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PUBLIC UTILITIES COMMISSION OF OHIO

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LOCAL EXCHANGE CARRIER  
REGISTRATION FORM  
EFFECTIVE: July 15, 1997

In the Matter of the Application of The Associated Group, Inc. )  
and Liberty AGI, Inc. for Approval of Change in Ownership ) Case No. 99-1463-TP-ACO  
of Teligent, Inc. )

Name of Registrant(s) The Associated Group, Inc. and Liberty AGI, Inc.  
Address of Registrant(s) 200 Gateway Towers, Pittsburgh, PA 15222; 9197 South Peoria, Englewood, CO 80112  
Contact Person(s) Tim Fitzgibbon Phone (202) 898-1515 and Judith Sanders Phone (614) 228-0704  
Date November 12, 1999 TRF Docket No.     -     - TP-TRF  
Motion for protective order included with filing? ☐ Yes, ☒ No  
Request for waiver(s) included with filing? ☐ Yes, ☒ No

NOTE: This form must accompany all applications filed by NECs. ILECs should utilize the appropriate form based on each ILEC's current applicable regulatory framework. However, an ILEC must use this form if it has been granted tariff filing parity pursuant to Section VII. of the guidelines established in Case No. 95-845-TP-COI, or if the ILEC is filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. It is preferable not to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.

I. Indicate the reason for submitting this form (check only one):

- ☐ 1. (AAC) Application to Amend Certificate (30-day approval, 7 copies)
  - ☐ 2. (ABN) Abandonment of all Services (NOT AUTOMATIC, 10 copies)
  - ☐ 3. (ACE) New Operating Authority (60-day approval, 7 copies)
  - ☒ 4. (ACO) Application to Change Ownership (30-day approval, 10 copies)
  - ☐ 5. (ACN) Application to Change Name (30-day approval, 10 copies)
  - ☐ 6. (AEC) Application to Establish, Revise, or Cancel a Contract (30-day approval, 7 copies)
    - ☐ End User
    - ☐ Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case
  - ☐ 7. (AMT) Merger (NOT automatic, 10 copies)
  - ☐ 8. (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 15 copies)
  - ☐ 9. (ATA) Application for Tariff Amendment (Automatic time frames vary with type of ATA filing -- see below)
    - a. ☐ New End User Service which has been preceded by a 30-day prefilng with Staff and OCC (0-day filing, 10 copies)
    - b. ☐ New Carrier-to-Carrier Service which has been preceded by a 30-day prefilng with Staff and OCC (0-day filing, 10 copies)
    - c. ☐ Change in Terms and Conditions (30-day approval, 10 copies)
    - d. ☐ Withdrawal of Service (30-day approval, 10 copies)
    - e. ☐ Filing at Staff's Direction (30-day approval, 10 copies)
    - f. ☐ Initial Carrier-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
  - ☐ 10. (ATC) Application to Transfer Certificate (NOT automatic, 7 copies)
  - ☐ 11. (ATR) Application to Conduct a Transaction Between Utilities (NOT automatic, 10 copies)
  - ☐ 12. (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 15 copies)
  - ☐ 13. (UNC) Unclassified (explain) \_\_\_\_\_ (NOT automatic, 15 copies)
- July 15, 1997

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This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
Technician Anna M. Wicks Date Processed Nov. 15, 1999

- ☐ 14. Other (explain) \_\_\_\_\_ (NOT automatic, 15 copies)

**THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)**

- ☐ 15. Introduction or Extension of Promotional Offering  
☐ 16. New Price List Rate for Existing Service  
☐ 17. Designation of Registrant's Process Agent(s)  
☐ 18. Update to Registrant's Maps

**II. Indicate which of the following exhibits have been filed. The numbers (corresponding to the list above) indicate, at a minimum, the types of cases in which the exhibits is required:**

