



February 11, 2008
Via Overnight Delivery

2600 Maitland Center Pkwy.
Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
Tel: 407-740-8575
Fax: 407-740-0613
www.tminc.com

Ms. Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Local Application for Access Point, Inc.

Dear Ms. Van Gerpen:

Enclosed for filing are the original and ten (10) copies of the above-referenced application submitted on behalf of Access Point, Inc. Also enclosed is a check for \$250.00 to cover the filing fee of this application.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Any questions you may have pertaining to this filing may be directed to me at (407) 740-8575 or via email at tforte@tminc.com. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Access Point, Inc.

TMF/rg

Enclosures

cc: J. Brown – Access Point
file: Access Point – SD - Local
tms: SD10800

BEFORE THE SOUTH DAKOTA PUBLIC SERVICE COMMISSION

REGISTRATION OF
ACCESS POINT, INC.

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, Access Point, Inc. ("Access Point") submits the following registration information:

- 1. The applicant's name, address, telephone number, facsimile number, E-mail address and whether the applicant is a sole proprietorship, partnership, corporation, limited liability corporation, or limited liability partnership.**

Access Point, Inc.
1100 Crescent Green, Suite 109
Cary, North Carolina 27518
Telephone: (919) 851 - 4838
Facsimile: (919) 851 - 5422
Web site: www.accesspointinc.com

Access Point, Inc. is a North Carolina corporation incorporated on April 30, 1996.

- 2. If sole proprietorship, the full name and business address of its owner; if a partnership, the full name and business address of each partner; if a corporation, a listing of the full name and business address of each corporate officer and director; if a limited liability corporation, the full name and business address of each partner.**

Access Point, Inc. ("Access Point ") is a wholly owned subsidiary of Access Point Communications, Inc. All listing of the corporate officers, and respective addresses, for Access Point can be found in **Attachment I**.

- 3. The name under which the applicant will provide local exchange services if different than in question (1) of this section:**

Not applicable

- 4. If a corporation:**

- (a) The location of its principal office, if any, in this state and the name and address of its current registered agent.**

Access Point has no principal offices in South Dakota.

Registered Agent:
TCS Corporate Services, Inc.
c/o Marilyn Person
819 West Third
Pierre, SD 57501

- (b) **A list of shareholders owning twenty (20) percent or more of the interest in the business.**

Access Point is a wholly owned subsidiary of Access Point Communications, Inc.

- (c) **The state in which the applicant is incorporated, the date of incorporation and a copy of its certificate of incorporation.**

Access Point, Inc. is a North Carolina corporation incorporated on April 16, 1996. A copy of Applicant's Certificate of Incorporation from the State of North Carolina is provided in **Attachment II**.

- (d) **If it is an out-of-state corporation, a copy of its certificate of authority to transact business in South Dakota from the Secretary of State.**

A copy of Access Point's Certificate of Good Standing in South Dakota is included at **Attachment III**.

5. **A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services.**

Attachment IV contains a listing of the states in which Access Point has filed for Local Exchange and Interexchange authority.

6. **Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any.**

Access Point's Parent company is Access Point Communications, Inc. located at 1100 Crescent Green, Suite 109, Cary, North Carolina 27518.

7. **A list and specific description of the types of services the applicant seeks to offer and the means by which the services will be provided including:**

(a) Information indicating the class of customers the applicant intends to serve.

Access Point initially proposes to provide local service using a combination of either unbundled network combinations or resold services available from Qwest Corporation. Access Point may eventually provide local services via its own switching facilities.

(b) Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale.

The Company intends to provide local exchange service in South Dakota by utilizing a combination of unbundled network elements and resold services obtained from other local exchange carriers pursuant to interconnection and/or commercial agreements. The Company intends to initiate service upon approval of this application and all filed agreements.

(c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers.

Access Point will offer service through interconnection and commercial agreements utilizing the facilities of Qwest Corporation ("Qwest"), the incumbent local exchange company. Access Point will rely on its facilities-based underlying carrier for the operation and maintenance of the local exchange network.

(d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service.

Access Point intends to provide basic local exchange and private line services as well as other types of high-speed data services. These services include two-way basic local exchange lines and features, and PBX trunks as well as associated ancillary features and functions.

