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December 16, 1999

VIA HAND DELIVERY

FILED

DEC 16 1999

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
Truman State Office Building, Room 530
PO Box 360
Jefferson City Missouri 65102

Missouri Public
Service Commission

TA-2000-373

Re: In the Matter of the Application of BroadBand Office Communications,
Inc. For Authority to Provide and/or Resell Basic Local, and Local
Exchange and Intrastate Interexchange Telecommunications Services
in the State of Missouri

Dear Judge Roberts:

Enclosed for filing are the following:

Original and fourteen (14) copies of **Application**; and
Original and fourteen (14) copies of **Motion to Adopt Protective Order**.

On November 30, 1999, we filed this Application and Motion to Adopt Protective Order with the Commission. Later that same day, Ms. Hagemeyer called to inform us that the Application did not contain a verification section nor was evidence of Broadband's existence in Missouri sufficiently provided.

We have now included the Missouri qualification documentation at Appendix 1 and a Verification Affidavit signed by Mr. Woody Traylor, Vice President and Secretary of Broadband (see Appendix 2). Also, we have included a verification section in the body of the Application.

December 16, 1999

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Thank you for your attention to this matter. If you have any questions concerning the Application or Motion, please do not hesitate to contact Paul DeFord or myself.

Sincerely,

LATHROP & GAGE L.C.

By:



Kurt U. Schaefer

Enclosures

cc: To all parties of record

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

DEC 16 1999

Missouri Public
Service Commission

In the Matter of the Application of)
BroadBand Office Communications, Inc.)
For Authority to Provide and/or Resell)
Basic Local, and Local Exchange and)
Intrastate Interexchange Telecommunications)
Services in the State of Missouri)

Case No. TA-2000- 373

APPLICATION

BroadBand Office Communications, Inc., ("BBOC" or "Applicant"), hereby requests authority to operate as a local exchange, basic local exchange and intrastate interexchange provider of telecommunications services on a facilities and resale basis throughout Missouri as hereinafter more specifically described.

1. Name and Address Applicant: The name and principal address of the Applicant are:

BroadBand Office Communications, Inc.
2070 Chain Bridge Road, Suite G-99
Vienna, VA 22182
Phone: (703) 748-9883
Fax: (703) 748-3245

2. Designated Contacts: Correspondence, orders and decisions of the Public Service Commission of Missouri ("Commission") concerning this Application and the ongoing operations of the Applicant should be sent to:

Jeffrey Blumenfeld, Esq.
Kristin L. Smith, Esq.
Blumenfeld & Cohen
1625 Massachusetts Avenue, N.W., Suite 300
Washington, DC 20036
Phone: (202) 955-6300
Fax: (202) 955-6460

Paul S. DeFord, Esq.
Kurt U. Schaefer, Esq.
Lathrop & Gage L.C.
2345 Grand Boulevard, Suite 2800
Kansas City, MO 64108
Phone: (816) 292-2000
Fax: (816) 292-2001

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3. Organization: BroadBand Office Communications, Inc. is organized as a corporation under the laws of Delaware. Appendix 1 contains the foreign corporation qualification certifying the Applicant's good standing in the State of Missouri. BBOC is a wholly owned subsidiary of BroadBand Offices, Inc., which is also a Delaware corporation with offices at 2070 Chain Bridge Road, Suite G-99, Vienna, VA 22182.

The Officers and Directors of BBOC, as listed below, jointly have many years of experience in business management and communications operations and are clearly qualified to manage and operate a communications services company in Missouri.

Johnson Agogbua
President
BroadBand Office Communications, Inc.
2070 Chain Bridge Road, Suite 350
Vienna, VA 22182
Phone: (703) 748-3230
Fax: (703) 748-3245

Woody Traylor
Vice President and Secretary
BroadBand Office Communications, Inc.
2070 Chain Bridge Road, Suite G-99
Vienna, VA 22182
Phone: (703) 748-9883
Fax: (703) 748-3245

4. Verification: Attached as Appendix 2 is a Verification of Mr. Woody Traylor, Vice President and Secretary of BBOC, in which he verifies undersigned counsel's authority to file this Application and all other necessary legal documents on behalf of BBOC.

