

Lance J.M. Steinhart, P.C.

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February 11, 2004

VIA ELECTRONIC DELIVERY

Mr. Dale Roberts
Chief ALJ and Executive Secretary
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, MO 65102

FILED
FEB 13 2004
Missouri Public
Service Commission

Re: COMTECH 21, LLC – LOCAL EXCHANGE

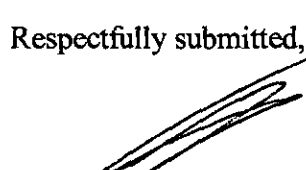
Dear Mr. Roberts:

Enclosed please find for filing an electronically submitted copy of COMTECH 21, LLC's Application for Certificate of Service Authority to Provide Local Exchange Telecommunications Services Within the State of Missouri, along with a Motion for Protective Order for information that is "highly confidential".

Please verify receipt of this filing via a return e-mail. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,


Lance J.M. Steinhart
GA Bar No. 678222
Attorney for COMTECH 21, LLC

Enclosures

cc: Sonja Johnson-Byers
Michael Dandino, Office of Public Counsel
General Counsel, Missouri Public Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the application
of COMTECH 21, LLC

for a certificate of service authority to
provide resold and facilities-based/UNE-P
Basic Local Telecommunications Services
in Portions of the State of Missouri and
to Classify Such Services and the Company
as Competitive

Case No.

FILED

FEB 18 2004

APPLICATION

Missouri Public
Service Commission

COMTECH 21, LLC ("Applicant" or "Comtech 21"), a Delaware
Limited Liability Company, files this verified application
respectfully requesting that the Missouri Public Service
Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to
provide resold and facilities-based/UNE-P Basic Local
Telecommunications Services in Portions of the State of
Missouri pursuant to Sections 392.455 and 392.420 -
.44055 of the Revised Statutes of Missouri (RSMo) 1994
and Sections 392.410 and .450, RSMo Supp. 1996.
- (b) grants competitive status to Applicant pursuant to
Section 392.361 RSMo Supp 1996., and classifies the
Applicant's services as competitive.
- (c) waives certain Commission rules and statutory
provisions pursuant to Section 392.420, RSMo Cum. Supp.
1996.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of the Applicant are:

COMTECH 21, LLC
One Barnes Park South
Wallingford, Connecticut 06492
(877) 580-6564 (Phone)
(877) 312-5544 (Fax)

A copy of Applicant's Certificate of Formation, and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit I.

2. The name and address of Applicant's in-state attorney is:

Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298

3. Applicant proposes to provide resold and facilities-based/UNE-P basic local telecommunications service as a separate and distinct service within portions of the State of Missouri. Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to, billing, quality of service and tariff filing and maintenance. Applicant proposes to provide services to prospective customers in exchanges currently served by Southwestern Bell Telephone Company, United Telephone Company of Missouri d/b/a Sprint, and CenturyTel as set forth in the list of exchanges attached hereto as Exhibit II. Applicant will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in the proposed service area as set forth in Exhibit II, in accordance with applicable law.

When it initiates service in Missouri, COMTECH 21, LLC, (Comtech 21) proposes to offer resold local exchange services and local services utilizing the UNE-P platform. Such services will be provided by utilizing the facilities of incumbent local exchange carriers ("LECs"), as well as unbundled network elements. Initially, the services Comtech 21 intends to offer are likely to be those local exchange telecommunications services offered by incumbent local exchange carriers in the proposed service area. Comtech 21 intends to provide local exchange services that may include but are not limited to the following:

- * Basic Residential Exchange Services
- * Residential Custom and Class Features (call waiting, caller ID, call forwarding, call blocking, speed calling, etc.)
- * Basic Business Exchange Services
- * Business Customer Calling and Class Features
- * Adjunct Provided Features (voice messaging, etc.)
- * Business and Residential Ancillary Services (911, E911, 411, Relay Service, directory listing, directory assistance, etc.)
- * Centrex
- * DSL and ISDN
- * DID Trunks and Lines
- * Private Lines

Comtech 21 does not initially intend to install any switching equipment for the provision of local exchange service in the State of Missouri, but may install such equipment in the future.

If Comtech 21 installs facilities in Missouri, it will probably use the following or a similar configuration of equipment: Comtech 21 will provide voice and high speed data services through a combination of the latest technology switching and transport media comprised of the Lucent Technology 5 ESS Generic 13 switch module, ADSL/SDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via Comtech 21 constructed facilities.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. A brief description of the qualifications and experience of the key management employees is attached hereto as Exhibit III, along with a description of the Applicant's telecommunications background. A copy of the financial information to demonstrate Applicant's financial ability to provide service, Exhibit IV, contains confidential and proprietary information, and is being submitted under separate cover with a Motion for Protective Order.

Applicant is currently authorized to provide, and is providing, resold interexchange services throughout the United States. For Missouri, See Case No. TA-2001-666. Applicant is in the process of applying for authorization to provide competitive local exchange services throughout the United States. Applicant is currently authorized to provide resold and facilities-based/UNE-P local exchange service in Connecticut, Massachusetts, Montana, New York and Pennsylvania. Applicant has not been denied authority for any of the services for which it seeks authority in this Application.

5. Applicant hereby respectfully requests a temporary waiver of 4 CSR 240-3.510 (1) (C) that requires Applicant to file a draft tariff simultaneously with this application until Applicant has executed interconnection agreements with the incumbent LECs and those agreements have been approved by the Commission. Applicant will file its tariff with an effective date of at least 45 days after filing.

6. Applicant hereby respectfully requests classification as a competitive telecommunications company within the State of Missouri and receive a lesser degree of regulation as permitted by Sections 392.361 and 392.420 RSMo. Applicant also requests that its services be classified as competitive. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

7. Applicant also respectfully requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

Statutes

392.210.2 Establish Uniform System of Accounts for Annual reports
392.240(1) Setting just and reasonable rates
392.270 Ascertain Property values
392.280 Establish Depreciation accounts
392.290 Issuance of securities
392.300.2 Acquisition of stock
392.310 Issuance of stock and debt
392.320 Stock Dividend Payment
392.330 Issuance of securities, debts and notes
392.340 Reorganization(s)

Commission Rules

4 CSR 240-10.020 Depreciation fund income
4 CSR 240-3.545(2)C) Posting exchange rates at central offices.
4 CSR 240-33.030 Inform customers of lowest price
4 CSR 240-3.550(5)C) File Exchange boundary maps with Commission
4 CSR 240-30.040 Uniform System of Accounts

The above-referenced rules and statutory provisions have been waived to other carriers in prior cases.

8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will

comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

9. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to this case shall be addressed to:

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005
(770) 232-9200
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (Email)

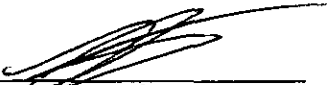
10. The Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this application. No Commission annual reports or assessment fees are overdue.

11. Comtech 21 submits the following arguments to demonstrate that the public interest will be served by the approval of this Application:

The grant of a certificate to provide competitive basic local telecommunications services to the Applicant will serve the public interest. The Applicant's presence in the market will expand customer choice for telecommunications service. The increased competition brought by the Applicant to the market will have the effect of improving the quality of telecommunications services in Missouri and decreasing the cost of such services through increased innovation and efficiency. The result will be beneficial to economic development in Missouri. The granting of a certificate to the Applicant will contribute to the availability of reasonably affordable local exchange services in the State of Missouri.

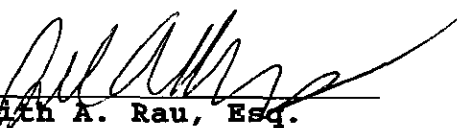
WHEREFORE, Applicant, COMTECH 21, LLC, respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide resold and facilities-based/UNE-P Basic Local Telecommunications Services within portions of the State of Missouri. Applicant also respectfully requests classification as a competitive telecommunications company and requests that its services be classified as competitive. In addition, Applicant respectfully requests a waiver of the above-referenced rules and statutory provisions and a temporary waiver of the tariff filing requirement.

Respectfully submitted,



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Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (E-mail)
GA Bar No. 678222

and



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298
(618) 939-7186
MO Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

- | | |
|-------------|--|
| Exhibit I | Missouri Secretary of State Authorization
Certificate of Formation |
| Exhibit II | List of Exchanges |
| Exhibit III | Executive Officers' Qualifications and Experience
Company's Telecommunications Background |
| Exhibit IV | Financial Information |

Exhibit I
Missouri Secretary of State Authorization
&
Certificate of Formation

See Attached

No. FL0038393

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

**CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY**

WHEREAS,
COMTECH 21, LLC

using in Missouri the name
COMTECH 21, LLC

and existing under the laws of the State of DELAWARE
has filed with this state its application for registration and
WHEREAS this application for registration conforms to the
Missouri Limited Liability Company Act;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, Secretary of State,
State of Missouri, by virtue of authority vested in me by law,
do certify and declare that on the 18th day of APRIL, 2000,
the above Foreign Limited Liability Company is duly authorized
to transact business in the State of Missouri
and is entitled to any rights granted
Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
18th day of APRIL, 2000.

Rebecca McDowell Cook
Secretary of State

\$105.00



CERTIFICATE OF FORMATION

OF

Tech 2001, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: the name of the limited liability company (hereinafter called the "limited liability company") is:

Tech 2001, LLC

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805.

Executed on February 21, 2000

Wayne A. Martino, Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/22/2000
001086354 - 3180359

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/07/2000
001116129 - 3180359


Certificate of Amendment to Certificate of Formation
of
Tech 2001, LLC

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is Tech 2001, LLC.
2. The certificate of formation of the limited liability company is hereby amended by striking out Article First thereof and by substituting in lieu of said Article First the following new Article First:

"First: The name of the limited liability company (hereinafter called the "limited liability company") is Comtech 21, LLC."

Executed on this 7th day of March, 2000.


Wayne A. Marino, Authorized Person

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COMTECH 21, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TECH 2001, LLC" TO "COMTECH 21, LLC", FILED THE SEVENTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3180359 8100H

010085898

AUTHENTICATION: 0983613

DATE: 02-21-01

Exhibit II
List of Exchanges

See Attached

Southwestern Bell Service Areas:**RATE GROUP A**

Adrian	Gideon	Risco
Advance	Glasgow	Rushville
Agency	Grain Valley	St. Marys
Altenburg-Frohna	Gray Summit	San Antonio
Antonia	Hayti	Scott City
Archie	Herculaneum-Pevely	Senath
Argyle	Higbee	Slater
Armstrong	Hillsboro	Smithville
Ash Grove	Holcomb	Stanberry
Beaufort	Hornersville	Trenton
Bell City	Jasper	Tuscumbia
Benton	Lamar	Versailles
Billings	LaMonte	Vienna
Bismarck	Lancaster	Walnut Grove
Bloomfield	Leadwood	Wardell
Bloomsdale	Lilbourne	Ware
Bowling Green	Linn	Wellsville
Brookfield	Lockwood	Westphalia
Campbell	Louisiana	Wyatt
Cardwell	Macks Creek	
Carl Junction	Malden	
Carrollton	Marble Hill	
Caruthersville	Marceline	
Center	Marionville	
Chaffee	Marston	
Charleston	Meta	
Clarksville	Montgomery City	
Clever	Mourehouse	
Climax Springs	New Franklin	
Deering	New Madrid	
DeKalb	Oak Ridge	
Delta	Old Appleton	
Downing	Oran	
East Prairie	Patton	
Edina	Paynesville	
Elsberry	Pierce City	
Essex	Pocohontas-New Wells	
Farley	Portage Des Sioux	
Fayette	Portageville	
Fisk	Puxico	
Frankford	Qulin	
Freeburg	Richwoods	

Southwestern Bell Service Areas (Continued):

RATE GROUP B

**Bonne Terre
Boonville
Camdenton
Cape Girardeau
Carthage
Cedar Hill
Chesterfield
Chillicothe
DeSoto
Dexter
Eldon
Eureka
Excelsior Springs
Farmington
Fenton
Festus-Crystal City
Flat River
Fredericktown
Fulton
Gravois Mills
Greenwood
Hannibal
Harvester
High Ridge
Imperial
Jackson
Joplin
Kennett
Kirksville
Knob Noster
Lake Ozark-Osage Beach
Manchester
Marshall
Maxville
Mexico
Monett
Moberly
Neosho
Nevada**

**Pacific
Perryville
Pond
Poplar Bluff
Richmond
St. Charles
St. Clair
St. Joseph
Sedalia
Sikeston
Union
Valley Park
Washington
Webb City**

CenturyTel Service Areas:

Alton
Ashland
Augusta
Ava
Belle
Bland
Blue Eye
Bourbon
Bradleyville
Branson
Branson West
Buffalo
Cabool
Cape Fair
Cassville
Caulfield
Cedar Creek
Centralia
Chamois
Clark
Columbia
Conway
Crane
Cross Timbers
Cuba
Dardenne
Defiance
Dora
Elkland
Exeter
Foley
Fordland
Foristell
Forsyth
Gainesville
Galena
Hallsville
Hawk Point
Hermann
Hermitage
High Hill

Highlandville
Holstein
Hurley
Jamestown
Jenkins
Jonesburg
Kimberling City
Koshkonong
Leasburg
Louisburg
Mano
Mansfield
Marshfield
Marthasville
Morrison
Moscow Mills
Mount Sterling
Mountain View
New Melle
Niangua
O'Fallon
Old Monroe
Ozark
Pittsburg
Prairie Home
Preston
Protem
Reeds Spring
Rocheport
Rockaway Beach
Safe
Saint James
Saint Peters
Seymour
Shell Knob
Sparta
Sturgeon
Summersville
Thayer
Theodosia
Thomasville

Troy
Truxton
Urbana
Vichy
Warrenton
Washburn
Wasola
Wentzville
West Plains
Wheatland
Willow Springs
Winfield
Wooldridge
Wright City

Sprint/United Service Areas:

Appleton City
Calhoun
Chilhowee
Dearborn
Fairfax
Holt
King City
Malta Bend
Newburg
Pickering
Strasburg
Tarkio
Wellington

Blackburn
Camden Point
Clarksburg
Deepwater
Green Ridge
Hopkins
Kingsville
Missouri City
Norborne
Sweet Springs

Blairstown
Centertown
Coal
Edgerton
Hardin
Houstonia
Leeton
Montrose
Orrick
St. Thomas
Syracuse
Urich

Brazito
Centerview
Craig
Eugene
Henrietta
Ionia
Lincoln
New Bloomfield
Otterville
Smithton
Taos
Waverly

Buckner
Holden
Lone Jack
Pleasant Hill
Tipton

Butler
Kearney
Mound City
Richland
Waynesville

California
Lake Lotawana
Russellville
Weston

Cole Camp
Lexington
Platte City
St. Robert
Windsor

Clinton
Lebanon
Rolla

Ferrelview
Maryville
Salem

Ft. Leonard Wood
Oak Grove
Warrensburg

Harrisonville
Odessa
Warsaw

Jefferson City

CenturyTel Service Areas:

Amazonia
Annapolis
Arcola
Aurora
Avenue City
Avilla
Belgrade
Bellevue
Birch Tree
Bolckow
Boss
Braymer
Bronaugh
Brunswick-Triplett
Bunker
Caledonia
Cameron
Canton
Centerville
Clarence
Clarksdale
Collins
Concordia
Cosby
Dadeville
Dalton
Easton
Edgar Springs
El Dorado Springs
Ellsinore
Elmer
Eminence
Everton
Ewing
Fillmore
Freemont
Golden City
Gorin
Gower
Greenfield
Grove Spring
Hamilton
Hartville
Helena
Houston
Humansville
Hunnewell
Irondale
Ironton

Jericho Springs
Kahoka
Keytesville
Kidder
Kingston
La Belle
La Plata
Ladonia
Lagrange
Lawson
Lesterville
Lewiston
Licking
Lowry City
Macon
Manes
Maysville
Milo
Monroe City
Montauk
Monticello
Mount Vernon
Mountain Grove
Nebo
Norwood
Oates
Osborn
Osceola
Palmyra
Paris
Perry
Plattsburg
Potosi
Raymondville
Revere
Roby
Rockville
Rosendale
Santa Fe
Sarcoie
Savannah
Schell City
Shelbina
Shelbyville
Sheldon
Stewartsville
Stoutsville
Timbers
Trimble

Turney
Van Buren
Vanzant
Walker
Wayland
Weaubleau
West Quincy
Whitesville
Winona

Exhibit III
Executive Officers' Qualifications and Experience
Company's Telecommunications Background
See Attached

PRINCIPLE OFFICERS OF COMTECH21, LLC

The Company's management team is comprised of key individuals with a wide range of telecommunications, public reporting and business experience from large carriers and entrepreneurial reseller firms. The team is highly qualified with solid backgrounds and extensive experience with Local Telephone Service, Long Distance Telephone Service, Data Services, Enhanced Services and Wireless Communication Services.

Richard Minervino Sr., Chairman and Chief Executive Officer
One Barnes Park South, Wallingford, CT 06492

Minervino is a 50 year industry veteran and the Company's founder. An insightful strategist who understands his customers needs, Minervino started his career at Southern New England Telephone in 1952 where over twelve years he held a variety of technical positions and was promoted to marketing manager specializing in telecommunications needs for the Insurance industry.

Sensing opportunity, Minervino left the Bell System in 1964, traveling the world as a telecommunications consultant, one of the first in the industry. His client list reads like a Who's Who in American business. Aetna Insurance Company, Amerada Hess, Commonwealth Oil, Cerro Corporation, Colt Industries, Harvey Aluminum, R.J. Reynolds, ITT-Virgin Islands Telephone, Kidder Peabody, BBDO, Grey Advertising, Ogilvy & Mather, Inter Public, Needham Harper & Steers, J. Walter Thompson, Yale University, Emery, Purolator, IBM and his old company, Southern New England Telephone, to name just a few. Minervino also established a telecommunications consulting practice for Booz-Allen & Hamilton where he served as senior officer in charge. Mr. Minervino is an avid inventor and innovator, holding numerous copyrights and patents. Throughout his many years of experience in a broad range of business telecommunications situations, one shortcoming stood out repeatedly: there existed no highly reliable and accurate system to provide management information of a company's entire telephone system, so in 1970 Minervino began to develop just such a system, and established the first hardware-software forerunner of what eventually resulted in the Awareness® Service.

