TeloPhase Communication Networks
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Helping Communities Connect

TeloPhase Communication Networks

Community-Based Networks

Business Summary

January 2003

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Executive Summary:

TeloPhase is a broadband communications infrastructure startup - deploying at least 1 megabit per second downstream and 500 kilobits per second upstream data rates. TeloPhase's mission is to empower municipalities through deployment of carrier-grade, scaleable communications networks that maximize both commercial (ROI) and social returns-on-investment (SROI) resulting from citizen access to those networks. TeloPhase competes in the for-profit market, but chooses to re-invest a minimum of 75% of its profit back into the communities it serves, thus our 'not-for-profit' designation.

TeloPhase began with a question: "Is it possible to create significant, new revenue opportunities for communities? Our answer to this question was a resounding yes! Significant research and diligence led to the to the development of Community-Based Networks, a not-for-profit, revenue sharing, community-based, broadband communication network model.

TeloPhase's Community-Based Network model is built to be scaleable and portable. It provides wireless broadband services – again, at least 1 megabit per second downstream and 500 kilobit per second upstream - for 25% to 30% less than current DSL subscriber rates. In addition, TeloPhase will return a minimum of 75% of operating profits back to sponsoring municipalities. TeloPhase's remaining profits will be employed to start up additional not-for-profit community-based communication networks. An additional TeloPhase benefit is a vast increase in the leverage and available spread of WiFi technologies.

Every community that TeloPhase enables will result in the sale of approximately $2.3M of infrastructure and applications equipment from commercial suppliers. In fact, TeloPhase's model substantially increases the absolute size of the market for commercial vendors – in some cases, by an order of magnitude, or more. The technical model calls for deployment of carrier-grade hardware for every TeloPhase Community-Based Network. This hardware includes: Sun UNIX servers for all critical online functions; Cisco networking switches, routers, and firewalls; 60+ Mbs wireless point-to-point backhaul networks (WANs; a 10 to 60 Mbs point-to-multi-point wireless MAN (Metropolitan Area Network); and WiFi enabled LANs for use within homes, parks, malls, educational institutions, and other private and/or public areas where mobile Internet access is needed. In addition, each Community-Based Network will deploy PIX firewalls to help protect the community from Internet based attacks.

TeloPhase's target market is comprised of all communities with populations ranging from 25,000 to 200,000 persons, nationally. TeloPhase's Community-Based Network model is projected to capture 50% to 80% of the customers in this niche, and is designed to be portable, and transportable to all communities in the stated target range – with potential for scaling to others outside the target range. Existing service providers have simply not been able to penetrate this target market to a significant degree. There are several thousand communities in the United States that are a potential fits for TeloPhase' current model.

TeloPhase creates maximum social returns on investment (SROI) for communities and maximum ROI for suppliers of consumer-based wireless equipment, communications servers, and networking equipment (e.g. Intel, Vivato, Proxim, Sun, Cisco, etc.) while reducing risks (ROR) for the enabled community. *Every* constituency – public and/or private - that plays a part in TeloPhase deployment benefits from maximal leveraging of heretofore under-utilized, human capital assets that are not accessed by privately held communications providers.

TeloPhase is in startup mode, seeking corporate partners (who stand to profit from its activity), and an initial sum of $1.5M to enable deployment of its model. Additionally, TeloPhase is actively working with local

municipalities and communications equipment vendors to obtain service and operational assistance necessary to carry through the early stages of its plan.

TeloPhase's first initiative will be the pilot deployment of a local, wireless, broadband communications network in a San Francisco Bay Area community. TeloPhase has performed extensive diligence with community officials - including others at State and Federal levels – and has gained the enthusiastic encouragement of all necessary constituencies to carry out the first stage of its plan. TeloPhase is projected to return nearly $1.2M in revenue - per annum - back to the community by year four. This pilot deployment will be followed by further deployments in one or more San Francisco Bay Area municipalities, and nationally.

