



WORLDWIDE FIBER

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SERVICE COMMISSION

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

991485-TI

Re: Worldwide Fiber Networks, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida

Dear Records and Reporting Clerk:

Worldwide Fiber Networks, Inc. presents an original and six (6) copies of the enclosed Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida. Also enclosed is a check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee.

An extra copy of this filing is enclosed to be date-stamped and returned to us in the self-addressed postage paid envelope enclosed. If you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

WORLDWIDE FIBER NETWORKS, INC.

Julie R. Hawkins
Julie R. Hawkins

AFA	_____	
APP	_____	
CAF	_____	JRH/pjs
CMU	_____	Enclosures
CTR	_____	
EAG	_____	
LEG	_____	
MAS	_____	
OPC	_____	
PAI	_____	
SEC	_____	
WAW	_____	
OTH	_____	

Doc. #11875-99

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or Type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

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

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

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

**Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

Doc. # 11875-99

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

Original certificate (new company).

Approval of transfer of existing certificate:

Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

Approval of assignment of existing certificate:

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval of transfer of control:

Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Worldwide Fiber Networks, Inc. ("WFN")

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

Worldwide Fiber Networks, Inc.

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

1333 West 120th Avenue

Suite 216

Westminster, CO 80234

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

WFN does not maintain offices in Florida.

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

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

7. Structure of organization;

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

8. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

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

Worldwide Fiber Networks, Inc.'s Certificate of Authority

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

F99000004356

is attached as Exhibit A.

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

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

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

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida registration number: _____

15. Provide **F.E.I. Number** (if applicable): 84-1496451

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

17. Who will receive the bills for your service?

- | | |
|---------------------------|--|
| () Residential Customers | (<input checked="" type="checkbox"/>) Business Customers |
| () PATs providers | () PATs station end-users |
| () Hotels & motels | () Hotel & motel guests |

() Universities () Universities dormitory residents
() Other: (specify) _____

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

(a) The application:

Name: Julie R. Hawkins

Title: Assistant General Counsel

Address: 1333 West 120th Avenue, Suite 216

City/State/Zip: Westminster, Colorado 80234

Telephone No.: (303) 450-5130 ext. 126 Fax No.: (303) 450-6102

Internet E-Mail Address: jhawkins@worldwidefiber.com

Internet Website Address: www.worldwidefiber.com

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

Name: Julie R. Hawkins

Title: Assistant General Counsel

Address: 1333 West 120th Avenue, Suite 216

City/State/Zip: Westminster, Colorado 80234

Telephone No.: (303) 450-5130 ext. 126 Fax No.: (303) 450-6102

Internet E-Mail Address: jhawkins@worldwidefiber.com

Internet Website Address: www.worldwidefiber.com

(c) Complaints/Inquiries from customers:

Name: Currently: Julie R. Hawkins

Title: Assistant General Counsel

Address: 1333 West 120th Avenue, Suite 216

City/State/Zip: Westminster, Colorado 80234

Telephone No.: (303) 450-5130 ext. 126 **Fax No.:** (303) 450-6102

Internet E-Mail Address: jhawkins@worldwidefiber.com

Internet Website Address: www.worldwidefiber.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

WFN is not currently providing service in any state.

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

California, Iowa, Tennessee, Mississippi, Louisiana, Missouri,

Nevada, Utah, Virginia, North Carolina, Minnesota, Michigan

South Carolina, Arizona, Texas, New Mexico, New York & Massachusetts

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

Colorado, Illinois, Kentucky, Nebraska, Oregon and

Washington.

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

WFN has never been denied authority to operate as an

interexchange telecommunications company.

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

WFN has never had regulatory penalties imposed for
violations of telecommunications statutes.

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

WFN has never been involved in civil court proceedings with
an IXC, LEC or other telecommunications entity.

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

- (a) **adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.**

None of the officers, directors, or ten largest stockholders have
previously been adjudged bankrupt, mentally incompetent or been
found guilty of any felony.

- (b) **an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.**

None of the officers, directors, or ten largest stockholders have
previously been an officer, director, partner or stockholder in any
other Florida certificated telephone company.

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

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

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

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

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

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

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

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

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

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

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

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

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

i. _____ **Travel service**

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

j. _____ **900 service**

k. _____ **Operator services**

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

i. Services included are:

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

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

WFN's proposed initial tariff is attached as Exhibit B

23. Submit the following: Please See Exhibit C.

A. Financial capability.

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

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

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

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

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

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

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

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

Brief biographies of WFN's senior management and key personnel are attached as Exhibit D.

