



April 8, 2010

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: Joint Application of New Earthshell Corporation, Transferee, MobilePro Corporation, Inc., Transferor, and American Fiber Network, Inc., Licensee, for Grant of Authority for Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules for a Transfer of Control of American Fiber Network, Inc. to New Earthshell Corporation.

Dear Ms. Dortch:

On behalf of New Earthshell Corporation ("NEC"), MobilePro Corporation, Inc. ("MobilePro") and American Fiber Network, Inc. ("AFN"), collectively ("Applicants") enclosed please find an original and six (six) copies of an application for approval to transfer control of AFN from MobilePro to NEC. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 with a check in the amount of \$1,015.00 made out to the Federal Communications Commission, which satisfies the filing fee required for this combined Application. Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the My IBFS Filing System.

Please date stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "R. E. Heath", is written over a light blue horizontal line.

Robert E. Heath
EVP of American Fiber Network, Inc.

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) American Fiber Network, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 9401 Indian Creek Parkway			
(5) STREET ADDRESS LINE NO. 2 Suite 280			
(6) CITY Overland Park		(7) STATE KS	(8) ZIP CODE 66210
(9) DAYTIME TELEPHONE NUMBER (include area code) (913)338-2658		(10) COUNTRY CODE (if not in U.S.A.) NA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006801583		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME New Earthshell Corporation			
(14) STREET ADDRESS LINE NO. 1 101 Hudson Street			
(15) STREET ADDRESS LINE NO. 2 Suite 3700			
(16) CITY Jersey City		(17) STATE NJ	(18) ZIP CODE 07302
(19) DAYTIME TELEPHONE NUMBER (include area code) (201)985-8300		(20) COUNTRY CODE (if not in U.S.A.) NA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0019727700		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, <u>ROBERT E. HEATH</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Robert E. Heath</u>		DATE <u>4/9/10</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

SPECIAL USE

FCC USE ONLY

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

MobilePro Corporation.. inc.

(14) STREET ADDRESS LINE NO. 1

6701 Democracy Blvd.

(15) STREET ADDRESS LINE NO. 2

Suite 202

(16) CITY

Bethesda

(17) STATE

MD

(18) ZIP CODE

20817

(19) DAYTIME TELEPHONE NUMBER (include area code)

(216)320-9701

(20) COUNTRY CODE (if not in U.S.A.)

NA

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0011470358

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
New Earthshell Corporation)	
Transferee,)	
)	File No. ITC-ASG-2010 _____
and)	
)	WC Docket No 10- _____
MobilePro Corporation)	
Transferor,)	
)	
and)	
)	
American Fiber Network, Inc.)	
Licensee)	
)	
Notice of and Request For Grant of Authority)	
Pursuant to Section 214 of the Communications)	
Act of 1934, as amended, and Sections 63.04)	
And 63.24 of the Commission’s Rules to)	
Complete a Transfer of Control of an Authorized)	
Domestic and International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

New Earthshell Corporation (“NEC”) and American Fiber Network, Inc. (“AFN”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.D. § 214, and Sections 63.04 and 63.24 of the Federal Communications Commission’s (“Commission’s”) Rules, 47 C.F.R. §§63.04, 63.24, respectfully request authority to transfer control of AFN from MobilePro Corporation (“MobilePro”) to NEC. NEC has entered into a purchase and sale agreement (the “Sale Agreement”) to purchase all of the issued and outstanding shares of common stock of AFN (the “AFN Common Stock”).

MobilePro Corp. (“MobilePro”) and YA Global Investments, L.P. (the “Secured Party”) entered into certain financing arrangements evidenced by, among other documents, instruments and agreements, a secured convertible debenture (collectively, the “Financing Documents”). The obligations of MobilePro to the Secured Party under the Financing Documents are secured by, among other things, the AFN Common Stock. Events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to conduct a secured party sale of the AFN Common Stock in accordance with Article 9 of the Uniform Commercial Code (the “UCC”). The Secured Party held a public auction at which NEC made the highest and best bid. NEC and the Secured Party have entered into the Sale Agreement pursuant to which the Secured Party will, in accordance with Article 9 of the UCC, transfer to NEC all of MobilePro’s right, title and interest in and to the AFN Common Stock. As a result, upon the closing of the Sale Agreement, AFN will become a wholly owned subsidiary of NEC.

B. Request for Expedited Consideration

As set forth below, AFN has significant financial resources and substantial experience in owning and operating regulated telecommunications providers. NEC has experience in the operations and finances of successful entities. As a result, the proposed transaction is structured to ensure that existing AFN customers will continue to enjoy uninterrupted service. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited placement of this application on Public Notice to allow Applicants to complete the proposed transaction as soon as possible.

C. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§63.03, 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (non of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF APPLICANTS

A. New Earthshell Corporation.

NEC is a privately held Delaware corporation with offices located at 101 Hudson Street, Suite 3700, Jersey City, NJ 07302. NEC is not authorized to provide competitive local or long distance telecommunication services within any jurisdiction of the United States.

NEC is financially, managerially, and technically qualified to acquire AFN. NEC's management team, led by Mr. Troy Rillo, its President and CEO, is particularly experienced in the financial aspects of corporate operations. You can see his biography, along with some of the other members of the NEC management team attached as Exhibit B.

B. American Fiber Network, Inc.

AFN is a Delaware corporation with offices located at 9401 Indian Creek Parkway, Suite 280, Overland Park, Kansas 66210. AFN is currently a wholly-owned subsidiary of MobilePro. AFN provides resold and facilities-based local exchange service, resold and facilities-based long distance, operator services, voicemail, and other standard voice features, and DS1 services. AFN holds a blanket domestic authority to provide interstate service. AFN also holds the authority to provide international telecommunications services. See File No. ITC-214-19990908-00561 (Sep. 15, 1999). A fuller description of AFN's operations is attached as Exhibit A.

III. DESCRIPTION OF THE TRANSACTIONS (Answer to Question 13)

Applicants propose to complete a transaction through which AFN will become a direct, wholly owned subsidiary of NEC. In particular, NEC and the Secured Party have entered into an agreement dated January 27, 2010. Under the terms of the agreement, the Secured Party shall, in accordance with Article 9 of the Uniform Commercial Code, transfer to NEC all of the right, title and interest of MobilePro in and to the AFN Common Stock. It is anticipated that Douglas Bethell, who currently runs the day-to-day operations of AFN, will continue to run the day-to-day operations post-close. Following the proposed transaction, AFN's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided to them. Applicants therefore expect that the proposed transaction will be transparent to AFN's customers.

A chart illustrating what the merged entities will look like is attached as Exhibit C.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction described above serves the public interest in promoting competition among telecommunications providers. In particular, the proposed transaction will combine the financial strength of NEC with the operational and technical expertise of AFN, which should allow AFN to compete more effectively against larger carriers that have substantial resources and can offer a wide range of facilities-based service offerings.

The operations of the Applicants are very complimentary. With the financial and managerial expertise of NEC added to the considerable telecom operating experience and expertise of AFN, AFN should be able to better leverage its strategic alliances in its niche markets. Additionally, the financial capabilities of NEC should provide AFN with the wherewithal to offer additional products and services.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transaction as soon as possible to ensure that customers can obtain the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in paragraphs (a) through (d), (o) and (p) of Section 63.18, for the transferor, MobilePro, and transferee, NEC, and also submit the information requested in paragraphs (h) through (n) of Section 63.18 for NEC:

63.18(a) Name, address and telephone number of each Applicant:

Transferee:

New Earthshell Corporation
101 Hudson Street
Suite 3700
Jersey City, NJ 07302
(201) 985-8300

Transferor:

MobilePro Corporation
6701 Democracy Blvd.
Suite 202
Bethesda, MD 20817
(216) 320-9701

Licensee:

American Fiber Network, Inc.
9401 Indian Creek Parkway
Suite 280
Overland Park, KS 66210
(913) 338-2658

63.18(b) Jurisdiction of Organizations:

Transferee:

New Earthshell Corporation is a corporation organized under the laws of the State of Delaware.

Transferor:

MobilePro Corporation is a corporation organized under the laws of the state of Delaware..

Licensee:

American Fiber Network, Inc. is a corporation organized under the laws of the state of Delaware.

63.18(c) Correspondence concerning this Application should be sent to (Answer to Question 10):

Robert E. Heath
9401 Indian Creek Parkway
Suite 280
Overland Park, KS 66210
(913) 338-2658 (phone)
(913) 661-0538 (fax)
rob.heath@afnltd.com

with copies to:

Troy Rillo
Senior Managing Director
Yorkville Advisors, LLC, investment manager to
YA Global Investments, L.P.
President
New Earthshell Corporation
101 Hudson Street
Suite 3700
Jersey City, NJ 07302
(201) 985-8300 (phone)
(201) 985-8266 (fax)
trillo@yorkvilleadvisors.com

and

Tammy Martin
MobilePro Corporation
6701 Democracy Blvd.
Suite 202
Bethesda, MD 20817
(202) 320-9701 (phone)
(202) 393-0022 (fax)
tmartin.mobilepro@yahoo.com

63.18(d) (Answer to Question 10):

AFN holds blanket domestic authority to provide interstate service. AFN also holds authority to provide international telecommunications services. See File No. ITC-214-19990908-00561 (Sep. 15, 1999)

63.18(h) (Answer to Question 11):

Following the completion of the proposed transaction, the following entity will own or control 10% of more of **American Fiber Network, Inc.**

Name:	New Earthshell Corporation
Address:	101 Hudson Street, Suite 3700 Jersey City, NJ 07302
Citizenship:	U.S.
Principal Business:	Holding company
% Equity:	100%

(Answer to Question 12): The Applicants do not share any officers or directors with any foreign carriers.

