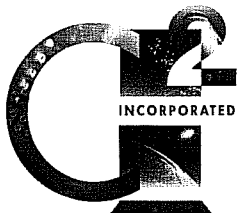


TC02-172



RECEIVED

OCT 28 2002

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

Georgia Office:
Corporate Headquarters
200 Galleria Parkway, NW,
Suite 1200
Atlanta, GA 30339

Washington Office:
CI² Aviation, Inc.
1225 "I" Street, NW, Suite 950
Washington, DC 20005

Tel: 770-425-2267
Fax: 770-425-1338
1-888-657-327

Tel: 202-289-4376
Fax: 202-289-4394
1-800-261-520

Computer Intelligence² INC.

Information Technology Management
Telecommunications Management Services
Aviation Systems

Web Pages:
www.ci2.com
www.ci2bpa.com

October 25, 2002

Mr. Harlan Best
Deputy Director-Fixed Utilities Division
South Dakota Public Utilities Commission
500 E. Capitol Avenue
Pierre, S.D. 57501-5070

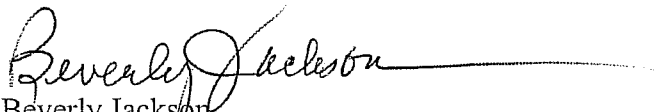
Dear Mr. Best:

On behalf of CI². Inc., I respectfully submit an Application for Interexchange Services and have attached all exhibits accordingly. I am also enclosing a check of \$250.00 for the filing fee. An original and 10 copies of the application have been enclosed for your review.

Thank you for your consideration of CI², Inc. as an Interexchange Carrier (IXC).

If there are any questions, you may call me at 770-425-2267.

Yours truly,


Beverly Jackson
Department of Regulatory Affairs

TC02-172

South Dakota Public Utilities Commission

500 East Capitol Avenue
Pierre, SD 57501-5070

RECEIVED

OCT 28 2002

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

**APPLICATION -
CERTIFICATE OF AUTHORITY
FOR
INTEREXCHANGE SERVICE**

1. Name of Business	CI ² , Inc.
Business Address	
Street and No.	200 Galleria Parkway, Suite 1200
City	Atlanta
State and Zip	Georgia 30339
Telephone Number	770-425-2267
Facsimile Number	770-425-1338
E-Mail Address	pdixon@ci2.com
2. Applicant will provide service under the name:	CI ² , Inc.
3. Type of Entity	Corporation
(a) state in which incorporated; date	Georgia, February 7, 1995; See EXHIBIT 1
(b) Registered Agent	TCS Corporate Services, Inc. C/O Marilyn Person 819 West Third Pierre, SD 57501
(c) stockholders owning 20% or more of the interest in the business	Willa Andrella Baylis

4. Officer Name	Business Address	Title	Percent and Class of Shares
Willa Andrella Baylis	200 Galleria Pkwy, S 1200 Atlanta, GA 30339	President & CEO, CFO	100% of Common Stock
Sharon Mendon	200 Galleria Pkwy, S 1200 Atlanta, GA 30339	Chief Operating Officer	
Pat D. Dixon, Jr.	200 Galleria Pkwy, S 1200 Atlanta, GA 30339		
Board of Directors			
Willa Andrella Baylis	200 Galleria Pkwy, S 1200 Atlanta, GA 30339	Chairwoman	See above
Mary Killerbrew	8315 Jett Ferry Road Atlanta, GA 30350	Board member	
Anne Fannin	525 Corondelett Cove, SW Atlanta, GA 30311	Board member	

5. CI², Inc is proposing to provide:
interLATA/intrastate services
6. CI², Inc. is a reseller whose goal is to provide local interLATA/intrastate services to end users through resale without using its own network facilities or the unbundled network elements (UNE), but those of an underlying local exchange carrier.
7. A service map and narrative description indicating the geographic area proposed to be served
See **EXHIBIT 2**
8. Financial information:
 - a. Most recent 12 month financial statements consisting of balance sheets, income statements, and cash flow statements are attached as **EXHIBIT 3**.
 - b. CI² is not a public corporation.

9. Contact Personnel	
(a) regulatory matters	Attorney Pat D. Dixon, Jr., General Counsel 200 Galleria Pkwy, S 1200, Atlanta, GA 30339; TN 770-425-2267 X 215, FAX 770-956-9108; pdixon@ci2.com
(b) customer service	Athon Clemons, Provisioning Manager 200 Galleria Pkwy, S 1200, Atlanta, GA 30339; TN 770-425-2267 X 209, FAX 770-933-9340; aclemons@ci2.com
(c) customer billing	Anne Stueber, Billing Manager 200 Galleria Pkwy, S 1200, Atlanta, GA 30339; TN 770-425-2267 X 242, FAX 770-956-9108; astueber@ci2.com
(e) Customer Service toll-free number	1-888-657-3278

10. Applicant is certified to provide statewide interLATA telecommunications services in:

Alabama	New Jersey
California	Rhode Island
Kansas	South Carolina
Mississippi	Tennessee
Nevada	Texas
	Vermont

11. The Marketing/Sales Department in Atlanta, Georgia is primarily focusing on service to the federal, state and local governments, and is now ready to penetrate the business and residential markets. The Marketing/Sales Department has successfully combined sales calls, direct mail, targeted advertising, and tradeshow participation while doing business with the government, and will continue to use these strategies in the future.

Brochures have not been developed yet; however, a brochure of the Company's capabilities is attached as **EXHIBIT 4**.

12. Cost support for rates shown in tariff
CI², Inc. will serve less than fifty thousand local exchange subscribers in South Dakota, and therefore is not required to file cost support information.

13. Federal identification number: 58-2165936

14. There have been no complaints filed against CI² in any state for either "slamming" or "cramming".

15. CI² is not requesting a waiver of eligible telecommunications carrier service requirements.

16. Resumes' attached as **EXHIBIT 5** demonstrate the company's technical and managerial capabilities.

Secretary of State
Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90910388
CONTROL NUMBER : K504225
DATE INC/AUTH/FILED: 02/07/1995
JURISDICTION : GEORGIA
PRINT DATE : 04/01/1999
FORM NUMBER : 215

C12, INC.
N. SWAINSON
200 GALLERIA PARKWAY STE. 1550
ATLANTA GA 30339

RECEIVED

OCT 28 2002

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**C12, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



CATHY COX
SECRETARY OF STATE



Secretary of State

Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9504225
EFFECTIVE DATE: 02/07/1995
COUNTY : FULTON
REFERENCE : 0069
PRINT DATE : 02/07/1995
FORM NUMBER : 0311

ARRINGTON & HOLLOWELL, P.C.
STANLEY E. FOSTER
191 PEACHTREE STREET, NE, STE 3550
ATLANTA, GA 30303

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

CI2, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Debra J. Spivey

ARTICLES OF INCORPORATION

OF

CI², INC.

ARTICLE I.

NAME

The name of the corporation is CI², INC. and is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE II.

The mailing address of the Corporation is 843 Mary Ann Drive, Marietta, Georgia 30068.

ARTICLE III.

The corporation shall have perpetual duration.

ARTICLE IV.

The corporation is organized as a corporation for profit for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia, and any and all other activities desirable or necessary in the conduct and operation of the foregoing.

ARTICLE V.

AUTHORIZED SHARES

The corporation shall have authority to be exercised by the Board of Directors to issue not more than 100,000 shares of common voting stock with no par value.

ARTICLE VI.

PREEMPTIVE RIGHTS

Shareholders shall have the preemptive right to acquire

unissued shares of the Corporation.

ARTICLE VII.

RIGHT TO PURCHASE STOCK

The Corporation shall be entitled to purchase its own shares to the extent of unreserved and unrestricted earned and capital surplus available therefor.

ARTICLE VIII.

DISTRIBUTION OF ASSETS

The Corporation shall be entitled to distribute a portion of its assets to its shareholders to the extent of capital surplus therefor.

ARTICLE IX.

VOTING POWER

Pursuant to Section 14-2-112(d) of the Georgia Business Corporation Code, any action of the shareholders may be taken by the written consent of persons who would be entitled to vote at a meeting and whose shares have the voting power to cause not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted.

ARTICLE X.

LIABILITY OF DIRECTORS

To the fullest extent permitted under the Georgia Business Corporation Code, as amended, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director; provided that this Article X shall not eliminate or limit the

liability of a director:

- (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liability set forth in Section 14-2-154 of the Georgia Business Corporation Code; or
- (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI.

MINIMUM CAPITAL

The corporation shall not commence business until it shall have received at least Five Hundred Dollars (\$500.00) in payment for the issuance of shares of stock.

ARTICLE XII.

REGISTERED OFFICE AGENT

The address of the initial registered office of the corporation is 191 Peachtree Street, N.E., Suite 3550, Atlanta, Georgia 30303-1735 and the name of its initial registered agent at such address is Stanley E. Foster, Esquire.

ARTICLE XIII.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of one (1) member as follows:

Andrella Baylis
843 Mary Ann Drive
Marietta, GA 30068

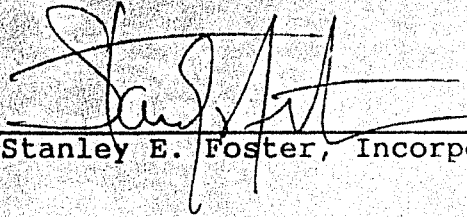
ARTICLE XIV.

INCORPORATOR

The name and address of the Incorporator is:

Stanley E. Foster
Arrington & Hollowell, P.C.
191 Peachtree Street, Suite 3550
Atlanta, GA 30303-1735

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



Stanley E. Foster, Incorporator

Arrington & Hollowell, P.C.
191 Peachtree Street, N.E.
Suite 3550
Atlanta, Georgia 30303-1735
(404) 658-9900

SECRETARY OF STATE
FEB 7 1 34 PM '95
BSR (1)



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

**TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

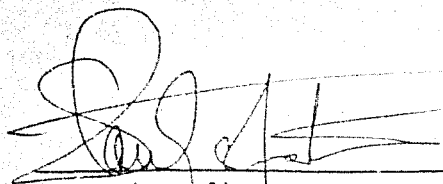
DOCKET # <u>950380718</u>	PENDING CONTROL # <u>P092384</u>	CONTROL # <u>9504225</u>
Docket Code <u>311</u>	Corporation Type <u>DP</u>	
Date Filed <u>2/7/95</u>	Amount Received \$ <u>160.00</u>	Check/Receipt # _____
Jurisdiction (County) Code <u>60</u>		
Examiner <u>69</u>		Date Completed <u>2/7/95</u>

**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.**

1.	<u>950380716</u>	
	Corporate Name Reservation Number	
	<u>CI², Inc.</u>	
	Corporate Name (exactly as appears on name reservation)	
2.	<u>Stanley E. Foster, Esq.</u>	<u>Arrington & Hollowell, P.C.</u> (404) 658-9900
	Applicant/Attorney	Telephone Number
	<u>191 Peachtree Street, N.E.</u>	<u>Suite 3550</u>
	Address	
	<u>Atlanta</u>	<u>GA</u> 30303-1/35
	City	State Zip Code

