

EARLY, LENNON, PETERS & CROCKER, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (616) 381-8844
FAX (616) 349-8525

GEORGE H. LENNON
DAVID G. CROCKER
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
BLAKE D. CROCKER
ROBERT M. TAYLOR
PATRICK D. CROCKER
ANDREW J. VORBRICH†
ROBERT G. LENNON††

† Also admitted in Iowa
†† Also admitted in New York, Illinois and Washington, D.C.

OF COUNSEL

VINCENT T. EARLY
THOMPSON BENNETT
JOHN T. PETERS, JR.

JOSEPH J. BURGIE
(1926 - 1992)

August 16, 2000

Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40601

RE: NTEGRITY TELECONTENT SERVICES, INC.

Dear Sir:

Enclosed herewith for filing with the Commission, please find an original and ten (10) copies of the above captioned corporation's APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO AUTHORIZE IT TO OFFER AND PROVIDE RESOLD AND FACILITIES-BASED LOCAL TELECOMMUNICATIONS SERVICES THROUGHOUT KENTUCKY.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the self-addressed, stamped envelope attached thereto.

Should you have any questions, please contact me.

Very truly yours,

EARLY, LENNON, PETERS & CROCKER, P.L.C.

Patrick D. Crocker
PDC/pas

22251549-0505
PENDING
9500
Tie to 05154900

**BEFORE THE
KENTUCKY PUBLIC SERVICE COMMISSION**

IN RE:

**APPLICATION OF NTEGRITY)
TELECONTENT SERVICES INC.)
FOR A CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)
TO AUTHORIZE IT TO OFFER)
AND PROVIDE RESOLD AND)
FACILITIES-BASED LOCAL)
TELECOMMUNICATION SERVICES)
THROUGHOUT KENTUCKY)**

DOCKET NO:

APPLICATION OF NTEGRITY TELECONTENT SERVICES, INC.

Ntegrity Telecontent Services Inc. ("Applicant") pursuant to section 253 of the Telecommunications Act of 1996 and KRS section 278, files this Application for a Certificate of Public Convenience and Necessity to authorize Applicant to offer and provide facilities-based and resold local telecommunication services throughout Kentucky. In support of this Application, Applicant shows the following:

I. The Applicant

1. Applicant's legal name is Ntegrity Telecontent Services Inc. Applicant maintains its principal place of business at:

Ntegrity Telecontent Services Inc.
250 S. President Street
Baltimore, MD 21202
410-528-8900

2. Applicant is a Nevada corporation. Applicant is qualified to do business in the State. A copy of Applicant's Articles of Incorporation is attached hereto as Exhibit A. Applicant has authority to transact business as a foreign corporation within Kentucky. Applicant's Certificate of Authority to Transact Business in Kentucky is attached hereto as Exhibit B.

3. Applicant's shareholders are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
MMG Venture, L.P.	826 East Baltimore St., Baltimore, MD 21202	2,200,000
Community Development Ventures	826 East Baltimore St., Baltimore, MD 21202	450,000
Maryland Small Business Development Finance Authority	826 East Baltimore St., Baltimore, MD 21202	450,000

4. Applicant attaches hereto a notarized statement regarding monies collected for intrastate as Exhibit C.

II. Designated Contacts

5. Correspondence or communication pertaining to this Application should be directed to Applicant's attorney of record:

Patrick D. Crocker
Early, Lennon, Peters & Crocker, P.C.
900 Comerica Building
Kalamazoo, MI 49007
(Tel) 616-381-8844
(Fax) 616-349-8525

6. Questions concerning the ongoing operations of Applicant shall be directed to the following:

Jeff Morrison
Ntegrity Telecontent Services Inc.
250 S. President Street
Baltimore, MD 21202

7. The following toll free number is available for customer service inquires:

877-551-5517

III. Request for Authority

8. Applicant is applying for a Certificate of Public Convenience and Necessity ("Certificate") authorizing it to provide interLATA telecommunications services between all points and places in Kentucky.

9. Applicant will provide telecommunication services in Kentucky pursuant to the rules and orders of this Commission.

10. Applicant provides residential and small business customers high quality, cost effective long distance telecommunications, with an emphasis on customer service. Applicant now seeks to offer competitive local exchange service in a number of states, including Kentucky. As detailed in this Application, Applicant proposes to initially provide local service in Kentucky on a facilities-based and resold basis. Service will be provided throughout the State, as authorized by the Commission.

11. Applicant is familiar with applicable Commission policies, rules and orders, and adheres to all such rates in conducting business operations in Kentucky.

12. Applicant hereby requests waiver of Adm. 355. Applicant will not require pre-payments or deposits from customers.

13. Applicant will comply with the monitoring requirements of Adm. 355.

V. Description and Fitness of the Applicant

14. The management personnel of Applicant have the managerial ability to provide the services contemplated herein. Applicant's officers and directors have experience in interchange and intraexchange telecommunication services. Descriptions of Applicant's key personnel are attached hereto as Exhibit D.

15. Applicant is financially qualified to provide resold telecommunications services in the State. In support of Applicant's Application, attached hereto as Exhibit E is a copy of Applicant's most recent financial statements.

