

## **EXHIBIT INDEX**

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**ATTACHMENT A**

**Applicant's response to question number 5 of the Application:**

5. Please attach a sheet designating contact persons to work with Staff on the following:

a) issues related to processing this application

**E. Ashton Johnston, Esq.**  
**Jeffrey J. Heins, Esq.**  
**Piper Marbury Rudnick & Wolfe LLP**  
**1200 19<sup>th</sup> street, NW**  
**Washington, D.C. 20036-2412**  
**Tel: 202-861-3417**  
**Fax: 202-223-2085**  
**jeffrey.heins@piperrudnick.com**

**Counsel for Williams Local Network, Inc.**

b) consumer issues

**Kathy Case**  
**Vice President, Customer Care**  
**Williams Local Network, Inc.**  
**Williams Resource Center**  
**Mail Drop RC3-N**  
**Tulsa, Oklahoma 74172**  
**Tel: 918- 673-6625**  
**Fax: 918- 573-8933**  
**Kathy.case@wilcom.com**

c) customer complaint resolution

**Kathy Case**  
**Vice President, Customer Care**  
*(see above)*

d) technical and service quality issues

Don Taylor  
Senior Manager  
**Network Operations NCC/SCC**  
**Williams Communications Group, Inc.**  
**One Williams Center**  
**Tulsa, Oklahoma 74172**  
**Tel: 918-573-3499**  
**Fax: 918-673-1812**  
**don.taylor@wilcom.com**

**ATTACHMENT A (cont'd)**

e) "tariff" and pricing issues

**Mickey Moon**  
**Director of Regulatory Affairs**  
**Williams Local Network, Inc.**  
**2800 One Williams Center**  
**Tulsa, Oklahoma 74172**  
**Tel: 918-673-8771**  
**Fax: 918-573-0669**  
**mickey.moon@wilcom.com**

f) 9-1-1 issues

**Mickey Moon**  
**Director of Regulatory Affairs**  
**(see above)**

g) security/law enforcement

**Patrick Carr**  
**Senior Security Supervisor (also CALEA compliance officer)**  
**Williams Communications Group, Inc.**  
**One Williams Center, Mail Drop WMS3-4E**  
**Tulsa, Oklahoma 74172**  
**Tel: 918-674-7381**  
**Fax: 918-574-7233**  
***carter.carr@wilcom.com***

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

**ATTACHMENT B**

**Certificate of Incorporation  
and  
Certificate of Authority to Transact Business**

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WILLIAMS LOCAL NETWORK, INC. " , FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3076576 8100

991315246

A handwritten signature in cursive script that reads "Edward J. Freel".

---

Edward J. Freel, Secretary of State

AUTHENTICATION: 9895643  
DATE: 07-30-99

CERTIFICATE OF INCORPORATION  
 OF  
 WILLIAMS LOCAL NETWORK, INC.

FIRST: The name of the Company is:

WILLIAMS LOCAL NETWORK, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, and the name and address of its registered agent is The Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to provide telecommunications services on a common carrier/public utility basis and to engage in any lawful acts or activities for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of Common Stock which the Company **shall have** authority to issue is one thousand (1,000) shares, **all** of which shall be with a par value of one dollar (**\$1.00**) per share.

FIFTH: The name and mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Cher <b>S.</b> Lawrence	One Williams Center <b>Tulsa, OK 74172</b>

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following named individuals, whose mailing addresses are set out beside their names, **shall** serve as directors until the **first** Annual Meeting of Stockholders or until their successors are elected and qualified:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Howard E. <b>Janzen</b>	One Williams Center Tulsa, Oklahoma 74172

Delwin L. <b>Bothof</b>	One Williams Center Tulsa, Oklahoma 74172
Laura A. Kenny	One Williams Center Tulsa, Oklahoma 74172
Frank M. <b>Semple</b>	One Williams Center Tulsa, Oklahoma 74172
Joseph C. <b>Turcotte</b>	One Williams Center Tulsa, Oklahoma 74 172
S. Miller Williams	One Williams Center Tulsa, Oklahoma 74172

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Company and for defining and regulating the powers of the Company and its directors and stockholders:

1. The private property of the stockholders of the Company shall not be subject to the payment of corporate debts to any extent whatsoever.
2. The first meeting of the stockholders for the election of directors shall be held in Tulsa, Oklahoma, at the office of the Company, on August 15, 2000, or at such other **time** and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place **named** in the By-laws of the Company.
3. Written ballots shall not be required for the election of directors of the Company.
4. The Board of Directors shall have the power to make, alter or repeal By-laws of the Company.
5. The By-laws of the Company may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three.