In sum, TeloPhase has the potential to enable communities – on a national scale – by organizing and operating not-for-profit communication networks that provide 1) wireless broadband services - designed to become self-sustaining within 18 months - at lower rates than competing commercial vendors; 2) significant revenues to participating wireless equipment providers in the for-profit sector; 3) low cost, and free, services to schools, government, selected community organizations, and residents via grants, gifts, and scholarships; and, 4) stimulus to local employment.

Current Need and Activity:

TeloPhase is in startup mode and seeking an initial sum of $1.5M, as well as corporate partners (who stand to directly profit from its activity), to begin deployment of its plan. Additionally, TeloPhase is actively working with local municipalities and communications equipment vendors to obtain service and operational assistance necessary to carry through the early stages of its plan.

Current Problem:

An implicit technology assumption within contemporary American communities is that that most citizens will eventually seek broadband access to information and entertainment via the Internet, Cable, etc. Access to these various means of electronic communication have traditionally been provided by outside commercial vendors (AT&T, SBC, Earthlink, AOL, etc.) via commercial, contractual agreement.

The creation of private/public communication contracts is fraught with difficulty, as pure for-profit communication vendors are looking to maximize profit through scale – often to a degree that creates financial and social inefficiencies compared to what could be accomplished by small, community-based organizations who have a more local mandate, and a more focused need for revenue most significant commercial broadband providers.

Large commercial providers too often accomplish their broadband subscription goals by providing the bare minimum of communications capacity, limited customer service, and prices that are designed to extract the maximum that the market will bear. Ironically, consumers often find themselves in the position of having to purchase non-optimal broadband communications services, while at the same time having the profits from those services leave their respective communities.

In addition to the above – especially given the events of the recent past - there is a looming sense that the current deployment and service models of major telecommunications carriers is all but broken.

There is no guarantee that large telecommunications companies will be able to continually provide a consistently high level of communications service at a cost universally affordable by all.

TeloPhase Solutions:

Profit is necessary for the continuing operation of all enterprise – private or public. However, TeloPhase is convinced that profits derived from subscription fees for telecommunications services can be distributed in a way that both feeds a local, ongoing provision of service, as well as providing an additional means – via revenue payback - of making related parts of community service and social infrastructure more robust. Do consumers, as citizens dependent on – and paying for - communications infrastructure, deserve any less?

TeloPhase has been created to deploy effective and affordable broadband wireless infrastructure at prices that are significantly less than current commercial offerings, yet more robust in terms of access speed, customer service, product choice, and community payback. TeloPhase' services are designed to be utilized by residents, businesses, and community organizations (schools, police, libraries, hospitals, etc.) in ways that foster universal access to broadband.

Thus, TeloPhase' goal is to create community-based solutions that maximize and leverage the communications resources and local self-interest that are inherent in all communities. The full result of the TeloPhase effort will be:

1. Additional employment for community members;
2. Progressive partnerships with local businesses, government, and schools;
3. Significant revenues returned to participating municipalities;
4. Technology internships for community members;
5. Scholarships for local students;
6. Better communication services at the same, or lower price that current offerings;
7. A socially and environmentally responsible solution to broadband access.
8. Opportunities to stimulate community-based communications offerings

Service Offerings:

TeloPhase provides the following:

1. A "BIG pipe" to the Internet, permitting faster downloads, and facile streaming audio and video. No phone lines needed for our service.
2. The ability to have multiple computers sharing the connection at same time.
3. Multiple email addresses
4. Access to additional features and services such as web site, higher bandwidth, IP phones, etc.
5. Community network firewall to keep out Internet hackers
6. Community web portal
7. Better service for the same or less cost

