

**OFFICIAL FILE**

**ILLINOIS COMMERCE COMMISSION**

STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION

00-0402

MicroSync Corporation

Application for a Certificate of Interexchange Service Authority to Operate as a  
Provider of Private Telecommunication Services Within the State of Illinois.

Application

MicroSync Corporation ("Applicant" or "MicroSync"), pursuant to Article XIII of the Illinois Public Utilities Commission (the "commission") for a certificate of Interexchange Service Authority to operate as a Provider of Private Telecommunication Services Within the State of Illinois. In support of its Application, Applicant provides the following information:

1. Applicant's legal name, address of its principal place of business, and phone number at its principal place of business are as follows:  
MicroSync Corporation  
9915 Hillshire Drive  
Richmond IL 60071  
(815) 678-7962
2. Any questions regarding this Application should be directed to:  
Nicole Fairchild  
MicroSync Corporation  
9915 Hillshire Drive  
Richmond IL 60071  
(815) 678-7962

RECEIVED  
MAY 10 2000  
ILLINOIS COMMERCE COMMISSION

### DESCRIPTION OF THE BUSINESS

3. MicroSync is a privately held corporation and is duly incorporated and in good standing in the State of Illinois. MicroSync is qualified to do business in the State of Illinois. See Business license exhibits attached hereto.
4. MicroSync is facilities based Network Service Provider offering private network communications services, including secure private physical networks, digital subscriber line service and traditional point-to-point service in the rural area of Northern McHenry County.
5. MicroSync intends to provide its telecommunications services from points of origin within the State of Illinois to points of destination within the State of Illinois and other parts of the United States. MicroSync intends to market its telecommunications service primarily to small to medium sized businesses.
6. MicroSync has formally and informally requested from GTE the privilege of co-locating transmission equipment in the local GTE facilities to provide a fair and competitive access to the local loop infrastructure.
7. MicroSync initially will not be offering voice services or engage in traditional dial tone related activities.
8. MicroSync has been delivering business network solutions since 1987 and has been a commercial provider of high speed DSL Internet access since 1996.
9. Applicant submits the following exhibits in support of its Application:
  - Exhibit I: MicroSync Corporation's 1999 Annual Report.
  - Exhibit II: MicroSync Corporation's Article of Incorporation.
  - Exhibit III: MicroSync Corporation's Certificate of Authority to Transact Business in the State of Illinois.

10. The information contained in this Application and the exhibits attached hereto fully describe Applicant's business and its ability to provide end users and customer within the State of Illinois with a viable and economical alternative high-speed Internet access and private line services.

#### APPLICANT'S ARGUMENTS IN SUPPORT OF ITS APPLICATION

1. Applicant submits the following reasons in support of its belief that the public interest will be served by the approval of this Application:

- (a) Applicant's proposed service will use existing telecommunications more efficiently.
- (b) The principle of competition within the state of Illinois.

Illinois intrastate telecommunication market will bring the following long-term benefits to the area of Northern McHenry County in Illinois and users:

- (i) High quality high-speed Internet access for homes and businesses.
- (ii) State-of-the-art telecommunications equipment;
- (iii) Increased consumer choice in Internet access;
- (iv) Efficient use of existing telecommunications resources as well as increased diversification and increased reliability of the supply of private network telecommunications services;
- (v) an additional source of tax revenue for the State of Illinois.

#### MISCELLANEOUS STATEMENTS

Through this Application, MicroSync will demonstrate that it has the technical, managerial and financial abilities and resources to continue to provide and expand its Internet access services within the state of Illinois for the benefit of the public.

Applicant hereby requests that the Commission consider this Application on ex parte basis. Upon the request of the commission, Applicant is prepared to answer questions or present additional testimony or other evidence about its services provided to users within the State of Illinois.

Applicant is prepared to provide a copy of this Application to any potential competitor, governmental entity, or interested party requesting a copy, and to any persons that the commission directs by order or by rule.

In the event that the Commission requires a hearing on this Application, Applicant requests interim authority to operate those services which are not contested.

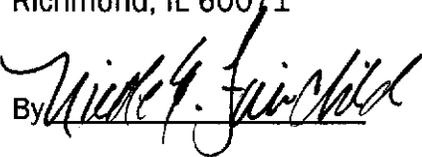
Applicant also hereby requests that the Commission exempt it from certain provisions of the Illinois Public Utilities Act that are not applicable to providing private internet access and other private line services.

