

DeSimone Pearson, L.C.

Attorneys at Law

4324 Belleview, Suite 100
Kansas City, Missouri 64111
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FILED³

February 4, 2000

FEB 10 2000

VIA FEDERAL EXPRESS

**Missouri Public
Service Commission**

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
The Truman State Office Building
5th Floor, 301 West High Street
Jefferson City, MO 65102

TA-2000-491

Re: NewPath Holdings, Inc.

Dear Mr. Roberts:

Enclosed for filing with the Commission, please find an original and 16 copies of an Application for Certificate of Authority filed on behalf of NewPath Holdings, Inc. Please file-stamp the extra copies and return them to us in the enclosed self-addressed, stamped envelope.

Please note that the enclosed Exhibit D is filed as highly confidential, in sealed envelopes, marked highly confidential.

We understand that the Commission will maintain the confidentiality of this Exhibit and will not release it to the general public.

Concurrently with the filing of this Application for Certificate of Authority to the Commission, we are transmitting an additional copy to the Office of Public Counsel.

If you have any questions or concerns regarding any of the above information, please do not hesitate to contact me. Thank you for your assistance with this matter.

Very truly yours,

DeSimone Pearson, LC

By

Brad I. Pearson
Brad I. Pearson

BIP/jmg
Enclosures

cc: Office of Public Counsel

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

FILED³

FEB 10 2000

In the Matter of the Application of)
NewPath Holdings, Inc. for a)
Certificate of Service Authority to)
Provide Switched and Dedicated)
Resold and Facilities-Based Local)
Exchange Telecommunications)
Services and Facilities-Based)
Interexchange Telecommunications)
Services within the State of)
Missouri and to Classify Said Services)
and the Company as Competitive.)

Missouri Public
Service Commission

Case No. (For Commission Use Only)

TA-2000-491

**APPLICATION OF NEWPATH HOLDINGS, INC.
FOR CERTIFICATE OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

NewPath Holdings, Inc. ("NewPath" or "Applicant"), by its undersigned counsel, and pursuant to Section 392.361, 392.430 RSMo 1994, 392.410, 392.450 RSMo Supp. 1996, the federal Telecommunications Act of 1996, and 4 CSR 240-2.060, hereby applies for authority to provide switched and dedicated, resold and facilities-based local exchange telecommunications services and facilities-based interexchange telecommunications services in the State of Missouri and to classify said service and company as competitive. Applicant, a Delaware corporation, files this verified Application respectfully requesting that the Missouri Public Service Commission (the "Commission") issue an Order that:

- (a) grants Applicant a Certificate of Service Authority to provide switched and dedicated, resold and facilities-based local exchange telecommunications services.
- (b) grants Applicant a Certificate of Service Authority to provide facilities-based interexchange telecommunications services.

- (c) grants competitive status to Applicant.
- (d) waives certain Commission rules and statutory provisions pursuant to R.S.Mo. § 392.420.

In support of its application NewPath states as follows:

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

NewPath Holdings, Inc.
11260 Aurora Avenue
DeMoines, Iowa 50322

Applicant is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware. NewPath is qualified to do business in the State of Missouri. Attached to this application, as Exhibit A, is a copy of NewPath's Certificate of Incorporation with the State of Delaware. Attached to this Application as Exhibit B is a copy of Applicant's Certificate of Authority to Transact Business as a Foreign Corporation in the State of Missouri.

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

Brad I. Pearson
DeSimone Pearson, LC
4324 Belleview, Suite 100
Kansas City, Missouri 64111
(816) 753-2823

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All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to this case should be also addressed to:

Lawrence R. Freedman
Fleischman and Walsh, LLP
1400 Sixteenth Street, N.W. - Suite 600
Washington, DC 20036
Telephone: (202) 939-7900
Facsimile: (202) 588-0095

Also, Applicant may be reached at its principal place of business:

Mick Herke, Executive Vice President
NewPath Holdings, Inc.
11260 Aurora Avenue
Des Moines, Iowa 50322
Telephone: (515) 276-3069
Facsimile: (515) 270-9181

3. Applicant proposes to provide switched and dedicated basic local exchange telecommunications service on a facilities and resold basis, throughout the State of Missouri. NewPath will initially provide data transmission services via high-speed, high quality data connections. However, NewPath seeks authority to provide the full range of local exchange and interexchange services in its later service offerings.