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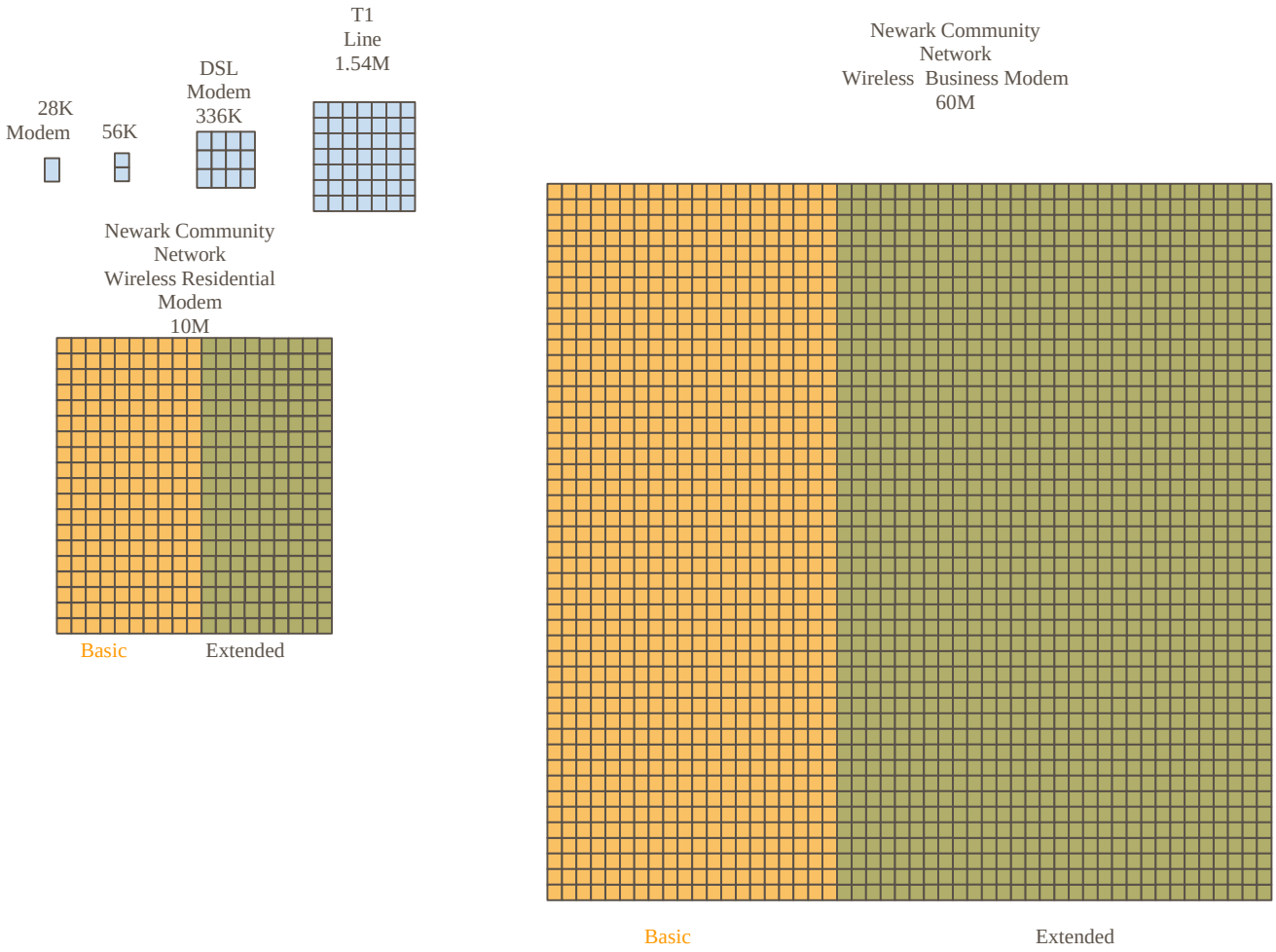

Figure 1: Illustrates the bandwidth capacity of the TeloPhase network.

