

# LAW OFFICE OF GARY L. FIELD, PLLC

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May 17, 2006

Mary Jo Kunkle  
Executive Secretary  
Michigan Public Service Commission  
6545 Mercantile Way  
P.O. Box 31221  
Lansing, MI 48990-7504

Paperless E-filing

Re: In the matter of the application of **Michigan Access, Inc.** for a temporary and permanent license to provide basic local exchange service throughout the state of Michigan. **Case No. U-14896**

Dear Ms. Kunkel:

Enclosed for filing in the above referenced matter is the **APPLICATION OF MICHIGAN ACCESS, INC.** Also enclosed is a Proof of Service. Please call if you have any questions.

Very truly yours,

GARY L. FIELD, PLLC

**Gary L. Field**

Gary L. Field

Digitally signed by Gary L. Field  
DN: cn=Gary L. Field, c=US, o=Law Office  
of Gary L. Field, PLLC, ou=Gary L. Field,  
PLLC, email=glfield@glfieldlaw.com  
Date: 2006.05.17 14:06:20 -04'00'

GLF/tab  
Enclosure

**STATE OF MICHIGAN  
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION**

\* \* \* \* \*

|                                                                    |                  |
|--------------------------------------------------------------------|------------------|
| In the matter of the application of <b>Michigan Access, Inc.</b> ) |                  |
| for a temporary and permanent license to provide basic local )     | Case No. U-14896 |
| exchange service throughout the state of Michigan )                |                  |
| _____ )                                                            |                  |

**APPLICATION OF MICHIGAN ACCESS, INC.**

Michigan Access, Inc. ("Michigan Access" or "Applicant"), by and through its attorneys, the Law Office of Gary L. Field, PLLC, and pursuant to Sections 203, 301 and 302(1) of the Michigan Telecommunications Act ("MTA"), 2005 PA 235, MCL 484.2101 *et seq.*, hereby applies to the Michigan Public Service Commission ("Commission" or "MPSC") for a temporary and permanent license to provide basic local exchange service throughout the state of Michigan, including the zone and exchange areas served by AT&T Michigan, Verizon North Incorporated, Contel of the South, Inc., d/b/a Verizon North Systems, and other local exchange carriers. Applicant proposes to provide basic local exchange service as well as provide non-licensed and unregulated telecommunications services on a competitive basis.

Approval of the Application is in the public interest because it will increase customer choice, will encourage carriers to provide more efficient service at lower prices, will provide users with greater reliability, and will create competitive pressure on carriers to provide more responsive customer service. Applicant respectfully submits that its presence as a competitive local exchange carrier will bolster competition for the provision of local telecommunications services, which is essential to the State's continued economic health and well-being.

Approval of this Application will further the purposes of the MTA, as well as the Federal Telecommunications Act of 1996 ("Federal Act"). Therefore, Applicant respectfully requests that the Commission grant it a license to provide the local exchange telecommunications services described herein. In support thereof, Applicant provides the following information:

**I. NAME AND ADDRESS OF APPLICANT**

Applicant's address is:  
Michigan Access, Inc.  
380 E. Borden Road  
Rose City, MI 48654  
Phone: 989-685-1020  
Fax: 989-685-8621

Correspondence concerning this Application should be directed to Michigan Access's counsel:

Mr. Gary L. Field  
The Law Office of Gary L. Field, PLLC  
915 N. Washington Avenue  
Lansing, MI, 48906  
517-913-5100 (Tel)  
517-913-3471 (Fax)  
E-mail: [gfield@glfieldlaw.com](mailto:gfield@glfieldlaw.com)

## **II. MICHIGAN ACCESS MEETS THE REQUIREMENTS OF SECTION 302(1) OF THE MTA FOR A LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE**

Section 301(2) of the MTA provides that, the Commission may issue a temporary license to provide basic local exchange service for a period up to 1 year without notice and hearing. Section 302(1) of the MTA provides that, after notice and hearing, the Commission shall approve an Application for a permanent license if it finds that (a) the applicant possesses sufficient technical, financial, and managerial resources and abilities to provide basic local exchange service to within the geographic area of the license, and the applicant intends to provide service within 1 year from the date the license is granted, and (b) the granting of a license to the applicant would not be contrary to the public interest. As explained in further detail below, Michigan Access fully meets the requirements of Section 302(1).

In addition, as required by Section 203(7) of the MTA, the Applicant is filing with this Application the supporting testimony of Glenn Wilson, Michigan Access's President. Mr. Wilson's testimony includes certain exhibits referenced in the Application, including a copy of Michigan Access's Articles of Incorporation (Exhibit A); Managerial and Technical Qualifications (Exhibit B) and Financial Qualifications (Exhibit C), and a Small and Minority-Owned Telecommunications Business Participation Plan (Exhibit D), in support of this Application. Michigan Access also incorporates by reference the Commission's generic tariff as an illustrative local exchange tariff. The generic tariff is available on the Commission's website at <http://www.dleg.state.mi.us/mpsc/comm/clec/generictariff.pdf>.

Please note that, with respect to the illustrative local exchange tariff, certain details of Michigan Access's provision of local exchange services, including the rates to be charged to Michigan Access's customers, will be dependent upon the negotiation of interconnection agreements with the incumbent carriers. Upon issuance of a license, and the completion of negotiations with the incumbent carriers, Michigan Access will promptly file a tariff that complies with all Commission rules and regulations and lists the rates, terms and conditions of service.

**A. Description or identification of geographic area for which the license is sought.**

Michigan Access proposes to offer basic local exchange service throughout the State of Michigan. Initially, Michigan Access intends to provide its services in those areas in which AT&T Michigan, Verizon North Inc., and Contel of the South, Inc. d/b/a Verizon North Systems and other local exchange carriers are the incumbent LECs. The local calling areas for Michigan Access's customers will correspond to these carriers' exchange boundaries. Michigan Access will serve the exchanges as mapped and described by the above listed incumbent LECs. This means that Michigan Access's customers will have the same local calling area as if they remained customers of the incumbent carriers. Michigan Access intends to mirror the map and legal description sections of the tariffs filed by the incumbent LECs for the exchanges it proposes to serve. Michigan Access understands that any future modifications to these exchange boundaries or legal descriptions of these boundaries will be automatically mirrored by Michigan Access on a going forward basis. If not mirrored, new detailed maps and legal descriptions, on an individual exchange basis will be filed with the Commission for approval.

