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STEPHEN G. NEWMAN  
JOHN A. RUTH

December 23, 2004

The Honorable Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102-0360

**FILED**

**DEC 28 2004**

Re: NII COMMUNICATIONS, LTD.

**Missouri Public  
Service Commission**

Dear Judge Roberts:

Please find enclosed for filing in the referenced matter the original and five copies of an Application for a Certificate of Service Authority to Provide Basic Local Exchange, Non-Switched Local Exchange and Interexchange Telecommunications Services and for Competitive Classification.

I also enclose the original and five copies of a Motion for Protective Order. Attached as Appendix C to the Application are the financial statements of nii communications, Ltd. The financial statements are considered highly confidential and are being filed under seal.

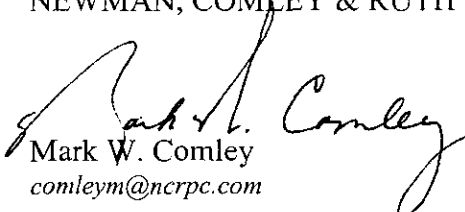
Would you please bring this filing to the attention of the appropriate Commission personnel.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:

  
Mark W. Comley  
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel  
General Counsel's Office  
Jenniffer McBrien

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED

DEC 23 2004

Missouri Public  
Service Commission

In the Matter of the Application of )  
NII COMMUNICATIONS, LTD. )  
for a Certificate of Service Authority )  
to Provide Basic Local Exchange, )  
Non-Switched Local Exchange and )  
Interexchange Telecommunications Service )  
In the State of Missouri and to Classify said )  
Services and the Company as Competitive )

Case No. \_\_\_\_\_

**APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY**  
**TO PROVIDE BASIC LOCAL EXCHANGE, NON-SWITCHED LOCAL EXCHANGE**  
**AND INTEREXCHANGE TELECOMMUNICATIONS SERVICES AND FOR**  
**COMPETITIVE CLASSIFICATION**

Comes now, nii communications, Ltd. ("nii" or "Applicant"), through the undersigned counsel, and hereby files this verified application pursuant to 4 CSR 240-2.060 and 4 CSR 240-3.510, and respectfully requests that the Missouri Public Service Commission ("Commission") issue an order that (a) grants Applicant a Certificate of Authority to provide resold Basic Local Exchange, Non-Switched Local Exchange and Interexchange Telecommunications Services in the State of Missouri, (b) grants competitive status to Applicant and (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo 2000.<sup>1</sup>

In support of its application nii states as follows:

1. Applicant is a limited partnership duly organized and existing under and by virtue of the laws of the state of Texas. The Company was formed on June 26, 2000 and is headquartered at 1717 N. Loop 1604 East, Suite 300, San Antonio, Texas 78232. The telephone number is 210-403-9100. A copy of the Company's Certificate of Limited Partnership is appended hereby as **Appendix A**. Also included as **Appendix B** is the Company's Certificate of Authority to conduct business in Missouri.

<sup>1</sup> All statutory citations herein are to RSMo. 2000 unless otherwise indicated.

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Mark W. Comley  
Newman, Comley & Ruth P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65102  
Telephone (573) 634-2266  
Facsimile (573) 636-3306

and

Kenneth F. Melley, Jr.  
Vice President, Market Development  
nii communications, Ltd.  
1717 N. Loop 1604 East, Suite 300  
San Antonio, TX 78247  
Telephone (210) 403-9100  
Facsimile (210) 403-9799

3. nii's statutory representation in the State of Missouri is:

C T Corporation System  
120 South Central Avenue  
Clayton, MO 63105

4. Pursuant to this Application, nii seeks authority to offer and provide all forms of facilities-based and resold basic local, interexchange and non-switched local telecommunications service to customers within Missouri as defined in 386.020(4) RSMo. Specifically, nii desires to be able to provide all forms of switched basic service in defined exchange areas, and dedicated local and interexchange services throughout the State of Missouri. In this way, nii will be able to provide a complete set of competitive services to its customers.

