100,000) shares of no par value stock that together have unlimited voting rights and that together are entitled to receive the net assets of the Corporation upon dissolution.

3. REGISTERED OFFICE AND REGISTERED AGENT. The initial registered office of the Corporation shall be 1050 Crown Pointe Parkway, Suite 1550, Atlanta, DeKalb County, Georgia 30338, and its registered agent at such address is Sheldon E. Friedman.

4. NAME AND ADDRESS OF INCORPORATOR. The name and address of the Incorporator is:

Sheldon E. Friedman, Esquire
SHELDON E. FRIEDMAN, P.C.
Attorneys at Law
1050 Crown Pointe Parkway
Suite 1550
Atlanta, Georgia 30338

5. PRINCIPAL PLACE OF BUSINESS. The mailing address of the initial principal place of business of the Corporation is:

5614 Brookstone Drive
Acworth, Georgia 30101

6. DIRECTOR'S LIABILITY. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director, provided that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Business Corporation Code or any successor law or laws, except liability for:

(a) any appropriation, in violation of his duties, of any business opportunity of the Corporation;

(b) acts or omissions which involve intentional misconduct or a knowing violation of law;

(c) the types of liability set forth in Section 14-2-831 of the Georgia Business Corporation Code; or

(d) any transaction from which the director derived an improper material personal benefit.

Any repeal or modification of this Article by the shareholders and the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Should any provision of the Articles of Incorporation of the Corporation, as it may be amended from time to time, or any clause thereof, be held to be invalid, illegal or unenforceable, in whole or in part, the remaining provisions and clauses of the Articles of Incorporation of the Corporation, as it may be amended from time to time, shall remain valid and fully enforceable.

7. ACTION OF SHAREHOLDERS WITHOUT A MEETING. Any action required or permitted by applicable sections of the Georgia Business Corporation Code to be taken at a shareholders' meeting may be taken without a meeting if all the shareholders entitled to vote on such action, or a majority of the shareholders, sign one or more written consents describing the action taken and the consents are delivered to the Corporation for inclusion in the minutes or filing with the corporate records. No written consent shall be valid unless the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights as provided in applicable sections of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation, this 4th day of June, 1992.

By: Sheldon E. Friedman
Sheldon E. Friedman
Attorney at Law

Sheldon E. Friedman, P.C.
1050 Crown Pointe Parkway
Suite 1550
Atlanta, Georgia 30338
404/395-1111

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: The Honorable Max Cleland
Secretary of State, State of Georgia
Suite 306 West Tower, Plaza Level
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, Georgia 30334

I, SHELDON E. FRIEDMAN, hereby consent to serve as Registered
Agent for the corporation CRG INTERNATIONAL, INC.

This 4th day of June, 1992.


SHELDON E. FRIEDMAN

Sheldon E. Friedman, Esquire
Sheldon E. Friedman, P.C.
Attorneys at Law
1050 Crown Pointe Parkway
Suite 1550
Atlanta, Georgia 30338
404/395-1111



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # <u>921570427</u>	PENDING CONTROL # <u>P011553</u>	CONTROL # <u>9211048</u>
Docket Code <u>311</u>	Corporation Type <u>DP</u>	
Date Filed <u>6/5/92</u>	Amount Received \$ <u>6000</u>	Check/Receipt # <u>7235</u>
Jurisdiction (County) Code <u>44</u>		
Examiner <u>TV</u>		Date Completed <u>6/8</u>

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. <u>9215602463</u> Corporate Name Reservation Number <u>CRG International, Inc.</u> Corporate Name (exactly as appears on name reservation)	
2. <u>Sheldon E. Friedman, Esquire</u> Applicant/Attorney <u>1050 Crown Pointe Parkway, Suite 1550</u> Address <u>Atlanta</u> City	<u>404/395-1111</u> Telephone Number <u>30338</u> Zip Code <u>Georgia</u> State

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

Sheldon E. Friedman
Authorized Signature

June 5, 1992
Date

TAB IV
FINANCIAL INFORMATION

EXHIBIT "B"

AFFIDAVIT

By my signature below, I, the undersigned, an officer duly authorized to administer oaths, attest that the financial statements contained herein this application, are true and correct.

