

**PREPARED DIRECT TESTIMONY
OF JOHN D. ANDREWS**

I.C.C. Docket No. 00-0278

ILLINOIS
COMMERCIAL COMMISSION
MAY 23 3 47 PM '00
CHIEF CLERK'S OFFICE

1. Q. Please, state your name, business address and business telephone number.
A. John D. Andrews
3664 Andrews Court
Salem, IL 62881
(618) 548-5881 telephone
jandrews@mvn.net
2. Q. What is your affiliation with the Applicant, Lightspeed Telecom, LLC?
A. Manager and Sole Partner
3. Q. Please, tell us your background in the telecommunications industry.
A. I, John D. Andrews have a background in telecommunications pricing, tariff filing, designing networks, local and IXC leased line OC12, OC3, DS3/T3, DS1/T1, fractional T1, DS0/56K, POTs, Centrex, channelized T1 and T3, ISDN BRI, ISDN PRI, local and IXC frame relay, And voice over IP (VOIP). I also have experience in procuring services from carriers, installing, configuring, testing, maintaining, and repair. I am familiar with every major interexchange carrier and their contracts, vision, ordering/problem resolution/repair and escalation process. As well as, procuring services from most large local exchange incumbents such as GTE North, GTE South, Ameritech, SouthWestern Bell, Focal, Bell South, Wabash County Telephone, Adams Telephone, Odin Telephone, and many other small Illinois, Missouri, Indiana, Kentucky, and Tennessee independent carriers.
4. Q. I show you a document which has been marked as Applicant's Exhibit No. 1 and ask if you can identify it?
A. Yes, this is my resume.
5. Q. Do you presently have any other businesses operating, and if so, in what businesses are you engaged?
A. No.
6. Q. What business, if any, is Lightspeed engaged in at the present time?
A. None. Lightspeed was formed to provide the services for which authority is requested herein.
7. Q. What is Lightspeed's corporate structure?
A. Lightspeed is a Limited Liability Company.
8. Q. I show you a do document which has been marked as Applicant's Exhibit No. 2 and ask if you can identify it?
A. Yes, It is Lightspeed's Articles of Organization as a Limited Liability Company.
9. Q. Does Lightspeed currently possess any telecommunications certificates?
A. No.
10. Q. What authority is Lightspeed seeking from the ICC in this case?
A. LIGHTSPEED TELECOM, LLC, requests authority to provide facilities based interexchange services (13-403), facilities based local exchange service (13-405), and resold Interexchange and local exchange service (13-404), all within the state of Illinois.