6. To the **fullest** extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Company shall not be liable to the Company or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Company hereinbefore named, do certify ~~that~~ the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 29th day of July, 1999.

  
Cher S. Lawrence

99875017

7721/0200 81 001 Page 1 of 6  
1999-09-15 14:39:23  
Cook County Recorder 31.00

File Number 6065-085-3



# State of Illinois Office of The Secretary of State

**Whereas** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS) IN THIS STATE OF  
WILLIAMS LOCAL NETWORK, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS 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, 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 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 26TH day of AUGUST A.D. 1999 and of the Independence of the United States the two hundred and 24TH .



*Jesse White*

Secretary of State

**BOX 170**

99875017

Form **BCA-13.15**

(Rev. Jan 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 7821834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

AUG 26 1999

**JESSE WHITE  
SECRETARY OF STATE**

This space for use by  
Secretary of State

Date 8-26-99  
License Fee \$  
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$  
Approved: [Signature] 100.00

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."

1. (a) CORPORATE NAME: Williams Local Network, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware  
(b) Date of Incorporation: July 29, 1999  
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: One Williams Center, Tulsa, Oklahoma  
(b) Address of principal office in Illinois (if none, so state): None  
74172

**EXPEDITED**  
AUG 26 1999  
SECRETARY OF STATE

4. Name and address of the registered agent and registered office in Illinois.  
Registered Agent C T Corporation System  
*First Name Middle Name Last Name*  
Registered Office c/o C T Corporation Svste 208 s. La Salle Street  
*Number Street Suite #*  
Chicago 60604 Cook  
*City ZIP Code county*

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
DE

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>see attached list of officers</u>			
Secretary	_____			
Director	<u>see attached list of directors</u>			
Director	_____			
Director	_____			

If more than 3, attach list

**BOX 170**

99875017

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the General Corporation Law of the state of Delaware and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Table with 5 columns: Class, Series, Par Value, Number of Shares Authorized, Number of Shares Issued. Row 1: Common, (No series), \$1.00, 1,000, 1,000.

9. Paid-in Capital: \$ 1,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- 10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 0
(b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100

11. Interrogatories: (Important -this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Office: One Williams Center, Tulsa, Oklahoma 74172.
(b) Number of shares of all classes owned by residents of Illinois: 0
(c) Number of shares of all classes owned by non-residents of Illinois: 1,000
(d) Is the corporation transacting business in this state at this time? NO
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK)

Dated 8/23, 99 Williams Local Network, Inc.
(Exact Name of Corporation)
attested by Shanahbels by [Signature]
Shawna L. Gehres, Secretary Howard E. Janzen, President
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor.

BOX 170

Appendix to Illinois  
Application for Certificate of Authority to Transact Business in Illinois

**Directors of  
Williams Local Network, Inc.**

---

1. Howard E. **Janzen**  
6840 E 106th Street  
Tulsa, Oklahoma 74133
2. **Delwin L. eothof**  
2890 E. 35th Place  
Tulsa, Oklahoma 74105
3. Laura A. Kenny  
11234 S. 67th East Court  
Bixby, Oklahoma 74008
4. Frank M. **Semple**  
6167 S. New Haven  
Tulsa, Oklahoma 74136
5. S. Miller Williams  
2246 **Terwilleger**  
Tulsa, Oklahoma 74114
6. **Joseph c. Turcotte**  
1551 Riverside Drive  
Tulsa, Oklahoma 74119

Appendix to Illinois  
Application for Certificate of Authority to Transact Business in Illinois