Applicant further requests the Commission's permission to keep its books and records in Illinois, at its principal place of business.

WHEREFORE, MicroSync Corporation hopes that the Illinois commerce commission grants it a Certificate of Interexchange Service Authority to continue to provide the high quality competitive private Internet telecommunications services within the state of Illinois.

Respectfully submitted this 26 day of May 2000.

Nicole E. Fairchild  
President  
Chief Operating Officer  
MicroSync Corporation  
9915 Hillshire Drive  
Richmond, IL 60071

By 

VERIFICATION

I, Nicole Fairchild, first being duly sworn upon oath depose and say that I am President of MicroSync Corp; that I have read the above and foregoing petition by me subscribed and know the contents thereof; that said contents are to the best of my knowledge true in substance and in fact.

Nicole Fairchild  
Signature

Subscribed and sworn to before me

This 1st day of July, 2000.

Mary H Jamnik  
Notary Public, Illinois



**MICROSYNC, INC.**  
**Balance Sheet (Unaudited)**  
**December 31, 1999 and 1998**

	<u>1999</u>	<u>1998</u>
<b><u>ASSETS</u></b>		
<b>Current Assets</b>		
Cash in Bank	\$1,110	\$28,168
Accounts Receivable	<u>22,077</u>	<u>7,437</u>
	23,187	35,605
<b>Fixed Assets</b>		
Vehicle	30,627	30,627
Computers and Hardware	189,048	145,996
Furniture and Fixtures	3,217	3,217
Software	23,215	28,449
Less Accumulated Depreciation	<u>(163,644)</u>	<u>(153,087)</u>
	82,463	55,202
<b>Other Assets</b>		
Trademark	175	175
Security Deposit	<u>2,200</u>	<u>175</u>
	2,375	175
<b>TOTAL ASSETS</b>	<u>\$108,025</u>	<u>\$90,982</u>
<b><u>LIABILITIES &amp; SHAREHOLDER EQUITY</u></b>		
<b>Current Liabilities</b>		
Accounts Payable	6,699	8,071
Line of Credit	<u>55,000</u>	<u>8,071</u>
	61,699	8,071
<b>Shareholder Equity</b>		
Common Stock	1,000	1,000
Retained Earnings	<u>45,326</u>	<u>81,911</u>
	46,326	82,911
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u>\$108,025</u>	<u>\$90,982</u>

**See Accountant's Compilation Report**

**MICROSYNC, INC.****Statement of Operations and Retained Earnings (Unaudited)  
For the Years Ending December 31, 1999 and 1998**

	<u>1999</u>	<u>1998</u>
<b>REVENUES</b>	<b>\$200,302</b>	<b>\$252,798</b>
<b>EXPENSES</b>		
Internet Access and Telephones	67,920	50,811
Salaries - Officer	28,000	77,250
Salaries - Administrative	56,678	32,356
Payroll Taxes	6,723	9,868
Depreciation	30,471	21,481
Computer Support	2,627	8,589
Accounting and Tax	2,450	930
Rent	3,600	
Utilities	771	
Office Expense and Supplies	4,292	4,735
Other Expenses	1,278	11,413
	<u>204,810</u>	<u>217,433</u>
<b>INCOME (LOSS) FROM OPERATIONS</b>	<b>(\$4,508)</b>	<b>\$35,365</b>
<b>OTHER INCOME (EXPENSE)</b>		
Interest Income	12	50
Interest Expense	(4,723)	(208)
	<u>(4,711)</u>	<u>(158)</u>
<b>NET INCOME (LOSS)</b>	<b>(9,219)</b>	<b>35,207</b>
Beginning Retained Earnings	81,911	62,844
Less Shareholder Withdrawals	<u>(27,366)</u>	<u>(16,140)</u>
<b>ENDING RETAINED EARNINGS</b>	<b><u>\$45,326</u></b>	<b><u>\$81,911</u></b>

See Accountant's Compilation Report

File Number 88052835



**Whereas,** ARTICLES OF INCORPORATION OF  
 MICROSYNC CORPORATION  
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**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* OCTOBER *AD 19* 87 *and of the Independence of the United States the two hundred and* 12TH.

*Jim Edgar*  
 \_\_\_\_\_  
 SECRETARY OF STATE

**JIM EDGAR**  
 Secretary of State  
 State of Illinois

**ARTICLES OF INCORPORATION**

*Submit In Duplicate*

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".