**B. Description of the Applicant's general financial, technical and managerial resources.**

**1. Background Corporate Information**

Michigan Access is a privately held corporation formed under the laws of the State of Michigan on May 16<sup>th</sup>, 2006. A copy of Michigan Access' Articles of Incorporation is attached as an exhibit to Mr. Wilson's testimony. Michigan Access is headquartered in Rose City, MI. Michigan Access is affiliated with Custom Software, Inc. d/a/b M33 Access, currently registered with the Commission as a Competitive Access Provider ("CAP"). With this application, Michigan Access' current business and network plans call for market entry via reselling basic local exchange service.

**2. Financial Qualifications**

Applicant is financially qualified to possess a license to provide basic local exchange service. In particular, Applicant has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. Michigan Access' financial strength and ability to offer the above service is demonstrated in M33 Access' most recent verified financial statements attached as an exhibit to Mr. Wilson's testimony.

**3. Managerial Qualifications**

Michigan Access is affiliated with M33 Access, a CAP registered with the Commission. Michigan Access will fully utilize the managerial personnel of M33 Access that already have experience in the telecommunications industry. The experience in competitive access service will benefit the business expansion into resold basic local exchange service. Brief descriptions of Michigan Access' officers' and directors' educational background and experiences in telecommunications are attached as an exhibit to Mr. Wilson's testimony.

#### 4. Technical Qualifications

Applicant is technically qualified to provide the proposed local exchange services in the State of Michigan. The senior management of Michigan Access has extensive experience in telecommunications service provision, and its highly qualified technical staff will ensure that Michigan Access's operations will meet the most demanding standards for service quality and reliability. Brief descriptions of Michigan Access' key management and technical personnel experiences in telecommunications are attached as an exhibit to Mr. Wilson' testimony.

##### **C. Demonstration of Applicant's intent to provide service within one year from the date the license is granted.**

As demonstrated in Wilson's testimony, Michigan Access intends to offer service within one year of the date a license is granted by the Commission. Prior to the provision of service, several important developments must occur. Among these developments are 1) the issuance of a license by the this Commission; 2) successful negotiation of interconnection agreements with the incumbent carriers; 3) successful completion of the installation of any facilities Michigan Access needs to offer basic local exchange service in the state of Michigan; and 4) the completion and filing of a final tariff with the Commission for Michigan Access' regulated primary basic local exchange services. Each of these activities may be subject to delay and difficulties beyond the control of Michigan Access.

##### **D. Discussion of the impact on the public interest.**

Both the Michigan Legislature and the United States Congress have determined that it is in the public interest to promote competition in the provision of telecommunications services. As discussed above, the Federal Act was designed to promote increased competition in the telecommunications market. Moreover, the Commission has already determined that the grant of applications for competing licenses to provide basic local exchange services is in the public interest. The recent experience with the introduction of competition into other telecommunications markets, such as long distance, competitive access, and customer premises equipment, has led to public interest benefits in those markets.

Michigan Access' proposed services will provide multiple public benefits by increasing the efficiency of incumbent carriers by providing users of telecommunications services with greater reliability, and by increasing the competitive choices available to users in the state. Enhanced competition in telecommunications services likely will further stimulate economic development in Michigan. In addition, increased competition will create incentives for lower prices, more innovative services, and more responsive customer service. Further, as demonstrated above, the grant of this license will provide significant benefits to consumers in terms of carrier choice, price, increased reliability, responsiveness and the introduction of new services.

Furthermore, the grant of a license will not adversely affect the incumbent carriers' service. As has been the case with other competitive initiatives in Michigan, a grant of the instant authority will have minimal impact on the incumbent. In fact, incumbent providers have benefited from market incentives to improve the efficiency of their operations, and from increased usage of their services due to expansion of the total market spurred by competition and lower prices.

Local exchange service competition will also stimulate the demand for the services supplied by all local service carriers, including those of the incumbent carriers. The incumbent carriers will have market incentives to improve the efficiency of its operations, and it will benefit from the increased use of its services, due to the expansion of the total market and by their competitively driven prices.

Further, as demonstrated above, the grant of this license will provide significant benefits to consumers in terms of carrier choice, price, increased reliability, responsiveness and the introduction of new services. Additionally, as competition has driven telecommunication prices downward, businesses have seen reductions in their operating costs and increases in their sales, which have contributed to the viability of the economy and employment levels.

#### **E. Small and Minority Owned Telecommunications Business Participation Plan.**

Section 504 of the MTA requires applicants to submit a Small and Minority Owned Telecommunications Business Participation Plan, MCL 484.2504. Michigan Access will submit its Small and Minority Owned Telecommunications Business Participation Plan in this Application as Exhibit D.

### **III. MICHIGAN ACCESS FULLY MEETS THE REQUIREMENTS OF SECTION 301(2) OF THE MTA FOR A TEMPORARY LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE.**

Michigan Access further requests the granting of a temporary license to provide basic local exchange service throughout the State of Michigan pursuant to Section 301(2) of the MTA. MCL 484.2301(2). Section 301(2) states, “pending the determination of an application for a license the Commission without notice and hearing may issue a temporary license for a period not to exceed one year.” Granting Michigan Access a temporary license will allow it to promptly begin the negotiation of interconnection arrangements with the incumbent carriers, which are a necessary prerequisite to Michigan Access’ commencement of service in the State of Michigan. Michigan Access will provide basic local exchange service under the temporary license in accordance with the regulatory requirements specified in the MTA. Prior to commencing basic local exchange service under the temporary license, Michigan Access will submit a final tariff reflecting the services that it will offer and identifying the specific zone and exchanges in which it will offer service.

### **IV. CONCLUSION**

Michigan Access has demonstrated that it possesses sufficient technical, financial and managerial resources and abilities to provide basic local exchange service in the areas requested. Michigan Access has also demonstrated that its exercise of this authority will not be contrary to the public interest.