**Officers of  
Williams Local Network, Inc.**

---

1. Howard E. **Janzen**, Chief Executive Officer & President  
6840 E 106th Street  
Tulsa, Oklahoma 74133
2. Delwin L. **Bothof, Sr.** Vice President, Asst. Secretary, **Asst.** Treasurer  
2890 E. 35th Place  
Tulsa, Oklahoma 74105
3. Laura A. Kenny, sr. Vice President, Asst. Secretary, Asst. Treasurer  
11234.S. 67th **East Court**  
Bixby, Oklahoma **74008**
4. Scott E. Schubert, Senior Vice President, *CFO*, Asst. Secretary,  
Asst.  
5540 **E.** 115th Street  
Tulsa, Oklahoma 74137
5. Patti L. Schmigle, Sr. Vice President, CIO, Asst. Secretary, Asst.  
**Tr**  
**8035** South Fulton Avenue  
Tulsa, Oklahoma 74136
6. Frank **M. Semple, Sr.** Vice President, Asst. Secretary, Asst. Treasurer  
6167 **S.** New Haven  
Tulsa, Oklahoma 74136
7. S. Miller Williams, **Sr.** Vice President, Asst. Secretary, Asst.  
*Treasurer*  
2246 **Terwilleger**  
Tulsa, Oklahoma 74114
- a. G. L. Best, Vice President, *Treasurer, Asst. Secretary*  
4816 East 112th Place  
Tulsa, Oklahoma 74137
9. Gerald **L.** Carson, Vice president, **ASst.** Secretary, **ASst.** Treasurer  
5617 West Orlando Circle  
Broken Arrow, Oklahoma 74011
10. Gordon C. Martin, Vice President, Asst. Secretary, Asst. Treasurer  
**5126** E. 85th Street  
Tulsa, Oklahoma 74137
11. Joseph C. Turcotte, Vice President, Asst. Secretary, Asst. Treasurer  
1551 Riverside Drive  
Tulsa, Oklahoma 74119

Appendix to Application for Certificate of Authority to Transact Business in Illinois (cont)

12. James **W.** Duteon, Vice President  
11120 Woodward Blvd.  
Tulsa, Oklahoma 74114
13. Greg S. Floerke, Vice President  
7417 East 79th Street  
Tulsa, Oklahoma 74133
14. Ronald **J.** Harden, Vice President  
8322 S. Allegheny Avenue  
Tulsa, Oklahoma 74137
15. David **P.** Batow, Assistant Secretary/General Counsel  
8516 South Winston  
Tulsa, Oklahoma 74137
16. Shawna L. Gehres, Secretary  
1728 **S.** Florence Avenue  
Tulsa, Oklahoma 74104-6106
17. Tony **L.** Gehres, Assistant Secretary  
1728 S. Florence Ave.  
Tulsa, Oklahoma 74172
18. Joseph W. Miller, Assistant Secretary  
3130 North Wild Mountain Road  
Tulsa, Oklahoma 74127-1134
19. John T. Miller, Assistant Secretary  
7723 S. Canton Avenue  
Tulsa, Oklahoma 74172
20. William G. von Glahn, Secretary Secretary  
2767 **S.** Utica  
Tulsa, Oklahoma 74114
21. William G. **von** Glahn, Assistant Secretary  
2767 S. Utica  
Tulsa, Oklahoma 74114

## **ATTACHMENT C**

### **Request for Authority to Maintain an Out-Of-State Location**

Williams Local Network, Inc.

Application for a certificate of  
local and interexchange authority  
to operate as a reseller and facilities :  
based carrier of telecommunications :  
services in the State of Illinois.

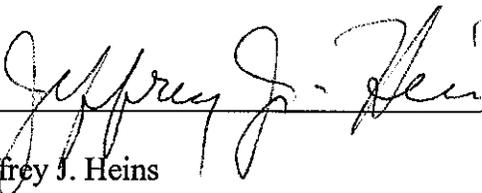
Docket No. \_\_\_\_\_

Pursuant to 83 Ill. Adm. Code Part 250, Williams Local Network, Inc. (“Williams”) hereby requests authority from the Illinois Commerce Commission to maintain an out-of-state location and to keep its books, accounts, papers, records and memoranda at its main business office outside the State of Illinois.

Williams Local Network, Inc. will manage its national operations, including its Illinois operations, from its corporate headquarters in Oklahoma. Williams’ target customers in Illinois are competitive telecommunications carriers, for whom Williams will initially provide transport and access services. Most of Williams’ customers will be competitive carriers with regional or national operations which extend beyond Illinois and who will be able to effectively communicate with Williams in Oklahoma, therefore it is not necessary for Williams to maintain a business office for customer convenience in Illinois.

As Williams requests authority to maintain an out-of-state location, Williams requests authority to maintain its records at its out-of-state corporate offices in Oklahoma. The ability of Williams to manage its national operations from its Oklahoma offices is essential for Williams to decrease its costs of service and remain competitive in the telecommunications marketplace. Allowing Williams to maintain its records at its Oklahoma offices will contribute to the competitive environment in Illinois and thereby benefit all Illinois consumers as the cost savings to Williams are passed through to its customers and on to their customers through lower prices. If at any time the Illinois Commerce Commission requires an inspection of Williams’ books and records, Williams will provide the Commission with all required documents.

For the foregoing reasons, Williams Local Network, Inc. requests that the Illinois Commerce Commission grant Williams authority to maintain an out-of-state location, maintain its books and records in an out-of -state location and issue proof of such authority for purposes of compliance with 83 Ill. Adm. Code Part 250.20.

  
\_\_\_\_\_  
Jeffrey J. Heins

Counsel for Williams Local Network, Inc.

**ATTACHMENT D**

**Managerial and Technical Qualifications**

## HOWARD E. JANZEN

### *President & Chief Executive Officer Williams Communications, Inc.*

Howard E. Janzen is chief executive officer of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams") (NYSE: WMB). He has 18 years of experience in the telecommunications and energy industries, holding a variety of management positions within Williams.

Janzen began his career at Williams as project engineer for Williams Pipe Line Company in 1979, where he served in numerous management positions culminating as Vice President of Operations in 1987. In 1991, he became Vice President of Operations at Williams Natural Gas Company and became its Senior Vice President and General Manager in 1993. He assumed the presidency of the WilTech Group in 1995 and was named Chairman of Vyvx, Inc., now known as Williams Communications, Inc., an international provider of video transmission services via fiber optics, teleport uplinks and satellites. He became President and Chief Operating Officer of Williams Communications, Inc., in January 1997, and Chief Executive Officer in April 1997. Janzen also assumed the role of WilTel Chairman when it merged with Nortel Communications Systems' customer premise sales and service organization in April 1997. WilTel is now known as Williams Communications Solutions, LLC.

Janzen earned Bachelor of Science and Master of Science degrees in Metallurgical Engineering from The Colorado School of Mines. He has also completed the Harvard Business School Program for Management Development.

Janzen lives in Tulsa, Oklahoma, with his wife, Cherine, and three children. He is Vice Chair of the Children's Medical Center Board of Trustees and serves on the Board of Trustees for the Hillcrest Healthcare System, where he is Vice Chair of the Physician Relations and Service Company. He serves on the Gilcrease Museum Board of Directors and is Chairman for the National Annual Fund and President's Council for The Colorado School of Mines. He is also active in church related activities.

Williams, through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services. Its communications enterprises include nationwide single-source business communications systems integration; international video satellite, and fiber-optic transmission; multipoint video- and audio-conferencing; satellite business applications; enhanced fax services; interactive technical training, on-demand distance learning, and Internet, and telemarketing services. Company information is available on the World Wide Web at <http://www.twc.com> and <http://wilcom.com>.

**FRANK M. SEMPLE**

***President of Williams Network, a Division of  
Williams Communications, Inc.***

Frank Semple is President of Williams Network, a Division of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams"). He has nearly two decades of experience with Williams and brings to his office a track record of proven leadership skills within several Williams business units.

Prior to his current position, Semple served as Senior Vice President and Chief Information Officer for Williams Communications, Inc.. While serving in numerous management positions with Williams Pipe Line Company, Semple implemented innovative technology at Williams Pipe Line Company that positioned that company as the industry leader in customer service and systems. He also held operations and marketing roles at Northwest Pipeline before joining Williams Natural Gas Company as Senior Vice President and General Manager.

Semple received a Bachelor's Degree in Mechanical Engineering from the U.S. Naval Academy and has also completed the Harvard University program for management development.

He resides in Tulsa, Oklahoma, with his wife and two children. Semple serves as a board member for the Campfire Boys & Girls organization in Tulsa.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

**JOSEPH C. TURCOTTE**

*Senior Vice President and Chief Operating Officer  
Williams Communications Network Services, a Division of  
Williams Communications, Inc.*

Joseph C. Turcotte is Senior Vice President and Chief Operating Officer of Williams Communications Network Services, a Division of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. (["Williams"]), and has 13 years of operations and engineering experience in the telecommunications and energy industries.

Turcotte was formerly Vice President of Operations and Engineering for Vyvx, Inc., now known as Williams Communications, Inc. In 1995, prior to joining Vyvx, Inc., he worked for Williams Pipe Line Company in supervisory and managerial engineering positions, including Director of Information Services.