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

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

UTILITY OFFICIAL:

<u><i>Vatide J...</i></u>	<u>9-30-99</u>
Signature	Date
<u>Vice President and General Counsel</u>	<u>(303) 450-5130</u>
Title	Telephone No.
<u>Address: 1333 West 120th Avenue, Suite 216</u>	<u>(303) 450-6102</u>
<u>Westminster, Colorado 80234</u>	Fax No.

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - CURRENT FLORIDA INTRASTATE NETWORK
- D - AFFIDAVIT

**** APPENDIX A ****

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____,

(Title) _____ of

(Name of Company)

and current holder of Florida Public Service Commission Certificate Number

_____, have reviewed this application and join in the
petitioner's request for a:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

CURRENT FLORIDA INTRASTATE SERVICES

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

If the answer is has, fully describe the following:

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

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

UTILITY OFFICIAL:

Walter J. Juma 9-30-99

Signature Date

Vice President and General Counsel (303) 450-5130

Title Telephone No.

Address: 1333 West 120th Avenue, Suite 216 (303) 450-6102

Westminster, Colorado 80234 Fax No.

AFFIDAVIT

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

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

UTILITY OFFICIAL:

<u><i>Latuk Juma</i></u>	<u>9-30-89</u>
Signature	Date
<u>Vice President and General Counsel</u>	<u>(303) 450-5130</u>
Title	Telephone No.
<u>Address: 1333 West 120th Avenue, Suite 216</u>	<u>(303) 450-6102</u>
<u>Westminster, Colorado 80234</u>	Fax No.
_____	_____
_____	_____
_____	_____

EXHIBIT A



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 1999

C T CORPORATION SYSTEM
TALLAHASSEE, FL

Qualification documents for WORLDWIDE FIBER NETWORKS, INC. were filed on August 23, 1999 and assigned document number F99000004356. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

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

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

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 099A00042253

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 23 PM 3:09

1. Worldwide Fiber Networks, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada (State or country under the law of which it is incorporated) 3. 84-1496451 (FEI number, if applicable)

4. June 12, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1575 Delucchi Lane, Suite 224, Reno, Nevada 89502
(Current mailing address)

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System
Kathleen C. Gariepy
(Registered agent's signature) (Officer)
Kathleen C. Gariepy, Asst. Secy.
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: David Lede
Address: 1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

Vice Chairman: Clifford Lede
Address: 1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

Director: see attached list of directors
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: see attached list of officers
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 23 PM 2: 39

Treasurer: _____

Address: _____

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

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

14. James Cox, Vice President
(Typed or printed name and capacity of person signing application)

99 AUG 23 PM 2:39
DIVISION OF CORPORATIONS
SECRETARY OF STATE
ILLINOIS

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Worldwide Fiber Networks, Inc.**

1. Jerry Tharp
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
2. Ron Stevenson
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
3. David Lede
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
4. Clifford Lede
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
5. Larry Olsen
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
6. Stephen Stow
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
7. Lionel Desmarais
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
8. Pat Michels
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
9. Brian Johnson
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 AUG 23 PM 2:39

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Worldwide Fiber Networks, Inc.**

1. Jerry Tharp, President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
2. Ron Stevenson, Executive Vice President/Secretary
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
3. David Lede, Chief Executive Officer
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
4. Clifford Lede, Chief Operating Officer
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
5. John Mandrusiak, Executive Vice President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
6. Stephen Stow, Executive Vice President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
7. Lionel Desmarais, Sr. Vice President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
8. James Cox, Vice President, Planning and Development
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
9. Bruce Tinney, Vice President, Business Development
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
10. Patrick Summers, Vice President, Legal and General Counsel
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
11. Matt Milstead, General Manager, East Coast
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
12. Carmen Drollinger, Financial Controller
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

99 AUG 23 PM 2:39
DIVISION OF CORPORATIONS
SECRETARY OF STATE
STATE OF FLORIDA

EXHIBIT B

INTEREXCHANGE SERVICE

WORLDWIDE FIBER NETWORKS, INC.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of Telecommunications Services by Worldwide Fiber Networks, Inc., with principal offices at 1333 West 120th Avenue, Suite 216, Westminster, Colorado 80234. This tariff applies to services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