5. General Description of Services and Proposed Operations: BBOC requests authority to operate as an interLATA and intraLATA toll, and local exchange provider of telecommunications services on both a facilities and resale basis throughout the State of Missouri. BBOC will offer the tenants of certain commercial buildings across Missouri the opportunity to choose the telecommunications services to fulfill their business needs from a single source. Therefore BBOC will focus its marketing efforts on obtaining business from the tenants of these commercial buildings.

For the provision of its facilities-based telecommunications services, Applicant intends to purchase unbundled network elements. Currently Applicant does not own, operate or control, directly or indirectly, transmission facilities with the technological capability to provide telecommunications service within Missouri. Applicant will construct its own transmission facilities to provide its facilities-based services as in-building facilities to be placed in the commercial real estate buildings which Applicant services, or as network facilities to be placed in the Applicant's own locations, such as the BroadBand Offices Metro POP. Until the facilities are operational, BBOC has the opinion to purchase telecommunications on a wholesale basis from other certified carriers.

BBOC plans to request negotiation of an interconnection agreement with Southwestern Bell Telephone Company and will provide the Commission with a copy of its interconnection agreement with Southwestern Bell upon its completion. BBOC will also proceed with additional interconnection agreements with other carriers as the need arises. Furthermore, BBOC has not yet entered into specific agreements with other carriers to establish arrangements to resell particular services.

In addition, BBOC currently holds no state certifications to provide telecommunications services, but has applications pending in the Arizona, Colorado, Connecticut, District of Columbia, Georgia, Illinois, Indiana, Maryland, North Carolina, New Jersey, New York, Texas and Virginia. No application of BBOC for certifications has ever been denied. Additionally, BBOC has never filed for bankruptcy and has never been the subject of any federal or state investigation.

BBOC will satisfy the minimum service standards established by the Commission. BBOC will file and maintain tariffs in the manner prescribed by the Commission and will meet the minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the Commission. BBOC plans to comply with all Commission Orders, rules and

Missouri statutes, except to the extent that the Commission grants the Applicant's requests for waivers below.

6. Financial Qualifications: BBOC is well positioned to succeed in the rapidly changing telecommunications market, and has the financial resources necessary to operate as a provider of telecommunications services in Missouri.

BBOC plans an aggressive service rollout to meet demand for innovative telecommunications services. The proposed initiation of services in Missouri requires a significant investment by Applicant that will be funded by the corporate parent, BroadBand Office. The primary source of funding for BroadBand Office is investment by private and institutional investors.

BBOC is a privately held company with financial information that is private in nature. Because Applicant's financial statements are confidential and contain highly confidential information, they will be filed under seal as Appendix 3, as soon as an appropriate protective order is entered.

7. Technical and Managerial Qualifications: As illustrated in Appendix 4, the members of BBOC's senior management team have extensive management and telecommunications experience. BBOC is guided by a sophisticated and highly able management team that includes individuals who have distinguished themselves over the past several decades in executive positions at the top communications firms in the United States, including Bell Atlantic, BellSouth, MCI WorldCom and UUNET. The senior management team has extensive business, technical, operational and regulatory telecommunications experience, has been instrumental in the design, implementation and operation of several telecommunications networks, and is dedicated to providing the highest quality service to meet customer needs. BBOC possesses considerable telecommunications expertise and is well qualified to provide basic local, local exchange and intrastate toll services in Missouri.