V. Network Description and Services

16. Applicant will provide all service as both facilities based and as a reseller.

Applicant's services include: (1) Basic Residential Exchange Services (Local Exchange Flat Rate, Measured Rate Service, operator access, etc.); (2) Residential Custom and Class Features (call waiting, caller ID, call forwarding, etc.); (3) Basic Business Exchange Services; (4) Business Custom Calling and Class Features; (5) Adjunct Provided Features (voice messaging, etc.); and (6) Business and Residential Ancillary Services (911, directory listing, directory assistance, etc.).

VII. Proposed Tariffs

17. Applicant intends to offer local exchange service immediately subsequent to completing negotiations with incumbent LECs. Applicant attaches hereto an illustrative tariff for information as Exhibit F. Prior to actually providing local switched service, Applicant will file tariff sheets with the Commission describing the specific terms and conditions under which it will provide such services.

VIII. Public Interest

18. A decision by the Commission granting Applicant authority to provide the local telecommunications services described herein is in the public interest. Permitting the Applicant to provide the services described in this Application will expand service options and increase competition in Kentucky without any adverse impact on the Commission's goals of universal service and affordable local service for individual customers. Approval will lead directly to substantial additional private investment in Kentucky's telecommunications infrastructure and promote consumer choice by expanding the availability of innovative, high quality, reliable and competitively-priced the communications services. Approval also is likely to cause other local telecommunications providers to improve their existing services, become more efficient and introduce service innovations of their own.

XI. CONCLUSION

WHEREFORE, based on the foregoing Application, Applicant respectfully requests that the Commission enter an Order granting Applicant's request for a Certificate of Public Convenience and Necessity to include local exchange services throughout the State of Kentucky.

Respectfully Submitted,

Dated: X-16-00

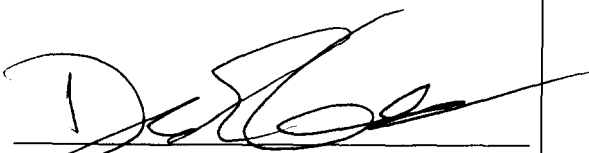
By: _____


Patrick D. Crocker
EARLY, LENNON, PETERS
& CROCKER, P.C.

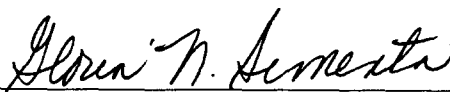
900 Comerica Building
Kalamazoo, MI 49007
(616) 381-8844
(616) 349-8525

VERIFICATION

Dwayne E. Goldsmith, President of Ntegrity Telecontent Services Inc., first being duly sworn on oath, deposes and says that he has read the foregoing Application and verifies that the statements made therein are true and correct to the best of his knowledge, information, and belief.

By: 
Dwayne E. Goldsmith

The foregoing instrument was acknowledged before me this 1st day of August, 2000 by Dwayne E. Goldsmith.


Notary Public:
For the County of: Baltimore
My Commission Expires: 9/21/03

Seal

EXHIBIT A

Articles of Incorporation



Secretary of State

(For filing office use)

MAR 13 1998

(For filing office use)

No. 15008-98

IMPORTANT: Read instructions on reverse side before completing this form.
TYPE OR PRINT (BLACK INK ONLY)

DEAN WELNER, SECRETARY OF STATE

1. NAME OF CORPORATION: INTEGRITY TELECONMENT SERVICES, INC.
2. RESIDENT AGENT: (designated resident agent and his STREET ADDRESS in Nevada where process may be served)

Name of Resident Agent: The Corporation Trust Company of Nevada

Street Address: One East First Street Reno, Nevada 89501
Street No. One Street Name East First Street City Reno State Nevada Zip 89501

3. SHARES: (number of shares the corporation is authorized to issue) _____
Number of shares with par value _____ Par Value _____ Number of shares without par value 4,000,000

4. GOVERNING BOARD: Shall be styled as (check one): Directors _____ Trustees _____
The FIRST BOARD OF DIRECTORS shall consist of 2 members and the names and addresses are as follows (attach additional pages if necessary):

JEROME A. STEGAN 1465 Clark Street Chicago IL 60607
Name Address City/State/Zip
A. KEITH MACHEN 401 E. 32nd Street, Chicago, IL 60616
Name Address City/State/Zip

5. PURPOSE (optional - see reverse side): The purpose of the corporation shall be _____

6. OTHER MATTERS: This form includes the minimal statutory requirements to incorporate under NRS 78. You may attach additional information pursuant to NRS 78.037 or any other information you deem appropriate. If any of the additional information is contradictory to this form it cannot be filed and will be returned to you for correction. Number of pages attached _____

7. SIGNATURES OF INCORPORATORS: The names and addresses of each of the incorporators signing the articles (signature must be retained)
(Attach additional pages if there are more than two incorporators.)