5. The Company proposes to provide basic local exchange telecommunications service on a resold and a Unbundled Network Element Platform (UNE-P)<sup>2</sup> basis, throughout all

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<sup>2</sup> This is a process where the Company will buy all of the Unbundled Network Elements, such as the loop and the switch port, to combine them in a manner in which to provide a working access line for existing services as well as new service. See 47 CFR 51.315(b).

exchanges currently served by the incumbent local exchange telecommunication company of Southwestern Bell Telephone Company (SWBT). The specific SWBT exchanges within which the Company proposes to offer service are listed in SWBT's local exchange tariff. The Company may seek authority to provide service in other areas of the state in a subsequent proceeding.

6. Pursuant to this application, the Company seeks to offer and provide all forms of basic local telecommunications service including:

- "Plain Old Telephone Service" – originating and terminating local calls/dial-tone service, provided over the Company's UNE-P services;
- Switched Access Service – originating and terminating traffic between a customer premise and an IXC Point of Presence ("POP") via shared local trunks using a local switch;
- PBX Trunking – carrying switched traffic between the central office and the customer's PBX;
- Direct Inward Dial – used in conjunction of PBX trunks in order to allow calls to be specifically routed within the end user's equipment;
- Integrated Services Digital Network (ISDN) – allows digital connections with speeds up to 128k over two B channels

7. nii possesses the financial, managerial and technical ability to provide basic local, nonswitched local and interexchange telecommunications service in the state of Missouri.

Financial Qualifications:

8. The Company possesses the necessary financial resources as shown in **Appendix C**.

9. Please note that the information provided in **Appendix C** is privileged and confidential and therefore is being submitted separately as an appendix to the Company's *Motion for Protective Order* ("Motion"). This Motion seeks the confidential treatment of all information contained in **Appendix C**.

Managerial and Technical Ability:

10. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Descriptions of the backgrounds of the Company's management, which demonstrate the extensive experience and expertise, are attached hereto and incorporated herein by reference as **Appendix D**.

11. The Company seeks classification of itself and its services as competitive.

12. Applicant will offer its basic local service as a separate and distinct service in accordance with Section 392.455(4) RSMo. nii will provide equitable access for all customers in Missouri, without regard to their income or where they might reside, to affordable services in Applicant's proposed service areas in accordance with Section 392.455(5) RSMo.

13. nii submits, notwithstanding the provisions of Section 392.500 RSMo, as a condition of certification and competitive classification, nii agrees that, unless otherwise ordered by the Commission, nii's originating and terminating switched exchange access rates will be no greater than the lowest Commission-approved corresponding access rates in effect for each ILEC within whose service area(s) nii seeks authority to provide service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, nii agrees that if the ILEC in whose service area nii is operating decreases its originating and/or terminating access service rates, nii shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates within thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

14. Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards including, but not limited to, quality of service, billing, and tariff filing and maintenance. Additionally, nii requests that, pursuant to Section 392.420, RSMo, the Commission waive the application of the following rules and statutory provisions as they relate to Applicant:

StatutesMissouri Public Service Commission Rules

392.210.2	4 CSR 240-10.020
392.240.1	4 CSR 240-30.040
392.270	4 CSR 240-3.550(5)(C)
392.280	
392.290	
392.300.2	
392.310	
392.320	
392.330	
392.340	

15. The above statutes and regulations have been waived previously for other applicants seeking certification. These rules and statutory provisions are principally designed to apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of federal and state statutes to apply these rules and statutes to a competitive company such as nii.

16. The Company also exercises the option permitted by 4 CSR 240-3.510(1)(C) and has not attached a proposed tariff at this time. At such time as all facts necessary for the development of such tariffs are known to nii, it will promptly file tariffs bearing no less than a forty-five day effective date with the Commission. In any circumstance, nii will file its proposed basic local exchange service and switched exchange access tariffs, if necessary, no later than thirty days after Commission approval of any interconnection agreement(s) applicant may enter.