8. Area to be Served: BBOC seeks to offer basic local and local exchange (and intrastate interexchange) services throughout all exchanges currently served by the incumbent local exchange telecommunication companies of Southwestern Bell Telephone Company (SWBT), Sprint/United Telephone Company (United), and GTE Midwest, Inc. (GTE). The specific SWBT, United, and GTE exchanges within which Applicant proposes to offer services are listed in the incumbent providers' respective local tariffs. Service will initially be offered in limited areas and may expand to other locations. BBOC seeks to offer intrastate interexchange services throughout the state of Missouri.

9. Classification as Competitive: BBOC seeks classification of itself and its services as competitive.

10. Offering Separate and Distinct Service; Equitable Access: BBOC will offer basic local telecommunication service as a separate and distinct service in accordance with applicable law. BBOC will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in BBOC's proposed service areas in accordance with applicable law.

11. Compliance with Commission Rules and Waiver Requests: As previously indicated BBOC is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, tariff filing and maintenance. Consistent with the Commission's treatment of other certified competitive local exchange telecommunications companies, BBOC requests that the following statutes and regulations be waived for BBOC and its basic local exchange service offerings:

A. Section 392.210.2 - Uniform System of Accounts: Requires every telecommunication company to make annual reports to a uniform system of accounts established by the Commission.

B. Section 392-270 - Valuation of Property (Ratemaking): Provides the Commission with power to ascertain the value of the property of every telecommunications company Missouri.

C. Section 392.280 - Depreciation of Accounts: Requires every telecommunications company to carry a proper and adequate depreciation account in accordance with the rules and regulations of the Commission.

D. Section 392.290.1 - Issuance of Securities: Provides the state with the right of supervision, regulation, restriction, and control of every telecommunications, company's power to issue stocks, bonds, notes, and other evidence of indebtedness and to create liens upon its property situated in Missouri.

E. Section 392.300.2 - Acquisition of Stock: Provides that no stock corporation, domestic or foreign, other than every telecommunications company shall, without the consent of the Commission, purchase or acquire more than ten percent of the capital stock issued by the telecommunications company.

F. Section 392.310 - Stock and Debt Issuance: Requires every telecommunications company to seek authorization by order of the Commission before issuing stocks, bonds, notes or other evidence of indebtedness.

G. Section 392.320 - Stock Dividend Payment: A telecommunications company may not issue any stocks, bonds, notes or other evidence of indebtedness for any money, property, or service until the company records upon the books of such corporation the certificate of the commission. Also, the telecommunication company may not declare any stock, bond, or scrip dividend or divide unless authorized by the Commission to do so.

H. Section 392.330 - Issuance of Securities, Debts and Notes: Provides the Commission with the power to require every telecommunications company to account for the disposition of the proceeds of all sales of stocks, bonds, notes, and other evidence of indebtedness.

I. Section 392.340 - Reorganization(s): Requires that reorganization of every telecommunications company be subject to the supervision and control of Commission, and that no such reorganization shall take place without the authorization of the Commission.

J. 4 CSR 240-10.020 - Depreciation Fund Income: This rule prescribes the use of income on investments from depreciation funds and the means for accounting that income.

K. 4 CSR 240-30.040 - Uniform System of Accounts: Requires that every telecommunications company file annual reports and maintain books and records to a uniform system of accounts established by the Commission


L. 4 CSR 240-35 - Reporting of Bypass and Customer-Specific Arrangements: Requires every telecommunications company to report instances where intrastate telecommunications are provided through bypass or customer specific arrangements of which the company become aware and which is located in part or in whole in the geographical area in which the company provides service.

12. Request for Temporary Waiver: BBOC further requests a waiver of 4 CSR 240-2.060(4)(H). This rule requires that an application for certificate of service authority to provide interexchange, local exchange or basic local exchange service shall include a proposed tariff with a forty-five (45) day effective date. BBOC finds it impossible at this time to develop tariffs to fully comply with this rule because BBOC has not yet executed or received Commission approval of any interconnection agreements with incumbent local exchange companies. At such time as all facts necessary for the development of such tariffs are known to BBOC it will file said tariffs bearing no less than a forty-five (45) day effective date with the Commission in a manner consistent with recent Commission practice in similar cases.