Official: *Gene E Lamp*
 Signature

January 3, 1997
 Date

Title: PRESIDENT & CEO (770) 980-0080
 Telephone

Address: Network One
 2000 Riveredge Parkway
 Suite 900
 Atlanta, GA 30328

Official: *Dubbin Griffiths*
 Signature

January 3, 1997
 Date

Title: CHIEF FINANCIAL OFFICER (770) 980-0080
 Telephone

Address: Network One
 2000 Riveredge Parkway
 Suite 900
 Atlanta, Georgia 30328

Cherita Sappington

PG International, Inc.
Balance Sheet
For the Month Ending October 31, 1996

	10/31/95	
ASSETS		
Cash - Checking	\$70,538.67	(\$2,940.64)
Cash - Money Market		192,845.92
Total Cash	<u>70,538.67</u>	<u>189,905.28</u>
Accounts Receivable	611,979.23	988,552.12
Unbilled Receivables	432,096.54	552,057.05
Allowance For Bad Debts	(78,191.74)	(170,843.94)
Other Receivables	1,500.00	3,888.54
Net Accounts Receivable	<u>967,384.03</u>	<u>1,373,653.77</u>
Inventory		24,090.00
Prepaid Assets	<u>2,800.47</u>	<u>15,530.86</u>
Current Assets	<u>1,040,723.17</u>	<u>1,603,179.91</u>
Leasehold Improvements		98,765.33
Office Furniture And Fixtures	5,613.11	12,085.29
Equipment	1,923.43	11,225.72
Computers & Software	66,933.91	176,740.41
Less Accumulated Depreciation	(16,445.74)	(35,933.48)
Net Property Plant & Equipment	<u>58,024.71</u>	<u>262,883.27</u>
Deposits	8,684.27	12,198.73
Deferred Tax Asset	50,000.00	50,000.00
Organization Costs Net	2,924.89	1,024.47
Acquisition Costs Net		2,509,285.75
	<u>61,609.16</u>	<u>2,572,508.95</u>
Total Assets	<u>\$1,160,357.04</u>	<u>\$4,438,572.13</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts Payable	\$46,435.07	\$32,451.86
Accrued Liabilities	654,888.00	786,826.58
Line of Credit	142,275.44	0.44
Payroll Taxes Payable	19,371.20	9,971.67
Sales & Excise Taxes Payable	120,483.00	142,484.67
Accrued Wages & Commissions	36,989.52	90,769.52
Accrued Interest	9,349.64	6,356.24
Other Payables	3,228.26	1,079.65
Current Portion of Long-Term Debt	103,321.79	109,715.79
Total Current Liabilities	<u>1,136,341.92</u>	<u>1,179,656.42</u>
Leases Payable	39,073.08	105,707.91
Reedy River Sub-Debt		1,000,000.00
Other Long-Term Debt	332,090.53	412,090.53
Less Current Portion	(103,074.79)	(109,714.79)
Long-Term Liabilities	<u>268,088.82</u>	<u>1,408,083.65</u>
Total Liabilities	<u>1,404,430.74</u>	<u>2,587,740.07</u>
Capital Stock	500.00	515.00
Preferred Stock		2,845,286.40
Additional Paid-In Capital		89,985.00
Retained Earnings (Deficit)	(227,265.70)	(227,265.70)
Year-to Date Income (Loss)	(17,308.00)	(857,688.64)
Shareholders' Equity	<u>(244,073.70)</u>	<u>1,850,832.06</u>
Liabilities and Shareholders' Equity	<u>\$1,160,357.04</u>	<u>\$4,438,572.13</u>

OPG International, Inc.
Balance Sheet
For the Month Ending October 31, 1996

10/31/95

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Less Accumulated Depreciation	(16,445.74)	(35,933.48)
Net Property Plant & Equipment	58,024.71	262,883.27
Deposits	8,684.27	12,198.73
Deferred Tax Asset	50,000.00	50,000.00
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	61,609.16	2,572,508.95
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Year-to-Date Income (Loss)	(17,308.00)	(857,688.64)
Shareholders' Equity	(244,073.70)	1,850,832.06
Liabilities and Shareholders' Equity	\$1,160,357.04	\$4,438,572.13