8. A service area map and narrative description indicating with particularity the geographic area proposed to be served by the applicant.

Access Point intends to offer its services initially in the territory now served by Qwest. The Company will adhere to the service area maps defined by Qwest. The Company requests a waiver of the requirement to provide maps due to its matching of the Qwest maps.

9. Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services.

A copy of current resumes of Access Point's management personnel is attached at **Attachment V**.

(b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements.

Access Point understands the importance of effective customer service for local service consumers. Once it initiates operations, Access Point's toll free customer service telephone number will be available with live operator response 24 hours per day, 7 days per week.

Access Point's toll free telephone number for customer inquiries, complaints and repair is 1-888-957-6468. Customers may contact the company in writing at the headquarters address indicated below.

The contact for resolution of customer complaints with the Commission is:

Ted Bohner
Access Point, Inc.
1100 Crescent Green, Suite 109
Cary, North Carolina 27518
Telephone: (919) 851-4838
Facsimile: (919) 851-5422

10. Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services.

Access Point will enter into resale, interconnection and commercial agreements with Qwest and other certificated LECs. Under such an agreements, Access Point customers will be able to access emergency services such as 911 or enhanced 911. Such calls will be routed through the underlying carrier to the appropriate emergency agency serving the originating location. Access to local operator services, directory assistance and telecommunications relay services will also be made available.

11. Financial information including:

- (a) **For the most recent 12 month period, financial statements consisting of balance sheets, income statements, and cash flow statements.**

Access Point is providing the financial statements for years ending 2005-2006, in **Attachment VI** as proof of the overall financial stability.

- (b) **If a public corporation, the applicant's latest annual report and report to stockholders.**

Not Applicable. Neither Access Point nor its parent company, Access Point Communications, Inc. are publicly held companies.

12. Information detailing the following matters associated with interconnection to provide proposed local exchange services:

- (a) **The identity of all local exchange carriers with which the applicant plans to interconnect**

Access Point plans to sign resale, interconnection and commercial agreements with Qwest and with other certificated LECs based upon a specific Customer request.

- (b) **The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start.**

Access Point anticipates signing the resale, interconnection and commercial agreements with Qwest by the end of the 2008. The company may negotiate similar agreements with other LECs with South Dakota based upon specific Customer requests.

- (c) **A Copy of any request for interconnection made by the applicant to any local exchange carrier.**

The Company has not yet requested interconnection or commercial agreements with Qwest.

13. A tariff or price list indicating the prices, terms and conditions of each contemplated local service offering.

The Company will provide an Access Tariff before offering services within the State, but the tariff is not being filed jointly with this application.

14. **Cost support for rates shown in the Company's tariff or price list for rate or price regulated noncompetitive or emerging competitive services.**

The Company requests a waiver of ARSD 20:10:32:03(14) requiring cost support. The Company has not yet determined final prices for its noncompetitive or emerging competitive services and will be unable to do so until an interconnection and/or commercial agreements are signed.

15. **A description of how the applicant intends to market its local exchange target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in the sale of the services.**

Access Point utilizes a direct sales approach to its marketing efforts. The Company does not utilize any form of multilevel marketing in the sale of its services.

16. **If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligation imposed pursuant to '20:10:32:15 and applicant's plan for meeting the service obligations.**

Access Point is not seeking authority to provide local exchange service in the service area of rural telephone companies. The Company may, upon receipt of a request from service from a prospective customer, enter into interconnection and/or commercial agreements with a rural telephone company. The Company has no such requests at the present time.

17. **A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable.**

Access Point has never been denied registration. A listing of the states in which Access Point is registered or certified is enclosed as **Attachment V**.

Access Point has had their certificate revoked in Nebraska and Illinois due to not filing their annual financial statements, but have reconciled this problem internally and these certificates have been reinstated.