WHEREFORE, Applicant requests this Commission to:

1. Grant it authority to operate as a basic local exchange and local exchange and intrastate interexchange provider of services consistent with this application;
2. Grant the waivers requested in this application; and
3. Grant such other relief as it deems necessary and appropriate.

Respectfully submitted this 16th day of December, 1999.



Paul S. DeFord, Esq. #29509
Kurt U. Schaefer, Esq. #45829
Lathrop & Gage L.C.
2345 Grand Boulevard, Suite 2800
Kansas City, MO 64108
Phone: (816) 292-2000
Fax: (816) 292-2001

Jeffrey Blumenfeld, Esq.
Kristin L. Smith, Esq.
Blumenfeld & Cohen
1625 Massachusetts Avenue, N.W., Suite 300
Washington, DC 20036
Phone: (202) 955-6300
Fax: (202) 955-6460

Attorneys for Applicant

APPENDIX 1

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

BROADBAND OFFICE COMMUNICATIONS, INC.

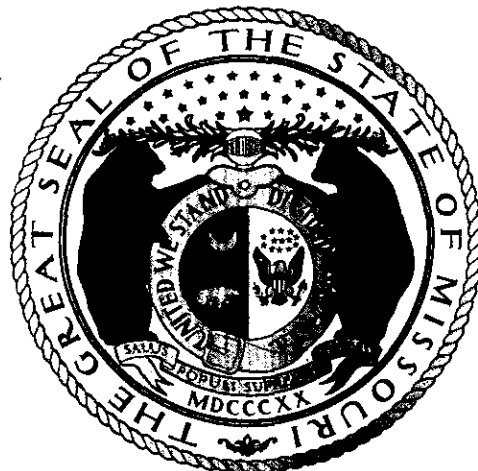
USING IN MISSOURI THE NAME

BROADBAND OFFICE COMMUNICATIONS, INC.

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 6TH DAY OF DECEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

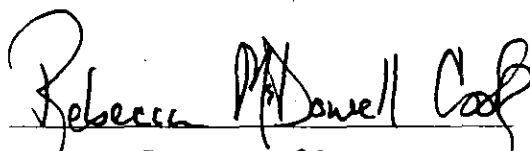
WHEREAS,
BROADBAND OFFICE COMMUNICATIONS, INC.

USING IN MISSOURI THE NAME
BROADBAND OFFICE COMMUNICATIONS, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 6TH DAY OF DECEMBER, 1999.


Secretary of State



\$155.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

DEC 06 1999

**Application for Foreign Corporation
for a Certificate of Authority**

(Submit in duplicate with filing fee of \$155.00)

Rebecca McDowell Cook
SECRETARY OF STATE

- (1) The corporation's name is Broadband Office Communications, Inc.
and it is organized and existing under the laws of Delaware
- (2) The name it will use in Missouri is Broadband Office Communications, Inc.
- (3) The date of its incorporation was 11/2/99 (month/day/year),
and the period of its duration is Perpetual
- (4) The address of its principal place of business (Address/City/State/Zip)
2070 Chain Bridge Road, Suite G99, Vienna, Virginia 22182
- (5) The name and address of its registered agent and office in the State of
Missouri is (Name, Address, City/State/Zip)
C T Corporation System, 120 South Central Avenue, Clayton, Missouri 63105
- (6) The specific purpose(s) of its business in Missouri are: _____
a purpose or purposes involving pecuniary profit, incidental or otherwise.
- (7) The name of its officers and directors and their business addresses are as
follows:
- Officers** (Name/Address/City/State/Zip)
- President See attached list of officers
- Vice President _____
- Secretary _____

Treasurer _____

Board of Directors (Name/Address/City/State/Zip)
Johnson Agobua, 2070 Chain Bridge Road, Suite G99, Vienna, Virginia

Director _____

Director Robert W. Traylor, 2070 Chain Bridge Road, Suite G99, Vienna, Virginia 22182

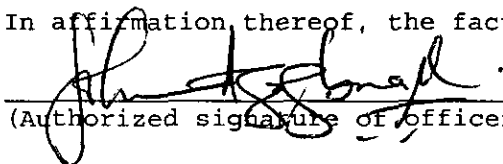
Director _____

Director _____

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.