3. **NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)**
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
 2. ORIGINAL ARTICLES OF INCORPORATION
 3. ONE COPY OF ARTICLES OF INCORPORATION

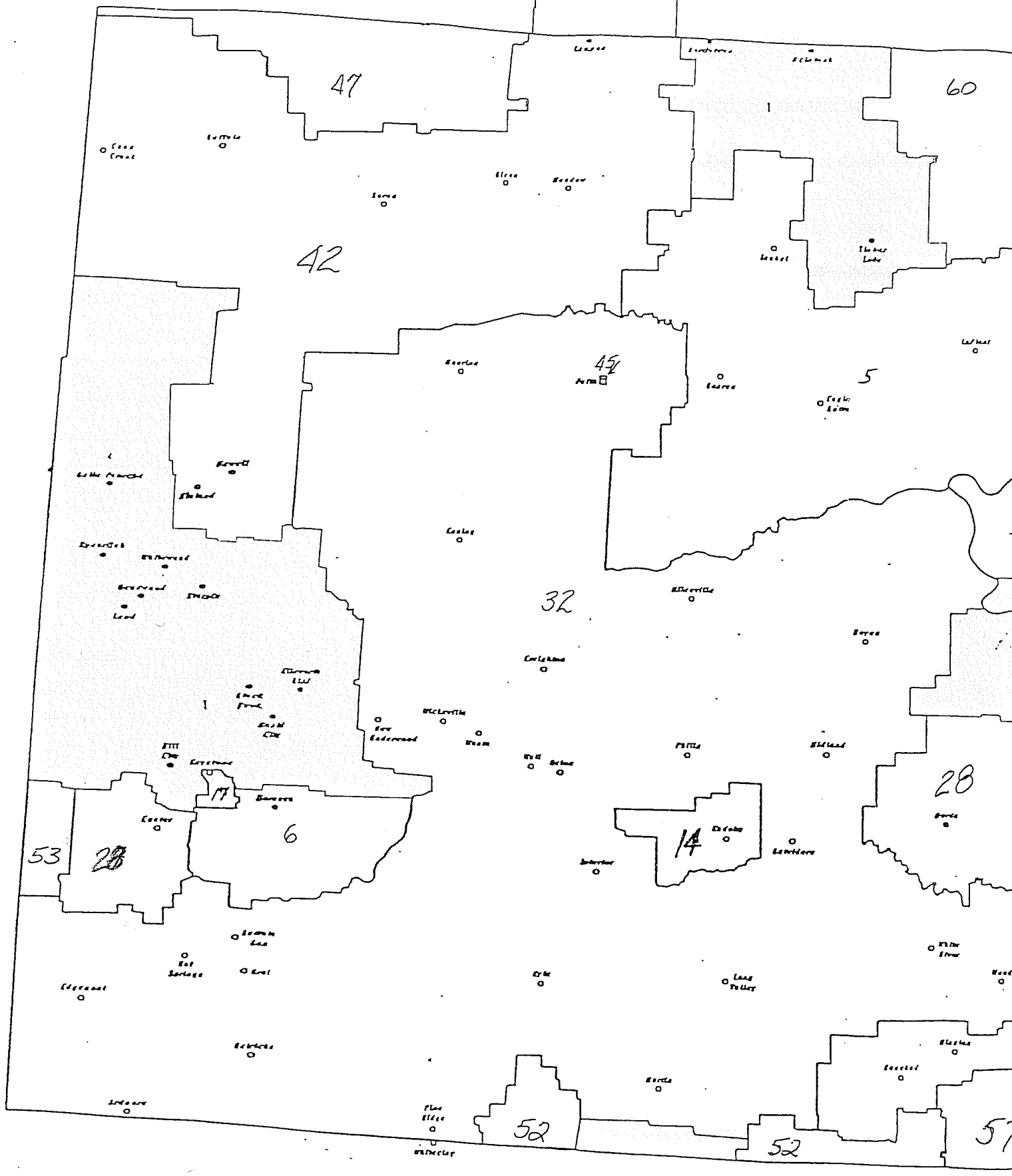
I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.



Authorized Signature

2/7/95

Date



47

60

42

45

5

32

28

14

6

53

28

52

52

57

EXHIBIT 3

REPORT DATE 10/23/02

CI2 INCORPORATED

11:58 PAGE 0001

DIVISION: ALL

BALANCE SHEET

ASSETS

AS OF

08/31/02

CURRENT ASSETS

CASH	\$	3,164,210
TRADE ACCOUNTS RECEIVABLE		1,634,805
UNBILLED RECEIVABLES		148,853
EMPLOYEE RECEIVABLES		13,845
TRAVEL ADVANCES		6,052
INVENTORY		471,587

		5,439,351

FIXED ASSETS

FURNITURE & FIXTURES		27,849
COMPUTERS & SOFTWARE		111,317
LEASEHOLD IMPROVEMENTS		38,920

		178,085

OTHER ASSETS

GOODWILL		2,500
PREPAID EXPENSES		14,937
INVESTMENTS		108,586
DEPOSITS		14,968
NOTES RECEIVABLE		6,239,269

		6,380,259

=====
\$ 11,997,696
=====

LIABILITIES & EQUITY

CURRENT LIABILITIES

TRADE ACCOUNTS PAYABLE	\$	-46,095
ACCRUED PAYROLL		658,081
NOTES PAYABLE		465,800
ACC PAYROLL WITHHOLDINGS		-86,468
ACCRUED PAYROLL TAXES		-1,564
CORPORATE TAXES PAYABLE		0
OTHER PAYABLES		12,567,023

		13,556,778

DIVISION: ALL

STATEMENT OF INCOME

FOR THE PERIOD ENDING 08/31/02

08/01/02-
08/31/02 YR-TO-DATE

CONTRACT REVENUES

GOVERNMENT REVENUE	\$	2,618,233	\$	16,467,040
		-----		-----
		2,618,233		16,467,040

DIRECT COSTS

DIRECT LABOR		68,259		532,421
DIRECT MATERIAL		1,041,132		11,869,119
DIRECT TRAVEL		22,840		82,639
OTHER DIRECT COSTS		148,023		1,100,360
		-----		-----
		1,280,254		13,584,539

COST OF OPERATIONS

FRINGE EXPENSES		27,937		209,557
GENERAL & ADMINISTRATIVE		218,052		1,897,156
		-----		-----
		245,989		2,106,713
		-----		-----

