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2001 JUL 13 P 1:51

AZ CORP COMMISSION
REGULATORY CONTROL



December 21, 2000

Arizona Corporation Commission
Utilities Division
1200 West Washington
Phoenix, Arizona 85007-2996

T-03484A-01-0562

To Whom It May Concern:

Efficy Group, Inc. 16 Hyland Road Suite D, Greenville, SC 29615 is requesting to withdraw our Certificate of Convenience & Necessity in your state due to the asset purchase of our company by Access Point, Inc. 1100 Crescent Green Suite 109, Cary, NC 27511. The purchase was effective on August 22, 2000, and Efficy Group, Inc. is no longer conducting business as a telecommunications company. Attached are the first page and the signature page of the asset agreement.

Please feel free to call me with any questions you may have regarding this withdrawal and/or purchase.

Sincerely,

Kaye Davis
Regulatory Manager

16 Hyland Road
Suite D
Greenville, South Carolina 29615

864.675.1125
888.533.3429
864.675.5817 fax

ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT ("*Agreement*") is made and entered into as of April 26, 2000, by and among Access Point, Inc., a North Carolina corporation (the "*Buyer*" or "*API*"), Access Point Communications, Inc., a Delaware corporation ("*APC*"), and Efficacy Group, Inc., a South Carolina corporation (the "*Target*"). The Buyer and the Target are sometimes hereinafter referred to collectively as the "*Parties*."

This Agreement contemplates a transaction in which the Buyer will purchase substantially all of the assets (and assume certain of the liabilities) of the Target in return for the Purchase Price.

Now, therefore, in consideration of the premises and the mutual promises herein made, the representations, warranties and covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows.

1. Definitions.

"*Acceptable Accounts Receivable*" has the meaning set forth in Section 2(c)(ii) below.

"*Accredited Investor*" has the meaning set forth in Regulation D promulgated under the Securities Act.

"*Acquired Assets*" means all right, title and interest in and to any and all of the assets of the Target other than the Excluded Assets (as hereinafter defined), including without limitation all of its (a) real property, leaseholds and subleaseholds therein, improvements, fixtures and fittings thereon, and easements, rights-of-way and other appurtenances thereto (such as appurtenant rights in and to public streets), (b) tangible personal property (such as machinery, equipment, inventories of raw materials and supplies, goods in process and finished goods, furniture, fixtures and automobiles), (c) Intellectual Property, goodwill associated therewith, licenses and sublicenses granted and obtained with respect thereto, and rights thereunder, remedies against infringements thereof, and rights to protection of interests therein under the laws of all jurisdiction, (d) leases, subleases and rights thereunder, (e) contracts, indentures, agreements and mortgages for borrowed money, instruments of indebtedness, Security Interests, guaranties, other similar arrangements, and rights thereunder, (f) accounts, notes and other receivables, (g) securities, (h) claims, deposits, prepayments, refunds, causes of action, choses in action, rights of recovery, rights of set off and rights of recoupment, (i) franchises, approvals, permits, licenses, orders, registrations, certificates, variances and similar rights obtained from governments and governmental agencies, (j) books, records, ledgers, files, documents, correspondence, lists, plats, architectural plans, drawings and specifications, creative materials, advertising and promotional materials, studies, reports and other printed or written materials, (k) Cash and (l) all agreements with customers and distributors; *provided, however*, that the Acquired Assets shall not include (i) the corporate charter, qualifications to conduct business as a foreign corporation, arrangements with registered agents relating to foreign qualifications, taxpayer and other identification numbers, seals, minute books, stock transfer books, blank stock certificates and other documents relating to the organization, maintenance and existence of the Target as a corporation, (ii) any Employee Benefit Plan maintained by the Target or any



December 21, 2000

RECEIVED
JUL 18 2001
Director of Utilities

Arizona Corporation Commission
1300 West Washington
Phoenix, Arizona 85007-2996

To Whom It May Concern:

Attached is our Application for Certificate of Withdrawal to do business in your state due to the asset purchase of our company on August 22, 2000 by Access Point, Inc. 1100 Crescent Green Suite 109, Cary, NC 27511.

Please feel free to call me with any questions you may have regarding this withdrawal and/or purchase.

Sincerely,


Kaye Davis
Regulatory Manager

16 Hyland Road
Suite D
Greenville, South Carolina 29615

864.675.1125
888.533.3429
864.675.5817 fax

APPLICATION FOR WITHDRAWAL

OF

Efficy Group, Inc.