17. nii submits that the public interest will be served by Commission approval of this application because nii's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the Federal Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this application also will expand the availability of innovative, high quality, and reliable services within the state of Missouri. Customers will benefit by having alternatives from which to choose and from

general improvements in price, features and options that are generated by competitive market pressures.

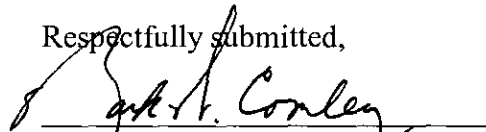
18. nii has no pending action or final unsatisfied judgment or decisions against it from any state, federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within 3 years of the date of application.

19. nii has no overdue annual reports or assessment fees.

20. nii, pursuant to Section 386.570 RSMo, will comply with all applicable Commission rules except those specifically waived by the Commission pursuant to nii's request, and is willing to meet all relevant service standards including, but not limited to, quality of service, billing, and tariff filing and maintenance.

WHEREFORE, applicant, nii communications, Ltd. respectfully requests that the Commission grant it a certificate of service authority to provide basic local, non-switched local and interexchange telecommunications services as herein requested, classify nii and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

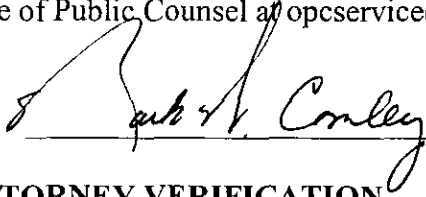
Respectfully submitted,

  
Mark W. Comley #28847  
NEWMAN, COMLEY & ROTH P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65102-0537

ATTORNEYS FOR APPLICANT

Certificate of Service


I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 23rd day of December, 2004, to General Counsel's Office at gencounsel@psc.state.mo.us; Office of Public Counsel at opcservice@ded.state.mo.us.

  
\_\_\_\_\_

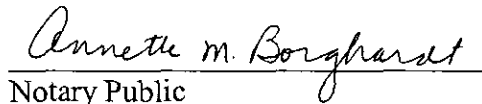
ATTORNEY VERIFICATION

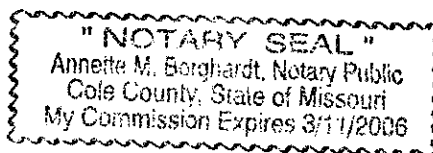
STATE OF MISSOURI     )  
                                      ) ss.  
COUNTY OF COLE     )

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for NII COMMUNICATIONS, LTD., applicant in this proceeding; that I have read the above and foregoing Application for Certificate of Service Authority and for Competitive Classification and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.

  
\_\_\_\_\_  
Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 23rd day of December, 2004.

  
\_\_\_\_\_  
Notary Public





## **APPENDIX A**

Certificate of Limited Partnership  
from  
Texas Secretary of State

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Elton Bomer  
Secretary of State

## Office of the Secretary of State

ENTITY:

NII COMMUNICATIONS, LTD.

FILE NUMBER:

136108-10

DOCUMENT FILED:

CERTIFICATE OF MERGER

FILED: AUGUST 18, 2000

EFFECTIVE: AUGUST 18, 2000

This letter will acknowledge the receipt and filing of the above referenced document.  
The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section  
Statutory Filings Division  
512-463-5581

*Come visit us on the Internet @ <http://www.sos.state.tx.us/>*

(512) 463-5555

FAX (512) 463-5709

TTY (800) 735-2989

FILED  
In the Office of the  
Secretary of State of Texas

AUG 18 2000

Corporations Section

ARTICLES OF MERGER  
OF

network intelligence, inc.  
(a Texas corporation)

WITH AND INTO

nii communications, Ltd.  
(a Texas limited partnership)

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA") and Section 2.11 of the Texas Revised Limited Partnership Act ("TRLPA"), nii communications, Ltd., a Texas limited partnership, and network intelligence, inc., a Texas corporation, hereby adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 5.04 of the TBCA and Section 2.11 of the TRLPA.