11. Q. What is your business plan for Lightspeed?
- A. LIGHTSPEED TELECOM plans to enter the interexchange markets throughout Illinois and the competitive local exchange carrier market in southern Illinois' Ameritech and GTE areas. It will begin by offering resale of interexchange services and later in the fall add resale of the incumbent's services at competitive rates to accomplish market penetration. Lightspeed will then build and offer competitive facility-based services utilizing the incumbent's unbundled network elements (UNE). As the company business model is perfected, the company will begin to broaden local-exchange coverage areas and bandwidth.
12. Q. Where does Lightspeed propose to provide interexchange services?
- A. LIGHTSPEED TELECOM plans to enter the interexchange markets throughout Illinois, although the initial focus will be on the Salem, Centralia, and Mt. Vernon exchange areas.
13. Q. Where does Lightspeed propose to provide competitive local exchange services?
- A. Lightspeed plans to initially enter the local exchange markets in Centralia, Mt. Vernon, and Salem.
14. Q. How does Lightspeed propose to provide interexchange services?
- A. Lightspeed will enter the markets with very competitive rates and a local office. The interexchange services will initially be provided through an agreement with a Tier I IXC utilizing their wholesale dedicated and switched products. Eventually Lightspeed plans to procure and deploy our own class 5 switch to handle both local and long distance services.
15. Q. How does Lightspeed propose to provide competitive local exchange services?
- A. Lightspeed will enter the markets with very competitive rates and a local office. The local exchange services will initially be provided through a resale agreement with the local incumbent. Eventually Lightspeed plans to deploy our own Class 5 switch becoming a facilities-based CLEC, and lease unbundled network element (UNE) transport and end-user loops from the local Incumbent. Owning facilities will improve Lightspeed's overall operating margins. Lightspeed's switch will be the core platform for generating new revenue streams and providing differentiation from the ILEC.
16. Q. What type of facilities will be required for Lightspeed to provide interexchange telecommunications service and how will those facilities interface and be interconnected with the facilities of other carriers?
- A. Initially Lightspeed will need no facilities other than an agreement with a Tier I IXC to use their interconnect agreements, network, and switch facilities. When Lightspeed deploys a class 5 switch, it will reside in the Centralia exchange we plan to negotiate interconnect and transport agreements with AT&T and McLeodUSA (the only two companies with IXC tandem facilities in the region). Lightspeed will also need negotiated interconnect agreements with the individual incumbent local exchange carrier.
17. Q. What type of facilities will be required for Lightspeed to provide local exchange telecommunications service and how will those facilities interface and be interconnected with the facilities of other carriers?
- A. Initially Lightspeed will need no facilities other than an agreement with the local incumbent of each exchange. This will allow us to use their interconnect agreements, network, and switch facilities. Eventually Lightspeed will need to negotiate interconnect, transport, and co-location agreements with the incumbent local exchange carrier. Included will need to be interconnect for E911, Operator Services, SS7, signaling links, OSS Operation support services, ect.
18. Q. Will the provision of interexchange services by Lightspeed require any facilities to be acquired or constructed?
- A. No. Not initially. Lightspeed plans to acquire a class 4/5 switch that will need to have facilities constructed.

19. Q. Will the provision of competitive local exchange services by Lightspeed require any facilities to be acquired or constructed?
- A. No. Not initially. Lightspeed plans to acquire a class 4/5 switch that will need to have facilities constructed.
20. Q. Will the provision of interexchange service by Lightspeed require any agreements with other telecommunications carriers?
- A. Yes. Lightspeed will negotiate an agreement with a Tier I interexchange carrier. We have a contract and pricing in hand. A Letter of Credit is being issued to the carrier to secure services.
21. Q. Will the provision of competitive local exchange services by Lightspeed require any agreements with other telecommunications carriers?
- A. Yes. Lightspeed will have to negotiate agreements with Ameritech and GTE South for resale and unbundled network elements. LIGHTSPEED TELECOM agrees to file all negotiated agreements with the Illinois Commerce Commission for approval.

LIGHTSPEED recently has contacted the Incumbents to begin the negotiations.

22. Q. What personnel will be required for Lightspeed to provide interexchange services?
- A. A sales person, a receptionist, and myself (as a manager and sales engineer) will meet Lightspeed's initial needs. More personnel will be added as the company grows and when the company offers facilities-based services.
23. Q. What personnel will be required for Lightspeed to provide competitive local exchange services?
- A. A sales person, a receptionist, and myself (as a manager and sales engineer) will meet Lightspeed's initial needs. More personnel will be added as the company grow and when it offers facilities-based services.
24. Q. Will the provision of interexchange services by Lightspeed require any personnel to be hired immediately?
- A. Yes. Lightspeed already has a manager and sales person, although we will need a receptionist/bookkeeper.
25. Q. Will the provision of competitive local exchange services by Lightspeed require any personnel to be hired immediately?
- A. Yes. Lightspeed will need another sales person in addition to the receptionist/bookkeeper, sales person, and manager.
26. Q. Do you have projections of the estimated expenses and revenues associated with the provision of interexchange and local exchange services by Lightspeed?
- A. Yes.
27. Q. I show you a document which has been marked as Applicant's Exhibit No. 3 and ask if you can identify it?
- A. Yes. It is Lightspeed's projected telecommunications revenues and expenses.
28. Q. Do you have projections of the estimated expenses and revenues associated with the provision of exchange services by Lightspeed?
- A. Yes. Attached as Exhibit No. 3 are Lightspeed's current projections.