GROSS PROFIT FROM OPERATIONS		1,091,991		775,787
		-----		-----

OTHER INCOME

MISC. INCOME		388		29,931
		-----		-----
		388		29,931

UNALLOWABLE

INTEREST EXPENSE		0		47,062
OTHER UNALLOWABLE EXPENSE		0		9,592
		-----		-----
		0		56,654
		-----		-----

NET INCOME BEFORE TAXES		1,092,379		749,064
		-----		-----

INCOME TAXES

		-----		-----
		0		0

NET INCOME		1,092,379		749,064
		=====		=====

DIVISION: ALL

BALANCE SHEET

LIABILITIES & EQUITY

AS OF
08/31/02

LONG-TERM LIABILITIES

0

STOCKHOLDER'S EQUITY

TREASURY STOCK 500
PAID IN CAPITAL -24,777
RETAINED EARNINGS -1,534,805

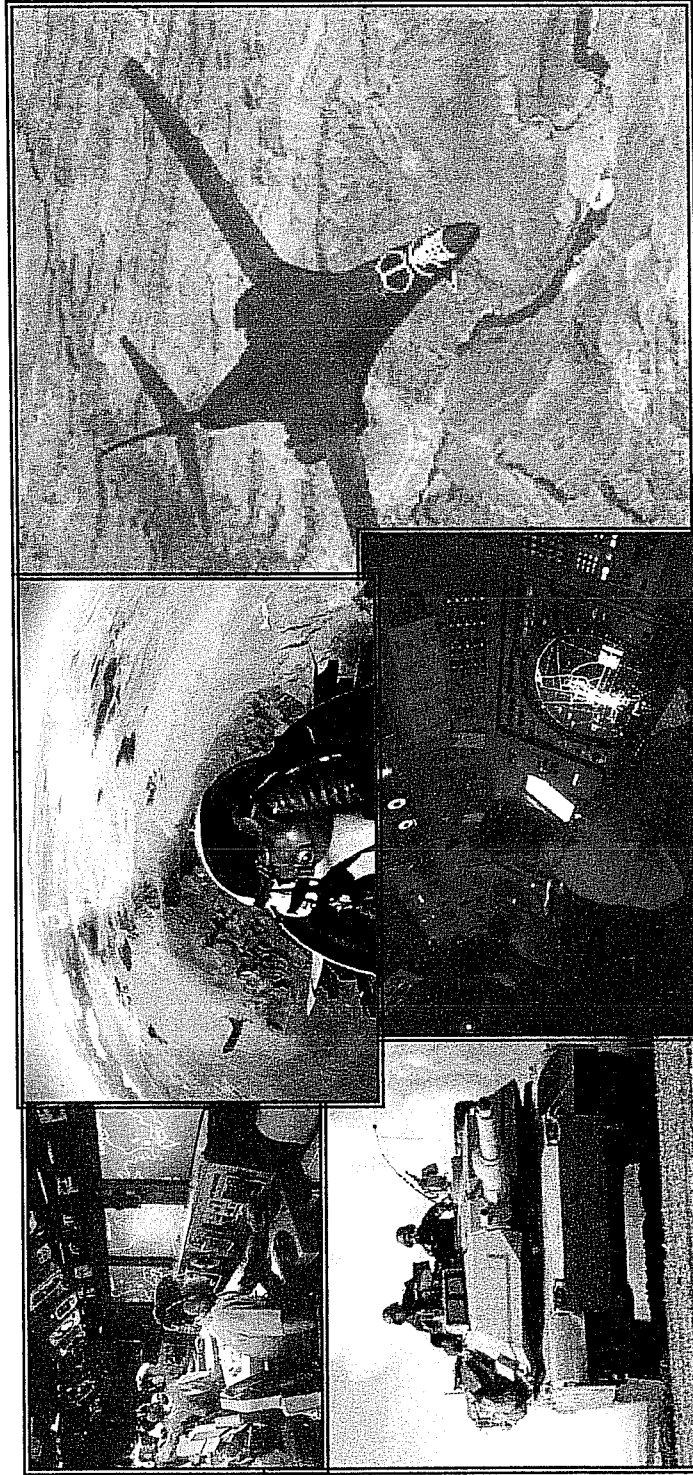
\$ -1,559,082

=====
\$ 11,997,696
=====



Computer Intelligence²

Computer Intelligence², Inc. Corporate Capabilities



**200 Galleria Parkway, Suite 1200
Atlanta, Georgia 30339
(770) 425-2267**

WWW.CI2.COM

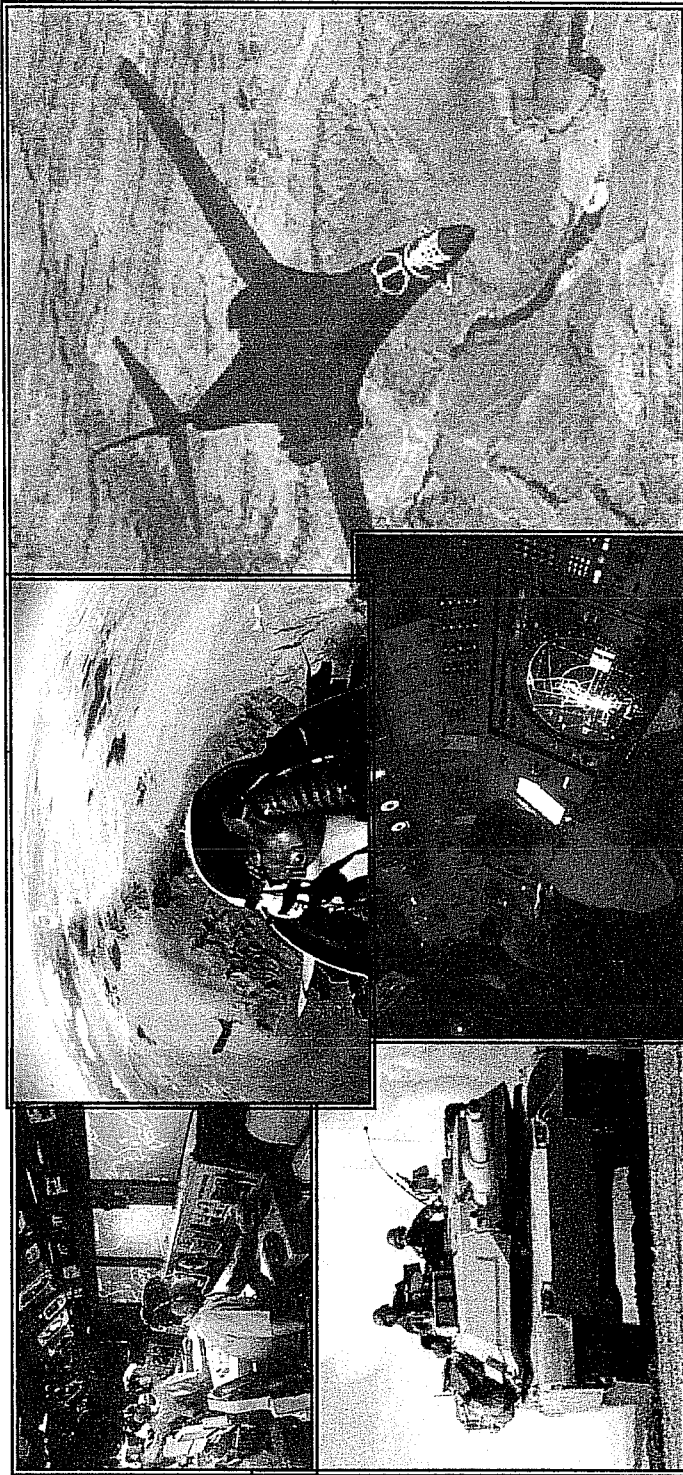
Confidential and Proprietary. Not for use or disclosure outside CI², Inc. without prior written authorization.





Computer Intelligence²

Computer Intelligence², Inc. Corporate Capabilities



**200 Galleria Parkway, Suite 1200
Atlanta, Georgia 30339
(770) 425-2267**

www.ci2.com

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INTRODUCTION

CI², Inc. is a dynamic technology and telecommunications solution provider specializing in full service systems engineering integration and convergent solutions. Founded in 1993, CI² is a minority and woman-owned corporation certified under the Small Business Administration (SBA) 8(a) program through 2004. The company has teamed with leaders and innovators in the computer technology and telecommunications field to provide everything from concept, design, and implementation, to maintenance and support of numerous technology solutions. CI² is headquartered in Atlanta, Georgia with offices in Washington D.C.

Since inception, CI² has focused on advanced telecommunications technologies and projects in the federal government. Since the passage of the Telecommunications Deregulation Act of 1996, an entirely new service provider and consumer landscape has emerged for integrated voice, video, and data services. CI², with its flexible GSA National FAST BPA, has the technical experience and contractual vehicle necessary to provide outstanding service without a lengthy procurement process.

CI² has partnerships with a wide range of product and service providers, the RBOCs (Regional Bell Operating Companies), and other service providers to sell LEC (Local Exchange Carrier) and IXC (InterExchange Carrier) Services. CI² has either direct or indirect business relationships with all ILECs (Incumbent Local Exchange Carrier), IXCs and major CLECs (Competitive Local Exchange Carrier), as well as partnerships with key equipment vendors. CI² is currently CLEC certified in 34 states and expects to be CLEC certified in all 50 states by the end of 2002.

Our extensive partnerships with giants in the telecommunications industry allow CI² to perform as a world class, cost effective, single source of the most complex of local and national telecommunications systems. CI² offers a complete line of high speed Internet and Intranet connectivity solutions and can deliver the industries highest speeds of telephone and Internet access and transmission, using countless environmental settings.

In addition to telecommunications and information technology, CI² has a federal aviation company. CI² Aviation holds a subcontract with the Federal Aviation Administration (FAA) to provide air traffic control tower operation and support.

CAPABILITIES

GSA SCHEDULE 70 - GS-35F-4410G

The Federal Government has been changing over the past several years. These changes have brought about a much leaner Government, which now requires its' departments and agencies to work smarter and more efficiently with fewer resources.

To compensate for the fewer resources, a popular solution has been an increase in outsourcing functions that can be performed by others. The General Services Administration (GSA) has been an outsource solution for years. GSA's success can be attributed to their ability to quickly provide products and services through GSA Schedule Contracts. GSA Schedule Contracts are the preferred source for all Federal Government hardware, software, telecommunications equipment, and service needs.

Virtually overnight, the GSA Schedule Contract has become the Federal Government's contract vehicle of choice. When Government customers buy products and services using CI²'s GSA Schedule 70, they receive all the benefits such as simplified ordering procedures and reduced procurement costs and none of the hassles of the more traditional methods. The streamlined procurement process benefits CI² too. It helps in reducing the contract costs associated with open market contracting and purchasing. Since the GSA has satisfied the burden of determining price reasonableness, CI²'s GSA Schedule is a key ticket to productivity.

GSA NATIONAL FAST BPA (GS00K97AFA0001)

A Blanket Purchase Agreement (BPA) is a simplified method of filling anticipated repetitive needs for supplies or services by establishing "charge accounts" with qualified sources of supply. The general scope of the BPA must be consistent with the contractor's status, contractors must have a GSA contract, under the Walsh-Healey Public Contracts Act as a manufacturer or regular dealer in the type of supplies identified. A BPA will eliminate the necessity of issuing individual purchase orders by providing a method in which purchases are made by placing oral calls, or by informal memoranda when more convenient.

In the spirit of the Federal Acquisitions Streamlining Act (FAST), General Services Administration and CI² Incorporated entered into a cooperative agreement in 1997 to further reduce the administrative costs of acquiring commercial items from the General Service Administration (GSA) Federal Supply Schedule contracts. This unique agreement, one of only five available, is one of the most expeditious and flexible procurement vehicles available to the federal government. The GSA National FAST BPA was part of the Government's Acquisition Reform initiative and allows any IT, Telecommunications Products, or Services to be added to the agreement and ordered from CI². The average time necessary to add a product or service to the contract is two to five business days. BPA products and services have no Maximum Order Limit (MOL) and can be used for any Equipment, either capitol or leased, and any service, either



telecommunications or professional. The contract is open to all federal agencies and all purchases qualify for 8(a) and woman-owned spending credits. Products and services may be ordered directly through CI² or through their agency's procurement office.

Utilizing CI²'s GSA National FAST BPA provides an ideal vehicle for federal agencies that want fast access to the latest technology as it enters the commercial marketplace.

IDIQ CONTRACTS

Contract No. GSOOK97AFD2133/IDIQ

Contract No. GS06K97BND0691

CI² currently holds two Indefinite Delivery Indefinite Quantity (IDIQ) contracts.

Under the provisions of these contracts, task orders can be awarded on a sole source basis without use of the Random Draw method in those instances where the contractor has self-marketed their services to client Government Agencies. The aggregate value of an individual order to any firm cannot exceed \$3 million, but multiple orders may be issued. These are all counted toward the \$126 million/five year ceiling.

Awards made as a result of self-marketing efforts will not affect eligibility for participation in future random draws. Awards resulting from self-marketing efforts will count toward the accomplishment of the guaranteed minimum contract value.

Services offered under these contracts:

- | | |
|---|---|
| Computer Systems Analyst III | Documentation preparation |
| System Design | Evaluation of alternative implementations |
| Develop integration plans | Acquire hardware/software |
| Test components and systems | Installation of non-complex systems |
| Maintenance and repair of non-complex systems | |
| Training on installed non-complex systems | |
| Computer Systems Analyst II | Computer Programmer III |
| Computer Programmer II | LAN Technician |
| Technician | Program Manager |

The Contractor Shall Integrate Commercially available off-the-shelf (OTS) hardware and software resulting in a turnkey system for the customer.



TECHNICAL EXPERTISE

CI² specializes in convergent technologies and is able to offer a diverse assortment of technical services. The following is a partial list of available services:

TELECOMMUNICATIONS

Telecommunications is a major company focus. CI² has partnerships with a wide range of product and service providers. While CI² is an official GSA and BPA Contract holder, the company has relationships with all of the major RBOCs (Regional Bell Operating Companies), including Ameritech, Bell Atlantic, Bellsouth, NYNEX, PacBell, Southwestern Bell, US West, and other service providers to sell LEC and IXC services. CI² has either direct or indirect business relationships with all ILECS (Incumbent Local Exchange Carriers), IXCs (IntereXchange Carriers), major CLECs (Competitive Local Exchange Carriers) and key equipment vendors such as Alcatel, Ascend (Lucent), Cisco, 3Com, Fore, Lucent, Newbridge Networks, Nortel and many others. Maintenance and service can be supported from over 250 service and support centers nationwide.

Since the passage of the Telecommunications Deregulation Act of 1996, an entirely new service provider and consumer landscape has emerged for integrated voice, video, and data services. To date CI² has forged ahead into the millennium, by securing certification as a "Competitive Local Exchange Carrier," (CLEC), in 34 states in the U.S.

Our extensive partnerships with giants in the telecommunications industry allow CI² to perform as a world class, cost effective, single source of the most complex of local and national telecommunications systems.

INTERNET

CI² is an experienced reseller of high-speed Internet access providing full and burstable T-1, T-3, OC3, OC12 and higher Internet connections, firewalls and other security products. Through a partnership with MCI WorldCom and UUNET, CI² offers a complete line of high speed Internet and Intranet connectivity solutions. As an ISP for commercial high bandwidth, CI² can deliver secure, cost effective, and high-speed Internet access utilizing countless environmental configurations.

CONNECTIVITY

CI² is accomplished in providing stand-alone and LAN-based PC workstations across platforms with concurrent access to multiple host computers and mid-range systems. Using off-the-shelf as well as customized high performance asynchronous and synchronous protocol devices, (bridges, routers, communication servers), CI² has become a leader in providing advanced solutions for micro-to-mainframe, micro-to-mini, and LAN-to-LAN communications.