WHEREFORE, Michigan Access, Inc. respectfully requests that the Commission enter an order that:

1. Grants Michigan Access a temporary license to provide basic local exchange service throughout the state of Michigan pursuant to Section 301(2) of the Michigan Telecommunications Act, MCL 484.2301(2);
2. Grant Michigan Access a permanent license to provide basic local exchange service throughout the state of Michigan pursuant to Section 301(1) of the Michigan Telecommunications Act, MCL 484.2301(1);
3. Grants such additional or further relief as may be necessary or appropriate.

Respectfully submitted,

**Michigan Access, Inc.**

**Gary L. Field**

Digitally signed by Gary L. Field  
DN: cn=Gary L. Field, c=US, o=Law Office of Gary  
L. Field, PLLC, ou=Gary L. Field, PLLC,  
email=gfield@gfieldlaw.com  
Date: 2006.05.17 16:17:41 -04'00'

Dated: May 17, 2006

By One of Its Attorneys  
Gary L. Field (P37270)  
Hai Jiang (P67088)  
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Lansing, Michigan 48906  
517-913-5100 (Telephone)  
517-913-3471 (Fax)

**STATE OF MICHIGAN  
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION**

\* \* \* \*

In the matter of the application of Michigan Access, Inc.                     )  
for a temporary and permanent license to provide basic local            )  
exchange service throughout the state of Michigan                     )  
\_\_\_\_\_)

Case No. U-14896

**DIRECT TESTIMONY OF GLENN WILSON  
ON BEHALF OF MICHIGAN ACCESS, INC.**

**I. INTRODUCTION**

1   **Q.    PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND TELEPHONE**  
2       **NUMBER.**

3   **A.**   My name is Glenn Wilson. My business address is 380 E. Borden Road, Rose City, MI 48654  
4       and phone number (989) 685-1020.

5   **Q.    WHAT IS YOUR POSITION WITH THE APPLICANT?**

6   **A.**   I am the president of Michigan Access, Inc. ("Michigan Access").

7   **Q.    PLEASE DESCRIBE YOUR EDUCATIONAL BACKGROUND AND**  
8       **PROFESSIONAL EXPERIENCE.**

9   **A.**   I have engineering degree from Ferris State University. I founded two successful Internet  
10       companies in Colorado, Pagosa Worldwide and Durango Worldwide. In 1999, I moved to  
11       Michigan and after discovering a broad lack of Internet access in the area, I founded  
12       Custom Software, Inc. d/b/a M33 Access. M33 Access currently serves more than 7,500  
13       businesses, residential, governmental and educational clients and operates the largest  
14       consecutive wireless Internet grid in North America.

**II. PURPOSE AND SUMMARY**

18   **Q.    WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?**

19   **A.**   The purpose of my testimony is to review issues related to Michigan Access's request for a  
20       temporary and a permanent license to provide local exchange services in Michigan. My  
21       testimony specifically relates to Michigan Access's managerial, financial, and technical

competence to provide the telecommunications services for which authority is requested, and its compliance with the rules and policies of this Commission.

**Q. PLEASE DESCRIBE THE AUTHORITY THAT MICHIGAN ACCESS SEEKS FROM THE COMMISSION.**

**A.** Michigan Access seeks a temporary and a permanent license to enable it to offer all forms of resold and facilities-based local exchange telecommunications services throughout the State of Michigan, including service areas of AT&T Michigan, Verizon North, Inc., Contel of the South, Inc. d/b/a Verizon North Systems and other local exchange carriers.

**Q. WHY IS MICHIGAN ACCESS REQUESTING A TEMPORARY LICENSE?**

**A.** Under the Michigan Telecommunications Act, the Commission may issue a temporary license without notice and hearing. Granting Michigan Access a temporary license will allow it to promptly begin the negotiation of interconnection arrangements with the incumbent carriers, which are a necessary prerequisite to Michigan Access's commencement of basic local exchange service in the State of Michigan.

### **III. LEGAL QUALIFICATIONS**

**Q. PLEASE DESCRIBE THE CORPORATE STRUCTURE OF MICHIGAN ACCESS**

**A.** Michigan Access is a corporation organized under the law of the State of Michigan on May 16<sup>th</sup>, 2006. Michigan Access's parent company is Custom Software, Inc., which has registered with the Commission as a CAP and most recently filed Interexchange Tariff, M.P.S.C. NO. 1(R). Michigan Access is seeking to expand its business in resold basic local exchange service.

**Q. IS MICHIGAN ACCESS LEGALLY AUTHORIZED TO DO BUSINESS IN MICHIGAN?**

**A.** Yes. Michigan Access is a Michigan company and is authorized to transact business in the State of Michigan. A copy of the Articles of Incorporation is provided to the Commission with the Application as Exhibit A.

1 **IV. MANAGERIAL AND TECHNICAL QUALIFICATIONS**

2  
3 **Q. PLEASE ADDRESS MICHIGAN ACCESS' MANAGERIAL QUALIFICATIONS.**

4 **A.** Michigan Access possesses the managerial qualifications to provide its proposed local  
5 exchange telecommunications services. Descriptions of the telecommunications and  
6 managerial experience of Michigan Access's personnel, who have extensive management,  
7 financial, and technical experience while working at M33 Access, are provided to the  
8 Commission with the Application as Exhibit B.

9 **Q. PLEASE DESCRIBE MICHIGAN ACCESS' TECHNICAL QUALIFICATIONS.**

10 **A.** Michigan Access's parent company, MC33 Access, has been providing competitive access  
11 service. Michigan Access will use the knowledge of M33 Access's technical personnel.  
12 Descriptions of the backgrounds of key employees, including their technical expertise, are  
13 attached to the Application as part of Exhibit B.  
14

15 **V. FINANCIAL QUALIFICATIONS**

16  
17 **Q. PLEASE DESCRIBE MICHIGAN ACCESS' FINANCIAL QUALIFICATIONS.**

18 **A.** Michigan Access' parent company, M33 Access, has been successfully conducting business  
19 in the Michigan telecommunications industry since its incorporation. Michigan Access will  
20 be financed by M33 Access. Financial statements demonstrating M33 Access's financial  
21 qualifications are submitted as confidential Exhibit C of its Application.  
22

23 **VI. MICHIGAN ACCESS' PROPOSED SERVICES**

24  
25 **Q. PLEASE DESCRIBE THE TYPES OF SERVICES THAT MICHIGAN ACCESS**  
26 **WILL OFFER IN MICHIGAN.**

27 **A.** Michigan Access intends to provide resold local exchange telecommunications services in  
28 Michigan. Michigan Access may expand its business and offer facilities-based and  
29 unregulated services in the future as it takes advantage of new technologies and new  
30 opportunities arise. Michigan Access will continuously monitor and maintain a high level of  
31 control over its network on a 24-hours a-day, 7-days-a-week basis to ensure that Michigan

Access provides safe, reliable and high-quality telecommunications services in Michigan, with a focus on rural areas.