4. Pursuant to this application, NewPath seeks to offer many forms of basic local telecommunications services and long distance telecommunications services. The Company will describe and provide rates for these services in the tariff it will file with the Commission once its interconnection agreement or agreements are in place.

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5. NewPath possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Description of the backgrounds of Applicant's management, which demonstrate NewPath's extensive experience and expertise, are attached hereto and incorporated herein by reference as Exhibit C. Applicant also possesses the necessary financial resources to provide its telecommunications services in the state of Missouri. In particular, NewPath has access to the financing and capital necessary to conduct the telecommunications operations it seeks authority to provide by this application. Attached, as Exhibit D, are NewPath's financial statements which demonstrate that it meets the Missouri Public Service Commission's financial criteria. NewPath requests that the financial statement attached as Exhibit D, be treated as highly confidential by the Commission. NewPath is a privately held corporation and its financial statements are not public information. NewPath requests that the financial statements filed under seal with this application remain confidential and not be made available to anyone not a party to this proceeding.

6. Applicant requests classification as a competitive telecommunications company within the State of Missouri. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting this Application will allow greater price and service options for telephone users.

7. NewPath's initial plans call for the provision of data services only. However, to the extent the company does eventually provide voice telecommunications service, it hereby agrees to offer basic local telecommunications service as a separate and distinct service in accordance with applicable law. NewPath will give consideration to equitable access for all Missourians, regardless

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Application of NewPath Holdings, Inc.

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of where they might reside or their income, to affordable telecommunications services in NewPath's proposed service areas for basic local telecommunications services in accordance with applicable law.

8. NewPath will 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 requests, pursuant to R.S.Mo. § 392.420, that the Commission waive the application of the following rules and statutory provisions as they relate to the regulation of Applicant's interexchange services:

Statutes

392.240 (1)

392.270

392.280

392.290

392.310

392.320

392.330

392.340

Commission Rules

4 CSR 240-10.020

4 CSR 240-30.010(2)(C)

4 CSR 240-30.040

4 CSR 240-32.030(1)(B)

4 CSR 240-32.030(1)(C)

4 CSR 240-32.030(2)

4 CSR 240-32.050(3-6)

4 CSR 240-32.070(4)

4 CSR 240-33.030

4 CSR 240-33.040(5)

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Application of NewPath Holdings, Inc.

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Applicant requests, pursuant to R.S.Mo. § 392.420, that the Commission waive the application of the following rules and statutory provisions as they relate to the application of Applicant's local exchange services:

<u>Statutes</u>	<u>Commission Rules</u>
392.210.2	4 CSR 240-10.020
392.270	4 CSR 240-30.040
392.280	4 CSR 240-35
392.290.1	
392.300.2	
392.310	
392.320	
392.330	
392.340	

The above referenced rules and statutory provisions have been waived for other carriers in prior cases. Since Applicant is providing similar services as those companies who have been previously granted such waivers, Applicant respectfully requests waiver of the above referenced rules and statutory provisions, consistent with the principle of competitive equality.

9. NewPath further requests a temporary waiver of 4 CSR 240-2.060(4)(H). This rule requires that an application for a certificate of service authority to provide interexchange, local exchange or basic local exchange service shall include a proposed tariff with a forty-five day effective date. NewPath finds it inappropriate at this time to develop tariffs to fully comply with this rule since, among other things, NewPath has not yet executed or received Commission approval of any

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interconnection and/or resale agreements with incumbent local exchange companies and has not finalized the operational methodologies by which voice service will be offered. At such time as all facts necessary for the development of such tariffs are known to Applicant, it will promptly file said tariffs bearing no less than a 30-day effective date with the Commission in a manner consistent with recent Commission practice in similar cases.