JEROME A. STEGAN, ESQ.
Name (print) _____
100 West Washington St. Suite 1700
Address Chicago, IL 60602 City/State/Zip
Signature _____

Name (print) _____
Address _____ City/State/Zip
Signature _____

State of Illinois County of Cook

State of _____ County of _____

This instrument was acknowledged before me on
March 12, 19 98, by
Jerome A. Stegan
Name of Person

This instrument was acknowledged before me on
_____, 19 _____, by

Name of Person

as incorporator INTEGRITY TELECONMENT SERVICES, INC.
of _____
(name of party on behalf of whom instrument was executed)

as incorporator _____
of _____
(name of party on behalf of whom instrument was executed)

Julie A. Fox
Notary Public, State of Illinois
JULIE A. FOX
(My Comm. Expires 02/09/2003)
My Commission Expires 02/09/2003

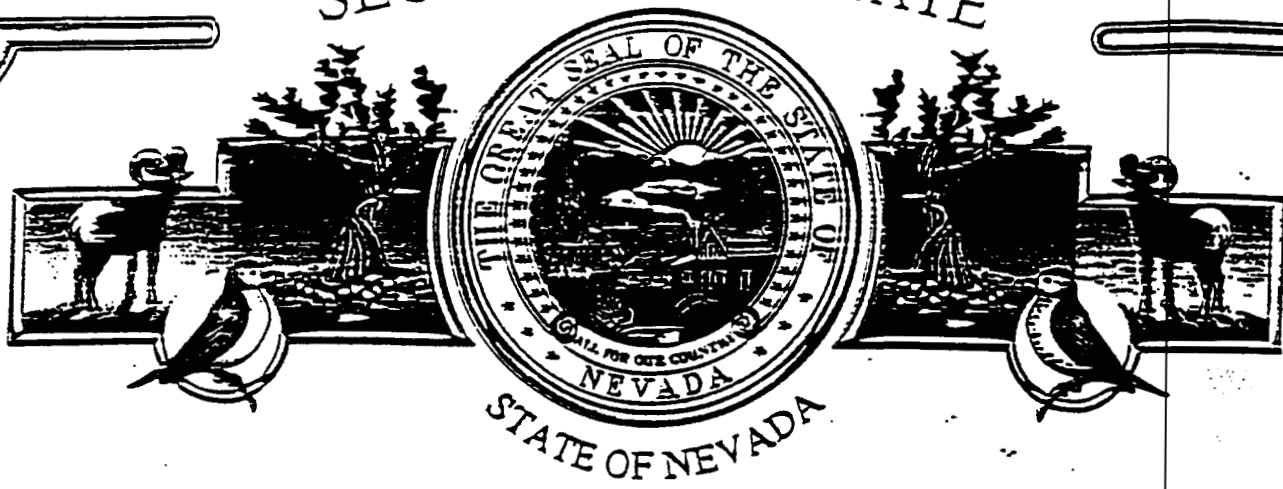
Notary Public Signature _____
(affix necessary stamp or seal)

8. CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT
The Corporation Trust Company of Nevada hereby accepts appointment as Resident Agent for the above named corporation.

The Corporation Trust Company of Nevada By: _____
Signature of Resident Agent (Assistant Secretary)

3/13/98
Date

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that NTEGRITY TELECONTENT SERVICES, INC. did on March 13, 1998 file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 16, 1998.



Dean Heller

Secretary of State

By *[Signature]*

Certification Clerk

EXHIBIT B

Certificate of Authority to Transact Business

**COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE**

0496209.09



John Y. Brown III
Secretary of State
Received and Filed
06/15/2000 09:11 AM
Fee Receipt: \$90.00
dday - P101

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
2. The name of the corporation is
INTEGRITY TELECONTENT SERVICES, INC.
3. The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. NEVADA is the state or country under whose law the corporation is incorporated.

5. MARCH 13, 1998 is the date of incorporation and the period of duration is PERPETUAL

6. The street address of the corporation's principal office is
250 S. PRESIDENT ST. BALTIMORE MD 21202
Street City State Zip Code

7. The street address of the corporation's registered office in Kentucky is
KENTUCKY HOME LIFE BUILDING LOUISVILLE KY 40202
Street City State Zip Code
and the name of the registered agent at that office is
CT CORPORATION SYSTEM

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
- | | | | | | |
|----------------|-------------------------|-------------------------------|----------------------|-----------|--------------|
| President | <u>Dwayne Goldsmith</u> | <u>250 S. President St.</u> | <u>Baltimore</u> | <u>MD</u> | <u>21202</u> |
| Vice President | <u>A. Keith Machen</u> | <u>250 S. President St.</u> | <u>Baltimore</u> | <u>MD</u> | <u>21202</u> |
| Secretary | <u>A. Keith Machen</u> | <u>250 S. President St.</u> | <u>Baltimore</u> | <u>MD</u> | <u>21202</u> |
| Treasurer | <u>A. Keith Machen</u> | <u>250 S. President St.</u> | <u>Baltimore</u> | <u>MD</u> | <u>21202</u> |
| Directors | <u>Randy Crouton</u> | <u>526 E. Baltimore St.</u> | <u>Baltimore</u> | <u>MD</u> | <u>21202</u> |
| | <u>Roland Dumas</u> | <u>310 West Bellevue Ave.</u> | <u>San Mateo, CA</u> | | <u>94402</u> |

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

A. Keith Machen
Signature
A. Keith Machen
Type or Print Name & Title

Date: June 13, 2000

We, CT Corporation System, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

Korri A. Behler
Signature of Registered Agent
KORRI A. BEHLER
Type or Print Name & Title
Special Assistant Secretary

EXHIBIT C

Notarized Statement


AFFIDAVIT

STATE OF MARYLAND)
CITY)
COUNTY OF Baltimore) SS

Dwayne E. Goldsmith, President of NTEGRITY TELECONTENT SERVICES, INC. ("Applicant"), first being duly sworn on oath, deposes and says as follows:

1. NTEGRITY TELECONTENT SERVICES, INC. has neither provided nor collected money from customers within Kentucky for intrastate telecommunication services.
2. NTEGRITY TELECONTENT SERVICES, INC. does not seek to provide operator assisted services to traffic aggregators.

