

128736

Po Box 1437
Safety Harbor, FL 34695 Phone (727) 723-866
Fax (727) 669-9451

AMERICAN DIAL TONE

RECEIVED

October 17, 2001

OCT 23 2001

Tennessee Regulatory Authority
Attn: Carol Timberlake
PO Box 198907
Nashville, TN 37219-8907

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

Dear Ms Timberlake:

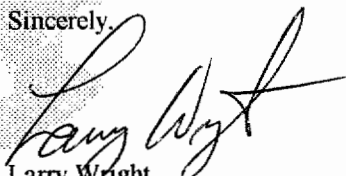
Enclosed you will find the Tennessee Telecommunications Bond for Ganoco, Inc.

In August, you requested we file the bond and you wanted clarification on question H of our Application for Certificate to Resell Services in Tennessee.

The answer to Question H remains No, we are reselling the incumbent services on a prepaid basis, so our prices may be more than the dominant carriers.

If you need to reach me, please call 727-723-8663 Ext 102.

Sincerely,



Larry Wright
Vice President

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: K06588402

WHEREAS, Ganoco Inc. dba American Dial Tone (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(i) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Westchester Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(i) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(i), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 19th day of September 2001, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Ganoco Inc. dba American Dial Tone

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name: Stephen Klein
Title: President

SURETY

Westchester Fire Insurance Company

Name of Surety

1601 Chestnut Street, Philadelphia, PA 19192

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Evelyn D. Rogers
Title: Attorney-in-Fact

Address of Surety Agent:

4410 N. 56th Street
Tampa, FL 33610

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ FLORIDA
COUNTY OF Pinellas

Before me, a Notary Public of the State and County aforesaid, personally appeared Stephen D. Klein with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of _____, and he acknowledged to me that he executed the same.

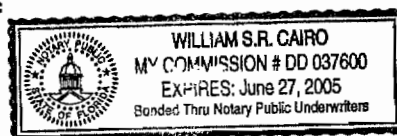
WITNESS my hand and seal this 17th day of October, 2001.

My Commission Expires:

June 27, 2005

William S.R. Cairo

Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF ~~TENNESSEE~~ FLORIDA
COUNTY OF Hillsborough

Before me, a Notary Public of the State and County aforesaid, personally appeared Evelyn D. Rogers with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Westchester Fire Ins. Co., the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

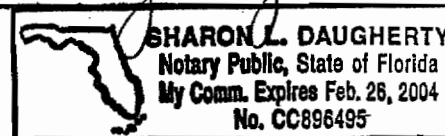
WITNESS my hand and seal this 19th day of September, 2001.

My Commission Expires:

February 26, 2004, 2000x

Sharon L. Daugherty

Notary Public



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20____.

Name: _____

Title: _____

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

937512



Know all men by these presents: That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on November 8, 1999, to wit:

"RESOLVED, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:

- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof, the same to be attested when necessary by the Corporate Secretary, or any Assistant Corporate Secretary, and the seal of the Company affixed thereto; and that the President, any Senior Vice President, any Vice President or any Assistant Vice President may appoint and authorize any other Officer (elected or appointed) of the Company, and Attorneys-In-Fact to so execute or attest to the execution of all such writings on behalf of the Company and to affix the seal of the Company thereto.
- (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary.
- (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution, and the signature of a certifying Officer and the seal of the Company may be affixed by facsimile to any certificate of any such power, and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company.
- (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution, the By-Laws of the Company, and any affidavit or record of the Company necessary to the discharge of their duties.
- (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors."

Does hereby nominate, constitute and appoint **EVELYN D. ROGERS** and **SHARON L. DAUGHERTY** both of the City of Tampa, State of Florida, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding One Million Dollars (\$1,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said William Jungreis, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 29th day of December 2000.

WESTCHESTER FIRE INSURANCE COMPANY

William Jungreis, Vice President



COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 29th day of December, A.D. 2000, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came William Jungreis, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



NOTARIAL SEAL
Kathleen Tirri, Notary Public
Philadelphia City, Philadelphia County
My commission expires Sep. 22, 2003

Notary Public

I, the undersigned Secretary of **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Secretary, and affixed the corporate seal of the Corporation, this 19th day of September 2001.



Debra H. Paziora, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER December 29, 2002.

NOT VALID UNLESS PRINTED ON PURPLE BACKGROUND

NOT VALID UNLESS PRINTED ON PURPLE BACKGROUND
Not Valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate of residual value guarantees.

SURETY RIDER

Agent:

Westchester Fire Insurance Company

Suretek

TO BE ATTACHED TO AND FORM PART OF

Telecommunications Bond
(Type of Bond)

Bond Number KO6588402

IN FAVOR OF State of Tennessee
(Obligee)

ON BEHALF OF Ganoco, Inc. dba American Dial Tone
(Principal)

EFFECTIVE 9-19-01
(Original Effective Date)

IT IS AGREED THAT, in consideration of the original premium charged for this bond, and any additional premium that may be properly chargeable as a result of this rider,

1. The Surety hereby gives its consent to and the intent of this rider is to:

- () INCREASE () CHANGE NAME OF PRINCIPAL
() DECREASE () CHANGE ADDRESS OF PRINCIPAL
(X) CHANGE EFFECTIVE DATE () CHANGE EXPIRATION DATE
() OTHER _____

(Of) the attached bond FROM 9-19-01

TO 10-8-01

EFFECTIVE 10-8-01

2. PROVIDED, however that this attached bond shall be subject to all its agreements, limitations, and considerations except as herein expressly modified, and that the liability of the Surety under the attached bond and under the attached bond as changed by this rider shall not be cumulative.

3. Signed and sealed this 8th day of October 2001

ACCEPTED BY

Westchester Fire Insurance Company
SURETY

(Title)

By Evelyn D Rogers
Evelyn D Rogers Attorney-in-Fact