The first such system went into operation on a test basis in 1972 in conjunction with Phoenix Mutual, and after twelve months, the results were clear and dramatic; telephone expense, which had been skyrocketing in previous years, was reduced by over 30 percent. Results in hand, Minervino installed similar systems at a number of his clients' facilities - Aetna, Connecticut Mutual, New England Mutual Life, Paul Revere and others, and began to further refine the systems design and output. Proving that his new telecommunications management information systems were effective, and viable as a product, Minervino has continually developed new and useful services which continue to reduce client's telecommunications expenses substantially. Billing has always been fundamental to Minervino, touting his philosophy that reliable and accurate internal billing procedures will trim usage costs by prudently restraining overuse, misuse and abuse; he created the first customized Virtual Network Billing ("V-NET billing") package in 1984, to service the billing needs of Emery Worldwide, taking the departmental, divisional and location based cost allocation systems to the next level. This combined nucleus of unique capabilities provided the groundwork for Minervino Companies long distance reseller billing services and the cellular and beeper service billing environments, as well as University and Student billing. Harvard University is one of the many university billing clients throughout the country.

Today, the system has grown from a simple elemental billing system to an operation and support system ("OSS") covering more than 25 telecommunication services. Always focused on customer cost savings, Minervino recently developed the unique Prescient service which provides bill

simplification, verification, and improved productivity while reducing overhead for hospitals and other billing intensive businesses.

Marie Marcarelli, Executive Vice President – Operations
One Barnes Park South, Wallingford, CT 06492

Marcarelli began her career in telecommunications in 1973 at Southern New England Telephone Company (SNET) in New Haven, Connecticut where she held positions in engineering, regulatory matters, secretary and treasury, and SNET Systems. Working under the president of the SNET Diversified Group, which managed the unregulated entities of SNET such as SNET-Cellular, SNET Systems and Lightnet.

In 1989 Marcarelli was engaged by MIC, a Minervino company, as director of administration and shortly thereafter was promoted to vice president where in 1990, she was responsible for development of the operations organization supporting the call accounting Awareness® service and the network optimization services "Precision".

In recent years Marie has successfully created a back office company supporting customers of Profitec Billing Services, Inc. another Minervino Company.

Marcarelli is also responsible for creating and developing the back office operations of Prescient. The newest of the Minervino Companies. Prescient provides telecommunications billing verification and validation services to the government and major corporations.

Marcarelli has moved to the position of Executive Vice President of Operations overseeing ComTech21, a telecommunications provider.

Exhibit IV
Financial Information
"PROPRIETARY INFORMATION"

SEPTEMBER 30, 2003

CONFIDENTIAL

Assets

Current Assets

Cash Citizens - 5913
Cash - Citizens 5144
Petty Cash
Cash Zurich MM
Zurich - Money
C. M. Life Annuity
Ford Money Market Account
Cash Fleet - Tax

TOTAL Current Assets

Accounts Receivable & Prepaid

Allowance for Doubtful accts
Accounts Receivable - LD
Unposted Cash
Employee Loans
Prepaid Expenses
Deferred Interest - Current

TOTAL Accounts Receivable & Prepaid

Intangible Assets

MOVING BYTES CUSTOMER LIST
Goodwill EQ Purch
Accum. Amort Goodwill EQ
Nextel Intangible Asset
Accum Amort - Nxtl
ALLIANCE CUSTOMER LIST
SILVERLEAF CUSTOMER LIST

TOTAL Intangible Assets

Fixed Assets

Computer Equipment
Accumulated Deprec. Comp equip

TOTAL Fixed Assets

Other Assets

Due To/from Prescient
DEPOSITS

TOTAL Other Assets

CONFIDENTIAL

TOTAL Assets



SEPTEMBER 30, 2003

CONFIDENTIAL**Liabilities AND Equity****Current Liabilities**

Accounts Payable - Trade
401K EMPLOYEE LOANS
DUE TO/FROM SILVERLEAF
Accrued Expenses
Accrued ARMC Fees
Sales Tax Payable CT
Out of State Excise Tax
Federal Excise Tax Pble
USF Payable
TRS Payable
State Income Tax Payable
Deferred Federal Income Tax
Deferred State Income Tax
Accrued Payroll
Capital Leases - Current
Note Payable Equality Inc.
Accrued Interest on EQ Note
Minervino Loan
Note payable to FBI

TOTAL Current Liabilities**Long-Term Liabilities**

Note Payable
RFC Loan Account

TOTAL Long-Term Liabilities**TOTAL Liabilities****Equity**

Prescient LLC - Equity
Retained Earnings Prior
Retained Earnings-Current Year

TOTAL Equity**TOTAL Liabilities AND Equity**

3.

CONFIDENTIAL

FOR THE 9 PERIODS ENDED SEPTEMBER 30, 2003

YEAR TO DATE

ACTUAL PERCENT

Revenues

INTRASTATE LD REVENUES
INTERSTATE LD REVENUES
INTERNATIONAL LD REVENUES
DIR. ASSISTANCE LD REVENUES
ACCOUNT LEVEL REVENUES
SERVICE LEVEL REVENUES LD
LATE FEE REVENUES LD
OTHER REVENUES LD
ADI. & CREDITS
MISC. REVENUES
REFUNDS
RESERVE FOR BAD DEBTS

TOTAL Revenues

Cost Of Sales

COMMISSIONS - RETAIL AGENTS
CARRIER CHARGES - GLOBAL
CARRIER CHARGES - ALLIANCE
CARRIER CHARGES - QWEST
CARRIER CHARGES - WILLIAMS
CARRIER CHARGES - MCI
SERVICE BUREAU - BILLING
SERVICE BUREAU - BACK OFFICE
Credit Agency Charges

TOTAL Cost Of Sales

Gross Profit

Operating Expenses

Administration Salaries
Payroll Service Charges
Wages - Commissions
Wages - OT
Employee Benefits
Payroll Taxes - Fica
Payroll Taxes - SUI
Payroll Taxes - Futa
401k Expense
Auto Allowance
Rent expense
Utilities expense
Property Tax Expense
AMORTIZATION EXP SOFTWARE
Depreciation Expense
Advertising & Promotion exp.

CONFIDENTIAL

YEAR TO DATE

ACTUAL PERCENT

Operating Expenses

(Continued)

Office Expense
Licenses & Fees
Telephone expense
Postage Expense
Express Mail
INTERNET SUBSCRIPTION/COST
Software Expense
AUTO EXPENSE
Meals
Travel & entertainment
Legal Expense
Accounting Fees
Other Professional Fees
Collection Agency fees
Bad Debt Expense
Miscellaneous Expenses

TOTAL Operating Expenses

Net Income from Operations

Other Income & Expenses

Interest Expense
Credit Card Charges
Bank Charges
RFC Finance charges
Dividend Income
Interest Income
Miscellaneous Income
State & Federal Income Taxes
Sales Tax Expense
OOS excise Taxes

TOTAL Other Income & Expenses

Earnings before Income Tax

Net Income (Loss)

CONFIDENTIAL

ComTech 21, LLC

Financial Statements

**Year Ended
December 31, 2002**

6.



CONFIDENTIAL

ComTech 21, LLC

Financial Statements

Year Ended
December 31, 2002

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Statement of Cash Flows	
Notes to Financial Statements	
Schedule of Operating Expenses	

CONFIDENTIAL



MARENGA, PIA
AND ASSOCIATES LLC
certified public accountants and consultants

*Joseph P. Marenga, CPA, CFE
Kenneth J. Pia, Jr., CPA, ASA, CBA, CVA*
Michelle A. Spence, CPA
Joseph A. DeCusati, CPA
* also licensed in New York*

To The Member of
ComTech 21, LLC
Wallingford, Connecticut

We have reviewed the accompanying balance sheet of ComTech 21, LLC (single member limited liability company taxed as a corporation) as of December 31, 2002, and the related statement of operations and member equity and statement of cash flows for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of ComTech 21, LLC.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the December 31, 2002 financial statements in order for them to be in conformity with generally accepted accounting principles.

Our review was made for the purpose of expressing limited assurance that there are no material modifications that should be made to the financial statements in order for them to be in conformity with generally accepted accounting principles. The information included in the accompanying schedule of operating expenses is presented only for supplementary analysis purposes. Such information has been subjected to the inquiry and analytical procedures applied in the review of the basic financial statements, and we are not aware of any material modifications that should be made thereto.

Marenga, Pia & Associates
Marenga, Pia & Associates, LLC
Certified Public Accountants

March 3, 2003

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ComTech 21, LLC

Balance Sheet

CONFIDENTIAL

As of
December 31,
2002

Assets

Current Assets:

Cash and cash equivalents

Accounts receivable (net of allowance for doubtful accounts
of \$125,000)

Accounts receivable - affiliates

Due from affiliate

Prepaid expenses

Employee advances

Deferred interest - current portion

Total Current Assets

Property and Equipment:

Computer equipment

Less: accumulated depreciation

Total Property and Equipment - Net Book Value

Other Assets:

Customer lists - net of accumulated amortization of [REDACTED]

Deferred interest - net of current portion

Total Other Assets

Total Assets

\$

\$

9.

See accompanying notes and accountants' report

ComTech 21, LLC

Balance Sheet

CONFIDENTIAL

As of
December 31,
2002

Liabilities and Member Equity

Current Liabilities:

Accounts payable
Accounts payable - affiliates
Taxes payable
Accrued payroll
Notes payable - related parties - current portion
Capital lease obligation - current portion
Note payable
Accrued expenses

Total Current Liabilities

Noncurrent Liabilities:

Capital lease obligation - net of current portion
Deferred income tax payable
Notes payable - related parties - net of current portion

Total Noncurrent Liabilities

Total Liabilities

Member Equity:

Paid in capital
Retained earnings

Total Member Equity

Total Liabilities and Member Equity

CONFIDENTIAL

ComTech 21, LLC

Statement of Operations and Member Equity

	For the Year Ended December 31, <u>2002</u>	Percent to Revenue For the Year Ended December 31, <u>2002</u>
Revenue	\$	
Operating Expenses		
Income From Operations		
Other Income (Expense):		
Dividend Income		
Interest expense		
Total Other Income (Expense) - Net		
Income Before Provision for Income Taxes		
Provision for Income Taxes:		
Deferred income taxes		
State income tax expense		
Total Provision for Income Taxes		
Net Income		
Member Equity:		
Beginning of the year		
End of the year	\$	

11.

See accompanying notes and accountants' report.

ComTech 21, LLC

CONFIDENTIAL

Statement of Cash Flows

For the Year Ended
December 31,
2002

Cash Flows from Operating Activities:

Net Income

\$.

Adjustments to Reconcile Net Income to Net Cash

Provided by (Used in) Operating Activities:

Depreciation

Bad debt expense

(Increase) Decrease in Operating Assets:

Accounts receivable

Accounts receivable - affiliates

Prepaid expenses

Deferred interest

Increase (Decrease) in Operating Liabilities:

Accounts payable

Accounts payable - affiliates

Taxes payable

Accrued payroll

Accrued expenses

Deferred income tax payable

Total adjustments

Net Cash Provided by Operating Activities

Cash Flows from Investing Activities:

Acquisitions of property and equipment

Employee advances

Net advances to affiliate

Net Cash Used in Investing Activities

Cash Flows from Financing Activities:

Payments made on notes payable to related parties

Proceeds from notes payable to related parties

Payments made on capital lease obligation

Net Cash Used in Financing Activities

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See accompanying notes and accountants' report.

ComTech 21, LLC
Statement of Cash Flows (Continued)

CONFIDENTIAL

For the Year Ended
December 31,
2002

Net Increase Cash and Cash Equivalents

Cash and Cash Equivalents - Beginning of the year

Cash and Cash Equivalents - End of the year

\$

Supplemental Disclosures of Cash Flows Information:

Cash paid during the year for:

Interest

Income Taxes

\$

\$

13.

See accompanying notes and accountants' report.

ComTech 21, LLC

CONFIDENTIAL

Notes to Financial Statements
December 31, 2002

Note 1 - Summary of Significant Accounting Policies

Business Activities - ComTech 21, LLC was formed for the purpose of providing long distance telephone retail services. The company is a single member limited liability company, owned by Prescient, LLC. The company is a disregarded entity for income tax filing purposes.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent-assets and liabilities at the date of the financial statement, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment - Property and equipment are recorded at cost and are depreciated over their estimated useful lives of five to seven years. When an asset is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts and the resulting gain or loss is reflected in earnings. Expenditures for maintenance, repairs and improvements, which do not materially extend the useful lives of the assets, are charged to earnings when incurred.

Depreciation - Depreciation is computed using principally the straight line method for financial reporting and accelerated methods for federal income tax reporting purposes.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the company considers time deposits, certificates of deposit and all highly liquid debt instruments with a maturity of three months or less to be cash equivalents.

Accounts Receivable - An allowance for doubtful accounts is computed based on historical experience. The allowance for doubtful accounts was \$125,000 as of December 31, 2002.

Note 2 - Provision for Income Taxes

ComTech 21, LLC is a wholly owned subsidiary of Prescient, LLC and files a consolidated tax return. Because of the tariff requirements for long distance providers, ComTech 21, LLC is registered to do business in most all of the United States. Therefore, the state tax provision of [REDACTED] includes all the various state's minimum corporate taxes.

As of December 31, 2002, the deferred tax liability recognized for taxable temporary differences totaled [REDACTED].

ComTech 21, LLC

CONFIDENTIAL

Notes to Financial Statements

December 31, 2002

Note 2 - Provision for Income Taxes (Continued)

Deferred income taxes arise from timing differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. The differences between depreciation expense reported in accordance with generally accepted accounting principals and depreciation expense reported for income tax purposes, amortization expense reported in accordance with generally accepted accounting principals and amortization expense reported for income tax purposes, net operating losses that are available to offset future taxable income, and bad debt expense reported in accordance with generally accepted accounting principals and bad debt expense reported for income tax purposes comprises the majority of the temporary differences. Deferred taxes are classified as current or noncurrent, depending on the classification of the assets and liabilities to which they relate. Deferred taxes arising from timing differences that are not related to an asset or liability are classified as current or noncurrent depending on the periods in which the timing differences are expected to reverse.

For The Year Ended
December 31,
2002

Deferred Taxes, Expense - Federal
Deferred Taxes, Expense - States
Current Year Provision - Federal
Current Year Provision - States

\$

Total Income Tax Expense

\$

The company applied State of Connecticut business tax credits of [REDACTED] against its 2002 state corporation income tax.

Note 3 - Related Party Transactions

ComTech 21, LLC incurred billing and administrative support service bureau fees of [REDACTED] from Profitec Billing Services, Inc., which is a commonly owned related party affiliate. The amount outstanding for these services as of December 31, 2002 is [REDACTED]

ComTech 21, LLC leases space for [REDACTED] per month at the headquarters and administrative offices of Profitec Billing Services, Inc., a related party affiliate. Rent expense paid to the related party affiliate for the year ended December 31, 2002 was [REDACTED]

CONFIDENTIAL

Note 3 - Related Party Transactions (Continued)

Included in trade accounts receivable is [REDACTED] due from Profitec Billing Services, Inc. a related party affiliate and [REDACTED] due from Prescient, LLC, the parent company.

The amount due from an affiliate of [REDACTED] consists of short-term, unsecured, cash flow advances to the parent company, Prescient, LLC.

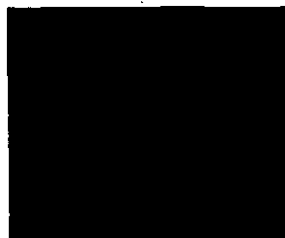
Included in trade accounts payable is [REDACTED] due to Profitec Billing Services, Inc. and [REDACTED] due to Equality, Inc., a commonly owned affiliate.

In September of 2002, the company borrowed [REDACTED] from Richard Minervino, the managing member of Prescient, LLC. The note is payable in thirty-six monthly principal and interest payments of [REDACTED]. The note is unsecured and interest is at [REDACTED] per annum. The balance at December 31, 2002 is [REDACTED]. The following is a schedule of the maturity of this long-term debt for each of the next three years:

For the Years Ending
December 31,

2003
2004
2005

Total



Note 4 - Member Equity/Capital

The members of Prescient, LLC, the parent limited liability company, are Minervino Group, LLC and Java Partners, LLC. In the year 2001, [REDACTED] units owned by Minervino Group, LLC were sold to Java Partners, LLC. Prescient's ownership now consists of [REDACTED] units owned by Minervino Group, LLC and [REDACTED] units owned by Java Partners, LLC for a total of [REDACTED] units.

Note 5 - Capital Lease Obligation

In May 2001, computer equipment with a cost of [REDACTED] was financed under a [REDACTED] capital lease with Citicapital. The monthly payment is [REDACTED]



ComTech 21, LLC

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Notes to Financial Statements
December 31, 2002

Note 5 - Capital Lease Obligation (Continued)

The following is a schedule of future minimum payments required under the lease:

For the Years Ending
December 31,

2003
2004
2005 and thereafter

Total minimum lease payments



Note 6 - Customer Lists

The company acquired customer lists with a cost of [REDACTED]. These lists were being amortized over five years using the straight-line method of accounting for financial reporting purposes. In accordance with Statement of Financial Accounting Standards (SFAS) No. 142 issued in June of 2001, amortization of the customer lists ceased as of December 31, 2001. The company now evaluates the customer lists on an annual basis for potential impairment. It was determined that there was no impairment to the customer lists as of December 31, 2002.

Note 7 - Other Matters

On January 1, 2001, the company acquired the customer list and trade accounts receivable of a related party affiliate for a total of [REDACTED]. The related party affiliate took back a note with interest only at current applicable federal rates. The balance of the demand note is [REDACTED].

In August of 2001, the company acquired a customer list from Nextel Communications, Inc. for [REDACTED]. The company paid a [REDACTED] down payment in the year 2001. The remaining balance of [REDACTED] is due currently.

In December of 2002, the company acquired an option to buy the customer list of Alliance Group Services, Inc. for [REDACTED]. This payment represents ten percent of the expected purchase price of the customer list, and is being held in escrow until such time as the purchase is complete.



ComTech 21, LLC

Notes to Financial Statements
December 31, 2002

CONFIDENTIAL

Note 8 - Advertising Costs

The company has a policy of expensing advertising costs as incurred. Advertising costs of \$ [REDACTED] were charged to expense in the year ended December 31, 2002.

Note 9 - Change in Accounting Principle

Effective January 1, 2002, the company adopted Statement of Financial Accounting Standards (SFAS) No. 142, "Accounting for Goodwill and Other Intangible Assets." SFAS No. 142 requires the company to cease amortizing intangible assets and value them for impairment on an on-going basis (See Note 6). As such, there has been no amortization of these intangible assets reflected in the financial statements.

Note 10 - Concentration of Credit Risks

Financial instruments that potentially subject the company to concentrations of credit risks consist principally of temporary cash investments. The company places its temporary cash investments with several banks located in Connecticut and with Zurich Money Fund, Zurich Government Money Fund and a Mass Mutual Insurance Company Life Annuity. Accounts at each bank institution are insured by the Federal Deposit Insurance Corporation (FDIC) for up to \$ [REDACTED]. The excess deposits reported by the bank over the amounts insured by FDIC totaled \$ [REDACTED]. The uninsured balances with respect to the Zurich Money Fund, Zurich Government Money Fund, and Mass Mutual Insurance Company Life Annuity totaled \$ [REDACTED].

Note 11 - Pension Plan

The company's employees participate under the 401(k) plan of a related party affiliate. For the year 2002, the Board of Directors of the related party affiliate had decided to match 50% of the amounts contributed by employees eligible under the plan up to 6% of their compensation after three years of vesting. Pension expense for the year ended December 31, 2002 was \$ [REDACTED].

ComTech 21, LLC

Schedule of Operating Expenses

CONFIDENTIAL

For the Year Ended
December 31,
2002

Percent to Revenue
For the Year Ended
December 31,
2002

Operating Expenses:

Consulting services
Administrative wages
Telephone
Office supplies and expense
Rent
Utilities
Depreciation
Payroll taxes
Auto, travel and meals
Professional fees
Donations
Employee benefits
Bank charges
Postage and express mail
Bad debt expense
Advertising and promotion
Dues and subscriptions
Commissions
Carrier charges
Service bureau fees
Pension expense
Application, tariff and license fees
Collection fees

Total Operating Expenses



19.

See accompanying notes and accountants' report.



CONFIDENTIAL

ComTech 21, LLC

Financial Statements

**Year Ended
December 31, 2001**

CONFIDENTIAL

ComTech 21, LLC

Financial Statements

Year Ended
December 31, 2001

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CONFIDENTIAL



MARENNNA, PIA
AND ASSOCIATES LLC
certified public accountants and consultants

*Joseph P. Maremma, CPA, CFE
Kenneth J. Pia, Jr., CPA, ASA, CBA, CVA*
Michele A. Spence, CPA
Joseph A. DeCusati, CPA
* also licensed in New York*

To The Member
ComTech 21, LLC
Wallingford, Connecticut

We have reviewed the accompanying balance sheet of ComTech 21, LLC (single member limited liability company taxed as a corporation) as of December 31, 2001, and the related statement of operations and member equity and statement of cash flows for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of ComTech 21, LLC.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the December 31, 2001, financial statements in order for them to be in conformity with generally accepted accounting principles.

Our review was made for the purpose of expressing limited assurance that there are no material modifications that should be made to the financial statements in order for them to be in conformity with generally accepted accounting principles. The information included in the accompanying schedule of operating expenses is presented only for supplementary analysis purposes. Such information has been subjected to the inquiry and analytical procedures applied in the review of the basic financial statements, and we are not aware of any material modifications that should be made thereto.

Maremma, Pia & Associates

Maremma, Pia & Associates, LLC
Certified Public Accountants

February 21, 2002

22.

(7)

ComTech 21, LLC

Balance Sheet

CONFIDENTIAL

As of
December 31,
2001

Assets

Current Assets:

Cash and cash equivalents

Accounts receivable (net of allowance for doubtful accounts
of \$125,000)

Prepaid expenses

Deferred interest - current portion

Total Current Assets

Property and Equipment:

Computer equipment

Less: Accumulated depreciation

Total Property and Equipment - Net Book Value

Other Assets:

Intangible assets - net of accumulated amortization of \$34,760

Deferred interest - net of current portion

Total Other Assets

Total Assets

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See accompanying notes and accountants' report.

ComTech 21, LLC

Balance Sheet

CONFIDENTIAL

As of
December 31,
2001

Liabilities and Member Equity

Current Liabilities:

Accounts payable
Taxes payable
Accrued payroll
Note payable - related party
Capital lease obligation - current portion
Note payable
Accrued expenses

Total Current Liabilities

Noncurrent Liabilities:

Capital lease obligation - net of current portion

Total Noncurrent Liabilities

Total Liabilities

Member Equity:

Paid in capital
Retained earnings

Total Member Equity

Total Liabilities and Member Equity

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See accompanying notes and accountants' report.

ComTech 21, LLC
Statement of Operations and Member Equity

CONFIDENTIAL

	For the Year Ended December 31, <u>2001</u>	Percent to Revenue For the Year Ended December 31, <u>2001</u>
--	---	---

Revenue

Operating Expenses

Income From Operations

Other Income (Expense):

Dividend income

Interest income

Interest expense

Total Other Income (Expenses) - Net

Income Before Provision for
Income Taxes

Provision for Income Taxes:

State income taxes

Total Provision for Income Taxes

Net Income

Member Equity:

Beginning of the year

End of the year

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See accompanying notes and accountants' report

ComTech 21, LLC

Statement of Cash Flows

CONFIDENTIAL

For the Year Ended
December 31,
2001

Cash Flows from Operating Activities:

Net income

Adjustments to Reconcile Net Income to Net Cash

Provided by (Used in) Operating Activities:

Depreciation

Amortization

Provision for bad debts

(Increase) Decrease in Operating Assets:

Accounts receivable

Prepaid expenses

Deferred interest

Increase (Decrease) in Operating Liabilities:

Accounts payable

Taxes payable

Accrued payroll

Accrued expenses

Total adjustments

Net Cash Provided by (Used in) Operating Activities

Cash Flows from Investing Activities:

Acquisitions of property and equipment

Net Cash Provided by (Used in) Investing Activities

26.

See accompanying notes and accountants' report.



ComTech 21, LLC

Statement of Cash Flows (Continued)

CONFIDENTIAL

For the Year Ended
December 31,
2001

Cash Flows from Financing Activities:

Payments made on note payable to related party

Payments made on note payable

Capital contributed by parent company

Payments made on capital lease obligation

Net Cash Provided by (Used in) Financing Activities

Net Increase (Decrease) in Cash and Cash Equivalents

Cash and Cash Equivalents - Beginning of the year

Cash and Cash Equivalents - End of the year

\$

Supplemental Disclosures of Cash Flows Information:

Cash paid during the year for:

Interest

\$

Income Taxes

\$

Noncash Investing and Financing Activities:

During the year ended December 31, 2001, the company entered into a thirty six month capital lease obligation for computer equipment. The cost of the computers recorded was [REDACTED] the deferred interest was [REDACTED] and the obligation was [REDACTED]

On January 1, 2001, the company acquired a customer list and trade accounts receivable of a related party affiliate for a total of [REDACTED]. The related party affiliate took back a note with interest only at current applicable federal rates. On December 1, 2001, a principal payment of [REDACTED] was paid towards this note balance.

During 2001, the company acquired a customer list from Nextel Communications, Inc. for [REDACTED]. The company paid a [REDACTED] down payment and is paying the balance of [REDACTED] in 2002.

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See accompanying notes and accountants' report.

ComTech 21, LLC

CONFIDENTIAL

Notes to Financial Statements
December 31, 2001

Note 1 - Summary of Significant Accounting Policies

Business Activities - ComTech 21, LLC was formed for the purpose of providing long distance telephone retail services.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the date of the financial statement, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment - Property and equipment are recorded at cost and are depreciated over their estimated useful lives of five to seven years. When an asset is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts and the resulting gain or loss is reflected in earnings. Expenditures for maintenance, repairs and improvements, which do not materially extend the useful lives of the assets, are charged to earnings when incurred.

Depreciation - Depreciation is computed using principally the straight line method for financial reporting and accelerated methods for federal income tax reporting purposes.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the company considers time deposits, certificates of deposit and all highly liquid debt instruments with a maturity of three months or less to be cash equivalents.

Accounts Receivable - An allowance for doubtful accounts is computed based on historical experience. The balance for doubtful accounts was [REDACTED] as of December 31, 2001.

Note 2 - Provision for Income Taxes

ComTech 21, LLC is a wholly owned subsidiary of Prescient, LLC and files a consolidated tax return. Because of the tariff requirements for long distance providers, ComTech 21, LLC is registered to do business in most all of the United States. Therefore, the state tax provision of [REDACTED] includes all the various state's minimum corporate taxes.

ComTech 21, LLC

Notes to Financial Statements
December 31, 2001

CONFIDENTIAL

Note 3 - Related Party Transactions

ComTech 21, LLC incurred billing and administrative support service bureau fees of [REDACTED] to Profitec Billing Services, Inc., which is a related party affiliate.

ComTech 21, LLC occupies space at the headquarters and administrative offices of Profitec Billing Services, Inc., a related party affiliate.

On January 1, 2001, ComTech 21, LLC acquired the long distance retail trade accounts receivable of Equality, Inc., which is a related party affiliate, for [REDACTED]. In addition, ComTech 21, LLC acquired the long distance retail customer list of Equality, Inc. for [REDACTED].

Note 4 - Member Equity/Capital

The members of Prescient, LLC, the parent limited liability company, are Minervino Group, LLC and Java Partners, LLC. In the year 2001, [REDACTED] units owned by Minervino Group, LLC were sold to Java Partners, LLC. Prescient's ownership now consists of [REDACTED] units owned by Minervino Group, LLC and [REDACTED] units owned by Java Partners, LLC for a total of [REDACTED] units.

Note 5 - Capital Lease Obligation

In May 2001, computer equipment with a cost of [REDACTED] was financed under a thirty-six month capital lease with Citicapital. The monthly payment is [REDACTED].

The following is a schedule of future minimum payments required under the lease:

For the Years Ending
December 31,

2002

2003

2004

2005 and thereafter

Total minimum lease payments



ComTech 21, LLC

Notes to Financial Statements
December 31, 2001

CONFIDENTIAL

Note 6 - Intangible Assets

Intangible assets include customer lists with a cost of \$ [REDACTED]. These lists are currently being amortized over five years using the straight-line method of accounting for financial reporting purposes. Amortization expense for the year ended December 31, 2001 was \$ [REDACTED].

Note 7 - Other Matters

On January 1, 2001, the company acquired the customer list and trade accounts receivable of a related party affiliate for a total of [REDACTED]. The related party affiliate took back a note with interest only at current applicable federal rates. The balance of the demand note is [REDACTED].

In August of 2001, the company acquired a customer list from Nextel Communications, Inc. for [REDACTED]. The company paid a [REDACTED] down payment and is paying the remaining balance of [REDACTED] in 2002.

Note 8 - Advertising Costs

The company has a policy of expensing advertising costs as incurred. Advertising costs of [REDACTED] were charged to expense in the year ended December 31, 2001.

Note 9 - Concentration of Credit Risks

Financial instruments that potentially subject the company to concentrations of credit risks consist principally of temporary cash investments. The company places its temporary cash investments with several banks located in Connecticut and with Zurich Money Fund, and Zurich Government Money Fund. Accounts at each bank institution are insured by the Federal Deposit Insurance Corporation (FDIC) for up to \$ [REDACTED]. The excess deposits reported by the bank over the amounts insured by FDIC totaled [REDACTED]. The uninsured balances with respect to the Zurich Money Fund and Zurich Government Money Fund totaled \$ [REDACTED].

ComTech 21, LLC

Notes to Financial Statements

December 31, 2001

CONFIDENTIAL

Note 10 - Pension Plan

The company's employees participate under the 401(k) plan of a related party affiliate. For the year 2001, the Board of Directors of the related party affiliate had decided to match 50% of the amounts contributed by employees eligible under the plan up to 6% of their compensation after three years of vesting.

ComTech 21, LLC

Schedule of Operating Expenses

CONFIDENTIAL

For the Year Ended
December 31,
2001

Percent to Revenue
For the Year Ended
December 31,
2001

Operating Expenses:

Administrative wages
Payroll service fees
Telephone
Office supplies and expense
Depreciation
Amortization
Payroll taxes
Auto, travel and meals
Professional fees
Donations
Employee benefits
Bank charges
Postage and express mail
Bad debt expense
Advertising and promotion
Dues and subscriptions
Commissions
Carrier charges
Service bureau fees
Pension expense
Application and tariff fees
Licenses and fees
Collection fees

Total Operating Expenses

\$

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See accompanying notes and accountants' report.

State of Connecticut)

County of New Haven)
_____)

VERIFICATION

I, Marie Marcarelli, being duly sworn, declare that I am the Executive Vice-President of COMTECH 21, LLC, the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

Marie Marcarelli
Marie Marcarelli
Executive Vice-President

Sworn to before me, the undersigned Notary Public on this
2nd day of February, 2004.

[Signature]
Notary Public

Sandra Otrick
Print or Type Name

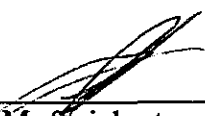
My commission expires:

2/28/08

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing Application upon the following parties, listed below, in accordance with Commission rules.

Dated this 11 day of July, 2004.



Lance J.M. Steinhart
Georgia Bar No. 678222

Counsel for

COMTECH 21, LLC

Office of the Public Counsel

PO Box 7800

Jefferson City, MO 65102

General Counsel

Missouri Public Service Commission

PO Box 360

Jefferson City, MO 65102