ERG International, Inc.
Income Statement
 For the Month Ending October 31, 1996

	October	% of Net Sales	1997 YTD	% of Net Sales
Sales				
Base Business	\$322,320.59	65.26%	\$322,320.59	65.26%
NAFS Sales	80,110.87	16.22%	80,110.87	16.22%
Freedom Acquisition	25,451.97	5.15%	25,451.97	5.15%
Ram Acquisition	70,857.36	14.35%	70,857.36	14.35%
Total	<u>498,740.79</u>	<u>100.98%</u>	<u>498,740.79</u>	<u>100.98%</u>
Pager Sales	3,258.45	.66%	3,258.45	.66%
Credit Adjustments	<u>(8,095.12)</u>	<u>(1.64%)</u>	<u>(8,095.12)</u>	<u>(1.64%)</u>
Total Revenues	<u>493,904.12</u>	<u>100.00%</u>	<u>493,904.12</u>	<u>100.00%</u>
Cost of Goods Sold				
Base Business	223,584.10	45.27%	223,584.10	45.27%
NAFS Sales	67,583.15	13.68%	67,583.15	13.68%
Freedom Acquisition	17,816.38	3.61%	17,816.38	3.61%
Ram Acquisition	41,662.28	8.44%	41,662.28	8.44%
Total	<u>350,645.91</u>	<u>70.99%</u>	<u>350,645.91</u>	<u>70.99%</u>
Total Cost of Goods Sold	<u>350,645.91</u>	<u>70.99%</u>	<u>350,645.91</u>	<u>70.99%</u>
Gross Profit	<u>143,258.21</u>	<u>29.01%</u>	<u>143,258.21</u>	<u>29.01%</u>
Sales and Marketing Expenses				
Sales-In House				
Salaries/Bonus Staff	13,457.34	2.72%	13,457.34	2.72%
Commissions	3,496.50	.71%	3,496.50	.71%
Consulting and Training	4,000.00	.81%	4,000.00	.81%
Travel & Entertainment	1,010.00	.20%	1,010.00	.20%
Total	<u>21,963.84</u>	<u>4.45%</u>	<u>21,963.84</u>	<u>4.45%</u>
Sales-Agent				
Salaries/Bonus-Mgt	1,566.32	.32%	1,566.32	.32%
Commissions	6,206.12	1.26%	6,206.12	1.26%
Total	<u>7,772.44</u>	<u>1.57%</u>	<u>7,772.44</u>	<u>1.57%</u>
Telesales				
Salaries/Bonus-Mgt	4,666.60	.94%	4,666.60	.94%
Salaries/Bonus Staff	8,386.74	1.70%	8,386.74	1.70%
Commissions	3,376.50	.68%	3,376.50	.68%
Education & Training	595.00	.12%	595.00	.12%
Travel & Entertainment	109.35	.02%	109.35	.02%
Total	<u>17,134.19</u>	<u>3.47%</u>	<u>17,134.19</u>	<u>3.47%</u>
Marketing				
Salaries/Bonus-Mgt	4,004.16	.81%	4,004.16	.81%
Salaries/Bonus Staff	8,367.90	1.69%	8,367.90	1.69%
Advertising	2,356.50	.48%	2,356.50	.48%
Printing	7,378.62	1.49%	7,378.62	1.49%
Postage	650.00	.13%	650.00	.13%
Newsletter	1,194.25	.24%	1,194.25	.24%
Design Work	530.00	.11%	530.00	.11%
Travel & Entertainment	122.48	.02%	122.48	.02%
Total	<u>24,603.91</u>	<u>4.98%</u>	<u>24,603.91</u>	<u>4.98%</u>
Total Sales & Marketing Expen	<u>71,474.38</u>	<u>14.47%</u>	<u>71,474.38</u>	<u>14.47%</u>
Operations				
Salaries/Bonus-Mgt	2,916.66	.59%	2,916.66	.59%
Salaries/Bonus Staff	8,167.28	1.65%	8,167.28	1.65%
Travel & Entertainment	78.83	.02%	78.83	.02%
Total	<u>11,162.77</u>	<u>2.26%</u>	<u>11,162.77</u>	<u>2.26%</u>