**Q. WHAT FACILITIES WILL MICHIGAN ACCESS USE TO PROVIDE ITS PROPOSED LOCAL EXCHANGE SERVICES?**

**A.** Michigan Access' telecommunications services in the State of Michigan will initially be provided through the resale of services of other certificated carriers. Michigan Access will lease facilities or deploy its own facilities in Michigan as business and market conditions warrant.

**Q. IN WHAT GEOGRAPHIC AREAS WILL MICHIGAN ACCESS SERVE?**

**A.** Michigan Access seeks authority to provide service throughout the State of Michigan, including service areas of AT&T Michigan, Verizon North, Inc., Contel of the South, Inc. d/b/a Verizon North Systems and other local exchange carriers.

**Q. DOES MICHIGAN ACCESS HAVE A SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN?**

**A.** Yes. Michigan Access will file with the Commission a Small and Minority-Owned Telecommunications Business Participation Plan as an attachment (Attachment D) in the Application.

**Q. DOES MICHIGAN ACCESS AGREE TO ABIDE BY ALL RULES, REGULATIONS, POLICIES AND ORDERS OF THIS COMMISSION, AND THE LAWS OF THE STATE OF MICHIGAN, IN ITS PROVISION OF TELECOMMUNICATIONS SERVICE?**

**A.** Yes. Michigan Access agrees to abide by all rules and regulations that are deemed to be applicable to Michigan Access. Michigan Access also agrees to abide by all 911 requirements at such time as Michigan Access begins to provide local exchange services.

**Q. WHEN WILL MICHIGAN ACCESS COMMENCE PROVIDING SERVICES?**

**A.** Michigan Access intends to provide service in Michigan within one year after this Commission grants Michigan Access its license.

**Q. HAS MICHIGAN ACCESS INCLUDED AN ILLUSTRATIVE A TARIFF?**

**A.** Yes. Michigan Access incorporates by reference the Commission's generic local exchange tariff. This generic tariff is available on the Commission's website at <http://www.dleg.state.mi.us/mpsc/comm/clec/generictariff.pdf>. Certain details of Michigan Access's provision of local exchange services, including the rates to be charged to

Michigan Access's customers, may be dependent upon the negotiation of interconnection agreements with the incumbent carriers. Upon issuance of a license, and the completion of negotiations with the incumbent carriers, Michigan Access will promptly file a tariff that complies with all Commission rules and regulations and lists the rates, terms and conditions of service.

## **VII. PUBLIC INTEREST CONSIDERATIONS**

**Q. PLEASE DESCRIBE THE PUBLIC INTEREST BENEFITS ASSOCIATED WITH MICHIGAN ACCESS' PROPOSED OFFERING OF TELECOMMUNICATIONS SERVICES IN MICHIGAN.**

**A.** Both the Michigan legislature and the United States Congress, through the Communications Act of 1934, as amended ("Federal Act"), have determined that it is in the public interest to promote competition in the provision of telecommunications services. The Federal Act was designed to promote increased competition in the telecommunications market. Moreover, the Commission has already determined that the grant of applications for competing licenses to provide telecommunications service is in the public interest. The grant of the Application will further the public interest by expanding the availability of alternative sources of telecommunications services in the State of Michigan. Michigan Access's proposed services will provide multiple public benefits by providing users of telecommunications services with a greater range of competitive choices.

In addition, increased competition will create incentives for lower prices, more innovative services, and more responsive customer service. Enhanced local exchange services competition also will stimulate the demand for the services supplied by all local service carriers, including the incumbents. The incumbents will have market incentives to improve the efficiency of their operations, and will benefit from the increased use of telecommunications services, due to the expansion of the total market for telecommunications services. Furthermore, increased competition has driven telecommunications prices downward, which benefits Michigan consumers who have seen concomitant reductions in their bills, which in turn has contributed to strengthening the Michigan economy.

- 1    **Q.**    **DOES THIS CONCLUDE YOUR TESTIMONY?**
- 2    **A.**    Yes, it does.

# EXHIBIT A

# ***Michigan Department of Labor & Economic Growth***

## ***Filing Endorsement***

***This is to Certify that the ARTICLES OF INCORPORATION - PROFIT***

***for***

***MICHIGAN ACCESS, INC.***

***ID NUMBER: 21077E***

***received by facsimile transmission on May 15, 2006 is hereby endorsed***

***Filed on May 16, 2006 by the Administrator.***

***The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.***



***In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 16TH day of May, 2006.***

***, Director***

***Bureau of Commercial Services***

| MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH<br>BUREAU OF COMMERCIAL SERVICES |                                                                                                                                                |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| Date Received                                                                   | (FOR BUREAU USE ONLY)                                                                                                                          |
|                                                                                 |                                                                                                                                                |
|                                                                                 | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. |
| Name<br>Norman C. Witte (P40546)<br>WITTE LAW OFFICES                           |                                                                                                                                                |
| Address<br>119 E. Kalamazoo St.                                                 |                                                                                                                                                |
| City, State, ZIP Code<br>Lansing, Michigan 48933-2111                           |                                                                                                                                                |
| Effective Date:                                                                 |                                                                                                                                                |

**ARTICLES OF INCORPORATION**  
For use by Domestic Profit Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

**ARTICLE I**

The name of the corporation is:  
**MICHIGAN ACCESS, INC.**

**ARTICLE II**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III**

The total authorized shares of the corporation is 60,000 shares of common stock.