NTEGRITY TELECONTENT SERVICES, INC.

BY: 
Dwayne E. Goldsmith
ITS: President

The foregoing instrument was acknowledged before me this 13th day of June, 2000 by Dwayne E. Goldsmith.

Kelly Renee Brown commissioned as
Kelly Renee Brown
Notary Public:
For Anne Arundel County
State of Maryland
My Commission Expires 11-1-2002

EXHIBIT D

Key Personnel

Dwayne E. Goldsmith, P.E.

Mr. Goldsmith is an executive with over 18 years experience in the telecommunications and information industries. Mr. Goldsmith has extensive experience in several aspects of management in Fortune 500 and small company business environments. His experience includes strategic planning, marketing, sales, software development, and line operations management. As an executive with Ameritech, Mr. Goldsmith served as President of the \$400 million Pay Phone unit, and was a Vice-President on the launch team that designed the business unit that sells services to telecommunications resellers and information providers. He has also operated a systems integration software company, and started several technology businesses in the multimedia software, voice services, and consulting environments. He is versed in operations management, and is a recognized leader in the application of process management, re-engineering, and quality management environments. Listed is a synopsis of the positions held by Mr. Goldsmith throughout his career:

CEO, Ntegrity Telecontent Services, Inc. (1/96 - Present)

Conceived and created a business enterprise to markets telecontent services, including long distance, paging, internet, voice-mail, cellular, and local services to small business customers across the United States. Accomplishments include building the senior management team, interfacing with the investment community, and formulating business and marketing strategy.

President - Pay Phone Services, Ameritech (7/95 - 12/95)

Managed the \$400 million business unit responsible for the sale and operation of public communication products, including over 260,000 pay telephones, pre-paid cards, and voice verification technology used for home incarceration and remote time keeping. Refocused the mission of the organization - to sell network transactions instead of just pay phones - in order to combat erosion of the market due to cellular growth and network bypass. Managed the unit, which was the most competitively challenged within the corporation, to its highest profitability level and its lowest cost structure. Functions managed within the unit included: strategy, marketing, premise sales, telemarketing sales, service center, installation and maintenance, collecting, purchasing and inventory management. This unit included over 1,200 line and staff employees.

Vice President - Information Industry Services, Ameritech (6/93 - 7/95)

Launched a new business unit dedicated to selling telecommunications services to third party information providers such as telemanagement companies, centrex, paging and cellular resellers; on-line services and internet firms; alarm and CATV companies; and, multimedia software companies. Personally selected and developed a team of over 100 marketing, sales, business development and service professionals, while growing business revenue and profitability by 30% annually. Created business plans and strategic alliances to launch new lines of business in the systems integration and multimedia software areas. Designed and implemented start-up ventures that acquired over 35,000 voice mail services in 45 days. Created the first two Limited Liability Corporations within Ameritech in order to enter the building automation industry and the electric utility automation business.

General Manager - Bell Public Markets, Ameritech Michigan (1/91 - 6/93)

Managed the \$100 million public phone line of business; maintained and marketed the four million record customer database. Grew revenue in a market previously assumed to be eroding due to competition. Implemented Total Quality Management principals throughout the public organization. A Malcolm Baldrige Senior Examiner recognized the unit as the most well managed organization within Ameritech. Served as co-leader of the corporate planning teams that restructured and launched the Ameritech Small Business Unit.

Director - Major Account Marketing & Sales, Michigan Bell (6/88 - 1/91)

Managed a team of 60 professionals responsible for the sale of telecommunications networks to the top ten percent of Ameritech Michigan's business customers, such as General Motors, Chrysler, and The Detroit Medical Center. Exceeded revenue targets by over 42%, and implemented the largest digital network in

Ameritech's history. Designed and implemented a \$1.5 million marketing information, decision support, office automation, and electronic bonding system for the organization.

Director - Management Information Services, Michigan Bell (1/86 - 6/88)

Managed a team of consultants and computer analysts responsible for the creation of mission critical networks and systems for the marketing, network, finance, and computer operations areas within Ameritech. Responsibilities included system analysis, design, and project management. Completed over 80 system integration projects valued at over \$22 million.

Business Developer, Syndeco - Detroit Edison Subsidiary (1/85 - 1/86)

Developed market entry strategies for Detroit Edison to enter the consulting engineering business in order to diversify utility operations. Evaluated new business opportunities for strategic fit within the corporate portfolio, and designed plans to enter two new businesses.

Corporate Planner, Detroit Edison (12/83 - 1/85)

Created business strategies for Detroit Edison's entry into the telecommunications business as a provider of long distance and local bypass services. Completed the industry evaluation, developed market entry strategy, and formulated sales tactics for the corporation. Created economic development strategies for the State of Michigan in partnership with several local business development organizations.

Systems Engineer, Detroit Edison (5/79 - 12/83)

Designed and created leading edge software systems that modeled high voltage power lines, thermal characteristics of dwellings, and electromagnetic phenomena associated with high voltage power lines. Designed and developed hardware and software for prototype data acquisition systems to monitor and control electrical system components. Managed a team of design engineers on the Fermi II Nuclear Power Plant project.

Partner, Strategic Information Systems, Incorporated (1982 - 1985)

Owned and operated a consulting firm for three years. The firm designed computer networks and relational databases that enabled clients to leverage technology for competitive advantage. Created systems in the telecommunications, automotive, accounting, and project management areas.

