



0000058187

LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ORIGINAL

ATTORNEYS AT LAW

900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (616) 381-8844
FAX (616) 349-8525

RECEIVED

2002 JUL -5 A 10:33

OF COUNSEL

AZ CORP COMM DOCUMEN
VINCENT T. EARLY
THOMPSON BENNETT
JOHN T. PETERS, JR.

JOSEPH J. BURGIE
(1926 - 1992)

| | |
|------------------------|--------------------|
| GEORGE H. LENNON | ROBERT M. TAYLOR |
| DAVID G. CROCKER | RON W. KIMBREL |
| MICHAEL D. O'CONNOR | PATRICK D. CROCKER |
| HAROLD E. FISCHER, JR. | ANDREW J. VORBRICH |
| LAWRENCE M. BRENTON | TYREN R. CUDNEY |
| GORDON C. MILLER | WILLIAM B. JOHNSON |
| GARY P. BARTOSIEWICZ | STEVEN M. BROWN |
| BLAKE D. CROCKER | KRISTEN L. GETTING |

July 3, 2002

Executive Director
Arizona Corporation Commission
Telecommunications Division
1200 West Washington
Phoenix, Arizona 85007

Arizona Corporation Commission
DOCKETED

JUL - 5 2002

RE: Global Internetworking, Inc.
Docket No. T-04105A-02-0281

| | |
|-------------|------------|
| DOCKETED BY | <i>EAR</i> |
|-------------|------------|

Dear Sir:

In accordance with the request of staff member, John Bostwick, enclosed for filing with the Commission, please find an original and ten (10) copies of the above captioned corporation's responses to *Staff's First Set of Data Requests*.

In addition, enclosed is a duplicate copy of this filing. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

**STAFF'S FIRST SET OF DATA REQUESTS TO
GLOBAL INTERNETWORKING, INC.
DOCKET NO. T-04105A-02-0281**

1. Please be advised that a new form has been developed to process CC&N applications to provide resold and facilities-based local exchange and long distance telecommunications services. The form is located on the Arizona Corporation Commission website at www.cc.state.az.us/utility/forms. Please use the new CC&N application form for this Docket No. T-04105A-02-0281.

The new form is attached hereto as "Attachment 1".

2. Please include "Attachment A". Refer to item (A-8) on the new CC&N application form.

Attached hereto as "Attachment A".

3. Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the services will be provided. Refer to item (A-16) on the new CC&N Application form.

Applicant is in the process of publishing and will submit affidavits prior to the issuance of the CC&N.

4. Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in the State of Arizona. Refer to item (A-17) on the new CC&N Application form.

Applicant is a switchless reseller of the type of telecommunications services that the Applicant will resell in the State of Arizona. See (A-17) on the new CC&N Application form.

5. Current financial statements are needed to complete your application. Please make sure the financial statements reflect information for a specific period in this calendar year 2002. Refer to item (B-2) on the new CC&N application form.

Attached hereto as "Attachment C".

6. The fair value information being requested is also listed on the new CC&N application form as item (B-4). Fair value information is needed to complete your application.

Applicant is compiling this information and will submit prior to issuance of the CC&N.

**STAFF'S FIRST SET OF DATA REQUESTS TO
GLOBAL INTERNETWORKING, INC.
DOCKET NO. T-04105A-02-0281**

7. Since you are not approved to offer or currently do not offer telecommunications services in other states, please list the number of employees you have and their years of experience in the telecommunications industry.

Applicant is currently approved and offering telecommunications services in other states. See sections (A-18) and (A-19) of the new CC&N Application form attached hereto as "Attachment 1".

8. Please provide the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

Applicant has no affiliates.

9. Make sure you answer all questions/items in Sections A, B, and C on the new CC&N application form

All questions in Sections A, B, and C have been answered.

Information provide by:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
(616) 381-8844 Telephone
(616) 349-8525 Facsimile
pcrocker@earlylennon.com

Attachment 1

Amended

**Application and Petition for Certificate of
Convenience and Necessity to Provide
Intrastate Telecommunication Services**

ARIZONA CORPORATION COMMISSION

**Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Telecommunication Services**

Mail original plus 10 copies of completed application to:

For Docket Control Only:
(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Please indicate if you have current applications pending in Arizona as an Interexchange reseller, AOS provider, or as the provider of other telecommunication services.