1. The name of each of the constituent entities, the type of such corporation or other entity and the laws under which such corporation or other entity was organized are as follows:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
network intelligence, inc.	Corporation	Texas
nii communications, Ltd.	Limited Partnership	Texas

2. A Plan of Merger (the "Plan") was approved and adopted by the Board of Directors and the holders of all of the shares of common stock of network intelligence, inc. in accordance with Article 5.03 of the TBCA and adopted by the sole General Partner and the sole Limited Partner of nii communications, Ltd. in accordance with Section 2.11 of the TRLPA providing for the merger (the "Merger") of network intelligence, inc., a Texas corporation (the "Acquired Company"), with and into nii communications, Ltd., a Texas limited partnership (the "Limited Partnership"), and resulting in the Limited Partnership being the surviving entity (the "Surviving Entity").

3. An executed copy of the Plan is on file at the principal place of business of the Limited Partnership, 1717 North Loop 1604 East, Suite 250, San Antonio, Texas 78232 and a copy of the Plan will be furnished by such entity, on written request without cost, to any shareholder of the Acquired Company, and to any creditor or obligee of the Acquired Company or the Limited Partnership at the time of the Merger if such obligation is then outstanding.

4. A copy of the Plan has been provided to the sole General Partner and the sole Limited Partner of the Limited Partnership at least 20 days before the Merger is effective.

5. The Plan and the performance of its terms were duly authorized by all action on the part of the Acquired Company and the Limited Partnership required by the laws of the state of Texas under which each of the Acquired Company and the Limited Partnership was formed or organized and its constituent documents.

6. As to each undersigned domestic corporation, the approval of whose shareholders is required, the number of outstanding shares of each class or series of such corporation entitled to vote, with other shares or as a class, on the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
network intelligence, inc.	2,056,037	Common	N/A

7. The Plan has been approved by the Acquired Company by unanimous written consent adopted by all its shareholders.

8. The Plan provides that the Surviving Entity shall assume responsibility for any franchise taxes or franchise tax returns required to be paid or filed, as the case may be, by the Acquired Company.

9. No amendments or changes will be effected by the Merger to the certificate of limited partnership of the surviving Limited Partnership.

10. The Merger shall be effective August 18, 2000.

*[remainder of page intentionally left blank]*

Dated: Aug. 15 2000

all communications, ltd.

By: all communications gp, LLC, its sole general partner

By: R. E. Burk  
Richard E. Burk, its President

network intelligence, inc.

By: R. E. Burk  
Richard E. Burk, its President

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
nii communications, Ltd.**

FILED  
In the Office of the  
Secretary of State of Texas  
  
JUN 26 2000  
  
Corporations Section

THIS CERTIFICATE OF LIMITED PARTNERSHIP is executed pursuant to the Texas Revised Limited Partnership Act:

1. The name of the limited partnership is nii communications, Ltd.
2. The address of the registered office of the limited partnership is:

1717 North Loop 1604 East, Suite 250  
San Antonio, Texas 78232

3. The name and address of the registered agent of the limited partnership for service of process required to be maintained under Section 1.06 of the Texas Revised Limited Partnership Act is:

Richard E. Burk  
1717 North Loop 1604 East, Suite 250  
San Antonio, Texas 78232

4. The address of the principal office in the United States of the limited partnership where records are to be kept or made available under Section 1.07 of the Texas Revised Limited Partnership Act is:

1717 North Loop 1604 East, Suite 250  
San Antonio, Texas 78232

5. The name, the mailing address and the street address of the business or residence of the general partner of the limited partnership is as follows:

nii communications gp, LLC  
1717 North Loop 1604 East, Suite 250  
San Antonio, Texas 78232

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed as of  
the 16 day of June, 2000.

nii communications, Ltd.  
a Texas limited partnership

By: nii communications gp, LLC  
its general partner

By:   
Richard E. Burk, President

## **APPENDIX B**

Certificate of Authority to Transact Business  
from  
Missouri Secretary of State