NETWORK TOPOLOGIES, PROTOCOLS, HARDWARE, AND OPERATING SYSTEMS

CI² has extensive experience with development, installation, and support of a wide variety of networking technologies. Experienced in configuration and installation of Novell and Windows NT networks, the company is also proficient in design and installation of cross platform networking using DOS, Windows and Linux or UNIX. From Intranet to Internet, CI² can provide the services needed to design, integrate, and maintain fully heterogeneous network environments.

NETWORK MANAGEMENT AND SERVICES

From concept through implementation, CI² works closely with technology decision makers to service and support local and wide area networks. CI² is known for superior network management services providing both preventive and around the clock on site and remote maintenance response. This ensures timely resolution of problems and maximum up time of both local and wide area networks.

SYSTEM SECURITY

CI² is fully equipped to use smart card and biometric technology, firewall technology and sophisticated programming to provide protection against fraud, espionage, theft, unlawful entry, Denial of Service attacks and related crimes against desktop, laptop, and networked computer systems.

CI² is positioned to provide our customers with experience and expertise across the functional areas encompassing critical infrastructure protection, including program management, risk management, critical infrastructure continuity and contingency, planning, physical infrastructure protection, information systems security and information assurance, and emergency preparedness and awareness. Our strategic relationships allow us to rapidly form functionally focused teams with members recognized within the information assurance and physical protection industry for their leadership, innovation, and superior record of sustained delivery excellence.

The CI² family provides a full range of capabilities. Examples of recent infrastructure protection contracts include complete security planning, implementation, and installation. Our experience includes INFOSEC support to DoD for the Defense Information Infrastructure (DII) and information infrastructure support. Several projects have included critical infrastructure identification, risk management, physical infrastructure protection, information system security, and emergency preparedness training and simulation.

Our domestic and international footprint offers first-hand experience in understanding and implementing the full range of real-world infrastructure protection solutions. Our skilled staff performs all aspects of policy and planning, protection, detection, and response.



CTSMS

CP² uses its registered Consolidated Telecommunications Services Management System (CTSMS) to aid in meeting the needs of its customers. The following briefly describe the mission critical support services provided by CTSMS.

Comprehensive Telecommunications and Services Tracking

- Line, Multiple Circuit ID, Station Identifier
- Features and enhanced Services
- Facilities Codes, Command Structure
- Vendor and Service Type and other sorting criteria

Consolidated Billing including Multiple Vendor Billing System Interfaces

- Single Bill Consolidation
- Cost Codes and Multiple Rate Table Support
- Automated Telephone Bill Reconciliation with Credit and Charge-back Support
- Switching and Customer Premise Equipment Inventory, Configuration, Monitoring, and Management

Service Desk

- 24/7 Help Desk
- Service Orders and Trouble Tickets, including implementation of e-mail and web based interfaces
- Support USAR CIO on its Continuity of Operations Plan (COOP)
- National Security Emergency Preparedness program for provided services

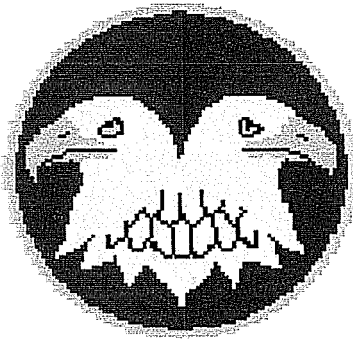
Disaster Recovery Plan to provide rapid restoration of its telecommunications services in the event of a catastrophe.



PAST PERFORMANCE

CI² is focused on providing the highest quality telecommunications and information technology products and services to the federal government. The company is proud to have attained an outstanding past performance record.

UNITED STATES ARMY RESERVE COMMAND (USARC)



CI² currently holds a contract offering a wide range of telecommunications services to 1,148 different US Army Reserve Command (USARC) sites across the U.S., Alaska, Hawaii, Puerto Rico, and Germany. All orders and bills come to CI², where service orders are placed with carriers and all bills are consolidated for USARC. CI² developed a Central Line, Service Order, and Trouble Ticket database to assist USARC headquarters in managing their needs and controlling their cost. As the single point of contact for the government, we are able to efficiently reduce costs and improve performance. As an authorized agent for USARC, CI² negotiates discounted rates for equipment and services with RBOCs, CLECs, and equipment vendors. CI² manages on USARC's behalf, a systems and equipment lease program which dramatically enhances the capability for technology refreshment. Leasing affords USARC the opportunity to acquire far more telecom equipment within their current budget constraints by allocating costs over a period of years.

CI² provides designated Regional Support Commands (RSCs) with voice, video, and data telecommunications services including technological enhancements, service improvements, and new and/or emerging telecommunications offerings. CI² has the overall responsibility for the management of systems and services including engineering, site evaluation, installation, testing, cutover, maintenance and billing.

USARC has established this contract for a Consolidated Telecommunications Management System to improve billing and payment efficiencies while reducing overall cost. The contract requirements are specified in the CLIN's and are summarized in the following:

- Develop a process whereby CI² receives, processes, and pays each of the USAR telecommunications bills, generates required reports, and submits a single invoice to USAR
- Consolidate service delivery and renegotiate USAR communications service agreements
- Provide source of telecommunications services including a centralized help desk for processing work orders and trouble tickets
- Maintain PBX's and other switching and network equipment for 1,148 U.S. Army Reserve facilities

The USARC telecommunication's project is grouped into four major work assignments: Order Processing, Billing Processing, Database Development and Maintenance, and Telecommunication Services.





NAVY

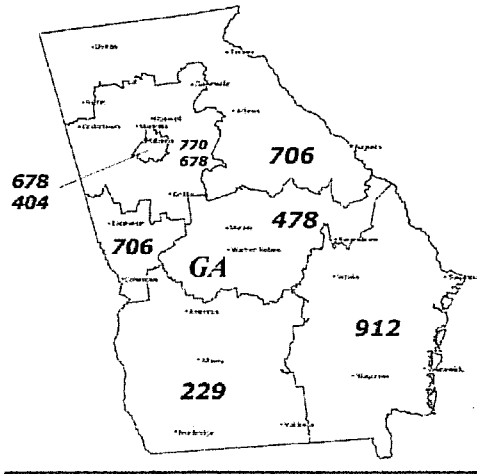


WIRELESS

CI² is under contract with the United States Naval Reserve Recruiting Command (USNRRC) to provide mobile wireless management; operations and services; equipment; and managed billing services for 1,000 accounts nationwide. This is a multi-year, multi-million dollar relationship that firmly establishes CI² "value-add" to technical programs.

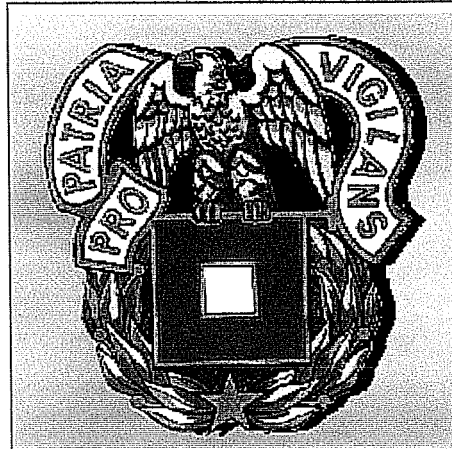
CI²'s Wireless Customer Care Services include:

- Ordering phones from vendors
- Validating/completing detailed spreadsheet information to include the test and validation of area codes, phone numbers and ESN's
- Programming and testing each new phone prior to shipment to Detachments
- Personal Customer Care representatives assigned to USNRRC users eliminating long waiting time when calling large call centers
- Technical and Customer Care support 24 hours a day/ 7 days a week.
- Customer Care Web site, which enables recruiters to communicate with CI² via the web
- Billing Management Services
- Customized electronic billing and reporting
- A Web based system capable of processing new order and trouble tickets
- Monthly usage monitoring

STATE OF GEORGIA

The Department of Administrative Services (DOAS) had a requirement to obtain Long-distance Calling Services on a statewide basis, while maintaining their existing GIST network and facilities. The existing requirement consisted of managing over ninety-two million (92,000,000) minutes of state long distance calling, and six million (6,000,000) minutes of calling card calling. CI² teamed with Qwest Telecommunications and Bell South to provide an expeditious migration of the required statewide-converged communication network.

Working with all of the states existing carriers, CI² was able to successfully manage the Primary Interexchange Carrier (PIC) process to ensure 19,852 lines were converted within the required thirty-day window to the Qwest network. CI² also developed and currently maintains a billing management system that consolidates all billing requirements into a format that is conducive to the State of Georgia's requirements. Utilizing BTSMS (Billing Telecommunications Software Management System), CI² then translates all long distance charges from the provider and redistributes a monthly-consolidated bill that enables the State of Georgia to accurately assess charges to their statewide customer base for all long distance services including but not limited to, calling cards and in-bound 800 service.



FT. GORDON

CI² personnel were responsible for designing, installing and maintaining an Asynchronous Transfer Mode (ATM) based Interactive Full Motion Video Teleconferencing (VTC) system that connected Fort Hood, Texas and Fort Leavenworth, Kansas to Fort Gordon, Georgia in 1996.

This system was designed to enhance the existing Army on Post network called Common User Installation Transport Network (CUITN). The Army Basewide Broadband Architecture (ABBA) was developed to allow the Army to have an ATM network that would span from buildings to all over the world. The on-post component of ABBA was designed and installed at the US Army Signal Center and Fort Gordon.

The on-post network is composed of five ATM Work Group Switches (WGS) and twenty Yellow Ridge Multi-Layer Switches. The protocols supported by the network include User to Network Interface (UNI) 3.1 and shortly 4.0 Multi Protocol over ATM (MpoA) that allows bridged and routed protocols to be supported over the network. The Interactive Full Motion Video Teleconferencing (IFMVRC) system uses K-Net, Motion JPEG based direct attached ATM video compression techniques ie. CODECs, as well as MPEG and two full motion video distribution over Ips.



FEDERAL AVIATION ADMINISTRATION (FAA)

The U.S. Federal Aviation Administration has contracted for air traffic control services at low-activity visual flight rules airport traffic control towers since 1982. Contractors providing air traffic control services have proven safe and effective and have the same positive effect on airport growth as a FAA-Staffed Tower. In 1999, CI² commenced the staffing, management, and operation of five FAA Airport Traffic Control Towers at Albany, Fulton, Gwinnett, Macon, and McCollum Counties all in the State of Georgia. Our Controllers are examined and fully certified by the Federal Aviation Administration. Financial audits of CI²'s Aviation Systems Services provided the FAA finds that the government saves \$200,000 per year for each airport tower operated by CI².

CI² Aviation ultimately provides to the FAA air traffic control services, labor, training, supervision, required equipments, and supplies necessary to provide safe and cost effective airport traffic control services. CI² Aviation and its 70 air traffic control aligned executives, managers and air traffic control specialists are trained in and comply with all federal, state and local laws and FAA rules and regulations relevant to air traffic control services and airport traffic control tower operations. FAA contractor performance evaluations document emphatically that CI² Aviation ensures "the safe, orderly and expeditious movement of air traffic" in compliance with complex sets of law, regulations, directives, procedures, and public expectations.