29. Q. Based upon the projections you just mentioned, will Lightspeed have the financial resources to provide the proposed interexchange and local exchange telecommunications services?
- A. Yes. LIGHTSPEED TELECOM, LLC, and its sole partner have provided initial capitalization of \$46,100.00. The company will meet expenses with vendor leasing agreements and principal capital investment. I have vast experience in raising venture capital and other methods of financing.
30. Q. Will Lightspeed have the technical and managerial resources to provide the proposed services?
- A. Yes.
31. Q. Will you yourself be involved in the operations of Lightspeed?
- A. Yes. I will directly manage Lightspeed.
32. Q. Who are the officers and/or managers and/or partners of Lightspeed Telecom, LLC?
- A. John D. Andrews is the manager and sole partner. Currently there are no other partners.
33. Q. Briefly describe the background and experience of the officers, managers, employees and partners who will be directly involved in the competitive operations of Lightspeed, other than yourself.
- A. John D. Andrews has a background in telecommunications in pricing, tariff filing, designing networks, local and IXC leased line OC12, OC3, DS3/T3, DS1/T1, fractional T1, DS0/56K, POTs, Centrex, channelized T1 and T3, ISDN BRI, ISDN PRI, local and IXC frame relay, voice over IP, procuring services from carriers, installing, configuring, testing, maintaining, repairing, familiar with every major interexchange carrier and their contracts, vision, ordering/problem resolution/repair escalation process, and also have worked with and procured services from most large local exchange incumbents such as GTE North, GTE South, Ameritech, SouthWestern Bell, Focal, Bell South, Wabash County Telephone, Adams Telephone, Odin Telephone, and many other small Illinois, Missouri, Indiana, Kentucky, and Tennessee independent carriers.
34. Q. I show you a document which has been marked as Applicant's Exhibit No. 4 and ask if you can identify it?
- A. Yes. It is our GAAP (Generally Accepted Accounting Practice) chart of accounts for our accounting system.
35. Q. How will Lightspeed bill for its services?
- A. LIGHTSPEED TELECOM, LLC, will bill on a monthly basis.

The bills will be detailed, listing services, features, surcharges, and taxes.

A reputable service bureau under contract will bill local exchange and interexchange customers for our company. LIGHTSPEED TELECOM will be responsible for collection and remittance of any ITAC line charge, 9-1-1-line charge, etc.

36. Q. How will billing disputes be handled?
- A. Initially the operation will have only a few employees and I will handle all billing issues personally. In time as our staff grows it will institute the plan stated below.

LIGHTSPEED TELECOM, LLC will conduct business with a focus on customer service.

LIGHTSPEED TELECOM, LLC, will handle billing disputes expeditiously and fairly. The company will meet all state standards and compliance as set forth in the Illinois Public Utilities Act.

43. (continued)

Centralia exchange customer dials 911. The call is routed to Belleville through Ameritech's switch and ported back to the Centralia Police Department for processing and resolution of the call.

44. Q. How will 9-1-1 work if Lightspeed is granted a Certificate for local exchange service?

A. Initially Lightspeed will be resale of the local service, so the incumbent will handle the call. Eventually Lightspeed plans to deploy a class 4/5 switch, at which time we will negotiate an agreement with Ameritech so the 911 traffic will be handed off to them as the local incumbent. LIGHTSPEED will negotiate construction and maintenance of the 911 data base with the incumbent. Reporting will be sent to SCC Inc. (303) 581-5600 which currently assists the Incumbent with the 911 database. Lightspeed will update 911 daily. Lightspeed's billing system will be able to distinguish between resale and facilities based service for the collection of 911 surcharge.

45. Q. Who will be the ICC Staff's contact at Lightspeed for 9-1-1 issues?

A. John D. Andrews

46. Q. How will Lightspeed be accounting for the Illinois Gross Receipt Tax?

A. Lightspeed's billing system will be able to distinguish between resale and facilities based service for the collection and remittance of Illinois Gross Receipt Tax, other taxes and surcharge. With the approval of the commission, Lightspeed will use GAAP accounting.