Chief Executive Officer 12-1-99

(Authorized signature of officer or chairman of the board) (Title) (Date)

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

Office of Secretary of State Rebecca McDowell Cook
600 W. Main and 208 State Capitol, P.O. Box 778, Jefferson City, Missouri 65102
Telephone: (573) 751-4936

Information contained in this document was compiled using publications from the Secretary of State's Office

7/96

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

DEC 06 1999

Rebecca McDowell Cook
SECRETARY OF STATE

Appendix to Missouri
Application for Foreign Corporation for a Certificate of Authority

**Officers of
Broadband Office Communications, Inc.**

1. Johnson Agogbua, President
2070 Chain Bridge Road, Suite G99
Vienna, Virginia 22182
2. Johnson Agogbua, Chief Executive Officer
2070 Chain Bridge Road, Suite G99
Vienna, Virginia 22182
3. Robert W. Traylor, Vice President
2070 Chain Bridge Road, Suite G99
Vienna, Virginia 22182

APPENDIX 2

VERIFICATION AFFIDAVIT

STATE OF Virginia)
) ss.
COUNTY OF Lancaster)

I, Woody Traylor, being duly sworn, do attest and verify that the following is true and correct to the best of my knowledge and belief:

1. My name is Woody Traylor, and my address is 2070 Chain Bridge Road, Suite G-99, Vienna, Virginia 22182. My telephone number is (703) 748-9883.

2. I am the Vice President and Secretary of Broadband Office Communications, Inc.

3. As such, I have the authority to bind Broadband Office Communications, Inc.

4. Pursuant to 4 CSR 240-2.060(1)(F), the law firm of Lathrop & Gage L.C. is authorized to file with the Missouri Public Service Commission applications, pleadings, motions, and all other necessary legal documents on behalf of Broadband Office Communications, Inc.

5. The contents of the Application for Authority to Provide and/or Resell Basic Local, and Local Exchange and Intrastate Interexchange Telecommunications Services in the State of Missouri, is true and correct to the best of my knowledge and belief.

Further affiant sayeth naught.

Woody Traylor
Woody Traylor

Subscribed and sworn to before me this 15th day of December 1999.

BBOC

Martha J. Lemier, Notary
My Commission Expires 9/30/2000

APPENDIX 3

**FINANCIALS -
TO BE FILED UNDER SEAL**

APPENDIX 4

**Biographies of the Senior Management Team
of Broadband Office Communications, Inc.**

SENIOR MANAGEMENT TEAM

Johnson Agobua, BroadBand Office Communications, Inc., President, 33

As President of BroadBand Office Communications, Inc., Johnson Agobua will use his 10 years of management experience to make the company a leading telecommunications service provider.

Johnson Agobua also currently serves as Vice President of Engineering at BroadBand Office, Inc., a Kleiner, Perkins, Caufield and Byers funded company. Mr. Agobua is responsible for the overall product development, infrastructure engineering for Internet, voice, video, advanced data, applications and web hosting. Mr. Agobua is also currently responsible for BroadBand Office east coast operations, including field operations and overall network services support.