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

A. Company and Telecommunications Service Information

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and answer the appropriate numbered items:

- Resold Long Distance Telecommunications Services (Answer Sections A, B, C).
- Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
- Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
- Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, D, E).
- Alternative Service Provider Telecommunications Services (Answer Sections A, B).

(A-2) The name, address, and telephone number (including area code), facsimile number (including area code), email address, and World Wide Web address (if one is available for consumer access) of the Applicant:

Global Internetworking, Inc. Telephone: 703-442-5500
8605 Westwood Center Drive, Suite 300 Facsimile: 703-442-5501
Vienna, VA 22182707 Toll Free: 877-385-7401
Website: www.globalinternetworking.com e-mail: mavis@globalinternetworking.com

(A-3) If doing business (dba) under a name other than the applicant (company) name listed above, specify:

n/a

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and email address of the Applicant's management contact:

Michael Avis
Global Internetworking, Inc.
8605 Westwood Center Drive, Suite 300
Vienna, VA 22182
Telephone: 703-442-5500
Facsimile : 703-442-5501
E-mail: mavis@globalinternetworking.com

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and email address of the Applicant's Attorney and/or Consultant

Patrick D. Crocker
EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (616) 381-8844
Facsimile: (616) 349-8525
Email: pcrocker@earlylennon.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and email address of the Applicant's complaint contact person:

Michael Avis
Global Internetworking, Inc.
8605 Westwood Center Drive, Suite 300
Vienna, VA 22182
Telephone: 703-442-5500
Facsimile : 703-442-5501
E-mail: mavis@globalinternetworking.com

(A-7) What type of legal entity is the applicant?

- Sole proprietorship
 Partnership: limited general Arizona Foreign
 Limited liability company
 Corporation: "S" "C" non-profit Arizona Foreign
 Other, specify: _____

(A-8) Please include "Attachment A."

Attachment A must include the following information:

1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in the State of Arizona.
2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).
3. Indicate percentages of ownership.

(A-9) Include your Tariff as "Attachment B."

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
Tariff Page(s) No.: 51-58
2. Tariff Maximum Rate and prices to be charged (reference by Tariff page number).
Tariff Page(s) No. 51-58
3. Terms and Conditions Applicable to provision of service (reference by Tariff page number).
Tariff Page(s) No. 13-36
4. Deposits, Advances, and/or Prepayments Applicable to provision of service (reference by Tariff page number).
Tariff Page(s) No.: 27
5. The proposed fee that will be charged for returned checks (reference by Tariff page number).
Tariff Page(s) No.: 26

(A-10) Indicate the geographic market to be served:

- Statewide (Applicant adopts statewide map of Arizona provided with this application).
 Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant has been or is currently involved in any formal or informal complaint proceedings pending before any State or Federal Regulatory Commission:

- Yes No

If "Yes," please provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.
4. Actions taken by the Applicant to remedy and/or prevent the Complaints from reoccurring.

(A-12) Indicate if the Applicant has been or is currently involved in any civil or criminal investigations AND/OR had judgment entered against it in any civil matter or been convicted of any criminal acts related to the delivery of telecommunications services within the last five (5) years:

- Yes No

If "Yes," please provide the following information:

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

- Yes No

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(es).

For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

- Yes No

If "No," continue to question (A-15).

For Local Exchange Resellers, a \$25,000 bond will be recommended.

- Yes No

If "No," continue to question (A-15).

For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

- Yes No

If "No," continue to question (A-15).

For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

- Yes No

If "No," continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If "No" to any of the above, provide the following information: Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

Applicant will not require deposits or advance payments by Customers for Services. See Tariff Section 2.10.6, Page 27.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the services will be provided.

Applicant is in the process of publishing and will submit affidavits prior to the issuance of the CC&N.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in the State of Arizona:

Yes No

If "Yes," provide the name of the company or companies whose telecommunications services the Applicant resells:

Applicants underlying carriers include WorldCom, Qwest, and Williams

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in the State of Arizona:

Applicant is authorized to provide similar services in Colorado, District of Columbia, Florida, Indiana, Massachusetts, Michigan, Missouri, New Jersey, New Mexico, North Carolina, Ohio, Oregon, Pennsylvania, Texas, Utah, and Virginia.

Applicant has never been denied authority to provide intrastate telecommunications services.

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in the State of Arizona.