Turcotte earned a Bachelor of Science Degree in Mechanical Engineering from the University of Minnesota. He also completed the Harvard Professional Management Development Program.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

**S. MILLER WILLIAMS**

***Senior Vice President, Corporate Development and Planning  
Williams Communications, Inc.***

S. Miller Williams is Senior Vice President of Corporate Development and Planning for Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams") (NYSE: WMB).

- **He has more than 20 years of diversified business experience.** Prior to joining Williams, he spent 10 years in real estate development and oil and gas syndications as President of Harbour Group. In 1998, he joined Williams Telecommunications Systems, Inc., as Vice President of Corporate Development. While there, he was responsible for exploring potential strategic partnerships, acquisitions, investments, and projects for enhancing growth. He has also served as Assistant Treasurer for Williams, Manager of Special Projects for Williams Pipe Line Company, and Director of International Marketing for Agrico Chemical Company.

Williams earned a Master of Business Administration degree from The University of Tulsa and a Bachelor of Science degree in Business Administration from the University of North Carolina.

## DELWIN L. BOTHOF

### *President of Williams Network Applications, a Division of Williams Communications, Inc.*

Delwin L. Bothof leads multimedia applications across Williams Communications, Inc.'s extensive fiber and satellite communications networks. *This* includes Williams Vyvx Services to broadcasters, advertisers, and production studios; Williams Global Access business television and audio- and video-conferencing; ChoiceSeat, Inc.: in-stadium sports entertainment network; Williams Learning Network interactive training and distance learning; and Williams Telemetry wireless telephony communications for the energy and utility industries.

From 1989-1997, he served as the first President of Vyvx, Inc., now known as Williams Communications, Inc., a leading international provider of integrated fiber-optic, satellite, and teleport video transmission services.

With more than 25 years of experience, Bothof is well known in the telecommunications industry. Bothof joined The Williams Companies, Inc. ("Williams"), after holding a number of engineering, marketing and executive management positions for in the industry. He had served as partner and President of Atlanta-based Tritex Communications, Inc., a provider of integrated communication networks. Before that, he was Director of Corporate Planning and Development for BellSouth Corporation and later founded and served as President of BellSouth Ventures Company.

Bothof also served as President of Dekra Corporation, a provider of advanced telecommunication systems, and Vice President of Marketing for Scientific-Atlanta, where he was responsible for the management of all worldwide sales and marketing, corporate strategies, joint ventures, and acquisitions. He held numerous positions at the Delcon Division of Hewlett-Packard. Initially, he was Engineering Project Manager responsible for the management and development of a product line which included software and hardware for data communication test instrumentation. He was later promoted to Marketing Manager and then to General Manager.

Bothof holds a Bachelor of Science Degree in Electrical Engineering from the University of Minnesota and a Master of Science Degree in Electrical Engineering from Stanford University. He and his wife, Sally, reside in Tulsa, Oklahoma.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

LAURA A. KENNY

*Senior Vice President & General Manager  
Williams Vyvx Services, a Division of  
Williams Communications, Inc.*

Laura Kenny is Senior Vice President and General Manager for Williams Vyvx Services, a Division of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. (“Williams”). Williams Vyvx Services is a leading international provider of integrated video, fiber-optic, satellite and teleport transmission services. Her responsibilities include strategic planning, marketing, sales, operations, and administration for its worldwide presence with nearly 500 employees in 30 offices in the United States, the United Kingdom, Singapore, and Australia.

In 1997, Kenny joined Vyvx, Inc., now known as Williams Communications, Inc., as Vice-President of Marketing and received sales responsibility in 1997. In December 1997, Kenny assumed all management responsibility for Williams Vyvx Services. In addition, she chairs Williams Communications, Inc.’s, Customer Intimacy Initiative and co-chairs Williams Communications, Inc.’s, corporate-wide Chairman’s Council on Workplace Diversity.

In more than 17 years as a leader in the telecommunications industry, Kenny has been involved in the development and implementation of strategic sales, marketing, and management programs for domestic and international markets. Before joining Williams, Ms. Kenny served as an executive with AT&T, where she held numerous marketing and operations positions. She developed national marketing plans for AT&T Communication Services and established a software development training institute in Singapore in collaboration with Bell Labs and the Singapore government.

Kenny earned a Bachelor of Arts Degree from Lycoming College in 1978, and subsequently received paralegal certification at Adelphi University. She has attended the Master of Business Administration program at Seton Hall and completed executive development programs at the University of Michigan and Columbia University. She serves on the advisory board of The University of Tulsa College of Engineering.