- ☐ A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based) (3)  
☐ Statement affirming that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio. (3)  
☒ List of names, addresses, and phone numbers of officers and directors or partners. (3-4,7,10) **attached**  
☐ Brief description of service(s) proposed. (3)  
☐ Explanation of whether applicant intends to provide ☐ resold services, ☐ facilities-based services, or ☐ both resold and facilities-based services (3)  
☐ Explanation as to whether NEC currently offers IXC services under separate CTS authority, and whether it will be including those services within its NEC filing, or maintaining such IXC services under a separate affiliate. (3)  
☐ Explanation of how the proposed services in the proposed market area are in the public interest. (3)  
☐ Description of the proposed market area. (3)  
☐ Description of the class of customers (e.g., residence, business) that the applicant intends to serve. (3)  
☐ Documentation attesting to the applicant's financial viability, including, at a minimum, a pro forma income statement and a balance sheet. If the pro forma income statement is based upon a certain geographical area(s) or information in other jurisdictions, please indicate. (3)  
☐ Documentation attesting to the applicant's technical expertise relative to the proposed service offering(s) and proposed service area. (3)  
☐ Explanation of the applicant's managerial expertise relative to the proposed service offering(s) and proposed service area. (3)  
☐ Documentation indicating the applicant's corporate structure and ownership. (3)  
☐ Information regarding any similar operations in other states. (3)  
☐ Verification that the applicant will maintain local telephone records separate and apart from any other accounting records in accordance with the USOA. (3)  
☐ Verification of compliance with any affiliate transaction requirements. (3)  
☐ Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users. (3,8,10)  
☒ Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. (1-2,4,6,8,10,12-15)-  
**no tariff changes are proposed**  
☒ Copy of revised tariff sheets & price lists, marked as Exhibit B. (1-2,4,6,8,10,12-15)-  
**no tariff changes are proposed**  
☐ Specify which notice procedure has been utilized: ☐ real time; or ☐ newspaper. NOTE: Price list increases **must** be within an approved range of rates. (8-9,15)  
☐ Copy of real time or newspaper notice which has been provided to customers. (2,4,6,9c-f, 10,15)  
☐ Copy of customer education and information material for new residential services. (8)  
☐ Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is ☐ business; ☐ residence; ☐ or both. Also indicate whether it is a ☐ switched ☐ or dedicated service. Include this information in either the cover letter or Exhibit C. (1-2,4-6,9-10,12-15)  
☐ Explanation as to which service areas company currently has an approved interconnection or resale agreement. (1,3,9)

- ☐ Explanation as to whether rates are derived through (check all applicable): ☐ interconnection agreement, ☐ retail tariffs, or ☐ resale tariffs. (3)
- ☐ List of Ohio counties or exchanges the applicant intends to serve **within 24 months** of obtaining authorization. (1,3)
- ☒ List of Ohio counties specifically involved or affected. (2,4,6,9-10,12)
- ☒ Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). (3,4,6,9c-f,10) In transfer of certificate cases, the transferee's good standing must be established.
- ☐ Maps depicting the proposed serving and calling areas of the applicant. (1,3,7,10)
  - ☐ **If Mirroring ILEC** exchanges for both serving area and local calling areas: • **Serving area** must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular ILEC/NEC territory, and listing the involved counties. • **Local calling areas** must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges.
  - ☐ **If Self-defining** serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • **Serving Area** must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved counties. • **Local Calling Areas** must be described in the tariff through textual delineation and clear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
- ☐ Other information requested by the Commission staff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

**Mandatory requirements for all basic local exchange providers:**

- ☐ Sales tax
- ☐ Deposits
- ☐ Disconnection of Service
- ☐ 1+

**Service requirements for a NEC's provision of certain services (check all applicable):**

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service
- ☐ Emergency Services Calling Plan
- ☐ Alternative Operator Service (AOS) requirements
- ☐ Limitation of Liability Language
- ☐ Termination Liability Language
- ☐ Service Connection Assistance (SCA) and Telephone Service Assistance (TSA)
- ☐ Resale of Service [Required for facilities-based NECs]
- ☐ Local Number Portability [Required for facilities-based]

IV. List names, titles, phone numbers, and addresses of those persons authorized to make and/or verify filings at the Commission on behalf of the applicant:

-see attached information

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NOTE: An annual report is required to be filed with the Commission by each company on an

annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

**V. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:**

-see attached information

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**VERIFICATION**

I, Judith B. Sanders, Attorney [Name and Title] verify that I have utilized, verbatim, the Commission's Local Exchange Carrier Registration Form effective July 15, 1997 and that all of the information submitted here, and all additional information submitted in connection with this case is true and correct to the best of my knowledge.