**ARTICLE IV**

1. The address of the registered office is: 119 E. Kalamazoo St., Lansing, Michigan 48933-2111

2. The mailing address of the registered office, if different than above:
3. The name of the resident agent at the registered office is: Norman C. Witte

#### ARTICLE V

The name and address of the incorporator is as follows:

Norman C. Witte  
119 E. Kalamazoo St.  
Lansing, Michigan 48933-2111

#### ARTICLE VI

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing  $\frac{3}{4}$  in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

#### ARTICLE VII

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

### ARTICLE VIII

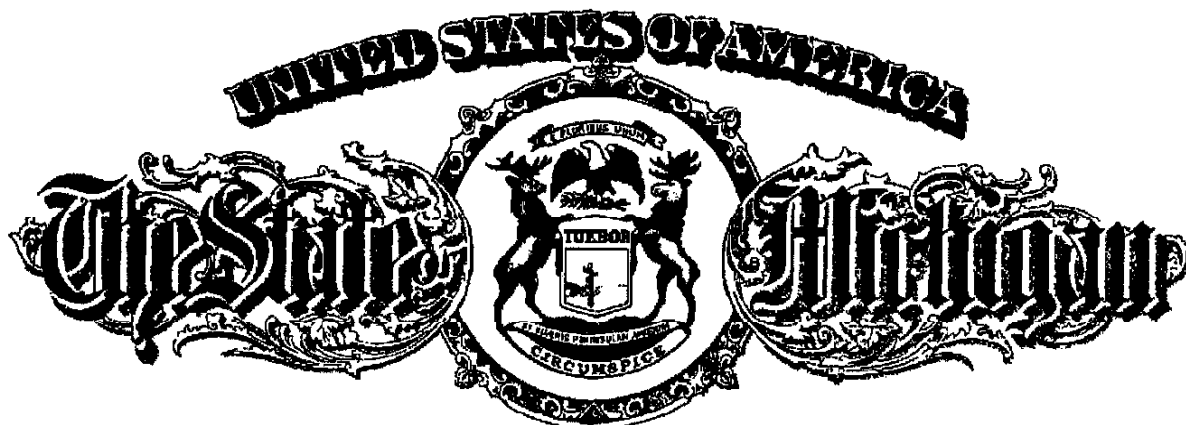
No director of the Corporation shall be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the Corporation or its shareholders; (3) a violation of § 551 of the Michigan Business Corporation Act; or (4) an intentional violation of criminal law. If the Michigan Business Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability contained in these Articles of Incorporation, shall be eliminated or limited to the fullest extent permitted by the Michigan Business Corporation Act as so amended. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of any director occurring before the effective date of any such amendment or repeal.

Executed on May 15, 2006.

  
\_\_\_\_\_  
Norman C. Witte

Document prepared by and fees remitted by:

Norman C. Witte (P40546)  
WITTE LAW OFFICES  
119 E. Kalamazoo St.  
Lansing, Michigan 48933-2111  
(517) 485-0070



**Michigan Department of Labor & Economic Growth**

**Lansing, Michigan**

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



Sent by Facsimile Transmission  
21077E

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 16th day of May, 2006*

*Andrew S. Staff*, Director

Bureau of Commercial Services

# EXHIBIT B

## **BRIEF BIOGRAPHIES OF KEY MANAGEMENT AND TECHNICAL PERSONNEL**

### **Glenn A. Wilson, Sr. President/CEO/Owner**

*Duties:* Strategic positioning of the company through market research, product analysis, expansion of geographic reach, diversification of product lines, contract and partnership negotiations, business planning and financial forecasting. Supervision of the management of company operations including: financial statements, budgeting, advertising strategy, wireless network planning, and appointment of department managers.

*Background:* Chip level computer programmer. Product design and machine programming for New View Equipment Co.; barcode programming support for Symbol Technologies; independent programmer and consultant for companies including UPS, Honda, JC Penny, Frigidaire, Solag, NER Data Products, DataVision, Kentucky Utilities, GE Appliance and others.

Founded, grew and sold two Internet companies in Colorado, Pagosa Worldwide and Durango Worldwide. Moved to Michigan in 1999 with plans to work as a free-lance computer programmer and consultant, but instead founded M33Access, after discovering a broad lack of Internet access in the area. M33Access currently serves more than 7,500 businesses, residential, governmental and educational clients and operates the largest consecutive wireless Internet grid in North America.

*Credentials:* Engineering background, Ferris State University; developer and author of DataVision Eclipse software; Team One award, GE Appliances; Above and Beyond The Call of Duty Award, Symbol Technologies; TCP/IP Certification, American Institute incorporated.

### **Tracie Wilson Accounting Manager/CFO/Owner**

*Duties:* Direct oversight, management, and recordkeeping of all corporate financial transactions, databases, reports, and financial statements. Interaction with all departments to facilitate budget development. Verifies, allocates, and posts all corporate and operational business transactions, processes accounts payable, reconciles revenue accounts, calculates employee wages, and prepares payroll checks. Direct hiring, training and supervision of all Accounting department employees. Creates and implements departmental procedures and goals.

*Background:* Cofounder/owner M33Access; founder, owner, and senior accountant for T & G Specialties, a Colorado computer sales and services company; co-founder and senior accountant for Pagosa Worldwide Internet service and Durango Worldwide Internet service.

*Credentials:* Kirtland Community College; major in computer technology.

**Frank Tschiggfrey**  
**Vice President/Chief Operating Officer**

*Duties:* Assist and advise the CEO and CFO with building the company strategy and business outlook. Deploy the policies and directives set forth in the corporate business plan, marketing strategy, and financial forecasts. Monitor the productivity of all initiatives by analyzing departmental and company-wide reports. Coordinate and oversee the daily management of all company departments, including Accounting, Engineering, Wireless, Technical Support, Sales, Operations, and Building & Grounds, to coincide with the corporate mission, vision, and business plan. Authorize hiring of, and approve the pay rate for all employees.

*Background:* Three years with M33Access; construction foreman for ten years; owner/founder of Home Improvement Connection, a construction company and retail supply store, for eight years.

*Credentials:* High School grad; some college; Dale Carnegie management course; State of Michigan builder's license; CDL license.

