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December 28, 2000

VIA OVERNIGHT DELIVERY

Ms. Leslie Haynes
Hearing Examiner
Illinois Commerce Commission
160 North LaSalle
Suite 800
Chicago, IL 60601
(312) 814-6652

Re: PAXX Telecom, LLC
Docket No. 00-0801

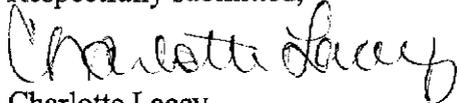
Dear Ms. Haynes:

Enclosed please find an original and three (3) copies of the Prefiled Testimony for John Wintering of PAXX Telecom, LLC.

I have also enclosed an extra copy of this letter to be time stamped and returned to me in the enclosed, pre-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with additional information, please contact me at the above address or telephone number. Thank you for your attention to this matter.

Respectfully submitted,



Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart
Attorney for PAXX Telecom, LLC

Enclosures

cc: Mr. John Wintering

OFFICIAL FILE

I.C.C. DOCKET NO. 00-0801
Petitioner's Exhibit No. 1
Witness Wintering
Date 1/22/01 Reporter ZB

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

PAXX TELECOM, LLC :
Application for a :
Certificate of :
Interexchange Service :
Authority to :
Operate as a Reseller of : Docket No. 00-0801
Telecommunications Services :
Within the State of Illinois :

PREFILED DIRECT TESTIMONY
OF
John Wintering

1. Q. Please state your name and business address.
A. John Wintering, 14201 N. Hayden Road, A3, Scottsdale, Arizona 85260.
2. Q. By whom are you employed, and what is your position?
A. I am the President and Manager of PAXX TELECOM, LLC.
3. Q. Please describe your management experience.
A. My management experience, as well as the other key members of PAXX TELECOM, LLC's management team is set forth on Attachment C to our application.
4. Q. What is the purpose of your testimony?
A. The purpose of my testimony is to describe PAXX TELECOM, LLC's business and to demonstrate PAXX TELECOM, LLC's financial, technical and managerial ability to provide high quality, competitively priced, telecommunications services, and to describe how the

company will provide its services to customers within the State of Illinois.

5. Q. Please describe PAXX TELECOM, LLC's business.
- A. PAXX TELECOM, LLC is a reseller of interexchange telecommunications services, and is requesting authority to provide such services from points of origin within the State of Illinois to points of destination within the State of Illinois. PAXX TELECOM, LLC intends to provide interexchange services, such as outbound 1+ and 1010XXX dialing, toll-free service, postpaid calling cards, prepaid calling cards, and directory assistance. PAXX TELECOM, LLC intends to market its telecommunications service primarily to residential customers and small to mid-sized business customers. PAXX TELECOM, LLC's prices for long distance service will be competitive with AT&T Communications of Illinois, Inc.'s prices.
6. Q. In what state is PAXX TELECOM, LLC organized?
- A. Arizona. A copy of PAXX TELECOM, LLC's Certificate of Organization is provided in Attachment B to our application.

7. Q. Is PAXX TELECOM, LLC certified to do business in Illinois?
- A. Yes. A copy of PAXX TELECOM, LLC's qualification documents from the Secretary of state is provided in Attachment B to our application.
8. Q. Describe PAXX TELECOM, LLC's financial ability to provide the proposed services.
- A. Copies of PAXX TELECOM, LLC's Balance Sheet as of September 18, 2000 is provided as Attachment D to our application. The company is a start up, and is in the process of obtaining authorizations to provide resold interexchange service in Arizona, California, Texas, Florida and Michigan, and has obtained such authorization in Arizona, Texas and Michigan. The company intends to provide service by utilizing cash flow from operations, as well as contributions from its principals if required, which are committed to providing any necessary funding.
9. Q. Who are the officers of PAXX TELECOM, LLC?
- A. The current officers of PAXX TELECOM, LLC are as follows:
- John Wintering President and Manager
Kurt Titelbach Secretary and Manager