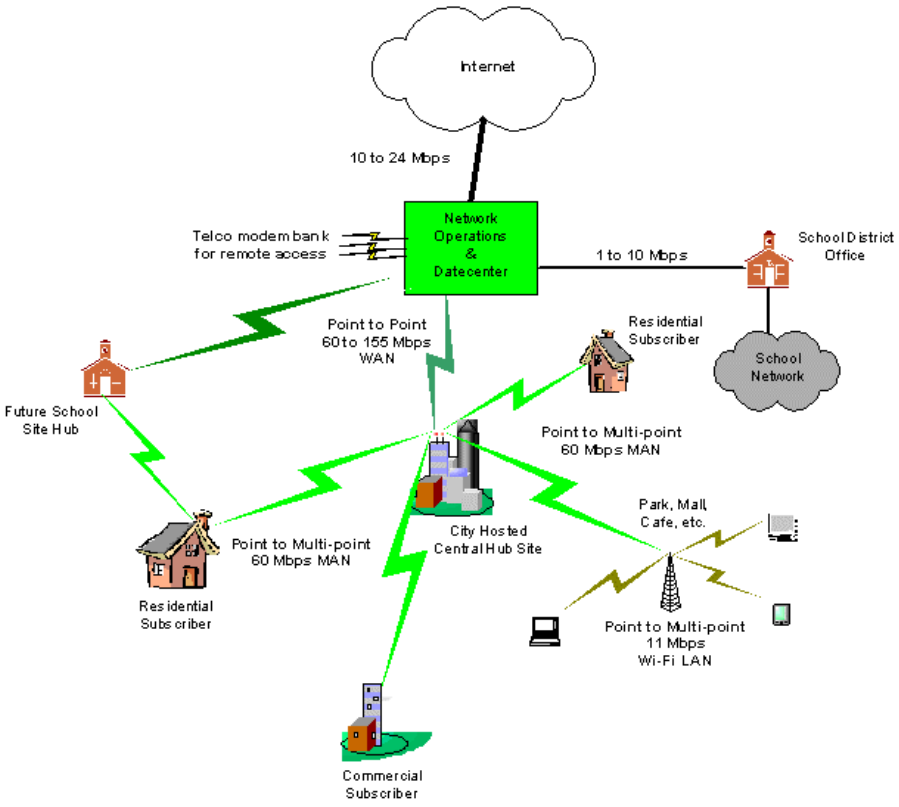

Figure 2: Illustrates the structure of a TeloPhase Community-Based Network.

Marketing:

TeloPhase will market its broadband services to customers by leveraging existing facilities and services that already exist within the communities that it serves, and through venues that are highly frequented by local community members (e.g. schools, libraries, community venues, etc.). In addition, TeloPhase will leverage already-existing municipal infrastructure to alert customers of new TeloPhase services, and to maintain administrative infrastructure (e.g. billing, etc.).

Some special benefits to community and consumers:

1. TeloPhase' revenue payback benefits are easily comprehended by community institutions. We have yet to meet a public official who would not welcome the additional sources of revenue that the TeloPhase model represents. Essentially, community institutions are receiving rebates from their own citizen's use of wireless bandwidth. The resulting revenues *enable* - citizens, and the institutions that serve them.
2. TeloPhase' proposed service is as good as or better than existing services for same or better price.
3. No additional phone lines are needed for Internet access under the TeloPhase plan.
4. TeloPhase will provide technology-training opportunities to local citizens at both local school and professional employment levels.

Future Product/Service Plans:

1. Free back-office service with email, file sharing, calendaring/scheduling, and other applications are options for future services from TeloPhase. This would allow groups (both for-profit and nonprofit) to enjoy the benefits of collaboration with major corporations and their multimillion-dollar management information systems (MIS) budgets for little or no cost. It also would produce an avenue through which to offer future free and pay services.
2. Community partnerships and smart growth are keys to future development. TeloPhase will branch from its first two or three communities to provide a universally workable template for private-public construction of wireless bandwidth infrastructure. TeloPhase hopes to be a national and international catalyst for other community-based organizations wishing to deploy the municipally managed telecommunications model.
3. TeloPhase eventually plans to create a separate "VC" fund for additional community-based social entrepreneurial ventures.
4. TeloPhase plans to create a 'community think-tank' with a goal to establish a base for the creation of community-centered ideas and institutions mandated to enable and empower citizens through the appropriate use of technology.