18. **The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquires must be made regarding customer complaints and other regulatory matters.**

Customer Complaints: Ted Bohner, Customer Service
Access Point, Inc.
1100 Crescent Green, Suite 109
Cary, North Carolina 27518
Telephone: (919) 851-4838
Facsimile: (919) 851-5422
Toll Free (800) 957-6468
E-mail: ted.bohner@accesspointinc.com

General Regulatory Matters: Jason Brown, Regulatory Affairs
Access Point, Inc.
1100 Crescent Green, Suite 109
Cary, North Carolina 27518
Telephone: (919) 851-4838
Facsimile: (919) 851-5422
Email: jason.brown@accesspointinc.com

19. **Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services.**

Access Point will bill customers directly. Customer payments will be made directly to the Company and the Company will have no payment centers in South Dakota.

20. **Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents.**

Access Point utilizes a direct sales approach to its marketing efforts. The Company does not utilize any form of multilevel marketing in the sale of its services. The Company uses a written LOA to prevent the unauthorized switching of local service customers.

21. **The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered.**

Access Point has never had a complaint filed against it for the unauthorized switching of a customers local exchange service.

22. **A written request for waiver of those rules believed to be inapplicable.**

Access Point requests a waiver from ARSD 20:10:32:03(14) requiring cost support and from the requirement to provide financial statements. The Company has addressed these issues in items 11 and 14.

Additionally, Access Point will not be collecting deposits for service within South Dakota. The company will post a surety bond payable to the Consumers of the State of South Dakota should they change their deposit policy in the future.

23. **Federal Tax Identification Number.**

Access Point's Federal Tax Identification Number is 56-0978988.

24. **Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.**

Access Point has experience operating as a telecommunications provider as provided in Attachment III. Access Point will rely on its facilities-based underlying carrier for the operation and maintenance of the local exchange network. Access Point is technically, financially and managerially qualified to provide local exchange service in South Dakota based on the Company's experience and manner of provision services with South Dakota.

Submitted by:



Richard E. Brown
~~Chief Financial Officer~~ and President
Access Point, Inc.

CEO

Date:

2/6/08

ATTACHMENT I

Corporate Officers

**ACCESS POINT, INC.
NAME AND ADDRESS OF ACCESS POINT, INC. OFFICERS**

Richard E. Brown, CEO/President

Suite 109
1100 Crescent Green
Cary, North Carolina 27518
Telephone: (919) 851 – 4838
Facsimile: (919) 851 – 5422

Robin Byers, Secretary/COO

Suite 109
1100 Crescent Green
Cary, North Carolina 27518
Telephone: (919) 851 – 4838
Facsimile: (919) 851 – 5422

Wilber Priester, Director

Suite 109
1100 Crescent Green
Cary, North Carolina 27518
Telephone: (919) 851 – 4838
Facsimile: (919) 851 – 5422

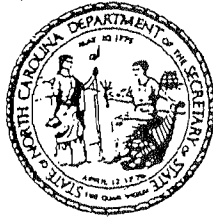
Henry Barrett, Director

Suite 109
1100 Crescent Green
Cary, North Carolina 27518
Telephone: (919) 851 – 4838
Facsimile: (919) 851 – 5422

ATTACHMENT II

Articles of Incorporation

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, Janice H. Faulkner, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

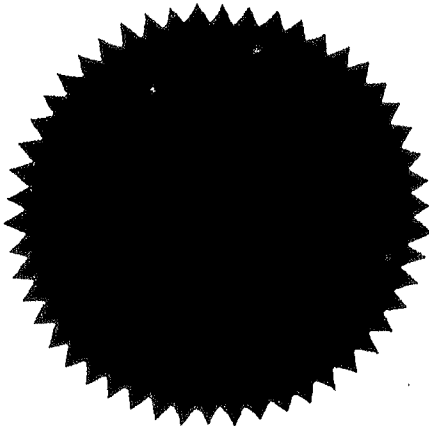
ARTICLES OF INCORPORATION

OF

ACCESS POINT, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of June, 1996.



Janice H. Faulkner
Secretary of State

0-0394829

FILED

10:38 AM

JUN 03 1996

961559022 ARTICLES OF AMENDMENT
OF
AMERICAN ACCESS, INC.

Pursuant to § 55-10-05 and § 55-10-06 of the General Statutes of North Carolina, the undersigned corporation (the "Secretary of State") hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the Corporation is: American Access, Inc.
2. The text of the amendment adopted is as follows:

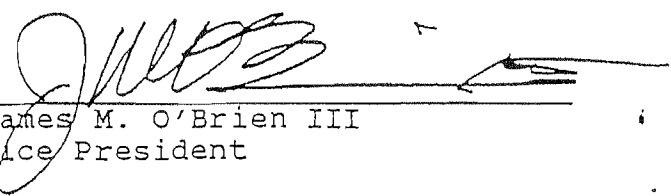
Article 1 of the Articles of Incorporation shall be deleted in its entirety and there shall be substituted in lieu thereof a new Article 1 which shall read as follows:

"1. The name of the corporation is Access Point, Inc."
3. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
4. The date of adoption of the amendment was May 31, 1996.
5. The amendment was adopted by the sole incorporator without shareholder action. Shareholder action was not required because the amendment was adopted prior to the appointment of a board of directors and prior to the issuance of shares of the Corporation.
6. These articles will be effective upon filing.

This the 31st day of May, 1996.

AMERICAN ACCESS, INC.

By: SPRUILLCO, LTD., Incorporator

By: 
James M. O'Brien III
Vice President

0-0394829

FILED

2:00pm

APR 30 1996

961209064

ARTICLES OF INCORPORATION

OF

AMERICAN ACCESS, INC.

EFFECTIVE

JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

1. The name of the corporation is American Access, Inc.
2. The period of duration of the corporation is perpetual.
3. The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.
4. The number of shares of capital stock the corporation is authorized to issue is One Million (1,000,000). These shares shall be all of one class, designated as common stock with a par value at \$.01 per share.
5. The street address and county of the initial registered office of the corporation is 102 Comrie Place, Cary, Wake County, North Carolina 27511.
6. The mailing address and the street address of the initial registered office of the corporation are the same.
7. The name of the initial registered agent is Richard E. Brown.
8. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the corporation shall have any personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability that has not been eliminated by the provisions of this article.

9. The name and address of the incorporator is Spruillco, Ltd., 3600 Glenwood Avenue, Raleigh, North Carolina 27612.

10. These articles will be effective upon filing.

This the 26th day of April, 1996.

SPRUILLCO, LTD., Incorporator

BY: 

Lemuel H. Gibbons, III,
Vice President

ATTACHMENT III

Secretary of State Certificate of Good Standing

State of South Dakota



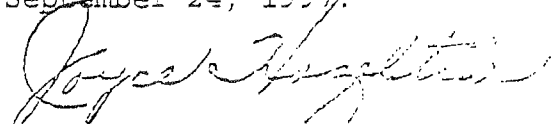
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of ACCESS POINT, INC. (NC) to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state under the name of ACCESS POINT, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this September 24, 1997.


JOYCE HAZELTINE
Secretary of State



ATTACHMENT IV

Listing of Existing Approved States

ACCESS POINT, INC.
CERTIFICATION STATUS

States Authorized to Provide Service

Services Provided

Alabama	Local and Interexchange
Arizona	Interexchange, Application pending for local
Arkansas	Interexchange, Application to be filed for local
California	Interexchange, Application pending for local
Colorado	Interexchange
Connecticut	Local and Interexchange
Delaware	Local and Interexchange
District of Columbia	Local
Florida	Local and Interexchange
Georgia	Local and Interexchange
Idaho	Interexchange, Application to be filed for local
Illinois	Interexchange, Application pending for local
Indiana	Interexchange
Iowa	Interexchange (No Certification Required)
Kansas	Interexchange, Application pending for local
Kentucky	Local and Interexchange
Louisiana	Interexchange, Application pending for local
Maine	Interexchange, Application pending for local
Maryland	Local and Interexchange
Massachusetts	Local and Interexchange
Michigan	Interexchange, Application pending for local
Minnesota	Interexchange, Application pending for local
Mississippi	Local and Interexchange
Missouri	Interexchange, Application to be filed for local
Montana	Interexchange
Nebraska	Interexchange
Nevada	Interexchange, Application to be filed for local
New Hampshire	Local and Interexchange
New Jersey	Local and Interexchange
New Mexico	Interexchange, Application pending for local
New York	Local and Interexchange
North Carolina	Interexchange
North Dakota	Interexchange
Ohio	Interexchange
Oklahoma	Interexchange, Application to be filed for local
Oregon	Interexchange, Application pending for local
Pennsylvania	Local and Interexchange
Rhode Island	Local and Interexchange
South Carolina	Local and Interexchange
South Dakota	Interexchange
Tennessee	Local and Interexchange
Texas	Interexchange, Application pending for local
Utah	Interexchange (No Certification Required) , Application pending for local
Vermont	Local and Interexchange
Virginia	Local (Certificated as Access Point of Virginia, Inc.)
Washington	Interexchange, Application pending for local
West Virginia	Local and Interexchange
Wisconsin	Interexchange, Application pending for local
Wyoming	Interexchange

ATTACHMENT V

Resumes of Management

Key Management

Access Point, Inc. was founded in 1996 by a team with over 50 years of combined experience. The following is a brief description of the qualifications and experience of Access Point's senior management team.

Richard E. Brown – CEO. Mr. Brown founded Access Point in March 1996. Prior to founding Access Point, he was employed at BTI which was then a regional reseller serving the BellSouth region. As a key executive of BTI, Mr. Brown helped to grow the organization from \$2.2 million in sales to over \$120 million and from 15 employees to over 500. Mr. Brown joined BTI in 1986 as Controller, and was promoted to Executive Vice President of Finance in 1991. In that role, he wrote the business plan and raised \$10 million in seed capital to start FiberSouth, a competitive access provider, as well as securing all financing required to grow BTI. In 1993, Mr. Brown also helped found Optex, a telecom billing company that specialized in developing software for switchless resellers. He served on the Board until it was sold in 1997 to Clairmont Technology and ultimately to CBSI, a publicly traded worldwide provider of information technology services. From 1980 to 1982, he was senior cost accountant at Brown Boveri Electric. In 1983, he joined Baker Perkins in Goldsboro as a plant cost accountant, and was promoted to General Accounting Manager in 1985. Mr. Brown is a 1979 graduate of the University of South Carolina with a BA in Accounting and became a CPA in 1987.

Robin A. Byers – COO. Mr. Byers joined Access Point in March 1996 as a co-founder. Over the last 20 years Mr. Byers has held a series of sales and management positions in the telecom industry. In 1990, he joined BTI as a Regional Sales Manager, was promoted to Divisional Sales Manager in 1992 and then to Director of Sales in 1994. As the Director of Sales, was responsible for leading the Direct Sales efforts at BTI. Mr. Byers led a Sales Team consisting of 150 Sales Representatives in 26 offices in the Southeast and Mid-Atlantic regions of the U.S. While in that role, Mr. Byers increased the average revenue-per-rep in the Direct Sales force by 11% and successfully opened 5 new markets. From 1986 to 1990, Mr. Byers was employed as a Sales Representative and promoted to Sales Manager at MOBILECOMM, a BellSouth Company. Mr. Byers attended Ohio State University.

J. Sean Wilson – Controller. Sean Wilson joined Access Point in early 2004 and brings more than 13 years of unique and diverse financial experience to the company. Mr. Wilson joined us from Deltacom Communications/BTI where he served as Manager of Accounting Operations. While employed with DeltaCom/BTI, Mr. Wilson held other positions such as General Ledger Manager and Revenue Assurance Manager. Mr. Wilson is a graduate of North Carolina State University with a Degree in Accounting. He is also a Certified Public Accountant and Certified Management Accountant.

Gregory Taylor – Vice President of Information Services

Mr. Taylor first joined Access Point in April 1999 with over six years of experience in the industry. Prior to that, he held the position of VP of Operations with Topcoat Software, Inc. a company that he helped form in 1998. Before the formation of that venture, he was with BTI for a period of six years, beginning as a Cost Analyst in 1992 and rising to the position of Cost Accounting Manager in 1997. In 2001 Mr. Taylor left the company for a period, working for Convergys – Information Management Group in the implementation of their billing and order tracking applications. He then re-joined Access Point in 2002 to head up the development of the company's next-generation OSS. Mr. Taylor received a BS in Accounting from East Carolina University in 1991.

Debra Pasquale – Vice President of Service Delivery

Mrs. Pasquale brings nearly 20 years of telecommunications experience to Access Point. Working for companies such as AT&T and BTI, Debra has proven herself to be a results-driven professional with excellent leadership and management skills. Most recently, Debra held the position of Vice President of Service Delivery with ITC-Deltacom. Her career with ITC-Deltacom spanned a nine-year period, where she began as a provisioner / circuit designer. She was promoted several times up through management, becoming a Vice President with the first eight years. Her outstanding performance has been recognized by the receipt of several awards including the Operational Excellence Award for Extraordinary Achievement and the Sales MVP in 2003. Debra is currently attending Wake Technical Community College.

Chris Kasprzak – Director of Customer Service

Mr. Kasprzak has over 15 years of telecommunications and service experience. He joined Access Point in 2000 and was promoted to Director of Customer Service in 2004. His previous experience includes ten years at GTE/Verizon, where he was responsible for major account development and management of a national Call Center. Prior to that, Mr. Kasprzak worked as a Sales and Marketing Director for the hotel industry. Mr. Kasprzak holds a BA in Public Administration from North Carolina Central University.

Scott Blanton – Director of Information Technology

Scott Blanton came to Access Point from Easter Seals of North Carolina where he served as Network Administrator from December 1995 to October 1998. Before that he was in IT Services at BTI, beginning with them in July 1994. Mr. Blanton has 8 years of industry and management experience. He holds multiple Certifications in the IT field including; Microsoft Certified Systems Engineer and Certified Novell Engineer. Mr. Blanton holds a BA in History from North Carolina State University, August 1993.

Jared Welch – Director of Product Development

Mr. Welch brings over 9 years of management experience to Access Point. Prior to joining Access Point, he owned and operated his own businesses. Before becoming an entrepreneur, he worked with a telecommunications company, BTI, in their service provisioning department where he received an award for making an immediate impact in the 2nd quarter of 1999. Before joining the telecommunications industry, Mr. Welch was a Manager for Midway Airlines in their Baggage Service and Operations departments from 1996 to 1999. Mr. Welch joined Access Point in 2000 and was promoted to Local Service Manager in 2001 and then on to become a Director in 2004. Mr. Welch attended the University of NC at Chapel Hill.

Jim Hart – Director of Operational Support Systems

James Hart joined Access Point in 1999 after serving several years with MCI/WorldCom. After starting with Access Point as a member of the billing team, Mr. Hart rose to the position of Billing Manager and was promoted to Director of Operational Support Systems in 2006. Through his 8 years of telecommunications and service experience, Mr. Hart has successfully lead the implementation and management of multiple OSS/BSS systems. Mr. Hart received a BS in Business Administration from the Kenan-Flagler Business School at the University of North Carolina at Chapel Hill.

ATTACHMENT VI

Financial Information

Access Point is not currently under the protection of the federal bankruptcy system. The applicant did file for bankruptcy in 2000 but emerged from bankruptcy in 2001.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors of
Access Point, Inc.:

We have audited the accompanying balance sheets of **Access Point, Inc.** (a North Carolina corporation and a majority-owned subsidiary of Access Point Communications, Inc.) as of December 31, 2006 and 2005, and the related statements of operations, changes in shareholders' (deficit) equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Access Point, Inc. as of December 31, 2006 and 2005, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

GRANT THORNTON LLP

Raleigh, North Carolina
May 3, 2007

Access Point, Inc.

Balance Sheets

December 31, 2006 and 2005

<u>Assets</u>	<u>2006</u>	<u>2005</u>
Current assets:		
Cash and cash equivalents	\$ 302,138	\$ 638,732
Accounts receivable, net of allowance for doubtful accounts of \$612,139 and \$563,971, respectively	2,434,910	2,448,036
Inventory	99,375	62,734
Unbilled receivables	263,853	330,819
Prepaid expenses	89,796	99,473
Total current assets	<u>3,190,072</u>	<u>3,579,794</u>
Property and equipment, net	568,971	686,525
Deposits	424,856	288,186
	<u>\$ 4,183,899</u>	<u>\$ 4,554,505</u>
 <u>Liabilities and Shareholders' Deficit</u> 		
Current liabilities:		
Accounts payable	\$ 1,736,483	\$ 1,519,353
Accrued expenses	866,286	1,103,523
Current portion of capital lease obligation	61,723	47,576
Notes payable	1,755,557	1,473,159
Deferred revenue	587,190	539,926
Total current liabilities	<u>5,007,239</u>	<u>4,683,537</u>
Capital lease obligation, net of current portion	32,503	76,861
Deferred rent	33,248	42,311
Total liabilities	<u>5,072,990</u>	<u>4,802,709</u>
Commitments and contingencies (Note G)		
Shareholders' deficit:		
Common stock, \$.01 par value; 1,000,000 shares authorized, 109,220 shares issued and outstanding	1,092	1,092
Preferred stock, \$.01 par value; 1,000,000 shares authorized, 20,313 shares issued and outstanding	6,415,007	6,109,708
Additional paid-in capital	13,692,104	13,692,104
Accumulated deficit	<u>(20,997,294)</u>	<u>(20,051,108)</u>
Total shareholders' deficit	<u>(889,091)</u>	<u>(248,204)</u>
	<u>\$ 4,183,899</u>	<u>\$ 4,554,505</u>

The accompanying notes are an integral part of these financial statements.

Access Point, Inc.

Statements of Operations

For the Years Ended December 31, 2006 and 2005

	<u>2006</u>	<u>2005</u>
Sales	\$23,249,130	\$24,645,068
Cost of sales	16,329,344	16,815,172
Gross margin	<u>6,919,786</u>	<u>7,829,896</u>
Operating expenses:		
Selling, general and administrative	6,989,277	8,171,553
Depreciation and amortization	267,224	784,226
Total operating expenses	<u>7,256,501</u>	<u>8,955,779</u>
Loss from operations	<u>(336,715)</u>	<u>(1,125,883)</u>
Other income and expense:		
Interest income	8,215	26,534
Interest expense	<u>(312,387)</u>	<u>(131,282)</u>
Total other expense	<u>(304,172)</u>	<u>(104,748)</u>
Net loss	<u>\$ (640,887)</u>	<u>\$ (1,230,631)</u>

The accompanying notes are an integral part of these financial statements.

Access Point, Inc.

Statements of Cash Flows

For the Years Ended December 31, 2006 and 2005

	2006	2005
Cash flows used in operating activities:		
Net loss	\$(640,887)	\$(1,230,631)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	267,224	784,226
Provision for doubtful accounts	48,168	249,395
(Decrease) increase in deferred rent	(9,063)	42,311
Adjustments in operating assets and liabilities:		
Increase in accounts receivable	(35,042)	(284,244)
Increase in inventory	(36,641)	(62,734)
Decrease (increase) in prepaid expenses	9,677	(26,727)
Decrease in long-term deposits and unbilled receivables	(69,704)	20,553
(Decrease) increase in accounts payable, accrued expenses and other liabilities	(20,107)	381,880
Increase in deferred revenue	47,263	35,869
Net cash used in operating activities	<u>(439,112)</u>	<u>(90,102)</u>
Cash flows used in investing activities – Purchases of property and equipment	<u>(129,803)</u>	<u>(397,828)</u>
Cash flows provided by financing activities:		
Net borrowings of note payable	282,399	649,064
Repayments of capital leases	(50,078)	0
Repayments of note payable	0	(99,699)
Net cash provided by financing activities	<u>232,321</u>	<u>549,365</u>
Net (decrease) increase in cash and cash equivalents	<u>(336,594)</u>	<u>61,435</u>
Cash and cash equivalents, beginning of year	<u>638,732</u>	<u>577,297</u>
Cash and cash equivalents, end of year	<u><u>\$ 302,138</u></u>	<u><u>\$ 638,732</u></u>
Supplemental disclosures of cash and noncash information:		
Cash paid during the year for interest	\$ 312,386	\$ 131,282
Assets acquired with capital lease	19,867	124,437
Accrual of dividends on preferred stock	<u>305,299</u>	<u>366,560</u>

The accompanying notes are an integral part of these financial statements.