47. Q. What waivers is Lightspeed requesting for its long distance telecommunications business?

A. Parts 710 and 735 of the 83 Illinois Administrative Code for interexchange service authority.

LIGHTSPEED TELECOM, LLC, requests a waiver for part 710 because strict compliance with the Uniform System of Accounts would be a burdensome and costly hardship to the company. LIGHTSPEED TELECOM will maintain all accounting records in accordance with Generally Accepted Accounting Principles (GAAP) which will accurately reflect the company's financial status. Complying with part 710 would require the creation and maintenance of two sets of accounting books, one under the Universal System of Accounts and the other under GAAP. Maintenance of books under both systems would create an adverse monetary effect for the company.

LIGHTSPEED TELECOM, LLC, also requests a waiver for part 735 of the 83 Illinois Administrative Code under interexchange carrier service authority. This part is relevant only to our local exchange customers and not to the interexchange services.

48. Q. What waivers is Lightspeed requesting for its competitive local exchange telecommunications business?

A. Parts 710 and 735.180 of the 83 Illinois Administrative Code for local exchange service authority.

LIGHTSPEED TELECOM, LLC, requests a waiver for part 710 because strict compliance with the Uniform System of Accounts would be a burdensome and costly hardship to the company. LIGHTSPEED TELECOM will maintain all accounting records in accordance with Generally Accepted Accounting Principles (GAAP) which will accurately reflect the company's financial status. Complying with part 710 would require the creation and maintenance of two sets of accounting books, one under the Universal System of Accounts and the other under GAAP. Maintenance of books under both systems would create an adverse monetary effect for the company.

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48. (continued)

LIGHTSPEED TELECOM, LLC, also requests a waiver for part 735.180 which requires directory publication. In the community various local directory publications are currently duplicated (Ameritech, McCleodUSA, county directories, etc.). This practice of

duplication causes much confusion and frustration to community patrons as well as being burdensome and costly. LIGHTSPEED TELECOM is currently negotiating agreements with an Incumbent Carrier to publish all of its local exchange customers in their existing directories as part of the Unbundled Network Elements.

49. Q. Will Lightspeed cooperate with the Universal Telephone Assistance Corporation (UTAC) and the Illinois Telecommunications Access Corporation (ITAC)?
- A. Yes. LIGHTSPEED TELECOM will join the Universal Telephone Assistance Corporation and will solicit quarterly, collect and remit to UTAC the voluntary contributions collected monthly from its telephone subscribers to support the Universal Telephone Service Assistance Program (UTSAP) and report to the commission quarterly.
50. Q. Will Lightspeed participate in programs for the hearing impaired?
- A. Yes. Although most of these services will be resold from the incumbent local exchange carrier.
51. Q. How will Lightspeed support the Universal Telephone Service Assistance Program (UTSAP)?
- A. LIGHTSPEED TELECOM will offer the waivers on installation and monthly recurring costs associated with the Universal Telephone Service Assistance Programs (UTSAP). Lightspeed is aware of the dollar amounts needed to provide for Lifeline and Link Up.
52. Q. How will Lightspeed support the Lifeline Program?
- A. Until LIGHTSPEED TELECOM becomes an Eligible Telecommunications Carrier, we will not be eligible for Lifeline or Link Up reimbursements. Eligibility for ETC and participation in the "Link Up" program are adopted by the FCC in 47 CFR 54.411 et seq. as of October 1, 1997.
53. Q. Are you aware of and will Lightspeed comply with 83 Illinois Administrative Code Parts 755, 756, and 757 regarding telecommunications access for persons with disabilities, telecommunications relay service and telephone assistance programs?
- A. LIGHTSPEED TELECOM will abide by the regulations as prescribed in 83 Illinois Administrative Code Part 755 and 756, "Telecommunications Access for Persons with Disabilities" and "Telecommunications Relay Service", respectively. This will be met initially by resale of the incumbent's service offering.
- LIGHTSPEED TELECOM will also abide by the regulations as prescribed in Illinois Public Utilities Act and 83 Illinois Administrative Code Part 757. LIGHTSPEED TELECOM will join the Universal Telephone Assistance Corporation and will solicit, collect and remit to UTAC the voluntary contributions collected monthly from its telephone subscribers to support the Universal Telephone Service Assistance Program (UTSAP).
54. Q. Are you aware of and will Lightspeed comply with 83 Administrative Code Part 772 regarding pay-per-call services?
- A. Yes.