CHECK SHEET

<u>PAGE</u>	<u>REVISION</u>
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6	Original
7	Original
8	Original
9	Original
10	Original

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

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Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

EXPLANATION OF SYMBOLS

- (D) - Delete or Discontinue
- (I) - Change Resulting In An Increase To A Customer's Bill
- (M) - Moved From Another Tariff Location
- (N) - New
- (R) - Change Resulting In A Reduction To A Customer's Bill
- (T) - Change In Text Or Regulation But No Change In Rate Or Charge

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

APPLICATION OF TARIFF

This tariff sets forth the service offerings, rates, terms and conditions applicable to the furnishing of interexchange services statewide.

SERVICE OFFERING

The Company will offer facilities-based long distance services.

CUSTOMER SERVICE

The toll free number for Worldwide Fiber Customer service is 877-735-7366.

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

SECTION 1 – DEFINITIONS

Commission: The Florida Public Service Commission.

Company: Worldwide Fiber Networks, Inc., a Nevada Corporation, which is the issuer of this tariff.

Customer: The person, firm, corporation or other entity which orders or uses service and, has agreed by signature or otherwise to honor the terms of the service herein, and is responsible for the payment of rates and charges for service to call customer locations and for compliance with tariff regulations.

Individual Case Basis (“ICB”): A service arrangement in which the regulations, rates and charges are developed based on the specific circumstances of the Customer’s situation.

LATA: A local access and transport area established pursuant to the Modification of Final Judgment entered by the United States District court for the District of Columbia in Civil Action No. 8200192 for the provision and administration of communications services.

Service Commencement Date: The first day following the date on which the Company notifies the Customer that the requested service or facility is available for use, unless extended by the Customer’s refusal to accept service which does not conform to standards set forth in the Service Order, Service Contract or this tariff, in which case the Service Commencement Date is the date of the Customer’s acceptance of service. The parties may mutually agree upon a substitute Service Commencement Date.

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

SECTION 1 – DEFINITIONS (CONT'D)

Service Order: The written request for interexchange services executed by the Customer and the company in a format specified by the Company. The signing of a Service Order by the Customer and acceptance thereof by the Company initiates the respective obligations of the parties as set forth therein and pursuant to this tariff, but the duration of the service is calculated from the Service Commencement Date.

Services: The Company's telecommunications services offered on the Company's network.

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

SECTION 2 – RULES AND REGULATIONS

2.1 Use of Services

- 2.1.1 Worldwide Fiber Network, Inc.'s services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.1.2 The use of Worldwide Fiber Network, Inc.'s services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.1.3 Worldwide Fiber Networks, Inc.'s services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.1.4 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.1.5 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

SECTION 2 – RULES AND REGULATIONS (CONT'D)

2.2 Liability of the Company

- 2.2.1 The Company shall not be liable for any claim, loss, expense or damage for interruption, delay, error, omission or defect in any service, facility, or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.2.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.
- 2.2.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.2.4 The Company's liability for damages, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects or misrepresentations shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company.
- 2.2.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for loss, damage, defacement or destruction of the premises of any Customer or

Effective Date:

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James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

SECTION 2 – RULES AND REGULATIONS (CONT'D)

2.2 Liability of the Company (cont'd)

2.2.5 (cont'd)

any other entity or any other property whether owned or controlled by the Customer or others.

2.2.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

2.2.7 The remedies set forth are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

Effective Date:

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James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

SECTION 3 – SERVICES, LOCATION, PRICES AND CHARGES

3.1 Description of Service

Worldwide Fiber Networks will provide high capacity transport on a leased long-term basis. There will be no standard offering as all contracts for high capacity transport will be negotiated and performed on an individual case basis.

3.2 Location of Service

Worldwide Fiber Network’s intent is to design, install and maintain a national fiber optic cable route consisting of two primary east-west routes and three primary north-south routes.

3.3 Rates for Service

<u>Description</u>	<u>Rate</u>
High capacity transport at OC-48	ICB

3.4 Application for Service

Application for service must be made in writing. The name(s) of the customer(s) desiring to use the service must be set forth in the application for service.

3.5 Deposits

Deposits and/or advanced payments are not required.