63.18(i) **(Answer to Question 14):** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

63.18(j) **(Answer to Question 15):** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of NEC or AFN, or that control NEC or AFN, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) that own, in the aggregate, more than 25 percent of NEC or AFN and that are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k) Not applicable.

63.18 (l) Not applicable.

63.18 (m) Not applicable.

63.18 (n) NEC and AFN certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.

- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12 (a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.13(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04.

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R.

§63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed transaction is set forth in **Section III** above.
- (a)(7)** See Exhibit B.
- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act—"Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9)** Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. §63.04(b)). No other applications are being filed with the Commission with respect to these proposed transactions.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in **Section IV** above.

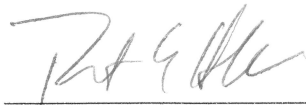
VI. CONCLUSION.

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed Transaction as soon as possible.

Respectfully submitted,

American Fiber Network, Inc.

By:



Robert E. Heath
American Fiber Network, Inc.
9401 Indian Creek Parkway
Suite 280
Overland Park, KS 66210
(913) 338-2658 (phone)
(913) 661-9538 (fax)

It's EVP

April 8, 2010

Verifications

- 1) Verification of Troy Rillo, Senior Managing Director-Yorkville Advisors, LLC, investment manager to YA Global Investments, L.P. and President-New EarthShell Corporation.
- 2) Verification of Tammy Martin, General Counsel-MobilePro Corporation
- 3) Verification of Douglas C. Bethell, President-American Fiber Network, Inc.

STATE OF FLORIDA

§
§
§

COUNTY OF PALM BEACH


VERIFICATION

I, Troy Rillo, state that I am a Senior Managing Director of Yorkville Advisors, LLC, investment manager to YA Global Investments, L.P. and the President of New EarthShell Corporation; that I am authorized to make this Verification; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.



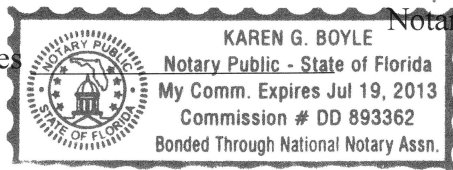
Troy Rillo
Senior Managing Director-Yorkville
Advisors, LLC, investment manager to YA
Global Investments, L.P.
President - New EarthShell Corporation

Sworn and subscribed before me this 8th day of March, 2010.



Notary Public

My commission expires



STATE OF GEORGIA
COUNTY OF FULTON

§
§
§

VERIFICATION

I, Tammy Martin, state that I am the General Counsel of MobilePro Corp.; that I am authorized to make this Verification on behalf of MobilePro Corp.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.

Tammy Martin

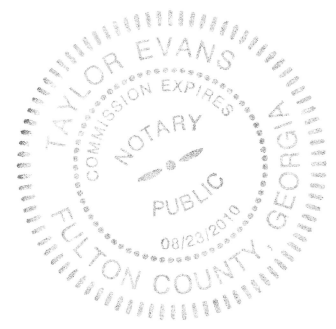
Tammy Martin
General Counsel
MobilePro Corp.

Sworn and subscribed before me this 8th day of March, 2010.

Jayla Evans

Notary Public

My commission expires 8/23/10



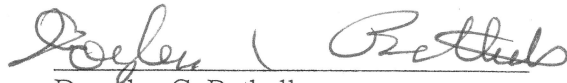
STATE OF Kansy

§
§
§

COUNTY OF Johnson

VERIFICATION

I, Douglas Bethell, state that I am the President of American Fiber Network, Inc.; that I am authorized to make this Verification on behalf of American Fiber Network, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.



Douglas C. Bethell
President
American Fiber Network, Inc.

Sworn and subscribed before me this 8 day of March, 2010.

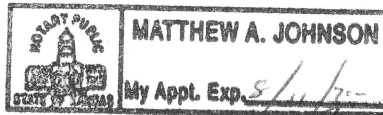


EXHIBIT A

Applicant's Current Operations

NEW EARTHSHELL CORPORATION

NEC is a privately held Delaware corporation with offices located at 101 Hudson Street, Suite 3700, Jersey City, NJ 07302. NEC is not authorized to provide competitive local or long distance telecommunication services within any jurisdiction of the United States.

AMERICAN FIBER NETWORK, INC.