10. Q. Describe PAXX TELECOM, LLC's management team.
- A. PAXX TELECOM, LLC's management team is described on Attachment C to our application. As shown, our management team has many years' experience in the telecommunications industry.
11. Q. In your opinion, does PAXX TELECOM, LLC have the financial and managerial resources necessary to provide the proposed telecommunications services in the State of Illinois?
- A. Yes. In my opinion, PAXX TELECOM, LLC has the necessary financial and managerial resources to provide the proposed telecommunications services in the State of Illinois.
12. Q. Does PAXX TELECOM, LLC intend to file a tariff in Illinois?
- A. Yes. PAXX TELECOM, LLC will file a tariff upon a grant of certification by the Illinois Commerce Commission.

13. Q. Would you describe the configuration of PAXX TELECOM, LLC's system and equipment.
- A. Initially, PAXX TELECOM, LLC will be a pure switchless reseller utilizing the equipment of and the service provided by a facilities based carrier. Originating calls from a customer are carried by the local exchange telephone company (LEC) to the LEC's end office or access tandem serving that customer. The LEC routes the calls to the underlying carrier for transmission.
14. Q. When dialing out on a phone serviced by PAXX TELECOM, LLC, what number(s) does the end user dial in order to access PAXX TELECOM, LLC?
- A. The end user will dial 1 + or 101XXXX + area code and number.
15. Q. How is the end user billed?
- A. For resold long distance telephone services, the end users will be billed directly by the company which will utilize "real-time" completed call detail information from our underlying carriers.

16. Q. In your opinion, does PAXX TELECOM, LLC have the technical ability and resources necessary to provide the proposed telecommunications services to customers in the State of Illinois?

A. Yes. In my opinion, PAXX TELECOM, LLC has the necessary technical ability and resources to provide telecommunications service to customers within the State of Illinois.

17. Q. Are you familiar with the term slamming, and if so, what will your company do to prevent slamming?

A. Yes, I am familiar with the term and the meaning of slamming. Our company will take all necessary measures in order to prevent slamming, including attempting to get a signed letter of agency from all presubscribed customers prior to commencing service, and all marketing will be done in accordance with all applicable state and federal regulations. The company is also familiar with the term cramming, and intends to insure that such activity is never present with its customers.

18. Q. Are there any pending complaints against PAXX TELECOM, LLC in any states where it is providing telecommunications services?

A. No.

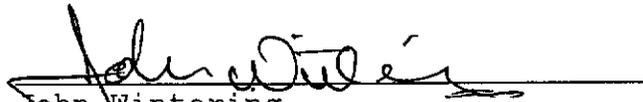
19. Q. Please describe what services you intend to provide in the State of Illinois?
- A. We intend to provide 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound service, travel cards, prepaid calling cards, and directory assistance. We do not intend to provide operator services.
20. Q. Will PAXX TELECOM, LLC have any employees located in Illinois?
- A. No.
21. Q. Does the company wish to keep its books and records at its principal place of business in Arizona?
- A. Yes.
22. Q. Does this conclude your testimony?
- A. Yes.

State of Arizona

County of Maricopa

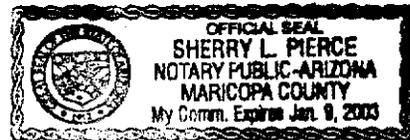
AFFIDAVIT

I, John Wintering, first being duly sworn upon oath depose and say that I am the President and Manager of PAXX TELECOM, LLC, the Applicant, and that I have read the above and foregoing prefiled testimony by me subscribed and know the contents thereof, which testimony was filed in support of PAXX TELECOM, LLC's Application for a Certificate of Interexchange Service Authority to Operate as a Reseller of Telecommunications Services within the State of Illinois; that said contents are true in substance and in fact, except as to matters stated upon information and belief, and as to those, I believe the same to be true.


John Wintering
President and Manager

Sworn to and subscribed before me
this 17 day of October, 2000.


Notary Public



My Commission Expires:

1/9/2003

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