Applicant provides similar services in Colorado, District of Columbia, Florida, Indiana, Massachusetts, Michigan, Missouri, New Jersey, New Mexico, North Carolina, Ohio, Pennsylvania, Texas, Utah, and Virginia.

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

Applicant has no affiliates providing service in Arizona.

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

Yes No

If "No," explain why and give the date on which the Applicant began operations.

(B-2) Include "Attachment C."

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance
5. A copy of all related notes to the financial statements and information.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

N/A

(B-4) The Applicant must provide the following information:

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve (12) months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per minute.
2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.
3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve (12) months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.
4. If the projected value of all assets is zero, please specifically state this in your response.
5. If the project fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

See "Attachment D"

C. RESOLD LONG DISTANCE AND/OR LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation.

Yes No

If "Yes," please reference the resale agreement by Commission Docket Number of Commission Decision Number.

D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in the State of Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

Yes No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services for the State of Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in the State of Arizona.

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services for the State of Arizona:

(D-2) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- Decision #64178 Resold Long Distance
 Decision #64178 Resold LEC
 Decision #64178 Facilities-Based Long Distance
 Decision #64178 Facilities-Based LEC

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59241:

Yes No

(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

Yes No

(E-3) Indicate that the Applicant's switch is "full equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-111 (A):

Yes No

Attachment A

Evidence of Authority to Transact Business

AZ CORP COMMISSION
FOR THE STATE OF AZ.
DELIVERED

4-1010980-8

DEC 5 2 16 PM '01

[Handwritten signature]

FILED
DATE FILED 12-5-2001
TERM _____
DATE _____ TIME _____

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA**

OF

GLOBAL INTERNETWORKING, INC.

DO NOT PUBLISH
THIS SECTION

APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

The name of the corporation is: GLOBAL INTERNETWORKING, INC.
A(n) VIRGINIA Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- G Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- G The period of our duration.
- G The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

GLOBAL INTERNETWORKING, INC.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

VIRGINIA

3. The foreign corporation was incorporated on the 22 day of SEPTEMBER,
1998 and the period of its duration is: PERPETUAL.

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

8605 WESTWOOD CENTER DRIVE, SUITE 300

VIENNA, VA 22182

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

HUBERT E. KELLY, ESQ.

3035 E. WELDON

PHOENIX, AZ 85016

DO NOT PUBLISH
THIS SECTION

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

NONE

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: D. MICHAEL KEENAN DIR., PRES [title]
Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
City, State, Zip: VIENNA, VA 22182
Name: TODD J. VECCHIO DIR & VP [title]
Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
City, State, Zip: VIENNA, VA 22182
Name: RAY WISEMAN VP OF NETWORK [title]
Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
City, State, Zip: VIENNA, VA 22182

8. The total number of authorized shares cannot be "zero" or "N/A". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 10,000,000 shares, itemized as follows: (Attach additional sheets if necessary.)

9,000,000 shares of CLASS A COMMON [class or series] stock at _____ no par value or par value of \$ 1.00 per share.
1,000,000 shares of CLASS B COMMON [class or series] stock at _____ no par value or par value of \$ 1.00 per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

9. The foreign corporation has issued 1,825,000 shares, itemized as follows:
1,825,000 shares of CLASS A COMMON [class or series] stock at _____ no par value or par value of \$ 1.00 per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

RESALE OF TELECOMMUNICATION SERVICES

DATED this 27 day of Sept, 01.

GLOBAL INTERNETWORKING, INC.

[Name of Corporation]

Executed by [Signature]
Duly Authorized Officer or Director

D. Michael Keenan Pres
[print name] [title]

PHONE _____ FAX _____
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 26th day of November, 2001.

[Signature]
Signature

HUBERT E. KELLY, ESQ.
[Print Name]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

GLOBAL INTERNETWORKING, INC.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation: (a) Was incorporated. (b) Has transacted business. |
| 2. Full name (including aliases) and address of each person involved. | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is 9/30

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  BY _____
 PRINT NAME D. Michael Keenan PRINT NAME _____
 TITLE Pres DATE 10/27/01 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 2/98