Market milestones:

1. Introduction of TeloPhase service to community – 4-6 weeks
2. Deployment of full service to installed subscribers – 4 months
3. Full accounting of ongoing return-of-revenue to community, and benefits obtained thereof – 12-18 months

Market size and analysis:

TeloPhase's financial numbers are derived assuming a base community population of 50,000 residents. The latter equates to roughly 15,000 households or potential basic rate residential customers. As of April 2002, Nielsen Net Ratings placed the percentage of U.S. household population - using the Internet from home - at just under 60%, with s slowly progressing growth curve. Thus, applying the 60% Internet usage figure to a base community of 50,000 produces about 9,000 households, per base community, using the Internet. TeloPhase's research indicates that the Community-Based Network model will capture 50% to 80% of the available consumers in each community enabled by TeloPhase. For a community of 50,000 this equates to between 4,500 and 7,500 household customers. The break-even point is between 2,000 and 2,500 household customers. TeloPhase expects to achieve break even in its first deployment within 12 to 16 months.

While the financial figures for TeloPhase's Community-Based Network model are based on a population of 50,000, the model can easily scale down to communities of population 25,000 and up to communities well in excess of 150,000. The upper limiting factor for community size is combined network usage and the cost of multiple Internet connections to support this usage. Rural areas with communities below 25,000 can be combined to form a countywide network, with profits distributed based on the percentage of subscribers in each community.

There are over 1,500 communities within the U.S. with populations of between 25,000 and 100,000. TeloPhase feels that its Community-Based Network model will capture 60% of these communities. Assuming TeloPhase achieves a conservative 11% market penetration, the potential number of communities that could be enabled by TeloPhase is 100.

It is important to note that the TeloPhase model is designed to scale up, or down, in order to serve a broader community base than its chosen target market. TeloPhase's model is also template-driven, and thus designed to impact the formation of additional TeloPhase-like umbrella organizations that would proceed to imitate our model. TeloPhase charter has been created to create programs that would enable its imitators, thus leading to a rapid deployment of the TeloPhase model on a national scale.

TeloPhase projects that it can fully enable subscribing communities within eight years, assuming start up funding is located to deploy its first network. TeloPhase anticipates that each Community-Based Network – in its baseline community of 50,000 - will be producing $4.2M of revenue on $3M of expenses for a total profit of $1.2M by the end of year five [with appropriate adjustments made determined on actual population size of each enabled community]. Total capital expenses for each network build out is about $2.3M. *It's important to note that there are thousands of communities in the United States that fit the TeloPhase model*. Applying the above projections to just 100 communities yields the following:

Net Capital Expenses: $230M

Yearly Net Revenue: $430M
Yearly Net Expenses: $300M
Yearly Net Community Profit: **$130M** (returned to communities)

Regulatory Requirements (if any):
TeloPhase regulatory requirements are well understood, and easily met. They are the same requirements necessary to operate a for-profit wireless network. In fact, the TeloPhase model, ensuing from a public/private collaboration that results in revenue sharing, will meet far fewer local regulatory roadblocks than for-profit ventures.

Evidence of Technological Feasibility:
The technology for carrying our TeloPhase plan is the very same as employed by for-profit communications networks. The technology is functional.

Suppliers, Subcontractors, etc:
TeloPhase will encourage the use of local suppliers and contractors, when possible.

Geographic Locations:
TeloPhase initial rollout will take place an a South San Francisco Bay Area community with additional rollouts determined for several as yet undetermined municipalities in the San Francisco Bay Area.

Industry Trends:
Universal broadband is destined to be a factor in 60% of American households within the next decade. There is an almost pure inverse relationship developing in wireless broadband between the ultimate reach of the technology, and the cost of deployment (including cost to customers). That is, wireless technologies are becoming ever more robust – with development in this sector exceeding Moore's Law – even as the cost to deploy and procure service is decreasing.