Judith B. Sanders 11/12/99  
(Signature)\* (Date)

\* A verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

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Send your completed Registration Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street  
Columbus, OH 43215-3793

### **INFORMATION IN SUPPORT OF THE APPLICATION**

The Associated Group, Inc. ("Associated") and Liberty AGI, Inc. ("LAGI") (hereinafter collectively referred to as "Applicants"), by their undersigned counsel and pursuant to R.C. §4905.402, hereby seek approval by this Commission of a transaction whereby LAGI will acquire Associated, which currently holds approximately a 39.5% equity interest in Teligent, Inc. ("Teligent"), a certificated intrastate telecommunications carrier providing, *inter alia*, local exchange service in Ohio as a New Entrant Carrier (NEC). There are no services offered by Teligent which will be affected by this filing. The Applicants respectfully request that this application be handled pursuant to the 30-day automatic time frame pursuant to the Commission's Local Service Guidelines (adopted in Case No. 95-845-TP-COI).

In support of this application, the Applicants respectfully state as follows:

#### **I. Description of the Companies Involved in the Stock Transfer Transaction.**

Teligent is a Delaware corporation qualified to transact business in the State of Ohio. Associated is a Delaware corporation engaged primarily in owning and operating broadcasting and telecommunications-related businesses. Associated, through its wholly owned subsidiary, Microwave Services, Inc. ("MSI"), currently owns an approximate 39.5% equity interest in Teligent and has the right, through MSI, to elect a majority of Teligent's current board members (*i.e.*, currently four of a seven-member board of directors). LAGI is a member of the Liberty Media Group ("LMG"), which is a tracking stock group of AT&T Corp. ("AT&T") consisting principally of the assets and businesses of Liberty and its subsidiaries, as well as certain other indirect subsidiaries of AT&T, including LAGI. As depicted in Exhibit 1, LAGI and Liberty are sister subsidiaries within LMG. LMG holds interests in a broad range of video programming,

communications, technology and Internet-related businesses in the United States and abroad, primarily through Liberty.

LMG was established in March of 1999 in connection with AT&T's acquisition of TCI. Although AT&T and its subsidiaries own 100% of the stock of each member within LMG, AT&T's ownership of LMG has been structured to distinguish the economic interests of the holders of AT&T common stock and the holders of LMG tracking stock and to provide LMG with operational independence from AT&T.<sup>1</sup> LMG is operated by its own separate management groups of boards of directors and executive officers. In fact, LAGI and Liberty have identical boards of directors and identical executive officers, and a majority of the members of those boards and all of those executive officers are persons who held such positions prior to AT&T's acquisition of TCI and who are not otherwise employees of AT&T.<sup>2</sup> In addition, the current term of office of this majority of the directors of both LAGI and Liberty extends until 2006 (and such directors are not removable by AT&T prior to such time, except for cause). AT&T and LMG have also instituted various additional measures to establish the operational independence of

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<sup>1</sup> Liberty's management prior to Liberty's merger with AT&T continues to manage LMG's day-to-day operations, and additional mechanisms are in place to establish the operational independence of LMG from AT&T. *See infra* n.3. Also, AT&T's board policy (which can be amended only by unanimous vote) provides that all dividends and distributions by LMG will be distributed, subject to applicable corporate law, to LMG tracking stock shareholders, not to AT&T common shareholders. Other constraints protect against any indirect participation by AT&T common shareholders in LMG's assets or earnings. For example, the only way AT&T may unilaterally "unwind" its ownership of LMG is to divest it to the LMG tracking stock shareholders in a tax-free transaction, and AT&T cannot increase the number of authorized shares of LMG tracking stock, or dispose of LMG's underlying assets without the consent of tracking stock shareholders, or in the latter case, without the consent of the board of directors of the affected LMG entity.

<sup>2</sup> Liberty's Chairman of the Board, Dr. John Malone, is also a member of AT&T's board of directors.

LAGI and Liberty.<sup>3</sup> The boards and executive officers of LAGI and Liberty manage, and following the Merger will continue to manage, such companies' respective businesses.