In addition to classic air traffic control services, this contract requires and CI² Aviation provides weather observations and reports, general airport safety and security surveillance as well as the management of aviation noise abatement practices. As an airport traffic control tower operations contractor, CI² Aviation personnel have obtained and maintain a currency in operational characteristics of aviation communications (e.g., telecommunications) systems and aviation navigational aid facilities.

In 1999, The United States Navy Department conveyed to the Jacksonville, Florida Airport Authority a 45-year-old military designed control tower at Cecil Field. CI² has provided engineering and design services to Jacksonville relative to the conversion of the military facility into a state of the art civil airport traffic control tower. We remain under contract to the

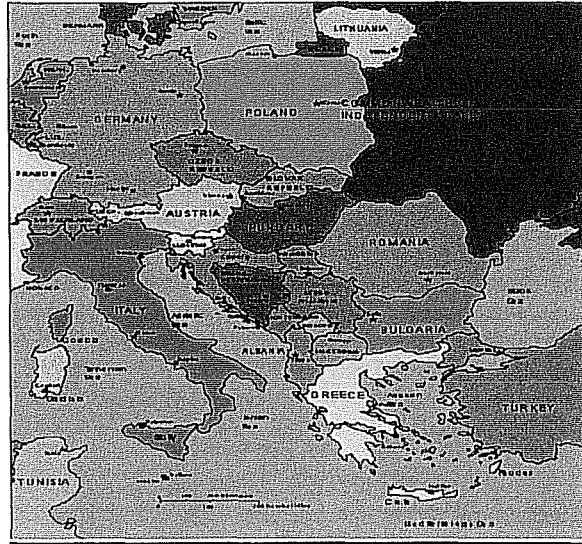


Jacksonville Airport Authority to provide the physical reconfiguration of the tower and to manage the upgrading and relocation of the necessary radio frequency communications equipment.

CI²'s corporate structure possesses collectively, over 75 years of air traffic control, systems engineering, airport development, and management experience. This level of competency allows CI² to confidently operate 14 air traffic control towers for the Federal Aviation Administration.

CI² personnel issue over 5 million air traffic control instructions and advisories to pilots annually in the southeastern region of the United States, while maintaining an impeccable aviation safety record. CI² has the capacity and aviation expertise to significantly increase the number of air traffic control towers it operates.





EUROPEAN OPERATIONS

CI²'s European Operations initial base consists of a teaming partnership between CI², Inc and Advanced Computer Technologies GmbH (A.C.T.). This partnership enables CI² to perform multiple services throughout Europe, with the primary customer being the U.S. Army and its installations.

CI² has worked with A.C.T. since 1997. In March of 2001, CI², Inc and A.C.T. conducted a joint marketing campaign to define our partnership and roles throughout the marketplace. A.C.T. enables the client/customer to have a hands on contact point within Europe and can associate CI² with the direct needs and concerns of the client.

CI²'s European Operations provide multiple services to U.S. Army and other Federal Agencies. We specialize in Services, Maintenance, and Installations.

Our services include, but are not limited to:

- Installation and configuration of LAN's, WANS's and MAN's at US Army Facilities
- Classified/Unclassified Networks for LAN/ WAN/ MAN
- Building Facility Installation (Conference Rooms, War Rooms, CMT's, etc.)
- ADPE Installation and Configuration
- Cable and Supply Equipment



- Configuration and Installation of a VCR system with video projection and sound components
- Delivery and Installation of all Hardware/ Software components in defense, office and IT processing centers
- Illumination for Mobile Drasks
- Fiber Glass Connectivity
- Development and Programming of system administration database tools; Transportation Motor Pool Automated Management Systems; Software Tools for Resource Managements Office; Software Tools for DPW's
- Network Installation, Configuration and services
- Blolite/ BloTwist Optical Fiber Installation

CI², European Operations offers a number of advantages and benefits to the U.S. Army and other Federal Agencies. We are accessible to our European customers. We provide a streamline process through GSA, using our pre-competed contracts. This streamline process provides better value, better pricing, better service, and less expedited time on orders and delivery. In summary, CI²'s presence in the European market offers an advantage to the customer while also creating endless revenue generating opportunities.



FEDERAL DEPOSIT INSURANCE CORPORATION (FDIC)

The FDIC required a complete redesign of their IT infrastructure to meet critical mission requirements. Prior to the redesign, FDIC's network infrastructure was based on Banyan Vines using the Vines IP protocol for communication. The FDIC also relied on Banyan's "StreetTalk" directory services for user authentication. FDIC realized that migration to an open systems approach would greatly enhance their IT infrastructure.

Because of its reputation as a visionary and high technology developer with refined tools and expertise in effectively and efficiently applying the power of automation, CI² earned the opportunity to serve the FDIC by providing these systems and services.

CI², along with their teaming partners, developed a migration plan that implemented Microsoft Windows NT Server and Workstation at FDIC headquarters and all 11 regional sites. This implementation required the migration of more than 10,000 workstations and end-users. The numerical enormity and overall technological complexity of this project precluded a "slam dunk" approach to the migration. To ensure that no technological "islands" were created that could isolate groups of users, CI² provided support for both the Banyan and NT environments concurrently, including the use of both Vines IP and traditional TCP/IP protocol stacks. CI² deployed and provided customization of the Attachmate communications platform in order to provide access to the required hosts and databases for all FDIC employees

The result of the overall redesign and system transition provided a seamless and integrated desktop solution for host communications to a myriad of host platforms, including IBM, UNIX, and VTxxx-based; and provided access to various databases (DB2, Oracle, Sybase and Microsoft SQL Server).



DEFENSE MODELING SIMULATION OFFICE (DMSO)

The Defense Modeling and Simulation Office (DMSO) required the customization of an existing low cost, high fidelity PC based simulation of the High Mobility Multipurpose Wheeled Vehicle (HMMWV). Our new simulation software provides a dynamic simulation environment that is flexible, scalable, and easy to support.

The customization effort required the conversion of the software from the Distributed Interactive Simulation (DIS) standard to the High Level Architecture (HLA) standard, while maintaining a backwards-compatibility with DIS. In addition, several new features were added. A rotary wing aircraft mode was created, allowing the simulator to be used as both a ground simulator and a near ground helicopter simulator. The ability to use additional terrain databases was also added, providing unlimited flexibility in the software. As the primary contractor, CI² managed this conversion effort in accordance with "best practices" software development methodologies.

THE DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT (HUD)



In 1997, The Department of Housing and Urban Development (HUD) turned to CI² to provide a turnkey solution for desktop communications software. CI² performed technology assessments, site surveys, requirement analysis, and end-user surveys to determine the proper technical approach required for HUD. We developed the implementation plan, provided integration services, and provided information technology management solutions in the form of software and services.

Our solution was a complete TCP/IP based environment that provides standardization across the desktop by relying on proven and open standards. We also provided end user and system administrator training.

United States Department of State



The United States Department of State had a requirement for a digital circuit capable of supporting 128 KBPS service between the Main Distribution Frame of the United States Department of State Relay Facility in Beltsville, Maryland and the American Consulate General Munich, Koeniginstrasse 5, in Muenchen, Germany. No satellite hops were allowed under this contract and service had to be available 24 hours a day, 7 days a week, 52 weeks a year with an availability of not less than 99.5 percent per month over the period of the contract. CI² installed and maintained the circuit, which met the Department of State's demanding requirements.



VETERANS' HEALTH ADMINISTRATION (VHA)

The VHA required the development of the Windows NT and Exchange architecture, deployment and roll out planning, implementation services, technical trouble shooting, help desk support and both end-user and system administrator training.

CI² developed an innovative team based implementation methodology. CI² assembled a team of both small and large businesses to ensure that the VHA received cutting edge technical support services.

As a result, this team has deployed one of the single largest Microsoft Exchange implementations in the world: 275,000 desktops, 200 physical sites through the 50 states and Puerto Rico, over 500 servers, and almost 250 Exchange sites.

CI² has also been providing on site Microsoft Certified System Engineers and Help Desk Support to various VA Medical Centers and VISN offices for the past four years.



PATENT AND TRADEMARK OFFICE (PTO)

The Patent and Trademark Office needed to expand their role in the area of "intellectual property rights," policy development and improve their customer base. CI² along with our teaming partners performed technology assessments of the PTO environment. We also conducted requirement analysis of the PTO telecommunications infrastructure and recommended substantive improvements, provided user support services for both software and hardware in addition to end user training.



DEPARTMENT OF JUSTICE

This contract agreement provides DS3 Data Connectivity Services that include high-speed connectivity between two Washington, D.C. locations in support of CACI's tobacco litigation support efforts at the Department of Justice.



Andrella Baylis

President & CEO
CI², Incorporated

200 Galleria Parkway, Suite 1200, Atlanta, Georgia 30339
(770) 425-2267 (Voice) (770) 425-1338 (Facsimile)

Profile

Andrella Baylis is President and CEO of Computer Intelligence Squared, Incorporated ("CI²"). Born and raised in Nashville, Tennessee, Ms. Baylis has devoted her career to the information technology industry and has over 20 years of comprehensive senior level management experience in Marketing, Sales and Computer Technology. She has held progressively more responsible positions in finance and program management at such leading companies as Hewlett Packard, Siemens and Information Systems of America (ISA). Ms. Baylis holds a B.S. in Business Administration from Tennessee State University and an MBA in Finance from Roosevelt University in Chicago.

Ms. Baylis serves as a Board Member for the Georgia Regional Transportation Authority (GRTA), American - Nigerian Chambers of Commerce, and Atlanta Metropolitan Technical Institute. Ms. Baylis also is a member of the National Minority Supplier Development Council (NMSDC), which has more than 3,500 corporations among its membership.

CI² is a dynamic technology and telecommunications solution provider specializing in full service systems engineering, integration and solutions. Founded in 1993, CI² is a minority and woman-owned corporation certified under the Small Business Administration (SBA) 8(a) program through 2004. Ms. Baylis's current responsibilities are to develop strategic goals, operating plans and policies, corporate objectives, both short and long-range to assure attainment of corporate capabilities.

Corporate Overview

In the past nine years, CI² has grown from a \$1.2 million company to an over \$30 Million Corporation. Today, the company has a successful performance record and approximately 142 employees and consultants. In addition to the Atlanta headquarters, CI² has an office in Washington D.C.

CI² has teamed with leaders and innovators in the computer technology and telecommunications field and has designed, deployed and maintained numerous technology-oriented solutions which enables clients to substantially expand communications and database access capabilities; configure and manage customized cost effective Local Area Networks and Wide Area Networks; integrate open architecture document imaging systems into existing LAN & WAN's. CI² has a distinguished track record of providing stand-alone LAN based PC workstations across platforms supported by DOS, Windows NT, Windows and OS/2.

CI² has partnerships with a wide range of product and service providers, the RBOCs (Regional Bell Operating Companies), and other service providers to sell LEC (Local Exchange Carrier) and IXC (intereXchange Carrier) services. CI² has either direct or indirect business relationships with all ILECS (Incumbent Local Exchange Carrier), IXCs and major CLECs (Competitive Local Exchange Carrier), as well as partnerships with key equipment vendors.