**Russell Hall**  
**Network Administrator**

*Duties:* Comprehensive responsibility for the design, programming, and maintenance of all corporate network components including: Windows servers and operating systems, Cisco routers, V.90 and V.92 modems, T-1 and T-3 lines, DSLAM, PBX, WAN, MAN, LAN, network security components, website databases, and wireless frequency mapping. Manages and delegates tasks to the employees in the Engineering department. Works closely with the Technical Support department to train employees on the skills necessary to monitor and lend support to the network as well as all other corporate products.

*Background:* Four years with M33Access; promoted to Network Administrator in 2003.

*Credentials:* Associates in Computer Science, Kirtland Community College, 2004, Honors student, Phi Theta Kappa.

**Amber Green**  
**Technical Support Supervisor**

*Duties:* Management and supervision of all aspects of the 24/7 Technical Support department. Hires, schedules, and trains all Technical Support employees on the corporation's products and services. Monitors all customer communications to ensure prompt, quality customer service. Oversees new account sign-ups, reviews all account notes, assists with complex customer needs, creates and tracks data for reports used in operational decision-making, conducts product research, and creates and implements procedures for the department.

*Background:* Three years with M33Access; promoted to Technical Support Supervisor in 2003; previously worked as a Chiropractic clinic secretary carrying out patient scheduling, billing, filing, x-rays, and therapy; worked as a computer lab assistant, student support service assistant and a tutor at Kirtland Community College (1998-2002); four years of prior employment at Holiday Motor Inn cleaning and working the front desk.

*Credentials:* Associate Degree in Business Administration, Kirtland Community College, 2000; Associate Degree in Information Systems, Kirtland Community College, 2002; Associate Degree in Computer Science, Kirtland Community College, 2002, Honor Student, Phi Theta Kappa.

**Melissa Lademan**  
**Accounts Receivable Manager**

*Duties:* Oversight and management of all accounts receivable transactions for the corporation including: establishing new customer accounts, creation of invoices for premise equipment and services, dispatching customer statements, verifying and posting payments to customer accounts, reconciling and balancing accounts receivable, and calculating refunds when appropriate. Manages and assists the Accounting Collections staff with acquiring payments from past due accounts. Provides monthly activity reports to management for use in decision-making.

*Background:* Three years with M33Access; previous employment in various receptionist or office positions; one year at Meijer; two years working and caring for mentally handicapped adults

*Credentials:* High school graduate; two semesters at Schoolcraft Community College; certification in First Aid and CPR.

# Wired

By **KEITH CAVE** ROSE CITY – Glenn Wilson is on a roll now. He takes a long pull from a can of Mountain Dew on the conference room table, then pirouettes to the door leading outside and stands there taking another drag on a Marlboro menthol.

"I've got three addictions," he confesses. "We'll get to the third one a bit later."

For now, Wilson continues his discourse on his amazing Internet company, M-33 Access, how he's dedicated to bringing Northeast Michigan into the new century and why it's so important.

"When I get it so that every kid has high-speed Internet in my area, I'll feel good," he said. "I want digital learning for every kid, period. End of story. When a kid in Moscow has a better service than the kids in Rose City, well, that's just wrong. In order for our kids to compete tomorrow, we need the technology now."

And so long as those living in less-populated areas – like most of the state's Northeast – must depend on their local phone companies or cable companies for such important services as broadband wireless, well, don't get him started.

For a guy whose motor is always running, with or without the nicotine and the caffeine jolts, Wilson shifts his soap box into overdrive at a mere mention of phone companies. He is outraged by the rates companies charge for last century's technologies.

"The phone system up here is antiquated," he said. "Do they have the technology to fix it? Absolutely. Will they?"

Wilson laughs sardonically.

"I want to bury those guys," he adds. "They make life miserable. The small towns have just as important needs as the big cities that they (phone companies) care so much about. There's just not the same demand in numbers up here, so they don't care."

If you haven't figured it out by now, Wilson cares.

"We need two things desperately here: infrastructure and the population to drive it with a good labor force," he said. "My part is to make sure we have the technological infrastructure."

He's well on his way. Within a few years of starting his own company out of sheer frustration, Wilson, 41, lays claim to the largest contiguous wireless Internet grid on Earth.

Not bad for a guy who should be early into his retirement from the military.

But Wilson's Army career was short-lived after he wound up being nearly flattened by an armored personnel carrier that took a wrong turn through the woods while on maneuvers at Fort Carson, Colo. – and his life changed forever.

"I had my whole career planned," he said, "and then I got run over by an APC."

Fresh out of the Army, Wilson enrolled in an engineering program at Ferris State, studying computer-aided design. Before he graduated, he went to work as a draftsman for a Grand Rapids firm, but it was a basic computer programming course he took in college that put him far ahead of the learning curve.

"It was a joke course, but I learned I had a natural gift for it," he said. "Pretty soon, I was designing programs."

After a stint designing oven fixtures for the company that makes stoves for Subway, Wilson took a job with Symbol Technologies in the heart of Silicon Valley – Costa Mesa, Calif.