Adjunct Professor, Wayne State University (1991 - 1993)

Served as Professor in the College of Engineering for two years. Instructed graduate and undergraduate students in the areas of reliability, quality and statistics. Published and presented several papers on the implementation of quality systems in service industries.

Mr. Goldsmith received his MBA in Marketing and Computer Information Systems from The University of Michigan, and his BS in Electrical and Computer Engineering from Wayne State University. He has held leadership positions in several academic and professional associations and is a Registered Professional Engineer.

Keith Machen, Esq.

Mr. Machen is an attorney and a business development professional with over ten years experience in the legal and business community. He has extensive experience in the telecommunications industry, including the interactive services, internet, control systems, and information content areas. He is versed in several facets of the regulatory/legal aspects of telecommunications, including MFJ issues, the 1996 Telecommunications Act, technical contract execution, acquisitions, and intellectual property. He has held positions in a boutique legal practice, where he executed several transactions in the information and broadcasting industries. Mr. Machen has also served as manager of business development in the Information Industry Services Unit of Ameritech, where he developed several new lines of business. An overview of Mr. Machen's follows:

Vice President and General Counsel, Ntegrity Telecontent Services, Inc. (3/96 - Present)

Developed a business plan to enter the telecommunications industry as a bundled service provider, with an emphasis on long distance resale. Personally architected legal strategies to leverage tariffs of partners to facilitate entry into national markets, while protecting the title to customers. Negotiated multiple contracts in preparation for the launch of business via acquisition. Created investment banking relationships to secure funding. Designed contract enforcement strategies to address customer attrition effectively.

Manager of Business Development - Information Industry Services (2/95 - 3/96)

Managed the business development activities for a business unit dedicated to selling telecommunications services to third party information providers such as centrex, paging and cellular resellers; on-line services and internet firms; alarm and CATV companies; and, multimedia software companies. Executed business strategies to enter the multimedia software, energy monitoring, directory publishing, internet content, and resale businesses. During tenure as manager of the business development unit, revenues grew by over 70%. Facilitated business development opportunities for joint ventures with a large electric utility designed to create utility management products and services, including automatic meter reading, competitive pricing, load control, and many other telecommunications enabled services. Advised legal staff in the formulation of strategy to leverage the Telecommunications Act of 1996. Developed an intimate familiarity with legal/regulatory issues, especially incidental long distance and resale areas.

Associate - Pugh, Jones & Johnson, P.C. (6/92 - 2/95)

Served as outside counsel for businesses in many commercial transactions, including over 25 separate transactions for telecommunications companies, e.g. AT&T. Specifically represented AT&T on every commercial lease transaction within a six state region. Also represented start-up broadcasting companies on the acquisition radio station properties. Performed various legal functions in the corporate, and small business environment, including, but not limited to, employment issues, real estate issues, regulatory issues, tax matters, finance transactions, and acquisition planning.

Associate - Baker & Hostetler (5/89 - 2/92)

Practiced within the intellectual property, trademark & copyright, and general litigation areas. Advised clients in the legal enforcement of intellectual property infringement. Closed numerous corporate transactions, and real estate transactions.

Financial Analyst - First Capital Financial Corporation (10/84 - 5/86)

Prepared Securities and Exchange Commission filings, analyzed performance of partnerships. Prepared financial information for clients including tax returns, and periodic financial statements.

Mr. Machen holds a BS in Management with a concentration in accounting from Purdue University, and a Jurist Doctorate from the University of Michigan. He is actively involved in his community. He is a former Illinois Medical Center Commission, the largest urban medical center in the world, by Governor Edgar in 1994.

Donna A. Fields

Ms. Fields is a results oriented manager with over 12 years of experience in sales, operations and human resource management. Significant experience developing and executing business plans and budgets. Committed to obtaining results in a timely, consistent manner.

Director, Organization Development – Bon Secours Baltimore Health System (1998 – 1999)

Process manager responsible for performance improvement, professional development, clinical education and training for more than 1800 employees. Worked with CEO, COO and senior leadership members to create and implement strategies to maintain productivity, manage costs and coordinate system reorganization. Developed and executed transition plan for over 450 employees. Facilitated team of directors to improve system performance and reduce costs.

Territory Development Manager – Pepsi-Cola Company (1996 – 1998)

Directed sales, operations, and budget management of \$10 million territory in Baltimore Market Unit. Managed revenue and volume for over 1,000 accounts. Led staff of 20 including sales representatives, account managers and operations support. Developed and executed strategy for team development, account management and goal attainment. Member of the Baltimore Market Unit Leadership Team. Achieved Territory of the Year honors for two consecutive years. Developed strategies to achieve sales goals and grow territory volume 6% over plan. Coordinated team efforts to achieve 100% of territory objectives including key account development and revenue growth.

Account Development Manager – Pepsi-Cola Company (1994-1995)

Managed sales and marketing for \$7.5 million territory. Recruited and trained sales staff. Managed sales budget. Achieved revenue and sales goals for the territory. Secured new major volume accounts which contributed significantly to territory performance.

Market Support Manager – Pepsi-Cola Company (1992-1994)

Managed operations and served as member of the leadership team for the Baltimore Market Unit with profit and loss accountability for \$23 million annual budget supporting \$60 million sales. Staff of 22 serving over 6,000 customers. Facilitated process, policy and team development.