Effective Date:

Issue Date:

James A. Cox
Vice President, Planning and Development
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

EXHIBIT C

Worldwide Fiber is a wholly owned subsidiary of Worldwide Fiber (USA) Inc. which is owned by Worldwide Fiber Networks, Ltd. and Leducor Communications, Ltd. Both of these parent companies are wholly owned by Worldwide Fiber, Inc. which is ultimately wholly owned by Leducor, Inc. As a wholly owned subsidiary, Worldwide Fiber will have available to it the financial resources of its parent.

Worldwide Fiber (USA), Inc.'s Consolidated Financial Statements demonstrate that the company possesses the financial resources to fully fund and maintain its proposed telecommunications services in Florida and that it is financially capable of providing high quality services and ensuring that the public interest is protected.

PRICEWATERHOUSECOOPERS 

PricewaterhouseCoopers LLP
Chartered Accountants
1111 West Hastings Street
Vancouver British Columbia
Canada V6E 3R2
Telephone +1 (604) 806 7000
Facsimile +1 (604) 806 7806

Report of Independent Accountants

To the Board of Directors and Shareholders of
Worldwide Fiber (USA), Inc.
(formerly Pacific Fiber Link, Inc.)

In our opinion, the accompanying consolidated balance sheet and related consolidated income statement and statements of changes in shareholders' equity and of cash flows present fairly, in all material respects, the financial position of Worldwide Fiber (USA), Inc. (formerly Pacific Fiber Link, Inc.) and its subsidiaries at December 31, 1998, and the results of their operations and their cash flows for the period from February 11, 1998 to December 31, 1998, in conformity with generally accepted accounting principles in the United States. 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 of these statements in accordance with generally accepted auditing standards which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for the opinion expressed above.

PricewaterhouseCoopers LLP

Vancouver, Canada
March 12, 1999

PricewaterhouseCoopers LLP is a Canadian member firm of PricewaterhouseCoopers International Limited, an English company limited by guarantee.

Worldwide Fiber (USA), Inc.
 (formerly Pacific Fiber Link, Inc.)
 Consolidated Balance Sheet
 As at December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

Assets

Current assets

Cash and cash equivalents	\$ 2,242
Accounts receivable (note 4)	3,090
Unbilled revenue (note 4)	9,634
Inventory (note 4)	<u>23,835</u>

38,801

Fixed assets (note 4)

7,178

\$ 45,979

Liabilities

Current liabilities

Accounts payable (note 4)	\$ 17,445
Income taxes payable	980
Due to parent (note 4)	<u>21,783</u>

40,208

Shareholders' Equity

Share capital

Authorized (note 5)

25,000 non-voting common shares, without par value
 25,000 Class A voting preferred shares, without par value
 100,000 Class B non-voting preferred shares, without par value

Issued and outstanding

200 non-voting common shares and 200 Class A voting preferred
 shares (note 5)

3,915

Retained earnings

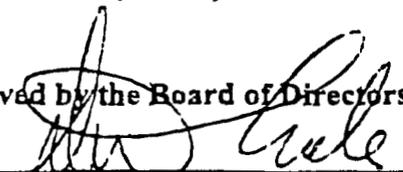
1,856

5,771

\$ 45,979

Commitments (note 11)

Approved by the Board of Directors

 Director

 Director

The accompanying notes are an integral part of these consolidated financial statements

Worldwide Fiber (USA), Inc.
(formerly Pacific Fiber Link, Inc.)
Consolidated Income Statement
For the period from February 11, 1998 to December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

Revenue	\$	21,071
Costs		<u>16,533</u>
Gross profit		4,538
Expenses		
General and administrative		<u>1,683</u>
		2,855
Interest expense		72
Interest income		<u>53</u>
Income before income taxes		2,836
Provision for income taxes		<u>980</u>
Net income for the period	\$	<u>1,856</u>

The accompanying notes are an integral part of these consolidated financial statements

Worldwide Fiber (USA), Inc.
(formerly Pacific Fiber Link, Inc.)
Notes to Consolidated Financial Statements
December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

1 The Company

Worldwide Fiber (USA), Inc. (the "Company"), formerly known as Pacific Fiber Link, Inc., was incorporated on August 7, 1998. The Company was inactive until August 31, 1998. On August 31, 1998, the Company acquired 100% of the ownership interest of Worldwide Fiber Networks, Inc. ("WFNI") (formerly Pacific Fiber Link, LLC) from its two members, Leducor Industries Limited ("Leducor") and Mi-Tech Communications, LLC ("Mi-Tech"), in exchange for 100 non-voting common shares and 100 Class A voting preferred shares of the Company. The acquisition was accounted for in a manner similar to a pooling of interests on the basis that the ownership interests before and after the acquisition remained the same. Accordingly, the financial statements presented include the results of operations of the Company and WFNI from February 11, 1998, the date that WFNI was organized.