**II. Designated Contacts for this Application.**

Upon request, Associated and LAGI are prepared to answer any questions or provide a copy of this Registration Form to any interested party requesting a copy. All correspondence or communications regarding this application should be directed to the following counsel:

Counsel For Liberty AGI, Inc. and The Associated Group:

Judith B. Sanders  
Bell, Royer & Sanders Co., LPA  
33 South Grant Ave.  
Columbus, Ohio 43215  
(614) 228-0704 (tel.)  
(614) 228-0201 (fax)

With Copies to:

Jay L. Birnbaum  
Skadden, Arps, Slate, Meagher  
& Flom, L.L.P.  
1440 New York Avenue, N.W.  
Washington, D.C. 20005  
(202) 371-7288 (tel.)  
(202) 371-7096 (fax)

Timothy J. Fitzgibbon  
Carter Ledyard & Milburn  
1350 I Street, Suite 1010  
Washington, D.C. 20005  
(202) 898-1515 (tel.)  
(202) 898-1521 (fax)

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<sup>3</sup> Such other factors include the following: 1) LAGI and Liberty's boards of directors manage each company's respective businesses; and (2) pursuant to contract LMG may compete with AT&T's cable television, telephone, and Internet businesses and has no obligation to share its financial resources or corporate opportunities with such businesses.

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### **III. Description of the Proposed Transaction.**

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") by and among Associated, Liberty, AT&T and a wholly owned subsidiary of AT&T named A-Group Merger Corp. ("A-Group"), LAGI will, as described immediately below, acquire Associated, including Associated's approximate 39.5% equity interest in Teligent, subject to Commission approval. Through a series of transactions, Associated will merge with A-Group and convert from a Delaware corporation to a Delaware limited liability company, which will become a wholly owned subsidiary of LAGI (and therefore a member of LMG). This series of transactions is collectively referred to herein as the "Merger."

Moreover, pursuant to the Merger Agreement, Liberty has the right to cause Associated to replace two members of the current Teligent board of directors with individuals designated by Liberty, effective immediately prior to the Merger. Further, pursuant to an agreement dated September 29, 1997 between Teligent, Associated, Telcom-DTS, LLC ("Telcom-DTS"), another shareholder of Teligent, and certain other parties, upon the change in control of Associated resulting from the Merger, Associated will be required (i) to convert all of its Series B-1 common stock of Teligent into Class A common stock of Teligent and (ii) to cause a number of its designees on Teligent's board of directors to resign such that the Associated-elected directors will no longer constitute a majority of the Teligent board. Thus, upon consummation of the Merger, Associated will cause one of its directors to resign from Teligent's board of directors, which will result in Teligent's board of directors being comprised of a total of six members, only two of which will have been designated by Liberty. Accordingly, notwithstanding LAGI's acquisition of Associated's 39.5% equity interest in Teligent, upon consummation of the Merger Associated



effectively will relinquish its control over Teligent's board of directors and neither LAGI nor Liberty will acquire control over Teligent's board of directors. Further, two other shareholders hold 42.4% of Teligent's equity, and the remainder is held by various other parties, including the public.<sup>4</sup> Exhibit 1 depicts the current corporate structure and ownership of Teligent and the corporate structure and ownership of Teligent post merger.

#### **IV. Public Interest Considerations.**

The proposed transaction will be seamless and transparent to Teligent's Ohio customers, have no adverse effect on competition, and enable the Petitioners (without any disruption to Teligent's business) to replace one shareholder that currently has control over Teligent's board with one that has no such control, thereby vesting control in all of Teligent's shareholders. The proposed transaction does not require or cause any change in Teligent's day-to-day operations or executive management team and thus will not inconvenience Teligent's current Ohio customers. Service will continue to be provided under the Teligent name. As such, notice to existing customers is not necessary.

Likewise, the proposed transaction will not have any effect on the rates charged or

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<sup>4</sup> Teligent recently entered into an unrelated agreement to issue and sell to certain new investors convertible preferred stock representing, on an as-converted basis, approximately 13.9% of Teligent's outstanding stock immediately after such issuance (the "Third Party Issuance"). The Third Party Issuance will dilute the percentage equity holdings of the current shareholders of Teligent proportionately, with Associated having approximately 34% immediately thereafter. In connection with the Third Party Issuance, one of the new investors will have the right to designate an additional member of Teligent's board of directors. If this director is added to Teligent's board prior to the Merger, Associated, pursuant to its right to designate a majority of Teligent's board prior to the Merger, will have the right to designate an additional director. As described in the text above, immediately prior to the Merger Associated will replace two of its designees with persons selected by Liberty, and, upon consummation of the Merger, will cause one of its designees to resign.