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Competition:
Currently there are several not-for-profit, and for-profit attempts to build out community-based networks, but no one model is an exact duplicate of the TeloPhase model. The following represent several early successes:

1. WiBand Communications (for profit) - Five major cities in Canada
2. Burleson County Wide Integrated Network (not-for-profit) – Texas - Used wireless technology to connect schools and libraries to the Internet. Cisco and Western Multiplex (now Proxim) were taken on as partners to provide wireless backbone and wireless residential hardware, respectively.
3. Xtratyme Technologies (for profit) - 106 markets in Minnesota and Iowa

TeloPhase Competitive Advantage:

Internet Broadband Service Provider Matrix	TeloPhase	'Free' Community WiFi	Commercial carrier
Creates new economies over existing infrastructure	Yes	Yes	No
Solves mid-level and small town broadband access problem	Yes*	Yes	No
Scales to all municipality sizes	Yes*	Yes	Yes
Permits diversity, and thus more national security, over a common backbone (connected, but widely diversified networks)	Yes	No	No
Permits community firewalls	Yes	No	No
Creates local employment opportunities	Yes	No	No
Creates local training opportunities	Yes	No	No
Creates opportunities for novel, community-based funding instruments (e.g. community bonds)	Yes	No	No
Creates opportunities to expand service options and availability at steadily **decreasing** prices over time	Yes	No	No
Pays profits back to sponsoring communities	Yes	No	No
Benefits wireless broadband equipment suppliers	Yes*	Yes	Yes
Creates built-in motivation for good customer service	Yes*	Yes	No
Leverages already-existing community resources	Yes*	Yes	No
Eases tax burdens	Yes	No	No
Provides free services to needy (helps resolve Digital Divide)	Yes	No	No
Scales to provide data transfer, cable, and VoIP services	Yes	No	Yes
Requires significant physical infrastructure	No	No	Yes
Stimulates commercial community innovation in the for-profit, and non-profit arenas	Yes*	Yes	No
Creates significant social returns on investment (SROI)	Yes*	Yes	Yes
Jump starts highest capacity wireless broadband - can be considered a 'permanent', universal broadband solution	Yes	No	No
Easily installed	Yes	Yes*	No
Creates significant telecommuting and educational advantages	Yes	No	Yes
Leverages current and future developments in wireless technology	Yes*	Yes	No
Creates numerous additional social-entrepreneurial opportunities, including local innovation	Yes*	Yes	No

*** - Indicates that the benefits derived are greater than other categories with the same designation. Thus, "yes" means 'more-of-the-same-benefit-obtained'.**

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Financials:

Financial summary for baseline community of population 50,000 (~9,000 residential customers) Years 1 through 5					
	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue	$616,366	$2,957,463	$4,203,665	$4,232,151	$4,301,197
Expenses	$1,828,674	$3,612,117	$3,216,325	$3,125,634	$3,023,056
Profit	**($1,212,307)**	**($654,655)**	**$987,340**	**$1,106,517**	**$1,278,141**

Note: There is a direct, linear relation between community size and profits retained by the community. Thus, the larger/smaller the community, the larger/smaller the profits retained.

Risks:

- **Regulations.** Possible problems caused by sudden changes in regulation by local, State, or Federal authorities.
- **Monopolistic pricing.** Aggressive or monopolistic pricing ("dumping") by large or heavily funded providers.
- **Legal matters.** Lawsuits stemming from user abuse or for providing ability (as an ISP) to pornographic or questionable materials. The courts have historically classified ISP's as "carriers" unless the ISP makes an incomplete effort to actively filter material posted by or made available to its users. The Telophase usage policy clearly states that illegal behavior will result in termination of service, but we do not otherwise attempt to control the access of users or their content, thus maintaining the company's stance as a "carrier" in the eyes of the law. If the legal environment should change, TeloPhase will modify its policies and procedures to conform to the prevailing legal environment.
- **Technology.** Sudden and unexpected shifts in technology or the popularity of the Internet. The company will maintain an active research and development effort through its commercial partners, as well as ongoing diligence of forthcoming technologies. [Note: TeloPhase model permits TeloPhase and member communities to respond quickly to such shifts – this is one pure advantage of small, scaleable, diversified systems – deployed widely.
- Funding – failure to raise funds sufficient carry through the first two years.
- Failure to negotiate favorable volume purchase agreements with commercial vendors.
- Concept is unique and not proven
- Consumers may not be willing to switch from existing providers in sufficient numbers to support the TeloPhase model.
- Other legal liability issues unknown at this time.