On December 31, 1998, the Company issued 100 shares of non-voting common shares and 100 Class A voting preferred shares as consideration for the settlement of indebtedness owed to Worldwide Fiber Inc. ("WFI" or "parent") of \$3,915,000 increasing WFI's interest from 50% to 75%.

The Company has entered into a shareholders' agreement among WFI, Leducor, Mi-Tech and Michels Pipeline Construction, Inc. (an affiliate of Mi-Tech) whereby:

- (i) Any sale, transfer, assignment or encumbrance or divestment of any interest in or control of the Company to a third party is restricted. In the event of a proposed sale of the shares of the Company held by WFI, Mi-Tech will have certain tag-along rights. If there is a change of control of the Company, Mi-Tech has the option to require the Company to purchase all of the shares owned by Mi-Tech or its affiliates at the fair market value of such shares. In addition, after the tenth anniversary of this agreement Mi-Tech has the option to require the Company to purchase all of the shares owned by Mi-Tech and its affiliates at fair market value. If Mi-Tech exercises this option, WFI can elect to sell all of the shares or assets of the Company to a third party in which case WFI will not be required to purchase Mi-Tech's shares.
- (ii) The Company has an option to purchase from Mi-Tech 24 fiber optic strands along certain existing routes owned by Mi-Tech and its affiliates at fair value. The Company also has an option to purchase from WFI and its affiliates, indefeasible rights of use of 24 fiber optic strands from its Chicago-New Orleans route if and when built, at fair value. These options expire one year after the strands are available.
- (iii) If WFI were to issue shares in a public offering having an aggregate value of at least \$20,000,000, Mi-Tech has the option to convert all of the shares of the Company held by Mi-Tech and its affiliates into the class and series of shares being offered to the public.

The Company's operations consist of developing, engineering, constructing, installing and maintaining fiber optic networks assets. The Company's primary customers are telecommunications carriers and fiber optic systems developers located in the U.S.

Worldwide Fiber (USA), Inc.
(formerly Pacific Fiber Link, Inc.)
Notes to Consolidated Financial Statements
December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

2 Summary of significant accounting policies

Basis of presentation

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States and include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated on consolidation.

Use of estimates

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

Cash and cash equivalents

Cash and cash equivalents consists of cash on deposit and highly liquid short-term interest bearing securities with maturity at the date of purchase of three months or less.

Fixed assets

Fiber optic network assets and other assets are recorded at cost. Fixed assets are depreciated using the following rates and methods:

- Fiber optic network assets – straight-line method over the estimated useful lives of the assets.
- Other assets – straight-line method, over the estimated useful lives of the assets.

Inventory

Inventory consists of fiber optic network assets to be sold or leased and are recorded at the lower of cost and market. Cost includes direct materials, subcontractors charges, labour and interest.

Unbilled revenue

Revenue recognized using the cost-to-cost method (see "Revenue recognition") less billings to date is recorded as unbilled revenue.

Worldwide Fiber (USA), Inc.
(formerly Pacific Fiber Link, Inc.)
Notes to Consolidated Financial Statements
December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

Income taxes

Income taxes are accounted for using an asset and liability approach, which requires the recognition of taxes payable or refundable for the current period and deferred tax liabilities and assets for future tax consequences of events that have been recognized in the Company's financial statements or tax returns. The measurement of current and deferred tax liabilities and assets are based on provisions of enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance, where based on available evidence, the probability of realization of the deferred tax asset, does not meet a more likely than not criteria.

Revenue recognition

Revenue and income from construction contracts to develop fiber optic network assets, are determined on the percentage-of-completion basis using the cost-to-cost method. Provision is made for all anticipated losses as soon as they become evident. Claims for additional contract compensation are not recognized until resolved.

Foreign currency transactions

The Company uses the U.S. dollar as its functional currency. Gains or losses from foreign currency transactions are included in the consolidated income statement.

Fair value of financial instruments

The fair value of the Company's financial instruments consisting of cash and cash equivalents, accounts receivable, unbilled revenue, accounts payable, income taxes payable, and due to parent approximates their carrying values due to their short-term nature.