Operations Manager – Pepsi-Cola Company (1991-1992)

Managed manufacturing and warehouse operations for over 10 million cases in a 20 million case facility that included logistics, maintenance, and capital plan execution. Managed regulatory compliance, operating budget and strategic capital planning.

Area Order Service Manager, Baxter, Hospital Supply Division (1986 – 1990)

Managed and automated the efforts of sales functions to enhance service to over 300 accounts with \$89 million in sales.

Theresa A. Osborne

Ms. Osborne invested 25 years of her career as an operations manager, and corporate executive in the Bell System. She managed the entire Computer Operations Division for Ameritech Michigan. Through her staff of over 400 employees and a \$200 million budget, she was responsible for all corporate mainframe, departmental mini-computer, and wide area networks. Ms. Osborne was personally responsible for conceiving and introducing desktop departmental computing to the corporation. She has extensive knowledge of operational systems that perform mission critical functions throughout a telecommunication's company value chain. Ms. Osborne was also responsible for over 2,000 employees as the leader of Ameritech Michigan's operator services organization. This was one of the largest and most complex call centers in the country. Ms. Osborne has been an entrepreneur in the consulting industry for the past four years. Her accomplishments include starting a voice mail business, creating three telemarketing centers, creating process re-engineering educational workshops, building organizational consulting models, and instituting quality and process management techniques into a variety of businesses. Ms. Osborne also has, as a result of her experience in the voice mail business, extensive knowledge of the third party resale environment, including an intimate knowledge of RBOC order entry and subscription billing systems. Her operations management expertise resulted in the acquisition of over 25,000 voice mail customers within 60 days. Her career is detailed by the following accomplishment summaries:

Vice President - Operations, Ntegrity, LLC (8/96 - Present)

Created the overall control and process management strategy for the operations plan. Structured and prototyped work-at-home telemarketing efforts in anticipation of a future rollout. Ms. Osborne is the primary interface with contracted programming resources, and has managed the voice mail product delivery mechanisms, and subscription billing processes.

President, TAO Consulting (7/93 - Present)

Created operating procedures and structure the sales effort for a voice mail business in the Michigan area. Consulted with two additional voice mail providers to create operating programs and sales strategies. Acquired over 25,000 voice mail customers within two months. Additionally, she consulted with Ameritech and assisted with the launch of an international telemarketing center designed to sell voice mail products. Performed over 25 successful engagements primarily in the operations management, computer information systems, and organizational design areas.

General Manager - Operator Services, Ameritech Michigan (7/91 - 7/93)

Managed a team of 2100 employees and an annual budget of \$100 million to record setting quality and expense results. Instituted process management systems, and technology improvements to increase efficiency by over 14% in one year. Launched several new advertising campaigns targeted at consumers that contact information or dialing assistance services.

Senior Quality Director, Ameritech (1/91 - 7/91)

Introduced total quality management and process management principals into the Public Markets Organization of Ameritech. Instituted several unique designs to reduce defects in the production of white pages phone books, the delivery of information services, and the sale of operator services.

Division Manger - Operator Services, Michigan Bell (1/89 - 1/91)

Managed the operator services functions for the Michigan area. Published over 30 White Pages Directories for the Michigan area on an annual basis.

Division Manager - Computer Operations, Michigan Bell (12/84 - 1/89)

Responsible for the operation of all mission critical applications and systems for the company. Managed all corporate mainframe, departmental systems and local area networks. Served all business office, network, installation & maintenance, finance, and marketing personnel with over 400 technical employees and an annual budget of over \$200 million. Managed the integration of the first client /server wide area network in the Ameritech Corporation.

District Manager – Information Systems, Michigan Bell (7/78 – 12/84)

Managed all system development and maintenance programming for third and fourth generation legacy systems in the company. Responsible for every program enhancement or business transaction throughout the company.

Manager – Information Systems, Michigan Bell (6/71 – 7/78)

Managed a team of analysts that developed network information, billing, and accounting systems for the company.

Systems Analyst – Accounting Operations, Michigan Bell (7/68 – 6/71)

Performed maintenance and development work in a variety of programming languages for the corporate billing and accounting systems.

Ms. Osborne holds an MBA from the Michigan State Advanced Management Program, and a Bachelor of Science in mathematics from Central State University. She has completed extensive education in computer systems management, executive education, and quality deployment.

Blake D. Ratcliff

Mr. Ratcliff is an executive with 16 years of experience in the telecommunications industry. Mr. Ratcliff founded The Ratcliff Company in 1993 as a research company serving corporate and recruiting clients.

SVP Network Operations & Engineering - DynTel (1/98 - Present)

Created operations plans enabling the fully integrated Communications Services Provider business delivery. Plan included a full business case analysis financial model, which allowed investors to examine, on an account/component/service basis, the sensitivities of the model. Developed the detailed operation/engineering plan for billing, OSS, NOC, switch and outside plant operations serving an integrated set of telecommunications products. Products included LAN/WAN services, Premise Telephony, Long Distance, Local Access, Messaging, Advanced Calling Features and Internet Service.

Vice President of Network Operations & Engineering - Winstar Wireless, Inc. (10/95 - 6/97)

Responsible for a \$15MM operations expense budget and capital budget exceeding \$60MM. Developed from scratch a complete national operations infrastructure for installation, operation and maintenance of the network. This included all customer service, billing and logistical requirements. Staff exceeded 70 with 5 direct reports, and supplemental direct staff of over 200 contractors working exclusively or on call for Winstar.