Key Personnel:

Jay Schaefer is a former Chief Technology Officer for United Entertainment Media and Director of Internet Services and Technologies for Miller Freeman Inc./CMP publishing. Jay's experience includes over twenty years of software development ranging from embedded systems to database applications to online systems. Since 1990, Jay has been developing information systems using Internet technologies; he has spent the last six years developing, maintaining, and managing the technology supporting 300 plus commercial web sites serving over 3,000,000 pages per day in a 7x24 online environment. Jay has been the primary architect of highly redundant and scalable web systems that incorporate n-tier Perl and Java based applications connected to relational databases. He has managed both internally and externally hosted data centers and has experience with engineering and implementing Internet/Intranet/Extranet (EDI) applications, cost savings analysis and implementation, budget development and management, web site integration with back office functionality (Oracle financials, fulfillment, etc.), disaster recovery planning and business resumption, business analysis, 7x24 operations, mergers and acquisitions, business process re-engineering, and staff development. During his ten years with Lockheed, Jay provided internal consulting and systems engineering services for hardware and software based land, air, and space systems. From 1986 thru 1989, he was one of three partners in Advanced Timing Systems, manufactures of drag strip timing equipment. During this time, Jay was responsible for systems engineering and embedded systems programming. Jay received a BS degree in Meteorology from San Jose State University in 1985.

Sanford Forte, Principal, Interactive Development Systems (IDS), is a management consultant specializing in strategic consulting and business development. He is currently consulting with two startups in the for-profit sector: RFID applications, and personal digital media asset management. Sanford has many years of experience in the Software/Hardware Technology, Publishing (Trade and Academic), Internet, Music Manufacturing (MI), New Media, and Industrial Design sectors. Sanford's last corporate position was with United Business Media, PLC (UK). At UBM he directed Business Development for UBM's American operation, as well as playing a major role in the UK-based M&A group. The latter function involved diligence and negotiation in entertainment and technology-related areas. Sanford has also worked with Addison-Wesley and Prentice-Hall (academic publishing), Millimeter Magazine and New Media Magazine (new media projects), Akai, Roland, Gibson/Oberheim (digital audio and entertainment technologies), On Command Video (on-demand video to hotels), Radius and SuperMac (digital video), Springer-Verlag (GDR) (science publishing), Samsung and LG (Korea – consumer electronics), Apple Computer, Clayton-Dubilier-Ross (Kinko's Corporate Document Solutions Group), Stanford University (Office of Technology and Licensing), San Francisco Museum of Modern Art, Starr Labs (alternate music performance controllers), Aurora Group III (wireless technologies and digital asset management), Snagg, Inc. (RFID applications) and several others. Sanford holds degrees in Economics and Cognitive Science.

Vince Marzella, Senior Programmer Analyst and Development Team Manager with over eighteen years experience in designing and managing business information systems. He has designed and built corporate web portals, Order Management ERP systems, and large corporate databases for AT&T and Lucent Technologies. He holds a Masters of Science in Computer Information Systems.