CRG International, Inc.
Income Statement
For the Month Ending October 31, 1996

	October	% of Net Sales	1997 YTD	% of Net Sales
Customer Service				
Salaries/Bonus-Mgt	53,068.54	.62%	53,068.54	.62%
Salaries/Bonus Staff	16,918.35	3.43%	16,918.35	3.43%
Commissions	3,563.28	.72%	3,563.28	.72%
Recruitment Expenses	10,000.00	2.02%	10,000.00	2.02%
Travel & Entertainment	1,300.00	.26%	1,300.00	.26%
Total	34,850.17	7.06%	34,850.17	7.06%
Administrative				
Salaries/Bonus Executive	18,336.00	3.71%	18,336.00	3.71%
Salaries/Bonus Staff	16,248.40	3.29%	16,248.40	3.29%
Billing	8,725.82	1.77%	8,725.82	1.77%
Postage-Billing	2,810.00	.57%	2,810.00	.57%
Payroll Taxes	9,613.41	1.95%	9,613.41	1.95%
Recruitment Expenses	795.00	.16%	795.00	.16%
Workmen's Comp	1,660.48	.34%	1,660.48	.34%
Employee Benefits	3,756.47	.76%	3,756.47	.76%
Accounting	7,738.69	1.57%	7,738.69	1.57%
Bad Debts	7,679.99	1.55%	7,679.99	1.55%
Bank Charges	232.85	.05%	232.85	.05%
Collections Expense	841.76	.17%	841.76	.17%
Consulting/Training	2,500.00	.51%	2,500.00	.51%
Dues & Subscriptions	2,522.36	.51%	2,522.36	.51%
Equipment Rental	6,100.89	1.24%	6,100.89	1.24%
Insurance	739.32	.15%	739.32	.15%
Legal	10,163.08	2.06%	10,163.08	2.06%
Office Supplies & Expense	7,127.87	1.44%	7,127.87	1.44%
Postage	2,137.01	.43%	2,137.01	.43%
Rent	5,635.53	1.14%	5,635.53	1.14%
Repairs & Maintenance	1,571.45	.32%	1,571.45	.32%
Taxes & Licenses	686.41	.14%	686.41	.14%
Telephone	4,482.89	.91%	4,482.89	.91%
Trade Shows	2,841.04	.58%	2,841.04	.58%
Travel & Entertainment	5,219.67	1.06%	5,219.67	1.06%
Total	130,166.39	26.35%	130,166.39	26.35%
Total Operating Expenses	247,653.71	50.14%	247,653.71	50.14%
EBITDA	(104,395.50)	(21.14%)	(104,395.50)	(21.14%)
EBITDA -after Bonus	(104,395.50)	(21.14%)	(104,395.50)	(21.14%)
Interest Expense-Notes	5,879.04	1.19%	5,879.04	1.19%
Interest Expense-Other	405.00	.08%	405.00	.08%
Total	6,284.04	1.27%	6,284.04	1.27%
Interest Income	3,526.92	.71%	3,526.92	.71%
Earnings before Amort, Depr	(107,152.62)	(21.70%)	(107,152.62)	(21.70%)
Amortization Expense	11,002.76	2.23%	11,002.76	2.23%
Depreciation Expense	1,750.00	.35%	1,750.00	.35%
Costs of Financing Acquisitions	286.50	.06%	286.50	.06%
Total	13,039.26	2.64%	13,039.26	2.64%
Earnings before Taxes	(120,191.88)	(24.34%)	(120,191.88)	(24.34%)
Net Income	(5120,191.88)	(24.34%)	(5120,191.88)	(24.34%)

KPMG Peat Marwick LLP

303 Peachtree Street, N.E.
Suite 2000
Atlanta, GA 30308

Independent Auditors' Report

The Board of Directors
CRG International, Inc. dba Network One:

We have audited the accompanying balance sheet of CRG International, Inc. dba Network One as of September 30, 1995, and the related statements of operations, stockholders' deficit, and cash flows for the nine-month period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CRG International, Inc. dba Network One as of September 30, 1995, and the results of its operations and its cash flows for the nine-month period then ended in conformity with generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information included in Schedule 1 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG Peat Marwick LLP