Corporate Telecommunications Manager - Springs Industries (2/93 - 10/95)

Responsible for modernizing the Company's telecommunications (voice and data) and desktop IT infrastructure. Managed an expense budget of \$7MM and a direct staff of 14. Capital budget exceeded \$5MM. Worked with other senior IT leaders to develop an integrated technology plan to meet business acquisition, market position, and customer service needs (internal and external). Developed tactical and strategic capital, staff, and expense plans providing optimal price performance and customer service.

Engineering Manager - J.G. Van Dyke Associates (8/92 - 2/93)

Managed an engineering analysis team of 25 installing GE Aerospace's portion of the 10 year \$2.5 billion Defense Mapping Agency's Mark 90 mapping system (an automated mapping products system). Specific effort included preparing user requirements for strategic direction of the development and for tactical repair of problems during the installation.

Communications Officer - United States Marine Corps (5/84 - 12/89)

Responsible for Marine Corps field communications including wireless, telephony, and data communications. Ended 6 years of service having been ranked 1st of 22 peer officers, ranked in the top 3 of 80 peers, and appointed as an instructor at the most junior grade ever for the Marine Corps Communications Officers School.

EXHIBIT E

Financial Statements

Ntegrity Telecontent Services, Inc.
Income Statements
For the Twelve Months Ending December 31, 1999

	<u>December</u> <u>(Actual)</u>	<u>December</u> <u>(Budget)</u>	<u>Diff.</u>	<u>YTD</u> <u>(Actual)</u>	<u>YTD</u> <u>(Budget)</u>	<u>Diff.</u>
Income Statement						
Revenues - Local	\$143,871	\$483,602	(\$339,731)	\$3,305,612	\$1,386,869	\$1,918,743
Revenues - Long Distance	88,900		88,900	881,005		881,005
Revenues - Other	(2,022)		(2,022)	67,449		67,449
Total Revenues	230,749	483,602	(252,853)	4,254,066	1,386,869	2,867,197
Allowances	(15,000)	(2,418)	(12,582)	(135,809)	(6,935)	(128,874)
Net Revenues	215,749	481,184	(265,435)	4,118,257	1,379,934	2,738,323
Cost of Revenues	217,189	374,735	(157,546)	4,219,611	1,151,137	3,068,474
Gross Margin	(1,440)	106,449	(107,889)	(101,354)	228,797	(330,151)
Gross Margin %	-0.7%	22.1%	-22.8%	-2.5%	16.6%	-19.0%
Sales Expenses	62,515	65,000	(2,485)	330,205	297,375	32,830
Units Sold		2,000	(2,000)		9,150	(9,150)
General & Administrative Expenses						
Salaries - Executive	39,625	28,638	10,987	363,839	171,828	192,011
Salaries - Administrative	30,660	11,500	19,160	342,265	52,375	289,890
Benefits	6,803	5,653	1,150	82,389	34,251	48,138
Rent	5,862	4,121	1,741	69,892	20,605	49,287
Telephone and Utilities	(16,927)	2,500	(19,427)	95,365	15,000	80,365
Advertising and Promotion	8,079	13,317	(5,238)	43,188	47,343	(4,155)
Maintenance and Repairs	3,177		3,177	24,235		24,235
Travel and Entertainment	9,814	3,500	6,314	71,835	21,000	50,835
Moving Expenses					24,000	(24,000)
Equipment Rental	1,643	1,550	93	13,840	9,300	4,540
Insurance	1,769	1,194	575	17,857	7,162	10,695
Bank Fees	1,187	1,880	(693)	13,617	4,707	8,910
Legal & Professional	100,177	9,300	90,877	471,665	75,950	395,715
Training		(20,000)	20,000	(17,486)		(17,486)
Office Supplies and Postage	4,364	1,000	3,364	44,924	6,000	38,924
Personal Property Tax Expense	1,000	723	277	12,000	4,334	7,666
Miscellaneous	75	5,000	(4,925)	10,776	30,000	(19,224)
Bad Debt Expense	300,000	14,508	285,492	1,410,000	41,606	1,368,394
Total Operating Expenses	497,308	84,384	412,924	3,070,201	565,461	2,504,740
EBITDA	(561,263)	(42,935)	(518,328)	(3,501,760)	(634,039)	(2,867,721)
EBITDA %	-260.1%	-8.9%	-251.2%	-85.0%	-45.9%	-39.1%
Depreciation	(1,533)	2,093	(3,626)	42,318	10,964	31,354
Amortization	1,168	1,500	(332)	20,537	9,000	11,537
Operating Income	(560,898)	(46,528)	(514,370)	(3,564,615)	(654,003)	(2,910,612)
Interest Expense, net	35,819	16,878	18,941	265,547	58,333	207,214
Other Income	8,906		8,906	(14,558)		(14,558)
Income before Income Taxes	(605,623)	(63,406)	(542,217)	(3,815,604)	(712,336)	(3,103,268)
Income Taxes						
Net Income	(605,623)	(63,406)	(542,217)	(3,815,604)	(712,336)	(3,103,268)

See H/M - Controller / CFO 6/27/2000

Ntegrity Telecontent Services, Inc.
Balance Sheets
For the Twelve Months Ending December 31, 1999