10. The Commission has already approved numerous applications for companies proposing to provide competitive local exchange carrier ("CLEC") services in Missouri. NewPath submits that the public interest will be served by Commission approval of this application because NewPath's proposed services will create and enhance competition and expand customer service options in the local exchange market-place and high-speed data market. NewPath's certification as a CLEC will not have a negative impact on the prices, network design or financial viability of the incumbent LECs, the principal providers of local exchange services in Missouri. To the contrary, introduction of a new competitive entrant will promote the availability, affordability, and quality of exchange telephone services. The public convenience and necessity, therefore, will be served by the prompt approval of this application authorizing NewPath to provide the services described herein.

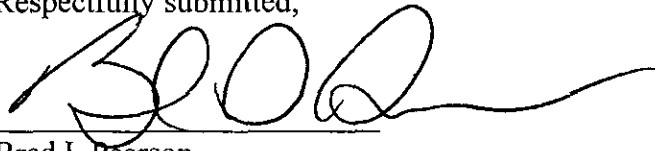
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WHEREFORE, applicant NewPath Holdings, Inc. respectfully requests that the Commission grant it a certificate of service authority to provide basic local and interexchange telecommunications services as herein requested, classify NewPath's and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'B. Pearson', with a long horizontal flourish extending to the right.

Brad I. Pearson

MO Bar # 36154

DeSimone Pearson, L.C.

4324 Belleview, Suite 100

Kansas City, Missouri 64111

ATTORNEY FOR NEWPATH HOLDINGS, INC.

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VERIFICATION

I, Mick Herke, am the Executive Vice President of Regulatory and Contracts of NewPath Holdings, Inc., 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.

Mick Herke
Signature

Sworn to before me, the undersigned Notary Public, on this 7th day of February, 2000.

STATE OF IOWA
COUNTY OF POLK

Marci Papian
Notary Public

Marci Papian
Print Name

My Commission Expires on: 5/7/01



EXHIBIT A OF NEWPATH HOLDINGS, INC.

Certificate of Incorporation

**CERTIFICATE OF
INCORPORATION OF
NEWPATH HOLDINGS, INC.**

ARTICLE 1

The name of this corporation is NewPath Holdings, Inc. (the "Corporation").

ARTICLE 2

A. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

B. The name and mailing address of the incorporator of the Corporation is Michael G. Kulik, 666 Walnut Street, Ste. 2500, Des Moines, Polk County, Iowa 50309-3993.

ARTICLE 3

The existence of the Corporation shall be perpetual.

ARTICLE 4

The nature of the business or purposes to be conducted or promoted is to provide telecommunications services and engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 5

A. Classes of Stock. This Corporation is authorized to issue two (2) classes of stock, to be designated respectively "Common Stock" and "Preferred Stock." The total number of shares that this Corporation is authorized to issue is one hundred fifty million (150,000,000) shares. One hundred million (100,000,000) shares shall be Common Stock and fifty million (50,000,000) shares shall be Preferred Stock, each with a par value of \$.0001 per share.

B. Rights, Preferences, and Restrictions of Preferred Stock. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof.

ARTICLE 6

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation.

ARTICLE 7

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the stockholders.

ARTICLE 8

Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide.

ARTICLE 9

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE 10

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 10 by the stockholders of the Corporation shall not adversely affect any right or protection of a

director of the Corporation existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 11

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors, or otherwise in excess of the indemnification and advancement otherwise permitted by section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or nonstatutory) with respect to actions for breach of duty to this Corporation, its stockholders, and others.


Any repeal or modification of any of the foregoing provisions of this Article 11 shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Corporation with respect to, any acts or omissions of such director, officer, or agent occurring prior to such repeal or modification.

ARTICLE 12

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 5th day of August, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 5th day of August, 1999.


Michael G. Kulik, Incorporator

M.P.S.C.

Application of NewPath Holdings, Inc.

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EXHIBIT B OF NEWPATH HOLDINGS, INC.