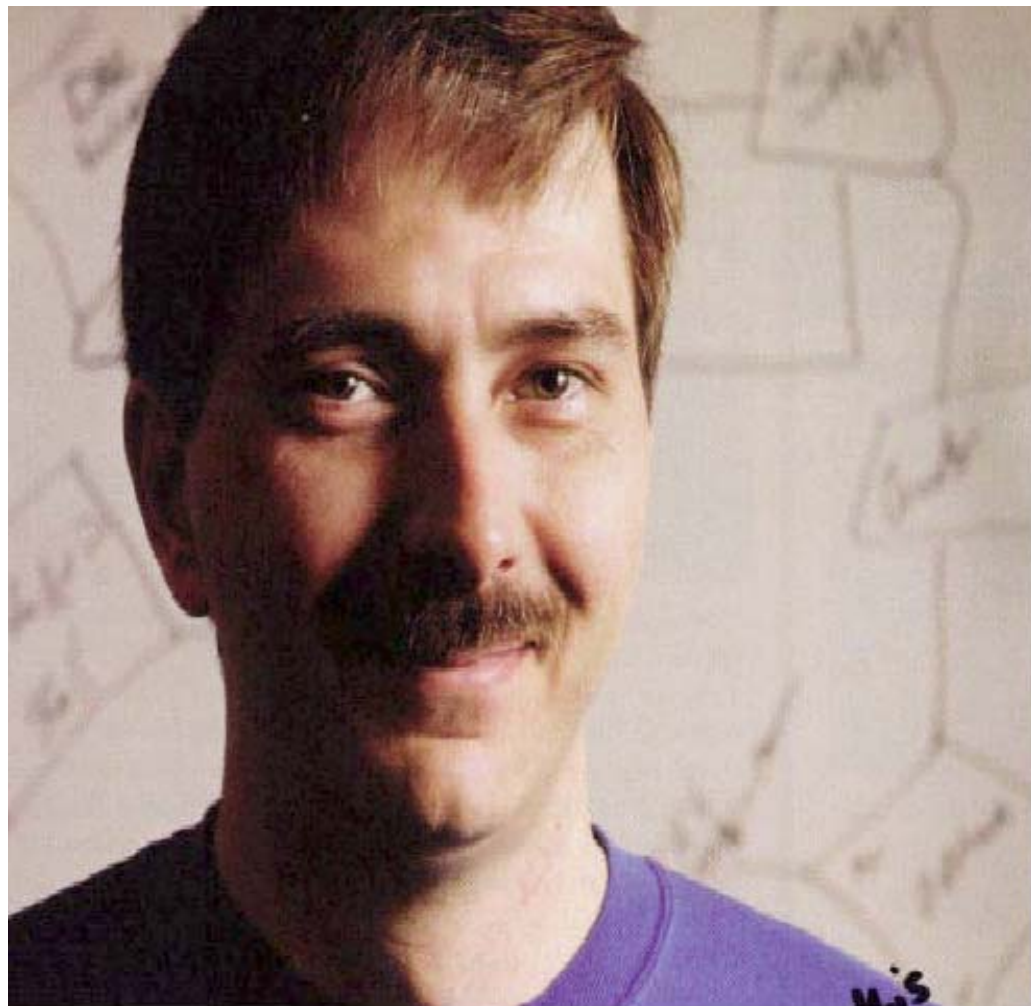
Meet the guy  
who brought the  
21st century to  
Northeast  
Michigan

"I was working with some of the most brilliant guys in the world," Wilson recalled. "I got in way over my head, but I brought my Michigan work ethic with me to California."

The son of a Michigan farmer who was disabled by injuries in the Korean War, Wilson managed not only to survive, but thrive.

When his company became the target of a corporate buyout, Wilson had two options: Move to New York or take a buyout. He took the buyout, planning a career as a hired gun in the software design business.

On a visit home to Michigan, he met his wife, Tracie. As a corporate consultant, Wilson



could work anywhere. All he needed was a computer and an Internet connection.

"We basically narrowed our choices to Kentucky and Colorado," Wilson said, "so we threw a dart, and it took us to Colorado."

Pagosa Springs, Colo., a town so small that the World Wide Web was but a rumor.

"I picked a town that didn't have Internet," said Wilson. So while developing software he started his own Internet companies, Pagosa Worldwide and Durango Worldwide.

Wilson sold the companies, enabling him to move his family of six children back to Michigan, where he could once again hang a consulting shingle and get back to his first love.

"I'm a programmer at heart," he said. "I just wanted to develop some software."

He and Tracie picked out a pleasant little farm/ranch in Rose City, just off M-33, the road that would take them to her hometown of Mio, about 15 miles away. The place was big enough for her horses to roam. The kids had good schools to attend.

Life was going to be just perfect, or so Wilson thought—until he tried to get an Internet hookup.

"I was told I could sign up for one at the local library," he said. "When I called, the lady said she'd mail me an application. I told her to send a fax instead, that it's a lot faster that way. She said, 'Oh, there there's no hurry. There are 32 people ahead of you.'"

"Then she described the Internet connection from hell," Wilson recalled. "How it was busy from the time the kids got home from school until the wee hours of the morning."

"I told her, 'Good news. I don't need your help. I'll build the biggest (expletive) network you've ever seen. And she said, 'Oh would you, please? We could really use a good network.' She egged me right on."

So he did. Using mostly leftover equipment from boxes he brought with him from Colorado, Wilson began building his network. He ran a dedicated Internet line to his home and built a tower to broadcast the high-speed signal to nearby residents. He bought a few new modems and soon as he was up and running, no longer having

M-33 Access founder  
Glenn Wilson looks  
over the shoulder of  
his network adminis-  
trator Russ Hall.



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to dial long-distance to his old company in Colorado to get reliable Internet service.

His initial conversations with the local library took place a few days before Christmas, followed by some serious and sometimes tempestuous discussions with the local phone companies. By Feb. 19, about two months later, he was up and running his own Internet company. On March 1, M-33 Access was open to the public.

Since then, the company has provided Internet service in some form to nearly anybody in Northeast Michigan who wants it - and that includes broadband wireless and DSL.

And just like that, Wilson had introduced the most cost-efficient means of bringing service to a rural area. In the process, he opened the floodgates for the kind of economic growth the region has struggled for decades to achieve.

This spring, Wilson plans to have a system in place that will make Mio and Rose City the envy of much of the rest of the state by equipping them with roaming wireless technology available through a 3 1/2-mile radius of the downtown in each community, giving residents and visitors access to the most state-of-the-art system available anywhere in the world.

The system, which he hopes to expand throughout the Northeast, should give the region a leg up in attracting business and industry as well as tourism.

As his company began to grow, Wilson needed more buildings to accommodate a larger staff. (Already, a chicken coop had been spruced up for use as an office, and much of the space in Tracie's horse barn was being used for essential equipment.) But things came to a head when a county bureaucrat threatened to deny a permit to build, since Wilson's property was zoned residential.

"The county told us we weren't allowed to have all these employees out here," said Wilson, who has nearly three dozen workers

on his payroll. "Now remember, they're telling this to the guy who's providing them with their high-speed Internet service."

"I said, 'Either change the law or I shut it down.'"

No laws were changed, but the county quickly reclassified M-33 Access as an essential service to the county, putting M-33 on par with police, fire and emergency medical care. He can build pyramids out there now, if he wanted.

M-33 Access means every bit as much to many local businesses, as well.