January 10, 1996, except as to note 8,
which is as of February 2, 1996

CRG INTERNATIONAL, INC.
dba Network One

Balance Sheet

September 30, 1995

Assets

Current assets:

Cash \$ 15,994

Accounts receivable (note 2):

Billed (net of allowance for doubtful accounts of \$73,049) 560,030

Unbilled 405,739

Other 4,500

Total accounts receivable 970,269

Total current assets 986,263

Property and equipment:

Furniture and fixtures 5,613

Equipment 1,923

Computers 58,371

Software 8,563

Accumulated depreciation (15,720)

Total property and equipment 58,750

Deferred tax asset (note 3) 50,000

Other assets 13,855

\$ 1,108,868

See accompanying notes to financial statements.

Liabilities and Stockholders' Deficit

Current liabilities:

Borrowings under receivables financing agreement (note 2)	\$ 107,536
Current portion of long-term debt (notes 2 and 6)	102,828
Accounts payable and accrued expenses	691,636
Accrued payroll and employee benefits	50,475
Sales and excise taxes payable (note 7)	<u>114,685</u>
Total current liabilities	1,067,160

Long-term liabilities - long-term debt, less current
portion (notes 2 and 6)

268,475

Total liabilities

1,335,635

Stockholders' deficit (notes 2, 5, and 8):

Common stock, .001 par value. Authorized 10,000,000
shares; 500,000 shares issued and outstanding

500

Accumulated deficit

(227,267)

Total stockholders' deficit

(226,767)

Commitments and contingencies (notes 2, 7, and 8)

\$ 1,108,868

CRG INTERNATIONAL, INC.
dba Network One

Statement of Operations

For the Nine-Month Period ended September 30, 1995

Revenues from services	\$ 3,164,096
Cost of services (note 7(b))	<u>2,140,503</u>
Gross margin	1,023,593
Marketing and sales expenses	409,104
General and administrative expenses	<u>557,050</u>
Income from operations	57,439
Other income and expense - interest expense (note 6)	<u>43,450</u>
Earnings before income taxes	13,989
Income tax expense	<u>-</u>
Net earnings	\$ <u>13,989</u>

See accompanying notes to financial statements.

CRG INTERNATIONAL, INC.
dba Network One

Statement of Stockholders' Deficit

For the Nine-Month Period ended September 30, 1995

	<u>Common stock</u>		Accumulated deficit	Total stockholders' deficit
	<u>Shares</u>	<u>Amount</u>		
Balance at January 1, 1995	50,000	\$ 1,000	(241,756)	(240,756)
Stock dividend of nine shares for every one outstanding	450,000	(500)	500	-
Net earnings	<u>-</u>	<u>-</u>	<u>13,989</u>	<u>13,989</u>
Balance at September 30, 1995	<u>500,000</u>	\$ <u>500</u>	<u>(227,267)</u>	<u>(226,767)</u>

See accompanying notes to financial statements.

CRG INTERNATIONAL, INC.
dba Network One

Statement of Cash Flows

For the Nine-Month Period ended September 30, 1995

Cash flows from operating activities:	
Net earnings	\$ 13,989
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:	
Depreciation and amortization	9,041
Allowance for doubtful accounts	45,049
Changes in assets and liabilities:	
Accounts receivable	(412,056)
Other assets	(2,852)
Accounts payable and accrued expenses	345,051
Accrued payroll and employee benefits	(7,666)
Sales and excise taxes payable	<u>38,155</u>
Net cash flows from operating activities	<u>28,711</u>
Cash flows used in investing activities - purchase of fixed assets	<u>(4,304)</u>
Cash flows from financing activities:	
Net borrowings under receivables financing agreement	13,265
Repayments on related party notes (note 6)	(32,298)
Repayments on long-term debt	<u>(7,231)</u>
Net cash flows used in financing activities	<u>(26,264)</u>
Net decrease in cash	(1,857)
Cash, at beginning of period	<u>17,851</u>
Cash, at end of period	\$ <u>15,994</u>
Supplemental disclosure of cash paid during the period for:	
Income taxes	\$ <u>-</u>
Interest	\$ <u>48,717</u>

Supplemental disclosure of noncash transactions - during the nine-month period ended September 30, 1995, the Company entered into capital lease obligations totaling \$26,565 for certain property and equipment.