Certificate of Authority to Transact Business in Missouri

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
NEWPATH HOLDINGS, INC.

USING IN MISSOURI THE NAME
NEWPATH HOLDINGS, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 20TH DAY OF SEPTEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$155.00

EXHIBIT C OF NEWPATH HOLDINGS, INC.

Management Biographies

NewPath has assembled an experienced team of industry professionals to achieve its mission of market leadership. The following summaries highlight management's extensive background.

Jay Eliason, Chief Executive Officer

As Chairman and CEO, Mr. Eliason will focus his leadership capabilities on establishing a strong operational team and upon appropriate operation and expansion of NewPath Holdings, Inc.

Mr. Eliason is a Certified Public Accountant, formerly employed by Arthur Anderson in Des Moines, Iowa. Since leaving Arthur Anderson, Mr. Eliason has been involved in the organization and operation of several cable television and telephone companies. The companies under his management serve over 7,000 telephone access lines and 50,000 cable television subscribers. In addition, Galaxy American, a 35,000 subscriber cable television company managed by Galaxy Telecom, is 60% owned by companies managed by Mr. Eliason.

All of the companies managed by Mr. Eliason have been developed from an idea to an operating company by a management team organized by Mr. Eliason. Since 1991 the management team has been involved in every aspect of over 80 transactions, including the sale of telephone exchanges and cable television systems to over 60 independent telephone companies in the Midwest. The management team continues to operate the following independent telephone companies:

- Telnet Communications, L.C.- Telnet is a 7,500 subscriber cable telephone company owned by the management team and 19 independent telephone companies;
- Illinet Communications of Central Illinois, L.L.C.- Illinet is a 9,500 subscriber cable television operation owned by the management team and 11 Illinois independent telephone companies;
- Alpine Communications, L.C.- Alpine owns 7,000 telephone access lines and 1,000 cable subscribers in Northeast Iowa. Alpine was formed in 1995, with \$4.8 million of equity from the management team and 11 independent telephone companies, to purchase telephone exchanges from US West in Iowa; and
- TelePartners, L.L.C.- TelePartners is a 21,000 subscriber cable television company clustered in the area between Omaha, Nebraska and Sioux City, Iowa. TelePartners was formed in 1998 to accumulate these subscribers from four different selling groups.

Mr. Eliason will be responsible for overall leadership and for hiring key management representatives with appropriate industry experience.

Dennis Bixenman, Acting Chief Financial Officer

Dennis Bixenman is currently a consultant to NewPath, using his services to assist NewPath with growth by merger and acquisition.

Mr. Bixenman is a Senior Consultant with 27 years of telecommunications experience with Williams & Company Consulting, Inc., and is also a Certified Public Accountant. Some of the key projects Mr. Bixenman has been involved with include the following:

- Served as CFO for a high-growth company employing in excess of 1,400 people. Raised \$13.3 million in additional capital, negotiated financing package in excess of \$25.0 million and deployed financial accounting and management information systems;
- Developed strategic plans, arranged financing, and raised capital for the start up of several companies. Capital requirements ranged from \$7.0 million to \$32.0 million;
- Primary assistance to several companies in mergers and acquisitions including negotiation of terms, arrangement of financing, and ownership transition assistance;
- Formed a Personal Communications (PCS) partnership to participate in FCC spectrum auctions, and to deploy wireless systems;
- Primary business advisor to emerging companies to assist in their evolution from entrepreneurial growth phase to a mature, financially stable, professionally managed business; and
- Prepared financial feasibility studies of all types to determine the potential economic results of differing strategies for new products, services, markets, acquisitions, etc.

Mick Herke, Executive Vice President, Regulatory and Contracts

Mr. Herke will serve NewPath as Executive Vice President of Regulatory and Contracts. He will devote his efforts full-time to NewPath and will be moving over as an employee prior to March 1, 2000.