In addition to telecommunications and information technology, CI² has a federal aviation division with the Federal Aviation Administration (FAA) to provide air traffic control tower operation and support.

As a Microsoft Certified Solution Provider and a Novell Authorized Partner, CI² has become a trusted business partner with a reputation for delivering high performance solutions that work.

Corporate Overview

TECHNICAL EXPERTISE AND EXPERIENCE

CI², Inc., is paving its way into the 21st Century as a dynamic technology solution provider and is able to offer a diverse assortment of technical services ranging from training and Help Desk support to integration and maintenance. The company is proud to participate in the Department of Defense's Mentor Protégé program, established to foster the development of rising technology companies. Through this program, CI², Inc., is committed to becoming a recognized provider of high bandwidth networks and multi-media technology applications. Below is a partial list of available services:

Internet

From web page design to development of custom electronic mail solutions, CI² offers complete Internet services. As an ISP for commercial high bandwidth, the company can deliver secure and cost effective.

Connectivity

CI², Inc., is accomplished in providing stand-alone and LAN –based PC workstations across platforms with concurrent access to multiple host computers and mid-range systems. Using off-the-shelf as well as customized high performance asynchronous and synchronous protocol devices, (bridges, routers, communications servers), CI², Inc., has become a leader in providing advanced solutions for micro-to-mainframe, micro-to-mini and LAN-to-LAN communications.

Network Services

As a Microsoft Certified Solution Provide and Novell Authorized Partner, CI², Inc., has become a trusted business partner with a reputation for delivering high performance solutions that work. From concept through implementation, CI², Inc., works closely with technology decision makers to design, integrate, install, service and support local wide area networks. Experienced in configuration and installation of Novell and Windows NT networks, the company is also proficient in design and installation of cross platform networking using DOS, OS/2, Windows and UNIX.

Network Management

CI², Inc., is known for superior network management services providing both preventive and around the clock on site and remote maintenance response. This ensures timely resolution of problems and maximum up time of LAN's.

System Security

CI², Inc., is fully equipped to use smart card technology and sophisticated programming to provide protection against fraud, espionage, theft, unlawful entry, and related crimes against desktop, laptop and networked computer systems.

Curriculum Vitae of
PAT D. DIXON, JR., ESQ.

EDUCATION AND EARLY PROFESSIONAL BACKGROUND

Pat D. Dixon, Jr. earned a B.S. Degree from Tennessee State University in 1974 and a J.D. Degree from Howard University School of Law in 1978. He was one of the few individuals in the history of the law school to serve as President of the Student Bar Association while also serving on the Editorial Board of the Howard Law Journal.

Upon graduation he passed the Georgia Bar examination and immediately started his legal career in the General Counsel's Office of the U.S. Nuclear Regulatory Commission (NRC) in Washington, DC. His hiring marked the first for an African-American in the General Counsel's office. His job duties at the General Counsel's Office included giving policy, legal, and legislative advice to the Commission and handling litigation involving NRC.

CURRENT PROFESSIONAL EXPERIENCE

Mr. Dixon currently serves as General Counsel to CI², Inc., a significant provider of Information Technology Management, Telecommunications Management Services, and Aviation Systems Contracts management in the Federal arena. As General Counsel, he serves as Chief Legal Counsel to the Corporation. He advises and represents the Corporation in regard to a myriad of legal areas, including Telecommunications Law, Intellectual Property Matters, Government Procurement, Employment Law, UCC and Contract Law, and Corporate Governance.

Prior to accepting the position of General Counsel of CI², Inc., he was in the private practice of law for nineteen (19) years. His area of concentration was civil litigation with emphasis on business, personal injury, medical malpractice, and wrongful death litigation. Overall, he has enjoyed twenty-two (22) years of experience in the practice of law. He also served as Judge Pro Hac Vice in the City Court of Atlanta and as a Special Master for the Superior Court of Fulton County.

PROFESSIONAL CERTIFICATIONS AND AFFILIATIONS

Mr. Dixon is admitted to practice in all state and federal Courts located in the State of Georgia. He is a member of the State Bar of Georgia, the Gate City Bar Association, the American Bar Association, and the Georgia Trial Lawyers Association.

COMMUNITY SERVICE

Mr. Dixon is actively involved in his community. He serves on the boards of numerous civic, church and community organizations. Mr. Dixon has received several awards from the Boy Scouts of America for service to that organization. Mr. Dixon's Church home is the Hoosier Memorial United Methodist Church. He is a member of Kappa Alpha Psi, Fraternity, Inc.

PERSONAL

Mr. Dixon is married to Judge Myra H. Dixon. The couple has two (2) children, Kyra and Pat III.

OBJECTIVE

To obtain a position in the telecommunications market

EXPERIENCE

April, 2001

to August, 2001

Manager, Contractual Assignment, Diversified Executive Systems, Inc., Birmingham, Alabama

Served as a Subject Matter Expert (SME) with BellSouth Telecommunications in Interconnection Operations, Network Services/Customer Services where responsibilities included supporting Local Carrier Service Center (LCSC) personnel and CLEC customer service managers on specific products and services. Was responsible for maintaining documentation on business rules for electronic and manual ordering for CLECs, and methods and procedures for center personnel. Served on Product Teams where decisions were made to implement new products and services. Served on Change Review Board where changes were proposed and implemented for system improvements, for documentation to ensure complete and accurate information, and to correct documentation defects.

March 1999

to December, 2000

Manager, Department of Regulatory Affairs, Computer Intelligence², Incorporated, Atlanta, Georgia

Managed CLEC certification from implementation to completion by applying for authority to provide local exchange service and writing tariffs for fifty (50) states. Participated in PSC pre-hearings and/or regulatory hearings. Was responsible for obtaining and keeping in effect all FCC, state regulatory commission, franchise authority, and other regulatory approvals that may be required in connection with the performance of the company's obligations under any interconnection and reseller agreement and/or any regulatory commission's rules and regulations. Managed three (3) employees whose responsibilities included managing monthly, quarterly and annual reports required by state regulatory and revenue agencies and Secretaries of State in all 50 states.

July 1996

to March 1999

Retired

March 1993

to July 1996

Instructional Designer, Training, BellSouth Telecommunications, Atlanta, Georgia

Responsible for the regional design, development, revision, management, and adaptation of training for both management and non-management employees. Kept abreast of new methods and procedures, tariffs, and policies; updated instructional materials and job aids as required.

January 1991

to February 1993

Instructor/Instructional Designer, Training, BellSouth Telecommunications, Atlanta, Georgia

Responsibilities included instructing courses designed primarily for contact personnel with common interests and similar job responsibilities in advance subjects and skills necessary for specific job tasks. Utilized appropriate training techniques such as Accelerated Learning, Computer Based Training, Group-Paced, Instructor Led.

July 1987

to December 1990

Assistant Staff Manager, Training, BellSouth Telecommunications, Atlanta, Georgia

Responsible for developing and maintaining courses for regional groups of Service Representatives with training needs for Special Services, Sales and Customer Service. Responsibilities included conducting Train-the-Trainer sessions, Field Trials, and Follow-Up Evaluations.

November 1982

to July 1987

Customer Service Specialist, Southern Bell Telephone & Telegraph Company, Chamblee, Georgia

Responsible for handling complex and/or time-consuming billing matters for clients referred from other Customer Service Representatives. Handled multiple tasks and all special projects.

September 1973
to November 1982

Customer Service Representative, Southern Bell Telephone & Telegraph Company, Atlanta, Georgia
Issued service orders for new and existing services including telephone service, Wide Area Telephone Service (WATS/800), data services, air-to-ground service, and mobile service, and handled inquiries regarding billing and long distance calls from telephone contact, written correspondence or person-to-person contact in public office. Collected past due billing for Residence and Business Accounts.

April 1970
to September 1973

Business Office Representative, New York Telephone, Brooklyn, New York
Issued service orders and handled billing and long distance inquiries for Residence and single-lined Business customers from telephone contact, written correspondence or person-to-person contact in public office. Coached newly-trained Service Representatives.

EDUCATION

July 1996
to August, 2000

Georgia Perimeter College (formerly DeKalb College), Decatur, Georgia
Studied continuing education courses for a certificate in Interior Design.

September 1964
to June 1989

Georgia State University, Atlanta, Georgia
Attended on a part-time basis pursuing Bachelor of Business Administration degree in Human Resources Management.

September 1959
to June 1960

Spelman College, Atlanta, Georgia
Studied general freshman courses in pursuit of Bachelor of Science Degree in Mathematics.

PROFESSIONAL AFFILIATES

October 2000
to present

Les Gemmes, Inc., a nationwide Social & Civic Organization

September 1981
to Present

American Business Women's Association
- August 1985 to July 1987 - President, Airport Charter Chapter
- October 1986 - Delegate to National Convention, Kansas City, Missouri
- February 1986 - Woman of the Year, Airport Charter Chapter

VOLUNTEERISM

Cascade United Methodist Church
- Assist office staff
- Communications, publish The Messenger newsletter and other publications
- Recorder, Board of Trustees

Atlanta Board of Education
- Judge, Social Studies Fair
- Judge, Quiz Bowl
- Participant, Committee Review Committee, Salary Incentive Plan

Athon W. Clemons

PO Box 28394 Atlanta GA 30328

(770) 397-0123

Summary of Qualifications

Extensive experience in telecommunications with a strong focus on sales, customer service, marketing and project management. Additionally, I possess over 7 years in a fast paced, multi-tasked Customer Service/Sales and Marketing environment.

Areas of Expertise

- Proven ability to generate new ideas and solve problems in a well organized manner
- Strong and effective oral and written communication skills
- Seasoned professional, able to work within a team or independently
- Detailed and result oriented decision-maker
- Ability to effectively communicate with customers, peers and all levels of management
- Superior organizational and time management skills

Professional Experience

(CDC) Center for Disease & Control, Atlanta GA

April 1998- Present

Administrative Assistant

- Responsible for scheduling appointments for Doctors and Scientists
- Schedule departmental meetings for company issues and concerns
- Research reports and locate any tobacco issues that are pertinent to OSH (Office of Smoking & Health)
- Responsible for contacting and scheduling outside candidates for interviews

Lucent Technologies, Atlanta GA

April 1998- February 1999

Lead Generation Representative

- Support field representatives marketing Lucent hardware products
- Prioritize projects to exceed monthly goal in a timely manner
- Marketing Y2000 compliance interfacing hardware and software
- Review competitive information pertaining to hardware specification products

MCI Telecommunications, Atlanta GA

June 1995- November 1997

Project Management

- Served as the primary liaison for the Engineering, Manufacturing and Installation departments to ensure the timely completion of service request
- Provided trouble shooting of the day to day operations and escalated issues to ensure a high level of service and efficiency with problem resolutions
- Scheduled resources for various departments to meet quality and productivity standards

GTE Telecommunications, Atlanta GA

August 1994- June 1995

Customer Service Representative

- Analyzed and offered strategic market changes for GTE's Cellular Services
- Provided regional coverage on upgraded cellular roaming and non-roaming products and services
- Assisted customers with billing issues to ensure that they are receiving proposed rates/discounts
- Provided quality customer service retention and revenue growth for sales

MCI Telecommunications, Atlanta GA
National Error Specialist Analyst

December 1993- August 1995

- Verification and installation of accounts rejected by outside local services
- Examined computerized error reports while correcting information to establish long distance service relations
- Responsible for tracking all trouble tickets to ensure a prompt response in restoring service
- Provided daily support to customers and field personnel regarding incomplete call routing, maintenance troubles for both dedicated and switched products

MCI Telecommunications, Atlanta GA
Sales and Service Representative

March 1992- December 1992

- Developed new clients and prospects through market research, cold calling and telemarketing
- Maintained thorough knowledge and understanding of marketing long distance products and services in order to achieve maximum sales results
- Aggressively marketed MCI's full product line to corporate decision-makers
- Upgraded products and services for existing MCI customers
- Provided potential customers with products and services to satisfy their business needs

Circuit City, Atlanta GA
Sales Manager

August 1988 - March 1992

- Managed employees to ensure all objectives and responsibilities were successfully met
- Ensure sales associates were meeting and exceeding departmental productivity, efficiency and sales goals through coaching and development
- Trained employees on new product enhancements
- Prioritized daily and weekly responsibilities to ensure management goals were met
- Operations including training, sales meetings, budget planning and customer support

Education

North Carolina Central University

Major: Mass Communication

Computer Skills

MS Office	Word
Lotus SmartSuite	Lotus 123, WordPro, and AmiPro
Internet/Intranet	Netscape and Internet Explorer

VINCENT ALEXANDER

SUMMARY: Over 16 years of progressive experience working at various levels of information technology. Most recently managing the convergent solutions for 3 United State Army Reserve regions.