See accompanying notes to financial statements.

CRG INTERNATIONAL, INC.
dba Network One

Notes to Financial Statements

September 30, 1995

(1) Summary of Significant Accounting Policies

(a) General

CRG International, Inc., dba Network One, was incorporated in June 1992 to provide long distance services to small- and medium-sized businesses located primarily in the Eastern United States. The Company transmits long distance telephone calls over transmission circuits leased in bulk from other telecommunications carriers.

(b) Revenue Recognition

The Company recognizes revenues based on the dates service was rendered. Typically, customers are invoiced approximately the 15th of the month for the prior month's service. This delay in billing gives rise to the balance in unbilled accounts receivable.

(c) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. Capital leases are included at the capitalized amount less accumulated amortization. Amortization of capital leases is included in depreciation expense. Gains and losses on sale or disposal are recognized at the time of disposition.

(d) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(e) Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Continued)

CRG INTERNATIONAL, INC.
dba Network One

Notes to Financial Statements

(2) Receivables Financing Agreement and Long-Term Debt

The Company has obtained a receivables financing agreement with Advance Financial, whereby the Company can borrow up to 80% of certain of their outstanding accounts receivable balance, up to a maximum of \$400,000. The borrowings bear interest at prime + 3%, and the agreement renews annually each September. Interest and loan fees are payable monthly. The borrowings are collateralized by accounts receivable of the Company, are personally guaranteed by the sole shareholder, and impose certain covenants which have been met or waived by the creditor as of September 30, 1995.

Long-term debt at September 30, 1995 is summarized as follows:

12% term note payable to related party with interest payable quarterly, principal due 1996. Note is convertible at creditor's option to 25,000 shares of the Company's stock at \$.80 per share at any time prior to maturity	\$ 20,000
10% term notes payable to related party with interest payable monthly, principal due 1996-1997. Notes are callable at creditor's option upon 60 days' notice until September 1, 1996	71,844
12% term notes payable to related party with interest payable quarterly, principal due 1997-1998	200,000
12% term note payable to individual with interest payable quarterly, principal due 1997. Note is convertible at creditor's option to 50,000 shares of the Company's stock at \$.80 per share at any time prior to maturity	40,000
Capital lease obligations at effective interest rates ranging from 12% to 18%, with payments due through August 1999	<u>39,459</u>
	371,303
Less current maturities	<u>102,828</u>
	\$ <u>268,475</u>

At September 30, 1995, future long-term debt payments are as follows:

1996	\$ 102,828
1997	50,882
1998	209,813
1999	6,421
2000	<u>1,359</u>
	\$ <u>371,303</u>

(3) Income Taxes

The Company has not recorded any current income tax expense for the nine-month period ended September 30, 1995 due to the utilization of net operating loss carryforwards.

(Continued)

CRG INTERNATIONAL, INC.
dba Network One

Notes to Financial Statements

The tax expense computed by multiplying pretax income from continuing operations by the U.S. Federal income tax rate and the reported amount of income tax expense differ primarily due to the current year utilization of net operating loss carryforwards and to the increase in the valuation allowance.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at September 30, 1995 are as follows.

Deferred tax assets:	
Allowance for doubtful accounts	\$ 28,000
Net operating loss carryforwards	68,000
Accruals not deducted for tax purposes	<u>5,000</u>
Total gross deferred tax assets	101,000
Less valuation allowance	<u>50,000</u>
Net deferred tax assets	51,000
Deferred tax liability - fixed asset depreciation	<u>1,000</u>
Net deferred tax asset	\$ <u>50,000</u>

The valuation allowance for deferred tax assets as of January 1, 1995 was \$9,000. The change in the valuation allowance for the nine-month period ended September 30, 1995 was an increase of \$41,000. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon projections for future taxable income over the periods which the deferred tax assets are deductible, management believes it is more likely than not the Company will realize the benefits of these deductible differences, net of the existing valuation allowance at September 30, 1995. The amount of the deferred tax asset considered realizable; however, could be reduced in the near term if estimates of future taxable income are reduced.