When Brad Green's Ace Hardware stores in West Branch and Rose City began to lose business after big box stores like Wal-Mart and Home Depot moved in, he looked for ways to expand and save his business. He wanted to open a hardware store in Standish, but was told by his service providers that it would cost him about \$25,000 per location to upgrade his computer systems with high-speed Internet service and tie them all together.

He turned to Wilson for help.

"I'd heard through the grapevine there was this crazy guy in Rose City, so I gave him a call," Green said. "Glenn put up a tower in the right locations and bounced radio signals - however that works. The people that provide our point-of-sales systems had never worked on a wireless system before. At first, they refused. Then they kicked and screamed a little. But when we powered everything on, every single piece of equipment in all three stores worked perfectly."

The cost to Green for all three locations: About \$300, an enormous savings that enabled him not only to stay in business, but grow it. "We'd be dead in the water otherwise," he added. Since then, he's become an ardent supporter of everything Wilson is doing.

"He talks big, and he's always thinking big," Green said. "But Glenn won't commit to something unless he knows he can do it. And he's always been there for us."

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Pins mark locations around mid- and Northern Michigan where M-33 Access provides Internet service.

When Kirtland Community College in Roscommon was looking to upgrade its network and maybe save a few bucks in the process, it turned to Wilson, too. Tim Scherer, the college's director of institutional services, recalls the first time he met Wilson.

"He's overwhelming at the beginning," Scherer said. "And the hardest part is always getting to believe he can deliver what he says he'll deliver. But he's continuously delivered on everything we've ever talked about. That's been most impressive."

The college not only got twice its former capacity, but spends upward of \$200,000 less per year with M-33 Access.

"He definitely has the interests of the local schools and community as close to his top priority as he can and still be in business," Scherer said. "And people have a hard time believing that. It's real hard not to say, 'Oh yeah, right. This is too good to be true.'"

Scherer was so impressed with Wilson's honor, commitment and ethical manner that he asked him to serve as best man at his wedding last summer. One of the few times Wilson has ever been at a loss for words was delivering the toast. For all his bluster, he's not a public speaker.

Nor is he the world's greatest businessman. And his accountants are beginning to convince him of that.

"I didn't build this thing on a model to make money," he said. "At some point, we have to figure

out how to do that."

And though he has put most of his life's savings into this company, he disputes the \$10 million figure that has been published in some reports. "Maybe half that," he confesses.

All he knows is that it's not uncommon for people to stop alongside the road when they see his trucks and inquire on how they can get M-33 Access at their house.

"This country was built on supply and demand," he said. "The demand is there. Somebody's got to do it. All I'm concerned about is being able to satisfy the demand without ripping people off."

Meantime, Wilson does allow himself one indulgence he shares with his wife: hot cars, notably Mustangs. Their collection includes a '65 blue coupe, her wedding present to him; a '72 blue coupe, his wedding present to her; a '70 Mach I with a 428 Cobra Jet; a '69 red coupe; a '71 Grande, red with black racing stripes; an '03 red Mach I; a '96 green GT; and one more he recently ordered, a new Mustang Cobra with a 458-horsepower engine.

That third addiction, if you haven't figured it out by now? Speed — be it on the roads or on the World Wide Web.

Glenn Wilson lives his life with his foot to the floorboard. And all of Northeast Michigan is riding shotgun with him, heading full-bore into a new century. **A**

EXHIBIT C

CONFIDENTIAL

# EXHIBIT D

SMALL AND MINORITY-OWNED  
TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN  
Prepared pursuant to 2005 PA 235, Section 504

BY

MICHIGAN ACCESS, INC.

STATEMENT OF PURPOSE

Michigan Access, Inc., ("Michigan Access") as a responsible corporate resident of the State of Michigan, will seek to the maximum extent feasible to purchase goods and services from small and minority-owned telecommunications businesses, and to provide, to the maximum extent feasible, technical assistance to such businesses. The extent of Michigan Access' ability to purchase the goods and services of small minority-owned telecommunications businesses depends upon their availability in Michigan Access' service territory as well as business considerations such as pricing, inventory, quality and turnaround time on orders.

Michigan Access' goal shall be the full and equal participation of such businesses as defined by the Michigan Department of Management and Budget. Michigan Access shall strive to achieve the purchase of a percentage of the total annual need for its operations of goods and/or services from small and minority-owned telecommunications businesses as defined by the Michigan Department of Management and Budget, which is equal to the percentage of small and minority-owned telecommunications suppliers doing business in the Michigan Access service territory, providing such goods and/or services are offered on a market competitive basis.

This plan is a statement of objectives and is not intended to create any legal obligation of Michigan Access or any of its parent companies, subsidiaries, or affiliates, to any person.

PARTICIPATION PLAN

Michigan Access will advise all personnel of the existence of the plan and of Michigan Access' goals established in the plan. Michigan Access will designate an employee to have the responsibility of developing policies and procedures to allow for the success of Michigan Access' efforts to purchase goods and services from small and minority-owned telecommunications businesses.

Michigan Access will establish targets to strive for in connection with reaching the annual goal of purchasing the established percentage of goods and services from small and minority-owned telecommunications businesses.

Michigan Access will adopt a system for identification of small and minority-owned businesses, and develop a resource list of small and minority-owned businesses in Michigan Access's service territory. Specifically, Michigan Access will prepare a form designed to determine the qualifications of any business with respect to their status as a small or minority-owned telecommunications business. Michigan Access will notify, to the extent practicable, such businesses

of the existence of this Plan. Michigan Access will invite bids, or issue requests for proposals, or otherwise solicit offers and bids from such businesses.

Michigan Access will periodically review its practices under this plan and its goals established in the plan.

Michigan Access will exercise diligence and sensitivity to ensure that opportunities to small and minority-owned telecommunications businesses for doing business with Michigan Access are equivalent to those provided to those entities which are not small and/or minority-owned.

Michigan Access has or will develop an Equal Employment Opportunity plan to achieve the same and similar goals as this plan.

Michigan Access will provide technical assistance to any small or minority-owned telecommunications business requiring interconnection to any future Michigan Access network, and will provide technical assistance to such businesses offering telecommunications goods and services to the extent feasible. Michigan Access will inform such businesses of the availability of such assistance.