Prior to BroadBand Office, Inc., Mr. Agobua served as Director of Global Network Engineering and Architecture at UUNET, an MCI Worldcom Company. In that capacity, he led the engineering effort that converted UUNET's network from a sparse T1/T3 infrastructure into the largest commercial Internet backbones in the world. His group made many significant innovations in Internet network architecture and the advancement of Multiprotocol Label Switching (MPLS). They were also the acknowledged industry leaders in Internet traffic engineering. He joined UUNET in 1996 with responsibility for both Network Engineering and Network/Systems Management. Mr. Agobua was also responsible for the development of the early distributed network and systems management platform at UUNET.

Before joining UUNET in February of 1996, Mr. Agobua served as Vice President of Advanced Network Engineering and Technology in the Business Technology Organization at Salomon Inc. (now Salomon Smith Barney). At Salomon Inc., Mr. Agobua was responsible for development of the trading floor networks and campus ATM infrastructure. Prior to Salomon, Inc., he was a member of technical staff at AT&T, where he worked on a number of projects including: AT&T's Global IP network, Wideband Packet Technology requirements, Network Management infrastructure for AT&T's internal IP and Asynchronous networks.

Johnson Agobua received his B.S. in Electrical Computer Engineering from Drexel University in 1988.

Woody Traylor, BroadBand Office Communications, Inc., Vice President of Regulatory Affairs and Secretary, 50

Woody Traylor currently serves as the Vice President of Regulatory Affairs and Secretary of BroadBand Office Communications, Inc. With 29 years of telecommunications experience, Mr. Traylor will direct the company on state and federal regulatory and public policy issues.

Before he joined BBOC, Mr. Traylor was the Director of Numbering Policy and Administration at MCIWorldCom. In 1990, Mr. Traylor joined WorldCom as

executive staff in the management and representation of MCI's interests in national industry standards in the areas of network interconnection, signaling standards, and numbering issues. Since 1995, he has served as MCI's primary technical advocate and policy counsel in the areas of numbering, including Local Number Portability advocacy, NPA relief positions and number conservation matters.

Prior to joining MCIWorldCom in April of 1990, Mr. Traylor spent seven years with Bell Atlantic. Initially, Mr. Traylor performed Outside Plant Planning functions for the Virginia Beach area, where he was instrumental in the initial fiber loop feeder deployment in Virginia. From 1987 to 1990, he served on Corporate staff in Technology Planning representing Bell Atlantic in national forums in areas of network interconnection and SS7 deployment issues.

From December of 1979 to July of 1983, Mr. Traylor was an independent Financial Planner responsible for designing and marketing employee benefit plans and individual plans for several closely-held Corporations and Professional Corporations.

Mr. Traylor also worked for the C&P Telephone Company of Virginia from June of 1970 to November of 1979. He served in numerous positions including Network Administration staff responsible for administrative support for Electro-Mechanical switching systems; Personnel Assessment to determine appropriateness and readiness of candidates for promotion into management for the company; and Trunk Servicing/Administration and DDD completion results for the western portion of Virginia.

Woody Traylor received BS degrees in Mathematics, Sociology and Physics from University of Richmond in 1971. He also holds his MS in Demography and Statistics from Florida State University in 1973.

A. Martin Hakim Din, Director of Operations, 30

A. Martin Hakim Din brings 9 years of telecommunications experience in operations, implementation and engineering in an Internet environment. Since 1994, he has served in both a technical and managerial role through the design, implementation and operation of the global internet backbone of UUNet Technologies, an MCI Worldcom Company, a leading global provider of Internet communications services.

Mr. Hakim Din built and operated the UUNET DS3 network, created and managed the UUNET internet operations escalation team, and developed new customer architectures. During his time in UUNET Network Operations, he had oversight responsibility for all new technology approval, maintenance, problem management, subject matter expertise, and vendor relations.

Mr. Hakim Din holds a B.S. in Physics from the College of William and Mary.

Charles Meyer, Director of Construction & Technology Installation, 36

After twelve years in the technology & telecommunications industries, Charles Meyers will contribute to the designing and building of the hi-tech centers and infrastructure systems to develop the BBOC network.