As of September 30, 1995, the Company has net operating loss carryforwards for Federal income tax purposes of approximately \$181,000 which are available to offset future Federal taxable income, if any. The carryforwards begin expiring in the year 2007. The amount of net operating loss carryforwards may be limited if the Company has an ownership change, as defined in Section 382 of the Internal Revenue code.

(Continued)

CRG INTERNATIONAL, INC.
dba Network One

Notes to Financial Statements

(4) Profit Sharing Plan

The Company sponsors a defined contribution benefit plan covering substantially all of its employees. Employees may make pretax contributions of 2%-15% of their base compensation or \$9,240 per year, whichever is the lesser amount. The Company, at its discretion, may make matching contributions to the Plan. No Company contributions were made during the nine-month period ended September 30, 1995.

(5) Stock Options

The Company has issued stock options to certain officers and key employees. The options are exercisable at the approximate fair market value of the stock on the date granted, and expire five years from the date granted or two weeks after employee termination, whichever comes first.

Following is a summary of stock option activity for the nine-month period ended September 30, 1995:

	<u>Shares</u>	<u>Option price per share</u>
Options outstanding at January 1, 1995	9,000	\$.10-1.30
Issued during the nine-month period ended September 30, 1995	<u>3,000</u>	<u>1.40-2.00</u>
Options outstanding at September 30, 1995	<u>12,000</u>	.10-2.00

(6) Related Party Transactions

As described in note 2, the Company has notes payable totaling \$291,844 as of September 30, 1995 which are owed to family members of the President of the Company. Interest expense recorded for these related party borrowings was approximately \$27,000 for the nine-month period ended September 30, 1995.

Notes payable to the President of the Company totaling \$32,298 at January 1, 1995 were paid in full during the nine-month period ended September 30, 1995. Interest expense recorded for these related party borrowings was approximately \$1,000 for the nine-month period ended September 30, 1995.

(Continued)

CRG INTERNATIONAL, INC.
dba Network One

Notes to Financial Statements

(7) Commitments and Contingencies

(a) Lease Obligations

The Company leases office space and equipment under operating leases which provide for minimum rentals as follows:

<u>Year ending September 30,</u>	<u>Minimum rental</u>
1996	\$ 65,000
1997	43,000
1998	19,000

Rental expense under all agreements was approximately \$45,000 for the nine-month period ended September 30, 1995.

(b) Vendor Relationships

As the Company is in the business of reselling long distance services, it relies on other vendors to provide transmission circuits.

In order to obtain maximum pricing discounts with some vendors, the Company negotiates short- and long-term contracts which include minimum purchase commitments. As of September 30, 1995, the Company believes that it is in compliance with all contractual obligations and, accordingly, no contingent liabilities have been accrued related to the vendor contracts. Should the Company cancel such contracts or fail to meet the minimum purchase commitments, contingent payments may be owed to these vendors.

Any change in vendors from those presently used would involve renegotiation of per-minute charges to lease the transmission circuits. Should these charges increase, the Company's margins would decrease unless the additional charges could be passed along to the Company's customers.

(c) Sales and Excise Taxes Payable

The Company does business in most of the 50 states and thus is subject to taxation in multiple jurisdictions. The balance in sales and excise taxes payable represents various Federal and multistate obligations. Management believes that the accrual is sufficient to cover expected future remittances to these tax authorities.

(Continued)

CRG INTERNATIONAL, INC.
dba Network One

Notes to Financial Statements

(8) Subsequent Events

(a) Financing

On February 2, 1996, the Company executed a Preferred Stock Purchase Agreement to sell 357,543 shares of redeemable Series A Convertible Preferred Stock (Series A CPS) at \$5.59 per share, resulting in net cash proceeds to the Company of \$2,000,000. The proceeds will be used to refinance existing debt, fund acquisitions, pay a \$120,000 management bonus, and finance general corporate purposes as determined appropriate by the Company's Board of Directors.

The holders of Series A CPS are entitled to, among other rights as defined in the Preferred Stock Purchase Agreement, (1) voting rights equivalent to the voting rights they would hold as if their holdings were converted to common stock, (2) the right to name one member of the Company's Board of Directors, (3) preferred dividends, (4) liquidation preferences, (5) the option to convert to common stock at any time, and (6) a mandatory redemption provision on February 2, 2002, February 2, 2003, and February 2, 2004.