OFFICERS AND DIRECTORS

| | | |
|--|-------------------------------|----------|
| D. Michael Keenan 8605 Westwood Center Drive Suite 300 Vienna, VA 22182 | President/Secretary/Treasurer | Director |
|--|-------------------------------|----------|

| | | |
|--|-------------------------|----------|
| Todd J. Vecchio 8605 Westwood Center Drive Suite 300 Vienna, VA 22182 | Vice President of Sales | Director |
|--|-------------------------|----------|

| | | |
|--|--------------------------------------|--|
| Raymond E. Wiseman, Jr. 8605 Westwood Center Drive Suite 300 Vienna, VA 22182 | Vice President of Network Operations | |
|--|--------------------------------------|--|

PERCENTAGES OF OWNERSHIP

| | |
|-------------------------|-----|
| D. Michael Keenan | 45% |
| Todd J. Vecchio | 45% |
| Raymond E. Wiseman, Jr. | 10% |

Attachment C

Financial Information



Global Internetworking, Inc.
8605 Westwood Center Dr. #300
Vienna, VA 22182

(v) 703-442-5500
(f) 703-442-5501
www.globalinternetworking.com
www.pop2pop.com

Condensed Balance Sheet at March 31, 2002

ASSETS

| | |
|-------------------------|--------------|
| Current Assets | |
| Cash | \$ 661,343 |
| Accounts Receivable-Net | \$ 1,002,748 |
| Other Current Assets | \$ 189,194 |
| Fixed Assets | \$ 86,092 |

| | |
|---------------------|--------------------|
| TOTAL ASSETS | \$1,939,377 |
|---------------------|--------------------|

LIABILITIES & EQUITY

Liabilities

Current Liabilities

| | |
|-------------------------------|------------|
| Vendor Payables | \$ 308,580 |
| Taxes Payable: Income & Other | \$ 149,157 |
| Other Current Payables | \$ 207,838 |

Other Liabilities

| | |
|------------------|------------|
| Unearned Revenue | \$ 853,592 |
|------------------|------------|

Equity

| | |
|--------------------------------------|-------------|
| Retained Earnings | \$ (18,750) |
| Capital in Excess of Par | \$ 225,500 |
| Common Stock at Par Value | \$ 24,500 |
| Current Fiscal Year 6 Mos Net Income | \$ 188,960 |

| | |
|---------------------------------------|--------------------|
| TOTAL LIABILITIES & EQUITY | \$1,939,377 |
|---------------------------------------|--------------------|



Global Internetworking, Inc.
 8605 Westwood Center Dr. #300
 Vienna, VA 22182

(v) 703-442-5500
 (f) 703-442-5501
www.globalinternetworking.com
www.pop2pop.com

Condensed Balance Sheet at September 30, 2001

ASSETS

| | | |
|-------------------------|----|---------|
| Current Assets | | |
| Cash | \$ | 229,268 |
| Accounts Receivable-Net | \$ | 540,923 |
| Fixed Assets | \$ | 87,950 |
| Other Assets | \$ | 58,662 |

| | | |
|---------------------|-----------|----------------|
| TOTAL ASSETS | \$ | 916,803 |
|---------------------|-----------|----------------|

LIABILITIES & EQUITY

Liabilities

| | | |
|-------------------------------|----|---------|
| Current Liabilities | | |
| Vendor Payables | \$ | 75,068 |
| Taxes Payable: Income & Other | \$ | 101,606 |
| Unearned Revenue | \$ | 457,973 |
| Long Term Liabilities | \$ | 273,773 |

Equity

| | | |
|----------------------|----|-----------|
| Retained Earnings | \$ | (261,268) |
| Shareholders' Equity | \$ | 131,491 |
| Net Income | \$ | 138,181 |

| | | |
|---------------------------------------|-----------|----------------|
| TOTAL LIABILITIES & EQUITY | \$ | 916,803 |
|---------------------------------------|-----------|----------------|

Condensed Income Statement for Fiscal Year 10/01/00 - 09/30/01

Income

| | | | |
|---------------------|-----------|------------------|--------------|
| Total Income | \$ | 4,638,920 | |
| Total COGS | \$ | 2,808,930 | 60.6% |
| Gross Profit | \$ | 1,829,990 | 39.4% |

Expenses

| | | | |
|---------------------------------|-----------|----------------|-------------|
| Sales, General & Administrative | \$ | 1,379,739 | 16.7% |
| Finance & Taxes | \$ | 312,070 | 5.9% |
| Net income after taxes | \$ | 138,181 | 3.0% |

Attachment D

Fair Value

Applicant is compiling fair value data and will provide prior to receiving authority.