Recent accounting pronouncements

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". This statement establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. The Company does not expect the adoption of SFAS No. 133 to have material impact on its consolidated financial statements.

Worldwide Fiber (USA), Inc.
 (formerly Pacific Fiber Link, Inc.)
 Notes to Consolidated Financial Statements
 December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

3 Supplemental cash flow information

Cash paid for income taxes	\$	-
Cash paid for interest		-
Supplemental non-cash investing and financing activities		
Issuance of shares:		
To acquire Worldwide Fiber Networks Inc.		-
In exchange for surrender of note payable to WFI		3,915

4 Balance Sheet components

Accounts receivable		
Trade accounts receivable	\$	3,090
Unbilled revenue		
Revenue earned on uncompleted contracts	\$	21,071
Less: Billings to date		11,437
	\$	9,634

Each contract specifies individual billing arrangements as specified in the contract.

Inventory		
Fiber optic network assets	\$	23,835
Fixed assets		
Fiber optic network assets	\$	7,178
Less: Accumulated depreciation		-
Fixed assets - net	\$	7,178

The Company has not provided for any depreciation of the fiber optic network assets for the period ended December 31, 1998 as these assets were under construction.

Accounts payable		
Subcontractor and supplier costs	\$	12,544
Subcontractor and supplier holdbacks payable		4,844
Washington State tax payable		57
	\$	17,445

Due to parent

Due to parent consists of advances made during the period. The advances bear interest at the rate of 12.625% and have no stated terms of repayment.

(4)

Worldwide Fiber (USA), Inc.
(formerly Pacific Fiber Link, Inc.)
Notes to Consolidated Financial Statements
December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

5 Share capital

a) Preferred shares

Authorized

The Company is authorized to issue 125,000 preferred shares without par value; 25,000 Class A voting preferred shares and 100,000 Class B non-voting preferred shares. As at December 31, 1998, there were 200 Class A voting preferred shares issued.

Voting

The holders of Class A preferred shares are entitled to attend shareholder meetings and to one vote for each share held. The holders of Class A preferred shares have no other rights, preferences or privileges. The holders of Class B preferred shares are not entitled to vote or attend shareholder meetings.

Dividends

The holders of Class B preferred shares are entitled to receive a dividend when declared by the Board of Directors, payable in preference to the dividends payable on any other classes of shares.

Return of capital

In the event the Company is liquidated, dissolved or wound up, the holders of Class B preferred shares shall be entitled to such rights as expressed in the resolution for the issue of such Class B shares, adopted by the Board of Directors.

Redemption and retraction

The Company may redeem or purchase Class B preferred shares at such time and such price as expressed in the resolution for the issue of Class B preferred shares, adopted by the Board of Directors.

b) Common shares

Authorized

The Company is authorized to issue 25,000 non-voting common shares, without par value. As at December 31, 1998, there were 200 non-voting common shares issued.

Worldwide Fiber (USA), Inc.
 (formerly Pacific Fiber Link, Inc.)
 Notes to Consolidated Financial Statements
 December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

6 Provision for income taxes

The provision for current income taxes attributable to net income consists of the following:

U.S. federal	\$	953
U.S. state and local		<u>27</u>
	\$	<u>980</u>

The Company's statutory rate of 34% is not materially different to its effective rate of 34.6%.

7 Concentration of credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents, accounts receivable and unbilled revenue. Accounts receivable are not collateralized. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. Concentrations of credit risk with respect to accounts receivable and unbilled revenue are considered to be limited due to the credit quality of the customers comprising the Company's customer base.

The Company performs ongoing credit evaluations of its customers' financial condition to determine the need for an allowance for doubtful accounts. The Company has not experienced significant credit losses to date. At December 31, 1998 seven customers accounted for the entire accounts receivable and unbilled revenue balances.

8 Revenue and significant customers

During the period ended December 31, 1998, the Company's revenue from its three largest customers represented individually 35%, 30% and 13% of total revenue.

9 Related party transactions

The Company reimburses Leducor and Mi-Tech for expenses incurred on the Company's behalf. For the period ended December 31, 1998 the amount of these transactions with Leducor and Mi-Tech was \$1,469,000 and \$1,401,000 respectively. As at December 31, 1998 accounts payable includes \$478,000 owed to Leducor and \$524,000 owed to Mi-Tech.