Mr. Herke has more than 17 years experience in telecommunications, primarily with independent telephone companies in Iowa. Mr. Herke currently serves as Executive Vice President and General Manager of Alpine Management Company. Alpine Management Company manages the operations of Alpine Communications, a LEC that serves approximately 7,000 customers in Northeast and West Central Iowa. Mr. Herke was the lead involved in transitioning ownership of access lines from US West to Alpine from 1996 to 1997.

Mr. Herke's experience within the telecommunications industry includes the follows:

- Initiated the operational start-up of Alpine Communications, L.C.;
- Assisted other independent telephone companies with their acquisition of US West properties;
- Facilitated the transition of US West properties to Alpine and other independent telephone companies in Iowa during 1997 ;
- Developed network plans to upgrade digital switches and deploy a fiber optic network to effectively serve Alpine's customers;
- Developed and administered yearly budgets;
- Former operations manager for a MMDS wireless cable TV company that covered the Minneapolis/St. Paul metropolitan area;
- Developed and implemented a start-up MMDS wireless cable TV system that covered 900 square miles in northern Iowa and southern Minnesota; and

- Developed plans to construct, transmit, and receive towers for the wireless cable TV systems, which included filing for, and receiving proper FAA clearances and adhering to local zoning ordinances.

Mr. Herke currently serves on the Board of Directors of the Rural Independent Telephone Association. Through this organization he remains in contact with the 150 members of the Association and maintains a close working relationship with these members.

Shawn Hanson, Executive Vice President, Operations

Mr. Hanson will serve NewPath as Executive Vice President of Operations. His leadership focus on core operations will provide the basis for ensuring a well managed and appropriate rollout of the network and service processes that will ensure customer satisfaction in new markets. His knowledge of the industry and market conditions combined with his successful experience in managing large-scale service organizations will create a platform for sustainable growth and operational efficiency.

Mr. Hanson most recently served as the leading executive for Crystal Communications, Inc. in Iowa. In that role, he was responsible for all phases of CLEC business development in a start-up environment. Prior to joining Crystal, Mr. Hanson served as Regional Vice-President of Designed Services for U S WEST. In this role, he was accountable for all phases of installation and maintenance for Designed Services, which included Private Line Transport, Switched Access, and Interconnection Products. His organization was responsible for the field installation process associated with U S WEST's initial rollout of Megabit DSL service for high speed Internet access. As Vice President of Designed Services, Mr. Hanson managed an organization of over 800 employees across 11 geographic states, including 3 large Design Services Operations Centers in Des Moines, Minneapolis, and Salt Lake City. In 1997 and 1998, Mr. Hanson received special recognition from U S WEST for operational and service improvement initiatives which resulted in a 20% improvement in on-time installation and a 25% improvement in cycle time for clearing trouble reports.

During his 19-year career with U S WEST, Mr. Hanson also served as Vice President of Network Operations for Iowa and Nebraska. In this role, he was accountable for all phases of construction, rehabilitation, preventative maintenance and demand activities associated with management of U S WEST's network infrastructure in Iowa and Nebraska. This position included an organization of 1100 employees with an annual expense budget of \$80 million and annual capital budgets ranging between \$80 and \$140 million. As Vice President of Network Operations Mr. Hanson was successful in improving out-of-service cases of trouble cleared in less than 24 hours by 50%.

Additional milestones reached under Mr. Hanson's leadership include:

- Deployment of U S WEST Design Service MegaCenters;
- U S WEST participation and advocacy in Federal Price Cap Regulation; and
- Development and approval of prices for Switched and Special Access Charges in the first post-divestiture Access Tariff with the FCC.

NewPath Consultant Biographies

Burnie E. Snoddy, Williams & Company Consulting, Inc.

Mr. Snoddy has over 30 years experience in the telecommunications industry with U S WEST. Assignments included outside plant construction and engineering, personnel, and over 15 years working with Iowa independent telephone companies in separations studies, access billing and contractual arrangements.

Mr. Snoddy joined Williams & Company Consulting, Inc. over three years ago and has been involved in projects assisting independent telephone companies in regulatory, financial, contractual arrangements and strategic planning. In addition to projects with traditional telephone company operations, Mr. Snoddy has been involved with applications for certification and interconnection agreements for Competitive Local Exchange Carrier (CLEC) consortiums, formed by independents in Iowa. Other projects include long distance entry studies, operational reviews of telephone operations, EAS cost studies and various interexchange facility arrangements.