55. Q. What is Lightspeed's policy on slamming?

- A. Our methods to verify carrier changes will require the potential or current customer's signature on an authorization form, known as a Letter of Agency (LOA). "LOAs need to be severable from any sweepstakes entry forms". The LOA contains: (1) the consumer's intent to change; (2) the consumer's information (phone number(s) to be changed, name as appears on phone bills, and address); (3) a statement that the consumer agrees to designate the new carrier as the agent to make the change; and (4) that the consumer understands that a fee for the change may be charged to the consumer.

Lightspeed will abide by state legislation, Senate Bill 1567, requires that if a consumer's long-distance phone service is changed or enhanced phone service is added, the consumer must be notified of the changes in writing within 10 days and given the opportunity to cancel, or there must be independent third-party verification of the changes by telephone to obtain the consumer's consent.

The written notice must: (1) be sent via first class mail, postage pre-paid; (2) be a separate document from billing; (3) be sent to the consumer no later than 10 days after the carrier has changed the service; (4) be written in 10-point typeset or larger; (5) be written in plain language that describes the change; (6) contain a toll free number for the consumer to contact if they wish to cancel the change.

Lightspeed will also provide a PIC restriction or PIC freeze to our local exchange service customers at no charge... but with no guarantees, representations, promises or warranties, either express or implied, that their local service, IntraLATA service, and InterLATA/InterState service can not be changed. PIC restriction is not absolute due to the resold services of other carriers.

56. Q. How will Lightspeed solicit local exchange customers?

- A. Lightspeed will have ribbon cuttings, informational seminars, radio advertisements, newspaper advertisements, television advertisements, flyers, direct informational mailers, bill boards, booths at local home shows, join chamber of commerce, sponsorships, and many other promotional means. Best of all will be word of mouth.

57. Q. Does this conclude your pre-filed direct testimony?

- A. Yes.

JOHN. D. ANDREWS

EDUCATION

1990 – 1994 **Southern Illinois University, Carbondale, Illinois**
Major: Physical Chemistry and Microbiology

1993 **John. A. Logan College, Carterville, Illinois**
Major: Chemistry
Supplementary study with SIU-C, above.

1982-1984, 1989-1990 **Kaskaskia College, Shattuc, Illinois**
Minor: Business Administration and Associate Science

1983 **Salem Community High School, Salem, Illinois**
Graduated

WORK EXPERIENCE

Sept 1995 – Oct 1999 **ANET/AccessUS Inc, Swansea, IL**
Vice-President and Co-founder

ANET/AccessUS Inc. is an internet service provider (ISP) servicing business and residential customers in St Louis, Missouri and Southern Illinois. As Vice-President, duties were primarily involved in technology, telecommunications, public relations, growth, corporate development, education, and contract negotiations.

July 1993 – Sept 1995 **Hardwarehouse Company, Carbondale, IL**
Co-owner, co-founder, systems integrator and computer component distributor

Regional distributor of computers and computer components for retail computer stores in southern Illinois. Insured punctual delivery of parts and systems (made and configured to order). Tasks included programming, assembling, testing, ordering, delivering, procurement, and sales.

Feb 1993 – Aug 1993 **National History Survey, University of Illinois, Champaign, IL**

Researcher, temporary grant

Worked as a team with the university to monitor, record, and publish reports on the effects of parasitism by the Brown-Headed Cowbird on the neo-tropical song bird population. This study help document the decline of the migratory bird populations with comparative analysis of habitat fragmentation.

3664 ANDREWS COURT, SALEM, ILLINOIS 62881
PHONE 618-548-3367 FAX 618-548-3367 E-MAIL JANDREWS@MVN.NET

Sept 1991 – Jan 1993 Dept. of Chemistry, Southern Illinois University, Carbondale, IL

Researcher, federal grant

Worked at the Infra-Red Spectroscopy lab in the Physical Chemistry Department. Conducted advanced research on molecular coriolis perturbations and molecular structure dissolution. Various duties included, constructing lasers and computers, computer programming, Cray time, performing experiments, viewing apparatuses, data recording, and analysis. My research team released seven papers and was the first to produce and isolate pure formyl cyanide (HCOCN) a chemical thought to cause ozone depletion.