Worldwide Fiber (USA), Inc.
 (formerly Pacific Fiber Link, Inc.)
 Notes to Consolidated Financial Statements
 December 31, 1998

(tabular amounts expressed in thousands of U.S. dollars)

10 Segmented information

The Company operates within a single operating segment being the construction and installation of fiber optic network assets in the United States. All revenues are earned from U.S. sources and all long lived assets are located in the U.S.

11 Commitments

Network developments

The Company has, in the normal course of business, entered into agreements to provide construction services and fiber optic network assets to third parties in Canada and the United States.

Right of way access agreements

The Company has entered into various agreements during the year to secure the rights of ways along its network routes. In general, most agreements have an option renewal clause stating that grantors cannot unjustly withhold their acceptance of a renewal.

Operating leases

The Company leases certain facilities and equipment used in its operations under operating leases. Future minimum lease payments under these lease agreements at December 31, 1998 are as follows:

1999	\$	205
2000		83
2001		50
2002		34
2003 and beyond		—

EXHIBIT D

MANAGEMENT

Directors and Officers

Our directors and officers are set forth below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
David Lede	51	Chairman of the Board and Chief Executive Officer
Clifford Lede	43	Vice-Chairman and Chief Operating Officer
Larry Olsen	50	Vice-Chairman and Chief Financial Officer
Ron Stevenson	46	President and Director
Stephen Stow	45	Executive Vice President and Director
John Mandrusiak	67	Executive Vice President and Director
Lionel Desmarais	46	Senior Vice President and General Manager
Scott Lyons	44	Vice President, Marine Services
David Brierley	51	Vice President, Engineering
Scott Ballentine	42	Vice President, Business Development
William Ramsey	49	Vice President and Treasurer
William Walls	33	Manager, Finance

David Lede has served as Chairman and Chief Executive Officer since our inception and as Chairman of the Board and Chief Executive Officer of Ledcor Inc. since 1983. Mr. Lede has been with Ledcor for 31 years and, prior to becoming Chairman of the Board and Chief Executive Officer of Ledcor, he held positions such as President, Vice President, Operations Manager and Superintendent.

Clifford Lede has served as Vice Chairman and Chief Operating Officer since our inception and as Vice Chairman and President and Chief Operating Officer of Ledcor Inc. since 1983. Mr. Lede has been with Ledcor for 24 years and, prior to becoming President and Chief Operating Officer of Ledcor, he held positions such as Vice President, Operations Manager and Superintendent. Clifford and David Lede are brothers.

Larry Olsen has served as Vice Chairman and Chief Financial Officer since our inception. Mr. Olsen is also a member of the Board and Executive Committee of First Heritage Savings, a Canadian financial institution. Mr. Olsen was previously involved in several international business ventures throughout Asia, Australia and the Middle East. He has held the position of Managing Director, Chief Executive Officer and Executive Chairman of Crownhampton International Limited and Promet Petroleum and various other public and private companies involved in several different industries including offshore oil petroleum and exploration, offshore work vessels, high technology manufacturing, construction development and marketing for major technology companies.

Ron Stevenson has served as President and a Director since our inception and is a Director of Ledcor. Prior to joining us, Mr. Stevenson spent 28 years with Ledcor. From 1989 to 1998, Mr. Stevenson was Senior Vice President of Operations for Ledcor's telecommunications and civil divisions and was responsible for construction and project development.

Stephen Stow has served as Executive Vice President, Corporate Development and a Director since our inception. Mr. Stow previously served as a principal in various venture capital activities. From 1992 to 1995, Mr. Stow was co-head and Director of Corporate Finance for National Westminster Bank's Asian investment banking operations.

John Mandrusiak has served as Executive Vice President and a Director since our inception and has been a Director of Leducor for the past 36 years and an Executive Vice President since 1988. Mr. Mandrusiak has held various positions with Leducor, including Controller, Vice President, Finance and Chief Financial Officer.

Lionel Desmarais has served as Senior Vice President and General Manager since our inception. Prior to joining us, Mr. Desmarais spent 12 years with Leducor. From 1993 to 1998, Mr. Desmarais was Vice President for Leducor's telecommunications division and has been responsible for overseeing the successful execution of numerous long-distance fiber optic networks, including the Canadian FOTS and the Calgary-Edmonton network.