A South Carolina Corporation
[state, province or country]

- The name of the foreign corporation is Efficy Group, Inc.
It is incorporated under the laws of South Carolina
[state, province or country]
- The foreign corporation is not transacting business/conducting affairs in this state and does hereby surrender its authority to do so in this state.
- The foreign corporation does hereby revoke the authority of its statutory agent to accept process on its behalf and does hereby appoint the Arizona Corporation Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business/conduct affairs in this state.
- Upon receipt of any process served upon it on behalf of the foreign corporation, the Arizona Corporation Commission is requested to mail a copy to:

16 Hyland Road
Suite D
Greenville, SC 29615

- The foreign corporation will notify the Arizona Corporation Commission in the future of any change in the mailing address of the foreign corporation.

This application will not be complete until the Arizona Corporation Commission has received from the department of revenue a notice that all transaction privilege taxes have been paid or are not due and a certificate from the department of revenue that all income tax returns have been filed and taxes paid.

DATED this 19 day of December, 192000

Efficy Group, Inc
[Name of Corporation]

By Kay Davis
Kay Davis Secretary
[name] [title]

TRANSACTION PRIVILEGE, USE AND SEVERANCE TAX (TPT-1)

0900

82611



ARIZONA DEPARTMENT OF REVENUE
PO BOX 29010, PHOENIX, AZ 85078-9010

MAILING ADDRESS CORRECTION REQUESTED
THIS RETURN MUST BE FILED EVEN IF YOU HAD NO SALES

FINAL RETURN

AUTO ***** MIXED AADC 852
EFFICY GROUP, INC
C/O ESTES TERRESSA
16 HYLAND RD STE D
GREENVILLE SC 29615-5756



STATE LICENSE NO 07 562678-C
EIN: 58-2303393
TAXPAYER IDENTIFICATION NO.
PERIOD COVERED FROM 07.00 THROUGH 08.00
PAGE 1A of 1A
QUARTERLY FILING FREQ.
TRAN CODE 00
PAY TYPE 00
BD#

Check if mailing address has changed

Business Description	Region Code	Bus Class	COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
			Gross	Deductions	= Net Taxable	x Tax Rate	= Tax Amount	Accounting Credit Rate	Account Credit
COMMUNICATIONS	MAR	05	1991.99	0	1991.99	.0570	1135.43		
COMMUNICATIONS	MOH	05	116.97		116.97	.0525	6.14	NA	NA
COMMUNICATIONS	PMA	05	452.5		452.5	.0500	22.63	NA	NA
COMMUNICATIONS	PNL	05	11.63		11.63	.0600	.70	NA	NA
COMMUNICATIONS	STC	05	34.31		34.31	.0550	1.88		
COMMUNICATIONS	YAV	05	205.31		205.31	.0570	11.70		
APACHE JUNCTION	AJ	00	11.63		11.63	.030	.35		
KINGMAN	KM	00	17.50		17.50	.020	.35		
WICKENBURG	WB	00	37.01		37.01	.010	.37		
SUBTOTAL	***	**	2471.63	0	2471.63	NA	137.30	NA	
STATE EXCESS	TTT	09	ENTER EXCESS STATE TAX COLLECTED			(+)		.01000	
OTHER EXCESS	TTT	10	ENTER OTHER EXCESS TAX COLLECTED			(+)		NA	NA
GRAND TOTAL	TTT	20				(=)	137.30	NA	
			ENTER ACCOUNTING CREDIT		25	(-)		NA	NA
			PENALTY & INTEREST		30	(+)		NA	NA
			ENTER TOTAL LIABILITY		35	(=)		NA	NA
			ENTER CLAIMED CREDIT		40	(-)		NA	NA
			NA					NA	NA
			ENTER NET AMOUNT YOU OWE		99	(=)	137.34	NA	NA

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Terressa Estes - Inv Spec
Taxpayer's Signature Date 10/20/08

Paid Preparer's Signature (other than taxpayer)

Paid Preparer's EIN or SSN

TRANSMISSION VERIFICATION REPORT

TIME : 05/07/2001 03:45

DATE, TIME	05/07 03:43
FAX NO./NAME	16025424870
DURATION	00:01:09
PAGE(S)	04
RESULT	OK
MODE	STANDARD ECM