Aug 1990 – Aug 1992 Southern Illinois University Bookstore, Carbondale, IL

Sales Representative

Computer hardware and software sales. Assisted with on-site technical support.

Jan 1989 – July 1990 North American Lighting, Salem, IL

Quality Assurance Officer

Duties included Quality Assurance, shipping/receiving and assembly work. Worked in team that developed General Tire's five star quality assurance program in Mt Vernon, Illinois.

Aug 1987 – Jan 1989 JDA Enterprises, Paris, IL

Product development officer, self-employed

Product marketing and development for Domino's Pizza based on a "Say NO to Drugs" theme. Scheduled and performed at grand openings and poor performing Domino Pizza franchises throughout the nation. Taught marketing strategies, promotional ideas, motivation, science and competitor service evaluation, product and price comparisons. Helped to develop better products, market share, and service. Conducted promotional campaigns to audiences from 1 to 3750 people.

Sept 1985 – Sept 1987 Andrews Construction Company, Salem, IL

Vice-President

Family owned construction firm. Various duties included, reading blue prints, obtaining permits, managing sites and sub-contractors (letting of bids and procurement), project bidding, and physical building construction. This company constructed all of the Huck's Convenience Stores during this time period.

OTHER ACHIEVEMENTS

President, American Chemical Society, local chapter

Held this position for one year while attending SIU-C. Local chapter was based in Carbondale.

President, Society for Advancement of Management, local chapter

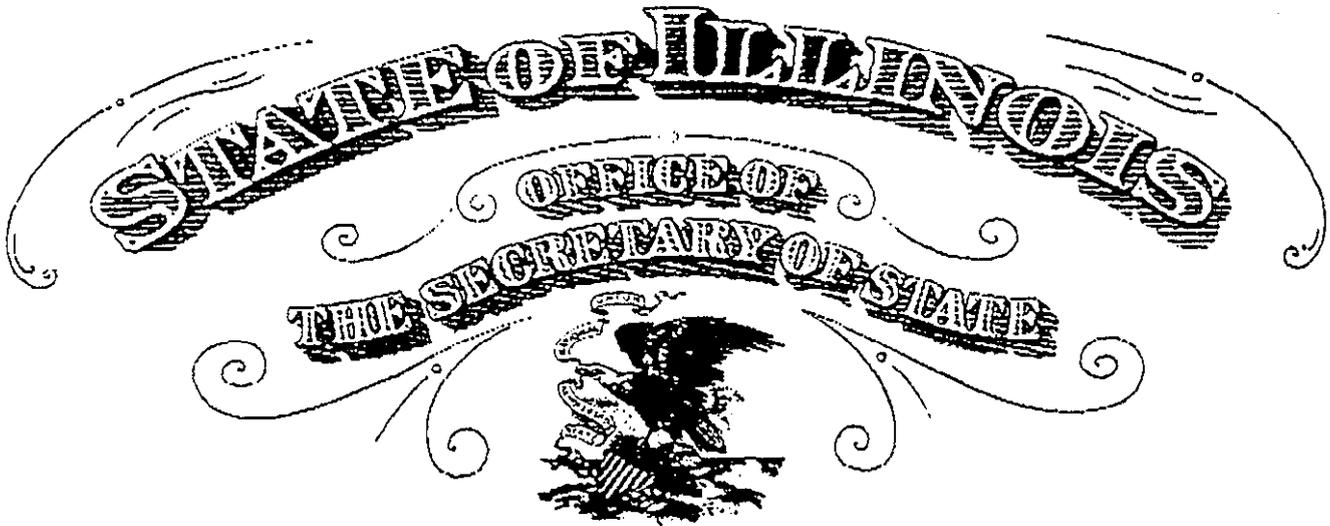
Held this position for one year while attending Kaskaskia College. Lead the team that developed and executed market research and selection of labeling for Country Bob's Sauce produced in Centralia, Illinois.

WORK RELATED SKILLS

Touch typist with proficiency using Microsoft Office, Word Perfect on both MAC and PC platforms, proficient Internet user including email, web browsing, newsgroups and Lexis/West Law research tools.

REFERENCES

Available upon request



Whereas,

ARTICLES OF ORGANIZATION OF

LIGHTSPEED TELECOM LLC,
ORGANIZED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE LIMITED
LIABILITY COMPANY ACT OF ILLINOIS, IN FORCE JANUARY 1, 1994.

*Now Therefore, I, Jesse White, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate of organization under the
Illinois Limited Liability Company Act.*

In Testimony Whereof, I hereto set my hand and cause to

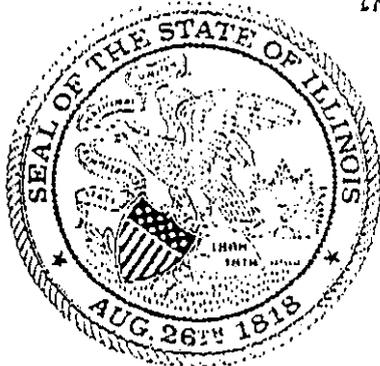
be affixed the Great Seal of the State of Illinois, at

the City of Springfield, this 21ST

day of MARCH A.D. 2000 and

of the Independence of the United States

the two hundred and 24TH



Jesse White

SECRETARY OF STATE

Form **LLC-5.5**
January 1999

Illinois
Limited Liability Company Act
Articles of Organization

This space for use by
Secretary of State

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 358, Howlett Building
Springfield, IL 62758
<http://www.sos.state.il.us>

SUBMIT IN DUPLICATE
Must be typewritten

This space for use by Secretary of State

FILED
MARCH 21, 2000

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

Date: **MARCH 21, 2000**
Assigned File #: **0039 168 9**
Filing Fee: **\$400.00**
Approved: **JE**

PAID
MARCH 21, 2000

1. Limited Liability Company Name: LIGHTSPEED TELECOM LLC

(The LLC name must contain the words limited liability company, L.L.C., or LLC and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or LP.)

2. Transacting business under an assumed name: Yes No
(If YES, a Form LLC-1.20 is required to be completed and attached to these Articles.)

3. The address, including county, of its principal place of business: (Post office box alone and c/o are unacceptable.) 1445B West Whittaker, Salem, IL 62881; Marion County

4. Federal Employer Identification Number (F.E.I.N.): 37-1395721

5. The Articles of Organization are effective on: (Check one)
a) the filing date, or b) another date later than but not more than 60 days subsequent to the filing date: _____
(month, day, year)

6. The registered agent's name and registered office address is:

Registered agent:	<u>Rick</u>	<u>A.</u>	<u>Moore</u>
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last Name</i>
Registered Office: (P.O. Box alone and c/o are unacceptable)	<u>16 Bryan Lane</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Salem</u>	<u>62881</u>	<u>Marion</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

7. Purpose or purposes for which the LLC is organized: Include the business code # (from IRS Form 1065) (If not sufficient space to cover this point, add one or more sheets of this size.)
Code: 513300
The LLC will engage in the business or businesses for which codes have been entered above, and may enter or leave such line or lines of business, or any other lines of business permitted by this Act and other Illinois law.

8. The latest date, if any, upon which the company is to dissolve Perpetual
(month, day, year)

Any other events of dissolution enumerated on an attachment. (Optional)

LLC-5.5

9. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment:

Yes No

If yes, state the provisions(s) and the statutory cite(s) from the LLC Act.

10. a) Management is vested, in whole or in part, in the manager(s): Yes No
If yes, list names and business addresses.

Rick A. Moore
16 Bryan Lane
Salem, IL 62881

b) Management is vested in the member(s): Yes No
If yes, list names and addresses.



11. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that these articles of organization are to the best of my knowledge and belief, true, correct and complete.