Scott Lyons has served as Vice President, Marine Services since our inception. From 1997 to 1998, Mr. Lyons was Vice President of Leducor's Marine Division and was responsible for its creation and management. Prior to that time, Mr. Lyons was president of Aztech Enterprises from 1995 to 1997, President and Chief Operating Officer of Hard Suits Inc. from 1994 to 1995 and from 1990 to 1994 as Chief Operating Officer of Rockwater Limited, a subsidiary of Brown and Root specializing in marine construction.

David Brierley has served as Vice President, Engineering since our inception. From 1996 to 1998, Mr. Brierley was Vice President, Engineering of Leducor's telecommunications division and was primarily responsible for the engineering aspects of the planning, design, construction and maintenance for the Canadian FOTS. Prior to that time, Mr. Brierley was Manager of Technology Development for R.V. Anderson Associates Limited from 1994 to 1996, and Vice President of Delcam Corporation from 1992 to 1994.

Scott Ballentine has served as Vice President, Business Development since our inception. Prior to joining us, Mr. Ballentine spent 11 years with Leducor in senior marketing and business development positions.

William Ramsey recently joined us as Vice President with responsibility for treasury functions. He was previously Chief Financial Officer, for 13 years, of WIC Western International Communications Ltd., a publicly traded Canadian broadcasting company.

William Walls has served as Manager of Finance since our inception. Prior to joining us, Mr. Walls was a principal in various venture capital activities and had been a director or senior financial officer of several Canadian and U.S. publicly listed companies.



WORLDWIDE FIBER

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION

99 OCT -1 AM 10: 53

MAIL ROOM

September 30, 1999

DEPOSIT
D1 99

DATE
OCT 01 1999

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

991485-TI

Re: Worldwide Fiber Networks, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida

Dear Records and Reporting Clerk:

Worldwide Fiber Networks, Inc. presents an original and six (6) copies of the enclosed Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida. Also enclosed is a check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee.

An extra copy of this filing is enclosed to be date-stamped and returned to us in the self-addressed postage paid envelope enclosed. If you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

WORLDWIDE FIBER NETWORKS, INC.

THIS DOCUMENT CONTAINS SECURITY FEATURES SEE DETAILS ON REVERSE

WORLDWIDE FIBER NETWORKS, INC.

1333 W. 120th, Suite 216
Westminster, CO 80234

SEAFIRST BANK
SEATTLE, WASHINGTON

GENERAL ACCOUNT
VOID 6 MONTHS FROM DATE OF CHEQUE

Date
Oct 01/99

Ck Number
60-004797

Amount
\$250.00

Pay *****250 DOLLARS AND 00 CENTS ***

TO
The
Order
Of
FLORIDA PUBLIC SERVICE COMMISSION
DIV. OF TELE/BUREAU OF CERT.
2540 SHUMARD OAK BLVD
TALLAHASSEE, FL 32399-0850

Per Jerry A. Thayer
TWO SIGNATURES REQUIRED

Per Ron [Signature]

MUST BE MANUALLY COUNTERSIGNED IF AMOUNT EXCEEDS \$10,000.00



WORLDWIDE FIBER

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION

99 OCT -1 AM 10: 53

MAIL ROOM

September 30, 1999

DEPOSIT
D199

DATE
OCT 01 1999

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

991485-TI

**Re: Worldwide Fiber Networks, Inc.'s Application for Authority to Provide
Interexchange Telecommunications Service Between Points Within the State
of Florida**

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Respectfully submitted,

WORLDWIDE FIBER NETWORKS, INC.

THIS DOCUMENT CONTAINS SECURITY FEATURES - SEE DETAILS ON REVERSE

WORLDWIDE FIBER NETWORKS, INC.

1333 W. 120th, Suite 216
Westminster, CO 80234

SEAFIRST BANK
SEATTLE, WASHINGTON

GENERAL ACCOUNT
VOID 6 MONTHS FROM DATE OF CHEQUE

Date
Oct 01/99

Ck Number
60-004797

Amount
\$250.00

Pay *****250 DOLLARS AND 00 CENTS ***

To
The
Order
Of
FLORIDA PUBLIC SERVICE COMMISSION
DIV. OF TELE/BUREAU OF CERT.
2540 SHUMARD OAK BLVD
TALLAHASSEE, FL 32399-0850

Per Jerry A. Thayer
TWO SIGNATURES REQUIRED

Per Ra. [Signature]

MUST BE MANUALLY COUNTERSIGNED IF AMOUNT EXCEEDS \$10,000.00

⑆60004797⑆