Kenny resides in Tulsa, Oklahoma, with her husband, Larry Gordon, and two children.

Williams (NYSE:WMB), through its subsidiaries, is the nation’s largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

**ATTACHMENT E**

**Officers of Williams Local Network, Inc.**

# WILLIAMS LOCAL NETWORK, INC.

## List of Directors and Officers

Name	Title	Address	Phone Number	Fax Number
Howard E. Janzen	Director -- Elected 12/01/94	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172	2600	
Delwin L. Bothof	Director -- Elected 10/24/90	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172	2600	
Laura A. Kenny	Director -- Elected 10/15/96	The Williams Companies, Inc. East 1st Street, Tulsa, OK 74103	111	
Frank M. Semple	Director -- Elected 04/01/98	The Williams Companies, Inc. 2600 One Williams Center, Tulsa, OK 74172		
Joseph C. Turcolte	Director -- Elected 04/01/95	The Williams Companies, Inc. 2800 One Williams Center, Tulsa, OK 74172		
S. Miller Williams	Director -- Elected 12/01/94	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172	2600	
Howard E. Janzen	President & Chief Executive Officer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3800	(918) 573-6024
John C. Bumgarner, Jr.	Senior Vice President, Assistant Secretary, and Assistant Treasurer	4900 One Williams Center, Tulsa, OK 74172	(918) 573-2390	(918) 573-2167
Lawrence C. Littlefield, Jr.	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2800 One Williams Center, Tulsa, OK 74172	(918) 573-3915	(918) 573-6024

# WILLIAMS LOCAL NETWORK, INC.

## List of Directors and Officers

Name	Title	Address	Phone Number	Fax Number
S. Miller Williams	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3699	(918) 573-6024
Frank M. Semple	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3858	(918) 573-6024
Delwin L. Bothof	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-5299	(918) 573-6024
Gerald L. Carson	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 678-7777	(918) 573-1352
Joseph C. Turcotte	Senior Vice President, Assistant Secretary, and Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3098	(918) 573-5761
Scott E. Schubert	Vice President, Treasurer, and Assistant Secretary	2600 One Williams Center, Tulsa, OK 74172	(918) 573-9001	(918) 573-6024
Laura A. Kenny	Vice President, Assistant Secretary, & Assistant Treasurer	111 East 1st Street, Tulsa, OK 74103	(918) 573-2671	(918) 573-6805
G. I. Best	Vice President, Assistant Secretary, & Assistant Treasurer	2000 One Williams Center, Tulsa, OK 74172	(918) 573-2173	(918) 573-6024

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Name	Title	Address	Phone Number	Fax Number
Gordon C. Martin	Vice President, Assistant Secretary, & Assistant Treasurer	2800 One Williams Center, Tulsa, OK 74172	(918) 573-5515	(918) 573-6024
James W. Dutton	Vice President, Assistant Secretary, & Assistant Treasurer	2000 One Williams Center, Tulsa, OK 74172	(918) 573-4275	(918) 573-6216
Mark A. Bender	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-5457	(918) 573-6024
Matthew W. Bross	Vice President, Assistant Secretary, & Assistant Treasurer	3180 Rider Trail South, St. Louis, MO 63044	(314) 595-6202	(314) 595-6210
Kenneth R. Epps	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-0684	(918) 573-6024
Greg S. Floerke	Vice President and Assistant Secretary	Williams Resource Center, Tulsa, OK 74172	(918) 573-4913	(918) 573-6389
Mark W. Husband	Assistant Treasurer	4800 One Williams Center, Tulsa, OK 74172	(918) 573-0563	(918) 573-1538
James G. Ivey	Assistant Treasurer	4800 One Williams Center, Tulsa, OK 74172	(918) 573-5551	(918) 573-2065

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Name	Title	Address	Phone Number	Fax Number
George N. Oley	Assistant Secretary	One Williams Center, Tulsa, OK 74172	(918) 573-0379	(918) 573-3884
Shawna L. Gehres	Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2298	(918) 573-4190
Loretta E. Roberts	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-4920	(918) 573-4190
David P. Batow	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-4205	(918) 573-3005
Tony L. Gehres	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2603	(918) 573-3005
William G. von Glahn	Assistant Secretary	4900 One Williams Center, Tulsa, OK 74172	(918) 573-2480	(918) 573-5942
Joseph W. Miller	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2108	(918) 573-3005