EXPERIENCE: 08/01 – Present CI2 (Computer Intelligence 2) Atlanta, Georgia
Project Manager - Coordinate with vendors to ensure projects are completed in a timely manner. Leading team members and sub-contractors to organize, design, and implement all phases. Provided all the Voice and Data lines for the United States Army Reserve. Coordinate with CLEC's across the country (Ameritech, Qwest, AT&T, MCI Worldcom) to provide service.

4/01 – 5/98

Customer Care Manager - Consultant for Comsys Inc. Monitored the production of a UNIX system. Running database system using HP-UX and Sun. Running Reports using Broadcast Agents Console (BCA). Running Bill Cycles using SQL, Unix and BSCS (Business Support and Control Systems). Ingest and Digest tape into a tape silo for Backups. Using UNIX commands to check usage and ensuring file system is fewer than 80%. Monitoring jobs using SysAdmiral.

Consult/interface with customers on Resale and Unbundling service options throughout the Ameritech regions. Manage various customer projects using Mortel tracking system. Resolve customer order issues concerning Rejects, Pending and Canceled orders. Provision Voice mail services using MIPS as well as Digital Certificates for customers requiring Internet access. Set-up NPA/NXX codes and troubleshoot issues with TcNet, a web-based applications tool. Trained Ameritech employee on resolving EDI orders before the contract ended. Using Windows NT, SQL Database, Outlook 2000 and proprietary software. Monitored the production of a UNIX database system using HP-UX and Sun. Managed the day-to-day network operations including daily data back-up and restoration. Utilized Openview system to monitor network. Tracked all documentation through AT&T proprietary systems. Using Windows 95 and NT, UNIX HP-UX and Sun, Openview and proprietary software.

System Analyst - Managed LAN and WAN systems, responsible for troubleshooting network issues Installed and upgraded network servers Set-up organizational and network security procedures Developed network training manual and in-house training courses for new technicians Designed various online network programs to shorten network downtime.

EDUCATION

SEAL GROUP Certificate in UNIX Fundamentals 3/97

SOUTH SUBURBAN COLLEGE South Holland, Illinois
Certificate of Novel NetWare Management, 3/94

ILLINOIS TECHNICAL COLLEGE Chicago, Illinois
Associate Degree in Electro-Mechanical Engineering
1985-1988

SKILLS

UNIX, NOVELL, SQL Database, Proficient in all Windows based software/Microsoft, Lotus, Sun Microsystems, HTML, HTTP, and HTTPS.

Familiar with various telecommunications systems, Vantive a call tracking software

Excellent communication, organizational and leadership skills.

Thomas Allen

1993 Baker Rd NW
Atlanta, GA 30318
404-794-9988

SUMMARY

To obtain a position with your company or business utilizing my skills, background, experience, and abilities.

WORK HISTORY

6/00-PRESENT

Service Delivery Specialist, Covad Communications

Duties include driving customer orders from start through installation, ensure due dates for loop delivery are received from LEC (local exchange carrier) within specified timeframes, following up on the order & provisioning of lines from LEC for DSL service, opening trouble tickets with LECs and following up on deliverables from various sources, troubleshoot issues to get DSL order back on success path, perform Harris tests when applicable to ensure line compatibility, perform all steps necessary to ensure proper escalation if needed, and enter all required database entries and updates to reflect current status of order activity.

11/99-6/00

Service Operations Specialist IV, Sprint

Duties include being assigned a customer base in the General Business Unit, doing 1st invoice reviews with new customers, answering calls regarding customer billing and account maintenance issues, escalating and managing customer bill discrepancies, and working with internal billing groups on issues of pricing of services such as toll free services, dedicated and switched services, data services such as IP, Frame Relay, ATM, and ISDN, as well as access services such as T1 (TAP, ITAP, & FNTM), DS1, DS3, Access Coordination, and Central Office Connection. Will also be responsible for handling issues that are outside of normal base assignments, as well as root causing issues on a day-to-day basis.

1/99-11/99

Customer Service Representative, GTE Supply

Duties in the call center include order entry, follow-up, processing customer returns, requests for proof of delivery, coordinating distribution special pick requests, answering calls from customers requesting delivery status on orders and troubleshooting customer CPE equipment.

2/91-8/93

Customer Support Specialist, Intecom Communications

Duties included order implementation and entry of provisioning orders for CPE and call center solutions equipment such as PBX, T1, DS1, DS3, CSU/DSU, servers and routers, as well as orders for ISDN, and Frame Relay, all via TCP/IP protocol. Provide research support for billing groups such as T1 and equipment turn-up, trouble ticket reporting, ticket entry and follow-up until resolution, as well as equipment pricing. Also coordinated times with Local Exchange Carrier (LEC) for customer premise cutover of service.

EDUCATION

1989

Secret Security Clearance Granted, U.S. Navy

Matthew Minor
1695 Graves Rd. #403
Norcross, Ga. 30093
(770) 840-9170
E-mail: mminor5@bellsouth.net

JOB OBJECTIVE

To obtain a position with a growing company, Where I can be productive and utilize my skills and abilities of problem solving , planning , and coordinating until tasks are complete.

EXPERIENCE

May 2001 **WorldCom Atlanta, GA**

Aug 2000 **Project Manager/IS Coordinator (Provisioning Dept)**

- Perform escalation support for customer inquiries regarding service and order status and insulation.
- Serve as a single point of contact for customers and inter-departmental groups for resolving customer issues related to post-sales implementation and circuit activation.
- Handle designs for telecom network based on Frame Relay Technology and ATM modes with Bipolar line coding and NCI coding
- Ensure customer's expectations are met on all order types and (FOC) Firm Order Commitment is establish to the customer.
- Project management of all installations across all platforms and systems within the WorldCom environment by using Oracle Data Base along with AS400 and some Unix system products.
- Provide customers and sales with any report, spreadsheet or tracking tool as defined by the customer's expectations.
- Monitor with LEC and CLEC and or IXC's tracking and escalating provisioning of Local Service Order Requests and (ASR)

Aug 2000 **Nortel Networks/Utilities Group**

Oct 1998 **Independent Contractor (Order Mgr Dept.)**

- Order and track circuits orders to ILECs, Clecs, IxCs and other circuit providers.
- Ordered shipment of merchandise to various customers to ensure the day to day operations of their telecommunication companies.
- Acted as primary project owner and contact for customer to provide status on their accounts.
- Reviewed and processed customers order for telecommunications equipment.
- Provided weekly reports to customer as well as conference calls weekly.
- Performed reviews and mentored team to ensure quality service to our customers

Oct 1998 **PEACHTREE MITSUBISHI**

May 1996 **Secondary Finance Mgr.**

- Performed financial means for the sale and leasing of new and used vehicles
- Processed all paperwork for loans and lease turn-in.
- Scheduled weekly meeting and monitored company's goals and customer satisfaction
- Reviewed and processed applications for clients wanting to purchase vehicles.

MAY 1989 **UNITED STATES MARINE CORP**

APR 1996 **Transportation Mgmt Logistic & Purchase Coordinator**

- Maintained Military records and purchase order documents for export and import shipments of military cargo overseas and in the continental united states.
- Worked Military customs dept and air travel , Handled seaport transportation of military cargo abroad, With travel orders for DOD personnel and their dependants.

- Distribution of Military Purchase Orders to various payoff accounts for the shipment of cargo.
- Created financial budget sheets and monthly ending balance spreadsheet.
- Documented TCMD's , GBL and other freight paperwork for the purpose of rail , land , air and sea shipments. Along with letters of credit documentation.

EDUCATION (Major) BA Business (Minor) Finance & Accounting

Southeast Missouri State University Cape Girardeau, MO 1985-1989
Soldan High, St Louis, MO 1981-1985

COMPUTER SKILLS

Pursuit of (A+, Network + and Oracle DBA July 2001 - Oct 2001)
Microsoft Office Suite, Access, Power Point , Internet Explorer,
Windows 3.1 , 3.11, 95 , 98 NT, Unix

Pete Oliver

Certification:

- Microsoft Certified Systems Engineer (MCSE)
- MCP+ Internet (IIS, NT4, TCP/IP)
- Microsoft Certified Solution Developer (MCSD) - (*Inactive*)
- Certified Lotus Notes Specialist (CLS R4 System Administration)
- Novell Master/Enterprise CNE - Infrastructure and Advanced Access (also CNE3 and CNE4)

Employment:

Contract:

CI Squared, Inc. Atlanta, GA (5/97 - Present)
K Turner-Arlington, Inc. Fort Worth, TX (4/98 - 10-98) (On-Site Anderson Consulting - LA)

Full-Time:

Compass Management & Leasing (ERE) Atlanta, GA (2/95 - 5/97) IS Technical Services Manager

- Responsible for managing and supporting seven Systems Administrators and the complete operation of an enterprise Token Ring network with 21 servers and over 300 end users. This also included managing new LAN installations, including WAN connectivity, cabling and hubs along with budgeting and personnel hiring.
- Designed and implemented the following projects:
 - Company-wide Lotus Notes 4.0 rollout and administration (6 servers).
 - Global migration from Novell 3/4x to NT Server for LAN users.
 - SQL Server 6.0 installation, administration and design.
 - Global conversion from MS-Mail to Exchange (including the Outlook client).
 - ISDN Internet e-mail gateway - including router configuration.
 - Created the company's Web page and coordinated the Web site.