AFN is authorized to provide competitive local exchange services and interexchange services in Arizona, Alabama, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Washington, Wisconsin, and Wyoming. It is also authorized to provide interexchange services in all these listed states.

AMERICAN FIBER NETWORK OF VIRGINIA, INC.

American Fiber Network of Virginia, Inc. is authorized to provide local exchange services and interexchange services within the state of Virginia.

EXHIBIT B

New Earthshell Management Team

Background Information

Troy Rillo. Troy Rillo is the President and CEO of New Earthshell Corporation. Troy is also a Member and Senior Managing Director for the Investment Manager to YA Global Investments, L.P., Yorkville Advisors, LLC. He is involved in all aspects of portfolio management, deal structuring and business development for Yorkville Advisors. Prior to joining the Investment Manager, Troy was a corporate and securities partner at the law firm of Kirkpatrick & Lockhart Nicholson Graham, LLP, a leading global law firm with over 1,000 lawyers. His legal practice included representing public and private companies, venture capital firms, hedge funds, broker-dealers and commercial banks in a wide variety of corporate and securities transactions. Troy graduated Magna Cum Laude from the University of Florida while receiving his BS in Finance and JD. He was a member of the Florida law review and elected to the Order of the Coif. He is admitted to practice law in New Jersey and Florida.

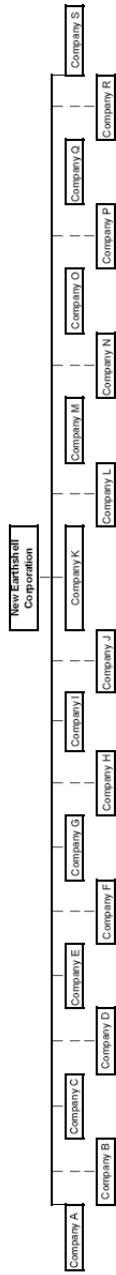
Ed Schinik. Ed Schinik is the company's Treasurer, Chief Operating Officer and Chief Financial Officer. Edward is responsible for Yorkville Advisors' Accounting Department and operational infrastructure, is a member of Yorkville Advisors' Executive Committee and serves as its Chairman of the Risk and Valuation Committee. Prior to joining Yorkville Advisors, Edward was Chief Operating Officer of Mellon HBV Alternative Strategies, where he had worked since February 1999. Prior to joining Mellon, Edward was the Vice President of Portfolio Reporting and Partnership Accounting for DLJ Investment Manager Services, the prime brokerage unit of Donaldson, Lufkin & Jenrette Securities Corporation. Edward began his career with Goldstein Golub Kessler & Company, where he was responsible for managing audits of investment partnerships and registered investment advisors. Edward is a Certified Public Accountant who holds a BA in Accounting from Queens College, City University of New York.

David Gonzalez. David Gonzalez functions as the Company's Vice President and Secretary. David also serves as General Counsel for Yorkville Advisors. David specializes in corporate securities law and oversees the legal and regulatory aspects of the NEC's portfolio. Previously, as the founder and co-manager of Butler Gonzalez LLP, a corporate law firm focused on small-cap company financings, he has a broad range of transaction experience. David is co-chair of the American Bar Association Securities Litigation Committee, Hedge Fund Sub-committee and a member of the Hispanic Bar Association. He served a federal clerkship on the Federal District Court of New Jersey (3rd Circuit) and holds a JD from the New England School of Law and a BS from Rutgers University. He is admitted to practice law in New Jersey.

EXHIBIT C

Pre- and Post-Merger Organizational Charts

Pre-Closing Corporate Structure



- Company A EarthShell SPE, LLC
- Company B Internet Entertainment, LLC
- Company C Mountain Hawk Energy, LLC
- Company D Sustainable Products, LLC
- Company E Terminals 1, LLC
- Company F Terminals 2, LLC
- Company G Terminals 3, LLC
- Company H Westport Energy, LLC
- Company I YA Eagles Nest Landholdings, LLC
- Company J YA Energy Holdings, LLC
- Company K YA Financial, LLC
- Company L YA IP Holdings, LLC
- Company M YA Landholdings 7, LLC
- Company N YA Landholdings, LLC
- Company O YA Live Oak Landholdings, LLC
- Company P YA PH Holdings, LLC
- Company Q YA Spring Magnolia Landholdings, LLC
- Company R YA Equipment Holdings, LLC
- Company S Nutritional Brands International, LLC.

New Earthshell Corporation privately held Delaware corporation. NEC does not itself offer any telecommunications services.

All Companies listed here are wholly owned subsidiaries of New Earthshell Corporation.

None of these companies hold any telecommunication authority or operate in the United States, any state, or any country as a telecommunications provider.

Post Transfer Corporate Structure