**DO NOT SEND CASH!**

This Space For Use By Secretary of State

Date 10-21-87

License Fee \$ 50

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Clerk 100.50

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

**ARTICLE ONE** The name of the corporation is MICROSYNC CORPORATION  
*(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)*

**ARTICLE TWO** The name and address of the initial registered agent and its registered office are:

Registered Agent Michael J. Elliott  
*First Name Middle Name Last Name*

Registered Office 200 W. Adams - Suite 2500  
*Number Street Suite # (A.P.O. Box alone is not acceptable)*  
Chicago 60606 Cook  
*City Zip Code County*

**ARTICLE THREE** The purpose or purposes for which the corporation is organized are:

To engage in any lawful activity for which a corporation may be organized under the Business Corporation Act of the State of Illinois.

**ARTICLE FOUR** Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	NPV	100,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

**ARTICLE FIVE** The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	NPV	1,000	\$ 1,000
			\$
			\$
			\$
<b>TOTAL</b>			<b>\$ 1,000</b>

\* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is

and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address

**ARTICLE SEVEN OPTIONAL**

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

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**ARTICLE EIGHT OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

**NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated October 19, 1987

	Signatures and Names
1.	<u>Michael J. Elliott</u> Name (please print)
2.	_____ Signature Name (please print)
3.	_____ Signature Name (please print)

	Post Office Address
1.	<u>200 W. Adams, #2500</u> Street <u>Chicago, IL 60606</u> City/Town State Zip
2.	<u>DEPT-01</u> <u>TRUCK TRAIL 3185 02/28/88 44-3710</u> <u>94476 0 C 88-082835</u> <u>COOK COUNTY RECORDER</u> City/Town State Zip
3.	_____ Street City/Town State Zip

(Signatures must be in ink on original document. Carbon copy, wax or rubber stamp signatures may only be used on confirmed copies.)  
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2.10

File No.

ARTICLES OF INCORPORATION

**FILED**

OCT 21 1987

JIM EDGAR  
Secretary of State

FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation:  
FILING FEE \$75.00; INITIAL LICENSE FEE OF 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 6); MINIMUM \$5.00; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$25.00.

**EXAMPLES OF TOTAL DUE**

Consideration to be Received	TOTAL Due*
up to \$1,000	\$ 10.90
\$ 5,000	\$ 62.50
\$ 10,000	\$ 105.00
\$ 25,000	\$ 142.50
\$ 50,000	\$ 180.00
\$ 100,000	\$ 225.00

\*Includes Filing + License Fee + Franchise Tax

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone: (217) 782-6961

88-082835

*Advanced Internet Services*

9915 Hillshire Drive  
Richmond, IL 60071

Info@mbn.net  
815-678-7962

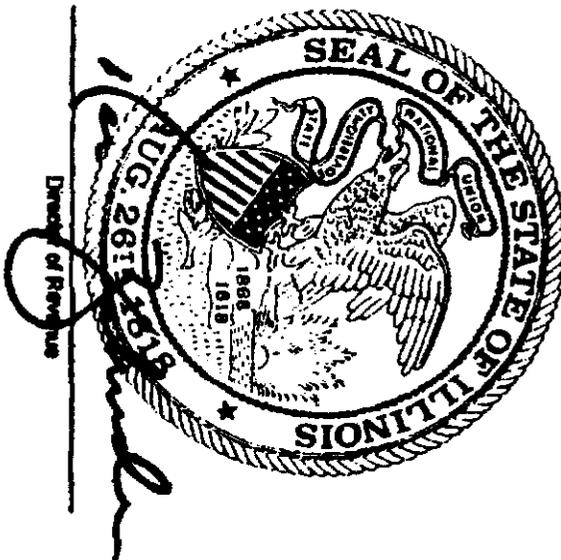
**Illinois Department of Revenue**

This certifies that the person or business shown below is authorized under the Retailers' Occupation Tax Act to engage in the business of selling tangible personal property at retail in Illinois. This registration also covers any need for registering under the Use Tax Act, the Service Occupation Tax Act, and the Service Use Tax Act.

This Certificate of Registration must be displayed in plain view at the registrant's place of business.

MICROSTNG CORP  
9915 W HILLSHIRE DR  
RICHMOND IL 60071-9791

**EXPIRES: NOVEMBER 2003**      2040-5235      CTY  
CRT-41 (front) (R-6/95)      F-NODE 15-11-000212



**Microsoft Certified Solution Provider**