Phoenix Systems, Inc., Atlanta, GA (3/93 - 12/94) LAN Administrator/Technician; Visual Basic Developer

- Responsible for all aspects of the management and operation of a 40-user 10BASE2/10BASET network with three servers running Novell Netware 3.12, 4.01 and NT 3.5, including multi-protocol administration and engineering.
- Developed and maintained several Visual Basic applications, one of which eliminated a clerical position within the company. Also developed Phoenix commercial software module using IQ Report Writer and SQL.
- Trained support personnel on new products and designed user manuals for Phoenix and OEM third-party software.

National Network Communications, Inc., Atlanta, GA (4/88 - 1/93) Manager in charge of Communications and Database Administration (7/90-1/93); Database Administrator (1/89-7/90); Account Rep. (4/88-1/89)

- Managed database conversion and extraction projects in a variety of languages including SQL. Developed C++ and Basic programs for in-house routines, including Mainframe to PC data transfer.
- Managed two computer operators, one CS representative and overall workflow.

Education:

University of Georgia 9/83 - 12/87 BA Political Science / Philosophy 3.42 GPA (overall) w/ Honors

Andra Lee McKee

58 Fourth Avenue West • Dallas, Georgia 30157-6360 • Phone: 770-505-4026
E-mail: ramckee@mindspring.com • Pager: 770-798-0365

OBJECTIVE

I am pursuing a software developer position. I have four years experience in programming, with an increased emphasis on Visual Basic and SQL Server in the past year. I am currently attending Active Server Page and HTML classes.

EXPERIENCE

July 2000-May 2001: RaceTrac Petroleum, Smyrna, Georgia

Position involved updating existing applications, as well as building complete applications. I worked directly with the department overseeing the supply and distribution of gasoline. Some of the applications which I oversaw involved profits, mystery shoppers, weighted average margins, runout times. Some of the skill sets I acquired are as follows:

- Gained greater familiarity with Visual Basic, working with both VB5 and VB6, primarily using ADO connections through ODBC for connecting to SQL Server, Access or Oracle databases.
- Used Access and SQL Server to create stored procedures, queries, tables, and views to increase the speed of my applications.
- Worked on Windows95 and WindowsNT platforms.
- Used timer control for creating timer applications.
- Used FarPoint for creating spreadsheets on the VB applications.
- Used Crystal Reports as final output on several applications, creating graphs and charts.
- Became more familiar with phone applications and Visual Voice/Dialogic boards.
- Used Visual Source Safe for application consistency.

April 1987-April 2000: The Stibo Group, Marietta, Georgia

The Stibo Group is a company that has evolved over the past decade. Stibo was originally a typesetting company that specialized in catalog production. It has evolved into a company that provides database solutions for customers seeking printed, CD-ROM, and Internet catalogs.

1997-2000: PROGRAMMER

I was promoted to programmer for the typesetting division. Infomix (not Informix), the programming language I learned, was proprietary; written by Stibo for CCI, Stibo's typesetting equipment (it is similar to C programming). Developed strong skills with Microsoft Word and Microsoft Excel. I also gained familiarity with HTML/XML. Some programs I wrote were: Price Insertion, Indexing: Alphabetical, Numerical, Table of Contents, No-Match, Conversion of CCI files to PC files, and Conversion of PC files to CCI files.

1987-1997: TYPOGRAPHER

I was hired as a typographer. I was a lead typographer for several catalogs. Duties included: creating formats based on customer's layouts; overseeing other typographers, graphics and programming on my accounts; working directly with customers; light programming (which lead to promotion); customer changes; and final output to film or PDF file.

EDUCATION

April 2000-July 2000: Syspro Technologies, Norcross, Georgia

Completed the MCSD track in Visual Basic and SQL Server. Achieved skills with:

- Creating COM dlls as middleware
- Using class modules
- Creating functions and procedures
- Using ADO connections through an OLE DB Provider
- Using Data Environment to access databases
- Writing Transact-SQL queries
- Creating stored procedures
- Creating triggers

Also accrued knowledge of the following concepts:

- Microsoft Transaction Server
- Microsoft Message Queue
- Using ODBC connections
- Creating Data Reports
- SQL Server roles, security
- Creating ActiveX controls
- Creating DHTML applications
- Creating IIS applications

Finished Phase One of a project where I created an application for a waste management company. This application allowed data entry personnel to enter customer, contractual, pick-up, and payment information.

1991: Georgia State University, Atlanta, Georgia
Bachelor of Arts in Philosophy; Minor in English

ORDER NO.	YOUR INVOICE NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
008595	102102	10/07/02	250.00	250.00	0.00

TC02-172

RECEIVED
 OCT 28 2002
 SOUTH DAKOTA PUBLIC
 UTILITIES COMMISSION

TOTALS	250.00	250.00	0.00	250.00
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CI2, INC.
 200 GALERIA PARKWAY, SUITE 1200
 ATLANTA, GA 30339
 PH. (770) 425-2267
 Computer Intelligence, Incorporated, INC.

UNITED
 BANK
 68-444-560

*****250 DOLLARS AND 00 CENTS**

DATE 10/21/02
 CONTROL NO. 011510
 AMOUNT *****250.00

PAY TO THE ORDER OF S. DAKOTA PUBLIC UTILITIES

VOID AFTER 90 DAYS

Dee Owens

⑈011510⑈ ⑆05600445⑆ 000220247E⑈

081000/3-91

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of October 24, 2002 through October 30, 2002

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five business days of this report. Phone: 605-773-3705 Fax: 605-773-3809

ELECTRIC

EL02-023 In the Matter of the Petition of Montana-Dakota Utilities Co. for Approval of a Revision to its Fuel Clause to Permit the Inclusion of Purchased Power Costs Related to Renewable Energy Purchases.

Application by Montana-Dakota Utilities Co. for approval of tariff revisions which would allow costs of energy produced by renewable resources to be included in and recovered by Fuel Clause Rate 58. Montana-Dakota Utilities Co. has entered into an agreement to purchase electric energy from Dakota I Power Partners LLC which will construct wind generation facilities in the near future. Montana-Dakota Utilities Co. is requesting authority to recover such costs, and specifically the costs of wind generated energy pursuant to the agreement, through Fuel Clause Rate 58.

Staff Analyst: Dave Jacobson
Staff Attorney: Kelly Frazier
Date Docketed: 10/28/02
Intervention Deadline: 11/15/02

TELECOMMUNICATIONS

TC02-172 In the Matter of the Application of CI², Inc. For a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

On October 28, 2002, CI², Inc. filed an application for a Certificate of Authority to provide interexchange telecommunications services in South Dakota. The applicant intends to provide resold intrastate telecommunications services throughout South Dakota.

Staff Analyst: Michele Farris
Staff Attorney: Kelly Frazier
Date Docketed: 10/28/02
Intervention Deadline: 11/15/02

TC02-173 In the Matter of the Application of CI², Inc. for a Certificate of Authority to Provide Local Exchange Services in South Dakota.

CI², Inc. has filed an application for a Certificate of Authority to provide local exchange service in South Dakota. The applicant intends to provide resold local exchange service to end users without using its own network facilities or the unbundled network elements, but those of an underlying local

exchange carrier. The applicant intends to provide service in those areas served by Qwest.

Staff Analyst: Michele Farris
Staff Attorney: Kelly Frazier
Date Docketed: 10/28/02
Intervention Deadline: 11/15/02

TC02-174 In the Matter of the Filing by Qwest Corporation for Approval of Revisions to its Exchange and Network Services Tariff.

On October 28, 2002, Qwest Corporation filed changes to its Exchange and Network Services Tariff. The filing introduces new service options for wireless E911 connectivity in South Dakota providing Phase I and Phase II Selective Routing/Automatic Location Identification (SR/ALI). An effective date of November 28, 2002 is requested.

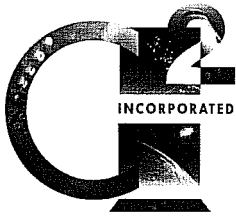
Staff Analyst: Heather Forney
Staff Attorney: Karen Cremer
Date Docketed: 10/28/02
Intervention Deadline: 11/15/02

TC02-175 In the Matter of the Application of Intelcall Communications, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

Intelcall Communications, Inc. is seeking a Certificate of Authority to provide interexchange telecommunications services in South Dakota. The Applicant intends to offer direct and dial-around outbound dialing, toll free inbound dialing, directory assistance, data services and travel card services.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 10/30/02
Intervention Deadline: 11/15/02

**You may receive this listing and other PUC publications via our website or via internet e-mail.
You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc>**



Computer Intelligence² INC.

Information Technology Management
Telecommunications Management Services
Aviation Systems

RECEIVED

DEC 23 2002

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Georgia Office:
Corporate Headquarters
200 Galleria Parkway, NW,
Suite 1200
Atlanta, GA 30339

Washington Office:
CI² Aviation, Inc.
1225 "I" Street, NW, Suite 950
Washington, DC 20005

Tel: 770-425-2267
Fax: 770-425-1338
1-888-657-3232

Tel: 202-289-4376
Fax: 202-289-4394
1-800-261-5200

Web Pages:
www.ci2.com
www.ci2bpa.com

December 16, 2002

Michele M. Farris, Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

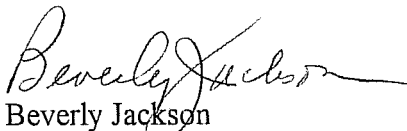
Re: Application for Certificate of Authority; SD PUC Docket TC02-172

Dear Ms. Farris:

Please withdraw the Application of CI² for a Certificate of Authority to offer IXC services in South Dakota. Because our first priority is to offer local exchange services and seek certification in fifty (50) states, time does not permit the writing of interexchange tariffs and the developing of calling plans and pricing of IXC services at this time.

At such time that the Company is ready to move forward in the area of interexchange services, I will re-submit the Application, realizing, however, that the \$250.00 fee sent on December 2, 2002 has been forfeited.

Yours truly,


Beverly Jackson
Department of Regulatory Affairs

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE APPLICATION OF))	ORDER PERMITTING
CI ² , INC. FOR A CERTIFICATE OF AUTHORITY))	WITHDRAWAL OF
TO PROVIDE INTEREXCHANGE))	APPLICATION AND
TELECOMMUNICATIONS SERVICES IN))	CLOSING DOCKET
SOUTH DAKOTA))	TC02-172

On October 28, 2002, CI², Inc. (CI²) filed an application with the Public Utilities Commission (Commission) for a certificate of authority to operate as a telecommunications company within the state of South Dakota.

On December 23, 2002, CI² requested that its application for a certificate of authority be withdrawn.

At its regularly scheduled January 16, 2003, meeting, the Commission considered this matter. The Commission has jurisdiction over this matter pursuant to SDCL 49-31-3 and ARSD Chapter 20:10:24. The Commission found that CI²'s request to withdraw its request for a certificate of authority is reasonable and closed the docket. It is therefore

ORDERED, that CI² shall be permitted to withdraw its request for a certificate of authority, and it is further

ORDERED, that this docket is closed.

Dated at Pierre, South Dakota, this 28th day of January, 2003.

CERTIFICATE OF SERVICE
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.
By: <u><i>Alaine Kolbo</i></u>
Date: <u>1/28/03</u>
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

Robert K. Sahr

ROBERT K. SAHR, Chairman

Gary Hanson

GARY HANSON, Commissioner

James A. Burg

JAMES A. BURG, Commissioner