Mr. Snoddy is active in industry associations, advising on issues of compensation and interconnection and other carrier relationships.

Morris Westerhold, TPC Consulting, Inc.

Before forming TPC Consulting, Mr. Westerhold had 28 years of executive leadership and broad telecommunications experience from a variety of assignments at Ameritech and, prior to divestiture, various companies in the old Bell System.

Mr. Westerhold's experience includes Corporate Strategy support to the Cellular, PCS, and Network units of Ameritech. Mr. Westerhold led the technology planning and implementation for the Ameritech PCS trial, one of the more comprehensive PCS trials from both a marketing and technology perspective. Due to Mr. Westerhold's work, Ameritech was awarded two US Patents for a lower cost PCS architecture now being standardized.

Mr. Westerhold led the largest division in the Marketing New Product Development organization at Ameritech Services. He presented and received approval on the first ISDN Business Case and was a major contributor to the Ameritech Data Strategy. He created the first Ameritech organization focused on managing technology developments in support of marketing new services.

Mr. Westerhold's accomplishments also include 800 Data Base Service, Alternate Billing Service, ISDN, Voice Messaging Access Service, and a LAN Interconnection Service. He created the first Ameritech Network Architecture Planning organization.

As part of an RBOC governance panel, Mr. Westerhold managed the Bellcore developments for Network Architecture Planning and New Services Development and led the effort to convince other RBOCs and Bellcore of the importance of ISDN and to assist Bellcore in developing its first ISDN project plan.

At AT&T General Departments, Mr. Westerhold managed the Bell Labs, WEC0, and BOC activities associated with new developments and initial implementations for No. 1 ESS, Voice Storage System, and Local Area Data Transport.

Mr. Westerhold's Illinois Bell management assignments including TIRKS and PICS/DCPR, Central Office Operations, Central Office Engineering, Planning Engineering, and Maintenance Engineering. He managed the Divestiture Central Office asset assignment process for Illinois Bell and led a task force to establish Special Services Center.

At Bell System Center for Technical Education, Mr. Westerhold developed the first course for middle management on No. 2 ESS. And at Bell Labs, Mr. Westerhold developed the first issue of the No. 2 ESS software Audit Programs.

Bob Walker, Comsource, Inc.

Mr. Walker established Comsource, Inc. in 1994. Comsource's initial efforts focused on solving communications problems for the business community and providing technical assistance to telecommunications carriers.

In 1996, with a passage of the Communication Act, Comsource's focus changed to assisting Competitive Local Exchange Carriers (CLECs) entering the telecommunications business. Comsource assists with planning, basic design and network architecture(s), product selection, negotiating the technical aspects of interconnect agreements with Incumbent Local Exchange Carrier (ILEC), assisting with the technical implementation planning and ILEC negotiations. Comsource also provides guidance and planning on Operation Support Systems (OSS) development and deployment, traffic engineering, networking sizing and many other technical areas necessary in the establishment of a new telecommunication company.

Mr. Walker has nearly 40 years experience in the telecommunications industry with 33 years at Illinois Bell and Ameritech. Mr. Walker has held a wide range of technical staff and management positions within Illinois Bell and Ameritech in the switching, transport and OSS arenas. Prior to his departure from Ameritech, Mr. Walker was Director Transport Planning for Illinois Bell. Mr. Walker also was the Director of Transmission at Illinois Bell before assuming the planning position.

Mr. Walker's also held the position of Director of Technical Development at Ameritech Development, an unregulated new venture entity, which provided him with a special insight into the competitive, new venture field. Mr. Walker's many years in the industry and his extensive background in both line and staff positions throughout his career make him uniquely qualified to assist in the creation of new competitive telephone companies.

EXHIBIT D OF NEWPATH HOLDINGS, INC.

Financial Statements (see sealed envelope)