	<u>1999</u> <i>(Actual)</i>	<u>1999</u> <i>(Budget)</i>	<u>Diff.</u>
ASSETS			
Cash	\$133,960		\$133,960
Accounts Receivable	2,554,014	356,616	2,197,398
Less: Sales Allowances	(114,410)	(6,935)	(107,475)
Less: Allowance for Bad Debts	<u>(1,703,416)</u>	<u>(41,606)</u>	<u>(1,661,810)</u>
Net Accounts Receivable	736,188	308,075	428,113
Unbilled Revenues	315,118	466,676	(151,558)
Travel Advances	1,848		1,848
Prepaid Expenses	44,224	18,012	26,212
Preferred Stock Sub. Rec.	<u>1,650,000</u>		<u>1,650,000</u>
Total Current Assets	<u>2,881,338</u>	<u>792,763</u>	<u>2,088,575</u>
Furniture and Equipment	152,835	88,200	64,635
Leased Telemarketing Equipment	31,386		31,386
Less: Accumulated Depreciation	<u>(52,908)</u>	<u>(10,964)</u>	<u>(41,944)</u>
Net Fixed Assets	<u>131,313</u>	<u>77,236</u>	<u>54,077</u>
Deposits	46,621	446,172	(399,551)
Capitalized Financing Costs, Net	<u>120,748</u>	<u>81,000</u>	<u>39,748</u>
Total Assets	<u>3,180,020</u>	<u>1,397,171</u>	<u>1,782,849</u>
LIABILITIES AND SHAREHOLDERS' EQUITY			
Accounts Payable	2,935,870	365,469	2,570,401
Accrued Expenses	139,103	17,034	122,069
Accrued Interest	21,194	58,333	(37,139)
Customer Deposits	2,100		2,100
Taxes Payable	<u>189,011</u>		<u>189,011</u>
Total Current Liabilities	<u>3,287,278</u>	<u>440,836</u>	<u>2,846,442</u>
Revolver		252,728	(252,728)
Long Term Debt	2,754,889	1,400,000	1,354,889
Lease Liability	19,792		19,792
Deferred Rent	13,718		13,718
Deferred Tax Liability		<u>5,942</u>	<u>(5,942)</u>
Total Long-Term Liabilities	<u>2,788,399</u>	<u>1,658,670</u>	<u>1,129,729</u>
Total Liabilities	<u>6,075,677</u>	<u>2,099,506</u>	<u>3,976,171</u>
Common Stock	8	10,000	(9,992)
Additional Paid In Capital	10,000		10,000
Year-to-Date Income	(3,815,602)	(712,336)	(3,103,266)
Series A preferred Stock Subscribed	2,300,000		2,300,000
Retained Earnings	<u>(1,390,063)</u>		<u>(1,390,063)</u>
Shareholders' Equity	<u>(2,895,657)</u>	<u>(702,336)</u>	<u>(2,193,321)</u>
Total Liabilities and Equity	<u>3,180,020</u>	<u>1,397,170</u>	<u>1,782,850</u>

See Memo - Controller/CFO 6/27/2000

Ntegrity Telecontent Services, Inc.
Statement of Cash Flows
For the Twelve Months Ending December 31, 1999

	<u>December</u>	<u>Year to Date</u>
<i>Cash Flows</i>		
Funds From (Used By) Operating Activities:		
Net Income From Operations	(\$605,626)	(\$3,815,602)
Add Back Non-Cash Expenses:		
Depreciation and Amortization	(364)	62,855
Deferred Rent	(473)	5,015
Change in Current Assets and Current Liabilities:		
Accounts Receivable	881,181	(376,311)
Preferred Stock Sub. Receivable	(200,000)	(1,650,000)
Travel Advances	(550)	(1,848)
Unbilled Receivables	(236,081)	127,398
Prepaid Expenses	34,308	90,897
Deferred Telemarketing Expense	50,000	50,000
Accounts Payable	262,693	2,402,034
Accrued Expenses	(150,787)	(76,247)
Accrued Interest	(269,325)	(23,898)
Taxes Payable	4,878	140,215
Customer Deposits	300	1,900
	<u>376,617</u>	<u>684,140</u>
Total Changes in Current Assets and Current Liabilities	376,617	684,140
Net Cash Flow From (Used By) Operating Activities	(229,846)	(3,063,592)
Cash Flow From (Used By) Investing Activities:		
Additions to Furniture and Fixtures	7,466	(49,080)
Deposits	25,000	(19,375)
	<u>32,466</u>	<u>(68,455)</u>
Net Cash Flow From (Used By) Investing Activities	32,466	(68,455)
Cash Flow From (Used By) Financing Activities:		
Sale of Common Stock	8	8
Sale of A series Preferred Stock	300,000	2,300,000
Lease Liability	(720)	(8,073)
Issuance of Debt	354,889	1,354,889
Capitalized Financing Costs		(78,189)
	<u>654,177</u>	<u>3,568,635</u>
Net Cash Flow From (Used By) Financing Activities	654,177	3,568,635
Net Increase (Decrease) in Cash	456,797	436,588
Cash at Beginning of Period	<u>122,783</u>	<u> </u>
Cash at End of Period	<u>579,580</u>	<u>436,588</u>
Check Total - Ending Cash per Book	133,960	

Stu Hyman Controller / CFO 6/27/2006

EXHIBIT F

Illustrative Tariff