services provided by Teligent within the State of Ohio. Because Teligent's currently effective tariffs, rates and terms will remain the same, the parties have not attached a tariff filing included with the registration form. Indeed, neither LAGI nor Liberty will obtain the right to control the day-to-day affairs or overall policies of Teligent because (1) they will acquire only a minority stock interest and a minority position on the Teligent board of directors and (2) of the existence of other large shareholders in Teligent. Moreover, the proposed transaction will not change Teligent's financial, technical or managerial qualifications. Accordingly, there will be no adverse changes in the operation or quality of service provided the citizens of Ohio.

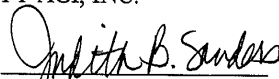
**V. Conclusion.**

For the reasons stated above, the Applicants urge the Commission to handle this application on an expedited basis subject to automatic approval from the date of filing.

Respectfully submitted,

THE ASSOCIATED GROUP, INC.  
LIBERTY AGI, INC.

By:

  
Judith B. Sanders  
Bell, Royer & Sanders Co., LPA  
33 South Grant Avenue  
Columbus, OH 43215  
(614) 228-0704

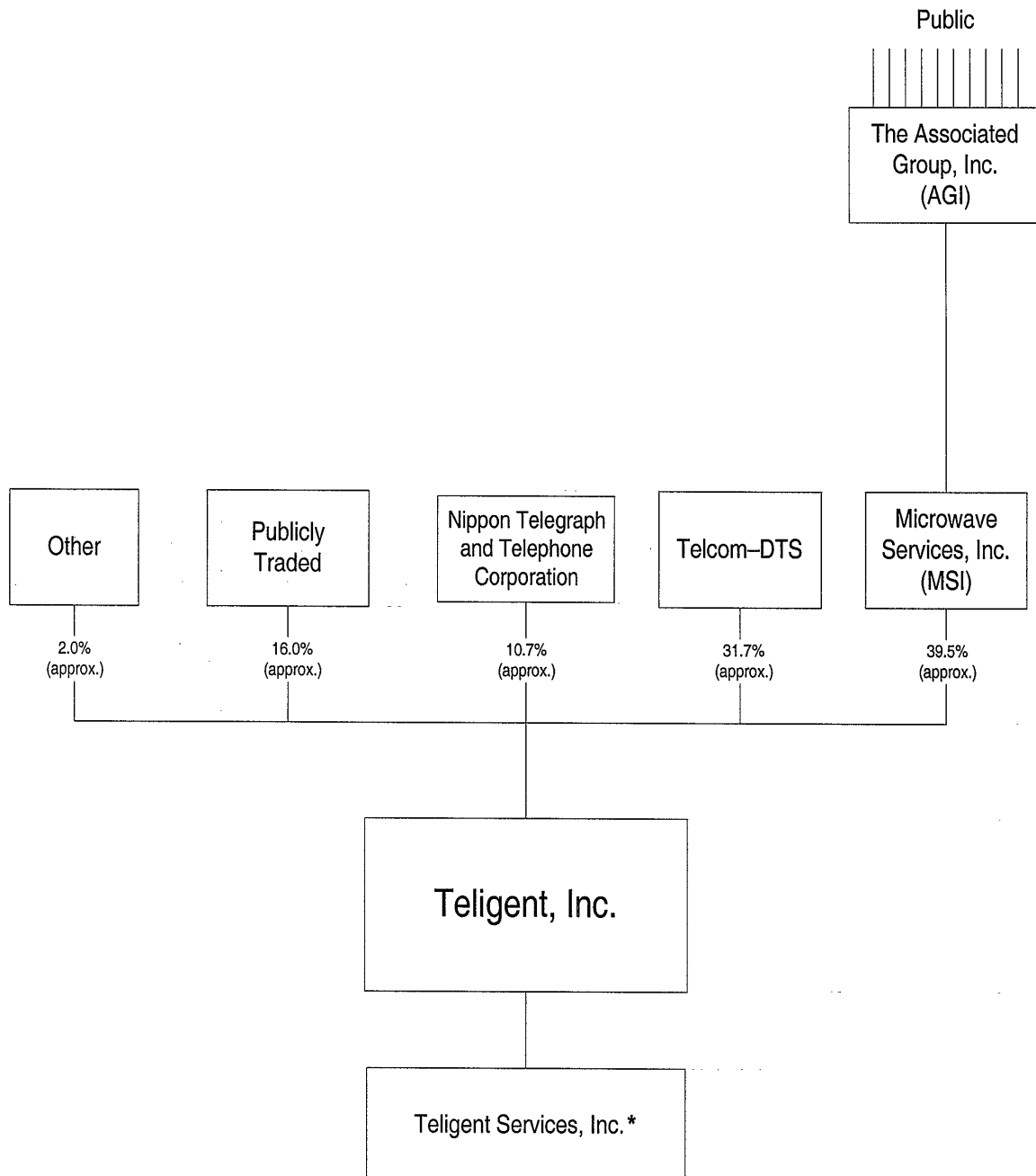
*Their Attorney*

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**EXHIBIT 1**

**Current and Proposed Corporate Structure**

# TELIGENT, INC. Current Structure



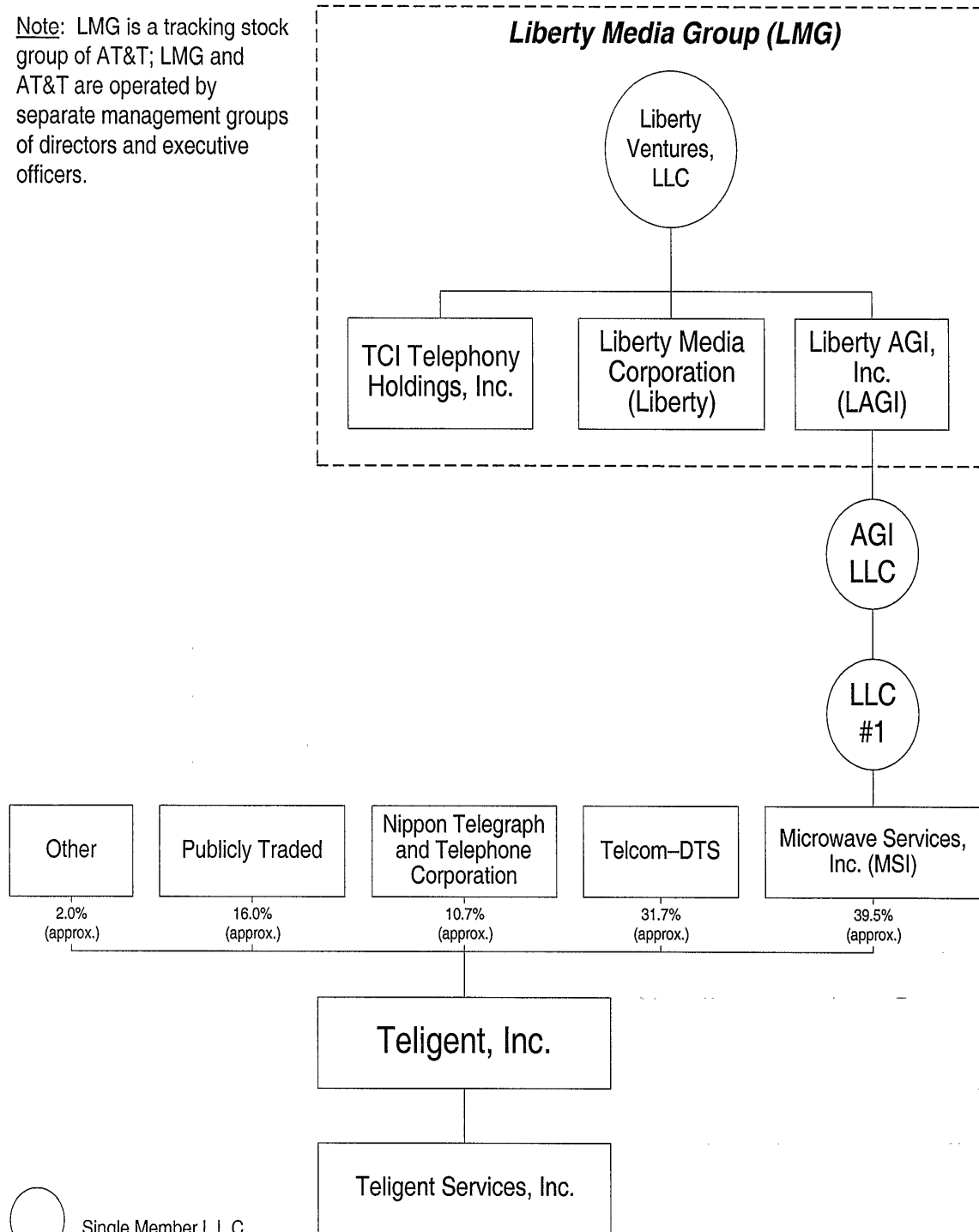
Corporation

Ownership is 100% unless indicated otherwise.