CRG INTERNATIONAL, INC.
dba Network One

Supplementary Schedule of Operating Expenses

For the Nine-Month Period ended September 30, 1995

Marketing and sales expenses:	
Marketing expense	\$ 5,641
Meals and entertainment	2,543
Referral program	2,873
Salaries - sales	57,512
Salaries - telemarketers	40,428
Sales commissions	291,414
Travel	<u>8,693</u>
Total marketing and sales expenses	\$ <u>409,104</u>
General and administrative expenses:	
Accounting	\$ 26,798
Amortization	1,317
Automobile expense	894
Bad debts	57,617
Bank service charges	168
Billing services	51,483
Casual labor	7,444
Consulting	1,068
Credit and collection expense	12,923
Depreciation	7,724
Employee benefits	16,398
Equipment lease expense	16,452
Insurance	4,108
Legal fees	2,835
Licenses	6,613
Loan fees	18,017
Office expense	25,401
Other	2,740
Payroll taxes	41,406
Penalties	68
Postage and delivery	14,062
Printing	12,252
Rent	28,811
Repairs and maintenance	8,671
Salaries - administrative	95,237
Salaries - officers	56,500
Telephone	28,491
Training	<u>11,552</u>
Total general and administrative expenses	\$ <u>557,050</u>

TAB V
TECHNICAL CAPABILITIES

EXHIBIT "C"

KEY MANAGEMENT TEAM PROFILE

Gene E. Lane, Jr.

Founded the Company in June 1992. Mr. Lane is responsible for overseeing all operations of the Company. Mr. Lane has fifteen years experience in the long distance business most of which was spent with Cable & Wireless U.S. a wholly owned subsidiary of Cable & Wireless, LTD, a multi-billion dollar British telecommunications company with extensive telecommunications interest in North America. Mr. Lane has a Bachelor's degree in Marketing from Radford University.

Debbie Griffiths

Initially served the Company as an outside consultant and performed a review of its financial statements to ensure they are stated in accordance with generally accepted accounting principles. Subsequent to this review, Ms. Griffiths became the Chief Financial Officer and serves in this capacity on a part-time basis. Ms. Griffiths, a Katherine Smith Reynolds Scholar, graduated from the University of North Carolina at Greensboro in 1980 with a Bachelor of Science in Accounting and a minor in Economics. Ms. Griffiths started her own consulting business in 1988 and acts as part-time Controller/CFO for several growing businesses. Ms. Griffiths is a member of the American Institute of Certified Public Accountants, Georgia Society of CPAs, Director of AWSCPA of Georgia and '94-95 AWSCPA National Director.

Pam Sappington

Ms. Sappington serves as Controller. Ms. Sappington performs the day to day duties of overseeing the accounting functions, implementing the controls and policies established by the CFO. Ms. Sappington received a Master of Science in Management (specializing in Human Resources) from Georgia Institute of Technology in 1984 as well as her Bachelor of Science in Education from Georgia State University in 1979. In 1991 and 1992, Ms. Sappington attended Kennesaw State College to complete the course requirements for the CPA examination. Ms. Sappington spent five years as a professional accountant with the firm of Stephens, Looney & Company, CPA's where she was responsible for the preparation of all financial statements, including preparation of corporate, fiduciary and partnership tax returns. Ms. Sappington was hired in July 1994.

NETWORK ONE®

Cost Effective Telecommunication Services for Business

January 7, 1997

DEPOSIT TREAS. REC. DATE

D/35 100-1-111 JAN 09 '97

Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

Dear Commission Representative:

Attached herewith are a copy of the completed application for Alternative Local Exchange Service within the State of Florida and application fee payable in the amount of \$250. The original application and six (6) copies were hand delivered to Mr. Alan Taylor on 1/6/97.

If you require additional information or assistance, please contact me at (770) 980-0080.

Sincerely,


Thomasena J. Holloway
Product Specialist

/tjh

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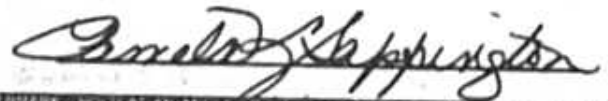
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