Dated _____, _____
(Month/Day) (Year)

Signature(s) and Name(s) of Organizer(s)

1.
Signature
Rick A. Moore
(Type or print name and title)

(Name if a corporation or other entity)

2. _____
Signature
(Type or print name and title)

(Name if a corporation or other entity)

3. _____
Signature
(Type or print name and title)

(Name if a corporation or other entity)

Business Address(es)

1. 16 Bryan Lane
Number Street
Salem, IL 62881
City/Town

State ZIP Code

2. _____
Number Street

City/Town

State ZIP Code

3. _____
Number Street

City/Town

State ZIP Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
LLC-4.4

FINANCIAL EXHIBIT

Proprietary & Confidential

Exhibit 3

LIGHTSPEED TELECOM, LLC

CHART OF ACCOUNTS

ACCOUNT NUMBER	DESCRIPTION
Current Assets	
1010-00	Marion County Saving Bank Checking
1200-00	Prepaid Expenses
Other Current Assets	
1380-00	Deposits Current
1450-00	Prepaid Expenses
Fixed Assets	
1500-00	Fixed assets – computers
1510-00	Fixed assets – software
1520-00	Fixed assets – furniture
1525-00	Fixed assets – network
1530-00	Fixed assets – equipment
1535-00	Leasehold Improvements
1540-00	Capitalized Line Installation
1600-00	Accumulated Depreciation – computer
1610-00	Accumulated Depreciation – software
1620-00	Accumulated Depreciation – furniture
1625-00	Accumulated Depreciation – network
1630-00	Accumulated Depreciation – office equipment
1635-00	Accumulated Depreciation – leasehold improvements
1640-00	Accumulated Amortization – Capital line install
Other Assets	
1800-00	Lease Deposit
1805-00	Deposits-non Current
1860-00	Deferred Tax Asset
1999-00	Clearing Account

CHART OF ACCOUNTS (LIGHTSPEED TELECOM)

ACCOUNT NUMBER	DESCRIPTION
Current Liabilities	
2000-00	Accounts Payable
2020-00	Federal Taxes Payable
2025-00	State Taxes Payable
2030-00	Local Taxes Payable
2035-00	Telecom Taxes Payable
2036-00	911 User Tax Payable
2048-00	Sales Tax Payable
2070-00	Accrued Expenses
Equity	
3000-00	Partner Equity
3500-00	Retained Earnings
Revenue	
4000-00	Resold Services
4005-00	Voice
4010-00	Data Circuits
4015-00	Digital Subscriber Line
4020-00	Collocation
4025-00	Interest Income
4030-00	Discounts Earned
Cost of Sales	
5000-00	Corporate Overhead
5030-00	Transport Costs
5050-00	SS7 Network Access
5060-00	Telecom Utility Taxes
5070-00	Installation Contract Labor
5100-00	Unbundled Network Elements
Operating Expense	
6000-00	Management Fee
6045-00	Bad Debt Expense
6105-00	Depreciation
6285-00	Licenses and Permits
6300-00	Meals & Entertainment
6315-00	Miscellaneous
6490-00	Rent
6540-00	Repairs & Maintenance – Equipment/Building
6550-00	Repairs & Maintenance – Computers
6600-00	Sales & Use Tax
8000-00	Federal Income Taxes
8020-00	State Income Taxes
8030-00	Local Income Taxes

CERTIFICATE OF SERVICE

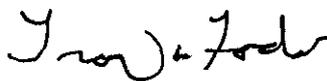
The undersigned, TROY A. FODOR, hereby certifies that on the 23rd day of May, 2000, he served a copy of the foregoing instrument by personally delivering a copy thereof and/or mailing a copy thereof by United States Mail, postage prepaid, at Springfield, Illinois, to the individuals named below in envelopes plainly addressed to each of them.

Mr. John Albers
Hearing Examiner
Illinois Commerce Commission
527 East Capitol Avenue
P.O. Box 19280
Springfield, Illinois 62794-9280

Mr. Patrick Phipps
Telecommunications
Illinois Commerce Commission
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Ms. Cindy Jackson
Consumer Affairs
Illinois Commerce Commission
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Ms. Judy Marshall
Telecommunications
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TROY A. FODOR