No. LF0011847

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CERTIFICATE OF FOREIGN LIMITED PARTNERSHIP

WHEREAS,  
NII COMMUNICATIONS, LTD.

using in Missouri the name  
NII COMMUNICATIONS, LTD. L.P.

and existing under the laws of the State of TEXAS  
has filed with this state its application for registration and  
WHEREAS this application for registration conforms to the  
Missouri Revised Uniform Limited Partnership Act;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, Secretary of State,  
State of Missouri, by virtue of authority vested in me by law,  
do certify and declare that on the 21st day of JULY, 2000,  
the above foreign limited partnership is duly authorized to  
transact business in the State of Missouri and is entitled  
to any rights granted limited partnerships  
under the Missouri Revised Uniform Limited  
Partnership Act.

IN TESTIMONY WHEREOF, I have set my  
hand and imprinted the GREAT SEAL of  
the State of Missouri, on this, the  
21st day of JULY, 2000.

*Rebecca McDowell Cook*  
Secretary of State

\$105.00



## **APPENDIX C**

Financial Statements  
(Filed under seal)

## **APPENDIX D**

### **Profiles of Key Management Employees**

**Richard E. Burk, President & Chief Executive Officer, Chairman of the Board**

Richard E. Burk has over 25 years experience in the telecommunications industry, in sales, marketing, operations and executive management positions. From 1994 through April 1998, Richard was president of Texaltel, (Texas Association of Long Distance Telephone Companies) an industry group whose primary role is representing the industry at the Public Utilities Commission and the Texas Legislature on policy and regulatory issues. Richard currently serves as Chairman of the Board of Directors of Comptel (the National Association of Competitive Telecommunications providers), representing over 340 telecommunication companies of all sizes, from industry giants such as MCI WorldCom, to companies as small as nii communications.

From June 1996 to July 1998, Richard was Vice President of Strategic Planning of USLD Communications, one of the 10 largest publicly held long distance companies in the United States. At USLD Richard chaired the strategic planning committee that established the critical strategies for USLD's success. He was responsible for all new product development in the marketing area and the deployment of local exchange service on a national level. During his tenure at USLD, that company entered into the local exchange business in 22 states, providing service to small, medium and large businesses as well as to the privately owned pay telephone industry. Within 18 months of inception, the local exchange business started at USLD was generating over a million dollars a month in revenue and was one of the more successful local exchange strategies in the United States.

From January to June, 1996, Richard operated nii communications (then known as network intelligence inc.) as a telecommunications consulting firm. His clients included American Telco, (now Logixs), Dial US Corp. in Missouri (now part of McCloud) and USLD (now part of Qwest). He was instrumental in developing marketing strategies that allowed each of these companies to enter the local exchange business.

From October 1990 to January 1996, Richard was Vice President of Operations for American Telco Inc. His responsibilities included managing that company's long distance network and information systems including software development, as well as overseeing the Company's regulatory affairs and marketing functions. During his tenure, American Telco Inc. grew from a \$16 million long distance company operating primarily in Houston, Texas to a \$40 million local and long distance company operating throughout the state of Texas.

From April 1984 to October 1990, Richard was President of Value Line Longview, Inc., a start up competitive long distance company. Annual sales at Value Line Longview grew from \$250,000 to over 10 million under Richard's leadership, and Value Line Longview is currently one of the most active competitive long distance and local exchange companies in Texas.

Prior to 1984, Richard worked for eight years for Southwestern Bell Telephone and AT&T in their marketing department and also served a number of major end users as a telecommunications consultant.

**Ellen M. Frattini, Executive Vice President and Chief Operating Officer**

Ellen has been with nii communications since February 1, 1999 and is responsible for the day to day operations of customer service, provisioning, human resources and purchasing. She is also charged with interfacing with underlying network providers and providers of billing and operational support systems, overseeing support systems for the agency program, and overall P&L responsibility for the business.

From July 1997 to January 1999 Ellen was Senior Director of Local & Operator services for USLD Corp. At USLD, she oversaw the deployment of local service throughout the United States, and later managed the ongoing operation of USLD's local exchange business, providing services to small and medium sized businesses as well as to the private pay telephone industry.

From December 1988 to July 1997, Ellen was a Branch Chief working for the U.S. Government in connection with the Defense Department and the United States Air Force in San Antonio, Texas. Her responsibilities included overseeing the communications and computer operations division within the Defense Megacenter in San Antonio, Texas. From 1993 to 1995 she planned, organized and directed the consolidation of 16 United States Air Force Bases computer processing centers into the Defense MegaCenter. Prior to her government position, Ellen served as Vice President of the computer division of Americorp Enterprises, Inc. in San Antonio, Texas where she was responsible for the computer division, establishing training, telephone support and conducting all of the responsibilities relative to the computer information systems of that enterprise.

Ellen has a Bachelor of Business Administration Degree and a Master of Business Administration Degree from Our Lady of the Lake University in San Antonio, Texas. She is an active member of the American Association of University Women and Delta Mu Delta National Business Honor Society. Ellen currently serves on the Board of Directors for the Executive Women's Golf Association and has served on the Board of Directors of SWCTA/Texaltel.

#### **Kenneth F. Melley, Jr., Vice President of Market Development**

Ken Melley has over 14 years experience in the telecommunications industry. He began his career as a Pricing Analyst for Contel, an incumbent local telephone company, in their Northeast Regional Offices in Virginia. Ken joined U.S. Long Distance in 1990 as Director of Regulatory Affairs and was promoted to Vice President in 1995. Ken's responsibilities included oversight of the company's regulatory compliance and certification as the company expanded across the United States first as an operator service provider then as a facilities-based long distance carrier. Ken also directed the company's policy advocacy on a state and national level, and he played a significant role in the industry's lobbying efforts towards introducing competition into the local telecommunications market. After the Telecommunication Act of 1996 was passed, he obtained local certification on behalf of the company in twenty-two states and participated in negotiating local interconnection agreements with Southwestern Bell, Pacific Bell, NYNEX and Bell South. Ken fulfilled these responsibilities until 1998 after U.S. Long Distance was acquired by LCI International. During his tenure with USLD, the company grew from \$12 million annual revenues to over \$250 million, at the time ranking it as one of the ten largest long distance providers in the nation.

In 1998 Ken became Vice President of Regulatory Affairs for WorldxChange Communications, an international facilities-based wholesale and retail telecommunications provider. Ken was responsible for compliance monitoring, state and federal reporting requirements, product and program review and approval, sales contract implementation and enforcement, and a variety of operational duties.

Ken has served as a Board Member of several industry organizations including SWCTA/TEXALTEL ('93-'03), CalTel ('96-'98), ACTA ('98-'99) and CompTel ('99-'00).

#### **Stan Masters, Senior Vice President of Sales**

Stan Masters joined nii communications in October 2001, bringing seventeen years of communications, sales, and executive management experience to the Company. In his position with nii communications, Stan is responsible for generating revenue from sales and agency support in current markets, as well as the expansion of new markets.

Stan's career has evolved with the communications industry since the 1984 divestiture. Most recently, he was employed as Senior Vice President of Sales for FirstWorld Communications. Headquartered in Denver, Colorado, FirstWorld was a specialized provider of outsourced data center, managed services, and Web application-hosting solutions for businesses. The company provided customers space, power and Internet access within nine geographically dispersed data

centers. They also provided dedicated Internet-connected servers which were packaged as a complete Web, database, or application hosting solution.

From June 1991 to July 1998 Stan held various executive positions with USLD Communications. In 1997, LCI acquired USLD, which was then was one of the top 10 publicly held communication companies in the United States. Through subsequent acquisition, USLD is now Qwest Communications. During Stan's tenure at USLD, the company developed from an operator service provider to a full-service communications company providing commercial and residential local and long distance, operator, internet and wholesale services. In 1994, he was promoted to Senior Vice President of Sales and Customer Service responsible for top and bottom line revenue generated by the company through all of its sales channels. His responsibilities also included management of the customer service and the operator service centers.

Prior to USLD, Stan was with Telecom USA from 1984 until its acquisition in 1990 by MCI. He held various sales management positions with the company.

#### **W. Audie Long, Senior Vice President and General Counsel**

W. Audie Long has over 33 years' experience practicing corporate and securities law, of which 18 years were in the telecommunications industry. Mr. Long joined U.S. Long Distance Corp., based in San Antonio, Texas, in 1988 as Senior Vice President, General Counsel and Secretary. He was responsible for compliance by U.S. Long Distance and its subsidiaries with federal and state laws and regulations, including compliance issues for the Securities and Exchange Commission, Federal Communication Commission, Nasdaq and various state public utilities commissions. From 1988 through 1997, Mr. Long was responsible for the due diligence and completion of approximately 15 acquisitions, two public offerings and the public spinoff of a subsidiary to shareholders as well as other in-house management and legal duties. Mr. Long fulfilled these duties until he oversaw the Company's \$650 million acquisition by LCI International, Inc. in December 1997.

In February 1998 Mr. Long joined Billing Concepts Corp. as Senior Vice President, General Counsel and Secretary performing similar functions as at U.S. Long Distance until its assets were sold in a private sale in 2000.

Mr. Long joined nii communications, inc. in December 2002 as Vice President and General Counsel. His duties include review and preparation of all contracts involving the Company, including employment agreements, leases, customer and agent agreements and loan documents.

He attended North Texas University, where he earned a BBA, and received his JD degree from Southern Methodist University in 1969.

#### **Rick Gallo, Vice President of Payphone Sales**

Rick Gallo joined nii communications in August 2001, bringing seventeen years of telecommunications, sales, and management experience to the Company.

Rick's career has evolved with the communications industry since the 1984 divestiture. Most recently, he was employed as Regional Vice President of Sales for Qwest. Headquartered in San Antonio, Texas. Rick had overall P&L and day-to-day management responsibilities for retail field sales in the Western States. In this assignment he was also responsible new field sales revenue (long distance, data, and Centrex), existing customer revenue and agent sales.

From June 1993 to July 1998 Rick held various positions with USLD Communications. In 1997, LCI acquired USLD, which was then was one of the top 10 publicly held communication companies in the United States. Through subsequent acquisition, USLD is now Qwest

Communications. During Rick's tenure at USLD, the company developed from an operator service provider to a full-service communications company providing commercial and residential local and long distance, operator, internet and wholesale services.

Prior to USLD, Rick was with Telecom USA from 1984 until its acquisition in 1990 by MCI. He held various positions with the company initially serving as a sales representative and later was promoted to Director of the Teleconnect Agency Program (TAP). The model of the TAP program is similar to nii's business plan.

After attending the Loras College with a BA degree in general business, Rick completed five plus years with Xerox Corporation. Starting as field sales representative and then advancing to an Account Sales Representative.

**Patrick M. Aelvoet , Senior Vice President and Chief Financial Officer**

Patrick Aelvoet joined nii communications in May 2004. He brings over ten years of business and finance experience in the telecommunications industry to the Company.

Prior to joining nii, Patrick served as Chief Financial Officer of European Operations for World Access Communications. While at World Access, he was responsible for an annual budget of approximately \$500 million and integrating over 50 entities acquired via corporate expansion in 13 countries into one corporate structure.

Prior to working with World Access Communications, Patrick was employed by WorldxChange Communications as Chief Financial Officer. During his tenure at WorldxChange he assisted in raising over \$170 million in private placement equity and debt offerings. Before going to WorldxChange, Patrick was the Vice President and Corporate Controller for USLD Communications. At both WorldxChange and USLD, he played an integral role in the acquisition and integration of numerous telecommunications companies and in the subsequent sale of each of the two companies.

Prior to working for USLD, Patrick spent eight years with KPMG. He is a CPA and an alumnus of the University of Texas at Austin.