Prior to joining BroadBand Office, Mr. Meyer was a Senior Manager at UUNet Technologies, an MCIWorldcom Company, for several years. He was responsible for overseeing the technology & infrastructure installations at their new world headquarters in Loudoun County, Virginia.

Mr. Meyer also spent nine years with Salomon Brothers Inc., where he served in varying capacities. His position at Salomon Brothers included telecommunications roles regarding the design, build, renovation, and relocation of branch offices in the U.S, Canada, and Mexico. Mr. Meyer served as a project manager for construction activities at Merck-Medco and Cantor Fitzgerald.

Charles Meyer received his training in the computer sciences from Seton Hall University. Mr. Meyer is a member of the Loudoun County Telecommunications Committee and sits on the Board of Directors for the Mid-Atlantic Chapter of the 7X24 Exchange Association.

William W. Barns, Director of Infrastructure Engineering, 41

William W. Barns has over 23 years experience in the development of packet-based networks in both the private and public sectors. Prior to joining BroadBand Office, he was Director of Technology and Standards for UUNet Technologies, an MCI Worldcom Company, a leading global provider of Internet communications services. At UUNET he was responsible for network architecture standards, emerging technologies evaluations, and strategic development of network expansions to accommodate massive growth of IP-based services. He was a key architect and designer of several generations of the UUNET global backbone network.

Before joining UUNET in 1995, William Barns was with The MITRE Corporation from 1988 to 1995. He led the network design group in the Networking Technical Center, which provided consulting services to several major U.S. Government network projects, including the Defense Information Systems Network and the FAA's Aeronautical Telecommunications Network.

From 1976 to 1988, Mr. Barns held a variety of engineering and technical management positions with the U.S. Air Force, Electronic Data Systems Corporation, Tymshare/Tymnet, and McDonnell Douglas Corporation.

Mr. Barns holds a BS in Statistics and Computer Science from the George Washington University.

Kenneth R. Frank, Director of Product Development, 32

As the Director of Product Development and Engineering, Kenneth R. Frank will be responsible for project management and development of BBOC's voice services. Mr. Frank will develop the technical architecture and implement the advanced data networking services.

Prior to joining BBOC, Mr. Frank served six years with BellSouth Science and Technology in various technical management positions. He began at BellSouth in 1993 as technical staff in Advanced Network Architecture where he was responsible for developing service concepts and architecture strategies.

In January of 1997, Mr. Frank became Director of Advanced Data Networking at BellSouth. As Director, he managed ADSL and IP Telephony technology planning and implementation, provided lead architecture support for the ADSL architecture and deployment activities, and represented BellSouth in the industry's Splitterless ADSL Special Interest Group (SIG). The SIG was initiated by Microsoft, Intel, and Compaq to focus on achieving mass consumer acceptance of high-speed data access utilizing ADSL technology.

Finally, Mr. Frank served as the Director of Advanced Network Architecture and Concepts at BellSouth. In this role, he provided strategic planning support for data networking initiatives and managed the technical data strategy group. Mr. Frank also was responsible for the technical architecture, vendor analyses and implementation support for all advanced data services, including Voice/ATM (line and trunk) implementations, state government architectures, video conferencing, Fast Packet services (ATM and Frame Relay), IP/ATM technologies, ADSL and FTTC access systems. Mr. Frank was selected in 1997 to the BellSouth Leadership Development Program.

Before joining BellSouth, Mr. Frank worked as technical staff in 5ESS Systems Engineering at AT&T Bell Laboratories from 1989 to 1993, where he co-authored 5ESS Switch Advanced Intelligent Network R0.1 Feature Specification Document and was selected to Bell Laboratories' Leadership Continuity Program.

Kenneth Frank received his B.S. in Computer Science from University of Southern California in 1989. Mr. Frank has also obtained two M.S. degrees: one in computer science from Stanford University in 1990, and the other in business administration from Emory University in 1998.