\* Pending application for pro forma assignment of Teligent's Certificate to Teligent Services, Inc.

## TELIGENT, Inc. Post Merger

Note: LMG is a tracking stock group of AT&T; LMG and AT&T are operated by separate management groups of directors and executive officers.



Single Member L.L.C.



Corporation

Ownership is 100% unless indicated otherwise.

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**EXHIBIT 2**

**List of Ohio Counties or Exchanges Involved**

Portage  
Summit  
Greene  
Miami  
Montgomery  
Preble  
Cuyahoga  
Geauga  
Lake  
Medina  
Franklin  
Delaware  
Fairfield  
Madison  
Pickaway  
Hamilton  
Clermont  
Warren

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**EXHIBIT 3**  
**Certificate of Good Standing**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.



*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show TELIGENT, INC., a Delaware Corporation, having qualified to do business within the state of Ohio on November 12, 1997, under License No. 997300, is currently in GOOD STANDING upon the records of this office.*



WITNESS my hand and official seal  
at Columbus, Ohio on  
November 8, 1999

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell  
Secretary of State



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**EXHIBIT 4**  
**Officers and Directors**

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**The Associated Group, Inc.**

**Directors**

Myles P. Berkman  
200 Gateway Towers, Pittsburgh, PA 15222

David J. Berkman  
3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004

Donald H. Jones  
Two Gateway Center, 17<sup>th</sup> Floor, Pittsburgh, PA 15222

Joseph A. Katarincic, Esq.  
Katarincic & Salmon, CNG Tower, 625 Liberty Avenue, 26<sup>th</sup> Floor, Pittsburgh, PA 15222

**Officers**

Myles P. Berkman – Chairman, President, Chief Executive Officer, Treasurer  
200 Gateway Towers, Pittsburgh, PA 15222

David J. Berkman – Executive Vice President  
3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004

Lillian R. Berkman – Vice President  
200 Gateway Towers, Pittsburgh, PA 15222

Monroe E. Berkman – Vice President  
Enterprise Plaza, Suite 1400, 201 E. Kennedy Boulevard, Tampa, FL 33602

Richard I. Goldstein – Vice President  
3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004

John K. Dion – Vice President  
3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004

Kent R. Sander – Vice President  
8330 Boone Boulevard, Suite 420, Vienna, VA 22182

Scott G. Bruce – Vice President, General Counsel and Secretary  
3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004

Keith C. Hartman – Controller and Assistant Secretary  
200 Gateway Towers, Pittsburgh, PA 15222

William H. Berkman – Assistant Secretary and Assistant Treasurer  
650 Madison Avenue, 25<sup>th</sup> Floor, New York, NY 10022

Glenn J. Breisinger – Assistant Secretary and Assistant Treasurer  
200 Gateway Towers, Pittsburgh, PA 15222

Brent H. Gray – Assistant Secretary  
3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004

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**Liberty AGI, Inc.**

John C. Malone	Chairman of the Board and Director
Robert R. Bennett	President, Chief Executive Officer and Director
Gary S. Howard	Executive Vice President, Chief Operating Officer and Director
David B. Koff	Senior Vice President/Assistant Secretary
Charles Y. Tanabe	Senior Vice President and General Counsel/Assistant Secretary
Peter Zolintakis	Senior Vice President
Vivian J. Carr	Vice President and Secretary
Kathryn Douglass	Vice President and Controller
David J.A. Flowers	Vice President and Treasurer
David A. Jensen	Vice President
Gary Blaylock	Vice President
Paul A. Gould	Director
John D. Zeglis	Director
Jerome H. Kern	Director
John C. Petrillo	Director
Larry E. Romrell	Director
Daniel E. Somers	Director