Tim Kautz, Web/Multimedia/UI Design Director, currently consults on User Interface and human interaction. As Web Design Program Manager at IBM, Tim oversaw the entire IBM storage division web presence, some 13,000 individual pages, and managed web teams throughout the world assuring that corporate guidelines, brand imaging, and web standards were strictly maintained. At Atempo Inc., a company specializing in Backup and Restoration enterprise software, Tim designed and managed multi-language web sites and spearheaded online product tutorials and demonstrations. Tim continues to create compelling and instructional web experiences and GUI (Graphic User Interface) design. Tim possesses a strong

traditional/classical art background as well, including illustration, life drawing, animation, storyboards, modeling and layout design, a life-long artist with a sharp eye for detail. One of the first to graduate from CSU Hayward with a M.A in Multimedia, an interdisciplinary degree that encompasses Human-Computer Interaction, learning theories, art, computer science, telecommunications, education, and business. Tim also holds degree in Electronics and studio art. Tim's profound desire is to make the web a better place, one site at a time.

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APPENDIX

BROADBAND BONDS: A Suggested Broadband Funding Vehicle

In order to stimulate the build-out of broadband services, broadband service providers (BSP) require innovative methods to generate the capital necessary to develop new, and expand existing broadband networks.

Currently, public companies sell bonds to raise capital; they offer attractive interest rates to mitigate the investor's risk. Government agencies also offer bonds - at lower-than-corporate rates – because the government is backing the principle, and capital gains are usually tax-free to the investor, thus mitigating risk.

TeloPhase suggests the creation of – with government support – innovative, hybrid financial instruments called "BroadBand Bonds" (BBB). BBB's would provide the necessary capital to fund community-based, universal broadband.

BBB's, offered by BSP's, would resemble corporate bonds with one exception; their returns would be tax-free at the Federal - and ideally - the State level. Government would guarantee BBB's issued by BSP's that returned 50% or more of their profits back to participating communities.

BBB's could only be issued by BSP's; this would help create BSP diversity, increase competition, and further drive down costs to the end user. Government-backed BBB's would further stimulate the deployment of broadband, while creating a new kind of business - BSP's, dedicated to maximizing returns to their respective communities.

Community-based BSP's also stimulate demand for IT hardware/software ($2M+ per community), thus leading to further technical development, and a further financial stimulus to local, state and federal economies.

Payback from BBB's would be immediate – with further significant long-term gains – in ROI/SROI ('Returns-on Investment'/Social Returns-on-Investment'). Essentially, BBB's offer both 'trickle-down' and 'trickle-up' economic advantages.

BBB's permit investors at any economic level, to fund the development of new BSP's (who may implement community profit sharing), and/or the expansion of existing networks. This influx of capital raised by BBB's would create jobs in the BSP market as well as stimulate the hardware/software vendors that supply broadband equipment.

Some basic BBB features and advantages are listed as follows:

1. BSP's would offer a hybrid corporate bond (BBB) that is tax-free. If the BSP offered at least 50% of its profits back to the community/communities it served, the BBB becomes guaranteed by the Federal government. This feature would virtually guarantee a stimulus to innovative BSP models and accelerate the deployment of universal broadband.

2. BSP's would guarantee repayment of BBB's within 5 to 8 years, with returns in the 4-8% range, tax-free.

3. BSP's will use BBB-derived capital to develop new broadband markets, or to expand existing markets.

4. BBB's will stimulate the BSP market space, creating both 'trickle-down and 'trickle-up' effects on the economy.

5. BBB's create tax-free returns, thus further stimulating the economy.

6. For BSP's who implement the community-based profit sharing (TeloPhase model), the ROI/SROI benefits of BBB's create powerful multiplier effects at all economic and social levels, far outweighing those derived from the for-profit broadband ISP sector.

Additional Comments:

In addition to what is found in the above summary, here are a few additional facts about TeloPhase:

1) We have had significant discussions with commercial suppliers of wireless broadband technology. Without exception, commercial vendors are enthusiastic about the TeloPhase model. It has become clear to commercial vendors that adoption of the TeloPhase model in its target communities could mean order-of-magnitude increases in equipment sales.

2) We have just begun diligence with funders interested in making capital investments that result in significant Social Returns on Investment to communities, as well as significant returns in the for-profit wireless and IT vendor community.

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Proposed Community Network Governance Model: