

TELECOM
TP
PROFESSIONALS, INC.

Judith A. Riley, J.D.

2912 Lakeside Drive, Suite 100
Oklahoma City, OK 73120

April 27, 2001

010662-TI

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

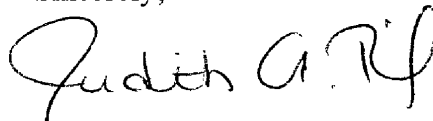
Re: Joint Application of Claricom Networks, Inc., Claricom Holdings, Inc., Staples, Inc., Stacom Holdings, LLC, and Platinum Equity, LLC, For Approval of a Purchase and Sale Agreement and Related Transactions

Enclosed please find an original and ten (10) copies of the above described Application.

Please acknowledge receipt of this filing by file stamping the extra copy of the first page of the Application and returning it in the self-addressed stamped envelope provided for this purpose.

If you have any questions or need anything further, please contact me.

Sincerely,



Judith A. Riley

Enclosures

DOCUMENT NUMBER-DATE

05550 MAY-28

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

Joint Application of)
Claricom Networks, Inc., Claricom)
Holdings, Inc., Staples, Inc., Stacom)
Holdings, LLC, and)
Platinum Equity, LLC for approval of)
a Purchase and Sale Agreement)
and Related Transactions.)

Docket No. _____

JOINT APPLICATION

Comes now Claricom Networks, Inc., (hereinafter referred to as “Claricom”), Claricom Holdings, Inc., (hereinafter referred to as “Seller”), Staples, Inc., (hereinafter referred to as “Staples”), Stacom Holdings, LLC, (hereinafter referred to as “Buyer”), and Platinum Equity, LLC, (hereinafter referred to as “Platinum”), (together the “Applicants”), by their undersigned regulatory counsel and moves for approval of the Florida Public Service Commission (hereinafter referred to as the “Commission”) of a proposed agreement to sell all of the ownership interests of Claricom held by Seller to Buyer.

In support of this Application, Applicants state the following:

I. THE PARTIES

A. Claricom Networks, Inc.

Claricom is a wholly-owned subsidiary of Seller organized under the laws of Delaware with its principal offices located at 4 Research Drive, Suite 500, Shelton, CT 06484. Claricom is a

provider of intrastate interexchange telecommunications services in Florida. Claricom obtained permanent authority to provide telecommunications in the State of Florida in Docket No. 961472-T1. Claricom is certificated as a telecommunications reseller in the forty-eight contiguous states where required and as a competitive local exchange carrier in twenty-three states including Florida where authority was granted effective May 5, 2000. CLEC authority is pending in an additional ten states. Claricom also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission.

B. Claricom Holdings, Inc. and Staples, Inc.

Claricom Holdings, Inc. is a Delaware corporation and the holder of 100% of the outstanding shares of capital stock of Claricom. Staples, Inc. is a Delaware corporation and the holder of 100% of the outstanding capital stock of Claricom Holdings, Inc. By this Application, Applicants seek Commission approval of the proposed agreement to sell all of the ownership interests of Claricom held by Claricom Holdings, Inc. to Stacom Holdings, LLC. Staples is a party to the Agreement and approves of the sale.

C. Stacom Holdings, LLC and Platinum Equity, LLC

Stacom Holdings, LLC is a limited liability company organized under the laws of Delaware with its principal office located in California. A copy of the Certificate of Formation is included as Exhibit 1. Buyer is a holding company organized for the purpose of holding the ownership interests of Claricom Networks, Inc.

Platinum Equity, LLC, a Delaware limited liability company, was formed as a vehicle for the acquisition of companies and is the ultimate parent of Buyer. Platinum is recognized as one of the largest and fastest growing privately held information technology companies in the United States, with 16 technology driven subsidiaries and a workforce of 10,000 employees in more than 100 countries. Platinum is also the ultimate parent company of Matrix Telecom, Inc. (“Matrix”),

a telecommunications service provider in Florida. For the immediate future, Matrix and Claricom will both continue to operate in the State of Florida, serving distinctly different markets. The press release, organizational charts and officers listing attached as Exhibits 2, 3 and 4 provide more information concerning the background and pre and post acquisition structure of Platinum. Platinum is a party to the Agreement and approves of the purchase.

II. REQUEST FOR APPROVAL OF THE PURCHASE AND SALE AGREEMENT

On March 27, 2001 Claricom Holdings, Inc., Staples, Inc., Stacom Holdings, LLC and Platinum Equity, LLC entered into a Purchase And Sale Agreement. Pursuant to the Agreement, Claricom will be converted to a limited liability company and all of the outstanding membership interests in Claricom will be transferred from Seller to Buyer. As a result of this transfer, Claricom will become a wholly-owned subsidiary of Buyer, whose ultimate parent company is Platinum. Claricom will remain a separate operating company. The only change will be the conversion of Claricom from a corporation to a limited liability company and the transfer of the ownership interests. The proposed transaction will have no impact on the customers of Claricom. Through the closing and for a short period of time thereafter, Claricom's Florida customers will notice no change in the company name, address, contact information, services, rates or terms and conditions of services they receive after the transaction is consummated. Claricom will continue to provide high quality, affordable telecommunications services to the public in the same manner as it has operated since it obtained its certificate. All technical aspects of the provision of reliable telecommunication services will be handled in the same manner and by the same individuals who provide the technical support for Claricom today. While there will be some change in the management structure, Claricom will continue to possess the technical, managerial, and financial resources necessary to provide reliable and low-cost telecommunications services after the transaction is consummated. Platinum is a privately held company with more than sufficient resources to insure the successful ongoing operations of Claricom. The proposed transaction will not in any way disrupt service nor cause inconvenience or confusion to the customers of Claricom

and will in fact be transparent to the customers of Claricom.

It is anticipated that new products and rates may be introduced in the near future. However, a separate filing for necessary tariff revisions due to these additions will be made.

Applications for approval of this transaction will be filed with the FCC and every state in which Claricom is required to file for approval. Letters of notification will be sent to all other states in which Claricom operates.

Claricom pledges that it will comply with all applicable statutes and Commission rules and regulations.

III. CONTACT INFORMATION

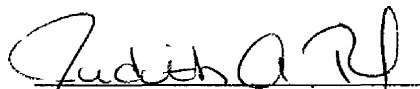
The Applicants herein provide the following contact information for questions, notices, pleadings and other communications concerning this Application:

Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
Telephone: (405) 755-8177
Facsimile: (405) 755-8377
email: jriley@telecompliance.net

IV. CONCLUSION

For the reasons stated herein, the Applicants request expedited approval of the Purchase and Sale Agreement and related transactions described herein, to permit the Applicants to consummate this Agreement as soon as possible.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Judith A. Riley", written over a horizontal line.

Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
Telephone-(405) 755-8177
Facsimile-(405) 755-8377
email-jriley@telecompliance.net

Regulatory Counsel for Applicants

Dated: April 18, 2001.

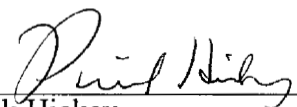
VERIFICATION

STATE OF MASSACHUSETTS,
COUNTY OF MIDDLESEX)

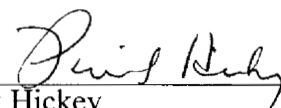
SS

I, Patrick Hickey, hereby declare under penalty of perjury, that I am the Controller of Claricom Holdings, Inc., ("Seller") and Staples, Inc. ("Staples"); that I am authorized to make this verification on behalf of Seller and Staples; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Dated this 25th day of April, 2001.




Patrick Hickey
Controller
Claricom Holdings, Inc.



Patrick Hickey
Controller
Staples, Inc.

Sworn to and subscribed before me this 25th day of APRIL, 2001.



Notary Public

CHRISTINE C. CARDOZA
NOTARY PUBLIC
My Commission Expires March 31, 2003

My Commission expires:

3/31/2006

VERIFICATION

STATE OF California)
COUNTY OF Los Angeles)

SS

I, William M. Foltz, Jr., hereby declare under penalty of perjury, that I am the Vice President of Stacom Holdings, LLC ("Buyer") and the Chief Financial Officer of Platinum Equity, LLC ("Platinum"); that I am authorized to make this verification on behalf of Buyer and Platinum; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Dated this 19th day of April, 2001.

[Signature]
William M. Foltz, Jr.
Vice President
Stacom Holdings, LLC

[Signature]
William M. Foltz, Jr.
Chief Financial Officer
Platinum Equity Holdings, LLC

Sworn to and subscribed before me this 19th day of April, 2001.

[Signature]
Notary Public

My Commission expires:

June 22, 2004

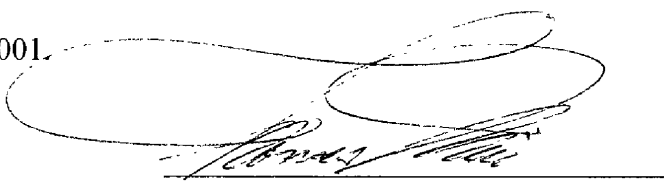


VERIFICATION

STATE OF CT)
)
COUNTY OF FAIRFIELD) SS

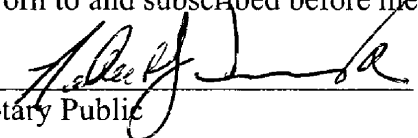
I, Thomas Maier, hereby declare under penalty of perjury, that I am the Secretary and Treasurer of Claricom Networks, Inc., ("Claricom"); that I am authorized to make this verification on behalf of Claricom; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Dated this 26th day of April, 2001.



Thomas Maier
Secretary/Treasurer
Claricom Networks, Inc.

Sworn to and subscribed before me this 26th day of April, 2001.


Notary Public

My Commission expires:
12/03

EXHIBIT 1
STACOM HOLDINGS, LLC
CERTIFICATE OF FORMATION

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "STACOM HOLDINGS, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2001, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1046524

3372778 8100

010145937

DATE: 03-27-01

CERTIFICATE OF FORMATION
OF
STACOM HOLDINGS, LLC

1. The name of the limited liability company is Stacom Holdings, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Stacom Holdings, LLC this 23rd day of March, 2001.



Eva M. Kalawski
Authorized Person

EXHIBIT 2
PRESS RELEASE



FOR IMMEDIATE RELEASE

PLATINUM EQUITY ACQUIRES STAPLES COMMUNICATIONS

Acquisition of Telecommunications Subsidiary From Staples, Inc. Includes Three Primary Business Units Serving 45,000 Customers Across The United States

LOS ANGELES (April 4, 2001) – Platinum Equity, a leader in acquiring and growing technology companies, announces today that it has acquired Staples Communications, a telecommunications services subsidiary, from parent company, Staples, Inc., (NASDAQ: SPLS). A leading provider of bundled telecommunications services, Staples Communications has an employee base in excess of 850 and an active customer base of 45,000 located in 38 major metropolitan markets. Additionally, the Company has revenues of more than \$175 million for the year 2000. Terms of the acquisition are not disclosed.

Platinum Equity's acquisition of Staples Communications includes the Company's three primary businesses: Claricom, Inc. providing hardware sales and services, Claricom Networks, Inc. and Clarity Telecom Local Network Services, Inc., providing long distance and local network services. The acquisition of the two network divisions is subject to regulatory approvals being obtained. The Company's headquarters will continue to be based in Shelton, Connecticut. It will operate under a new name to be announced at a later date.

-More-

Page 2...Platinum Equity / Staples Communications

Tom T. Gores, president and chief executive officer of Platinum Equity commented, “The acquisition of Staples Communications builds upon our strategy to increase our presence in the telecom space. As usual, we will apply fundamental business principals along with our understanding of the space to create new energy and enhanced value for the company.”

Staples Communications is a nationwide advanced integrator of communications solutions, offering a full portfolio of business communications systems and software, voice, data and network solutions. The Company has built a strong national franchise by providing packaged telecommunications solutions to small and medium-sized business customers. Staples Communications offers a full spectrum of network services, such as local and long distance, internet access, paging, data and other related network services, as well as a full portfolio of business communications solutions including voice, data, and video hardware and software from some of the worlds leading manufacturers: Nortel Networks, Iwatsu, Executone, Active Voice, and Sony.

Platinum recently announced its acquisition of Williams Communications Solutions, renamed Nextira, from Williams Communications Group. Nextira is a leading communications network solutions operation with combined revenues of \$1.5 billion and more than 6,500 employees. Nextira includes the integrated operations of Platinum-owned, Milgo Solutions.

Platinum Equity

Platinum Equity (www.peh.com) is one of the largest and fastest growing, private equity firms in the United States. Platinum is a multi-billion dollar organization specializing in the acquisition and operation of

-More-

Page 3...Platinum Equity / Staples Communications

global, mission-critical technology companies. Based in Los Angeles, Platinum is a unique company recognized as a hybrid financial and strategic buyer with deep financial resources and broad operational expertise. Due to their highly skilled executive management team, Platinum is able to stimulate and help drive the value of their portfolio companies. Since the company's founding in 1995, Platinum has acquired more than 25 technology-driven companies and several billion dollars of revenue from leading Fortune 500 Corporations including WorldCom, AT&T, Viacom, Dow Jones & Company and IBM. Platinum has an established infrastructure in North America, Europe, Asia and South America and a workforce of more than 10,000 employees serving tens of thousands of customers throughout the world. All Platinum companies operate as stand-alone entities and are lead by their own management teams.

#

CONTACT:

Platinum Equity

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achaffin@peh.com

Platinum Equity Communications

Bill Kobel 717.703.6025
wkobel@peh.com

Amy Kelchner 717.703.6177
akelchner@peh.com

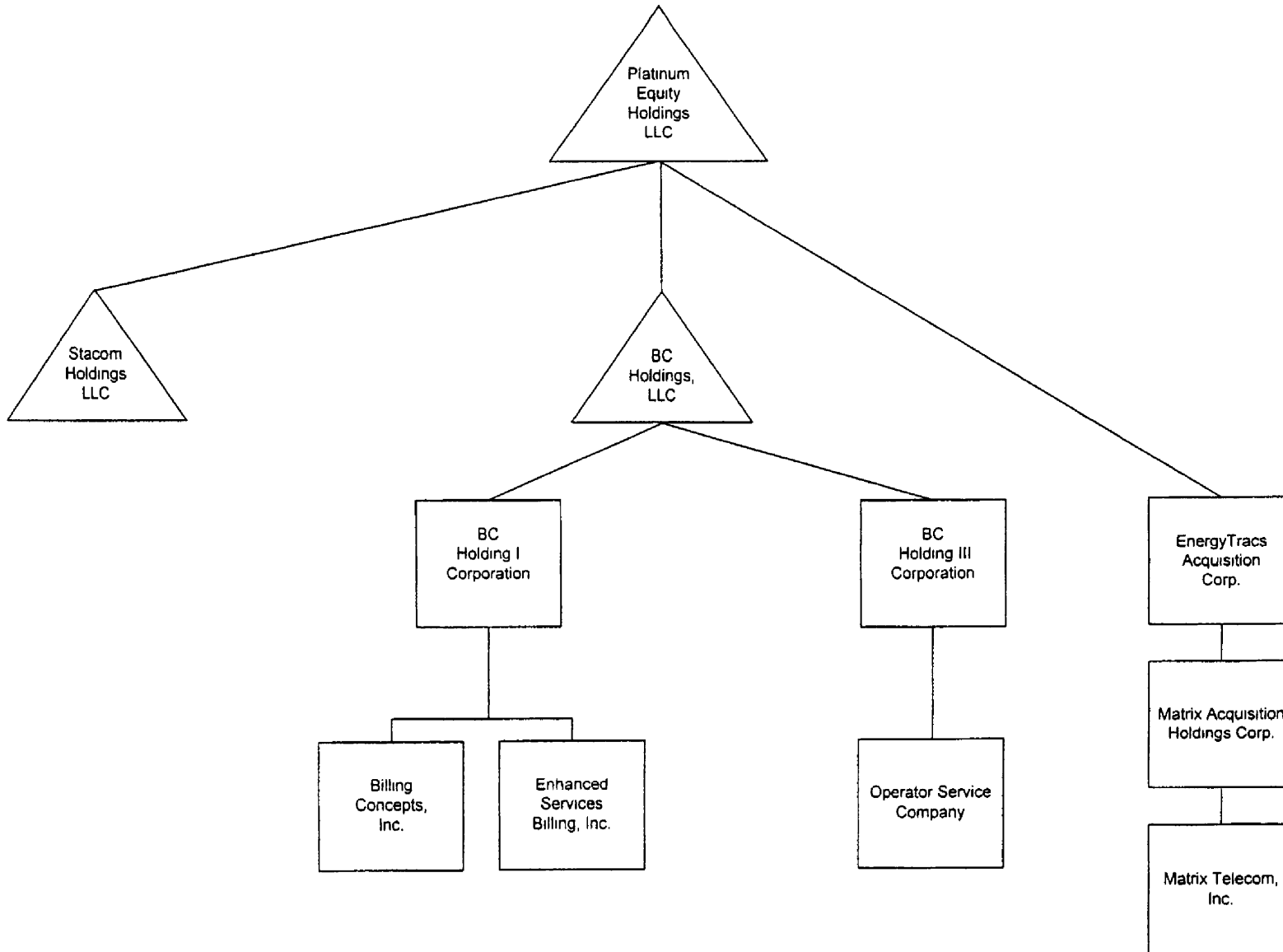
EXHIBIT 3

PRE-ACQUISITION AND POST-ACQUISITION

ORGANIZATIONAL CHARTS

FOR THE TELECOM DIVISION OF

THE PLATINUM EQUITY COMPANIES



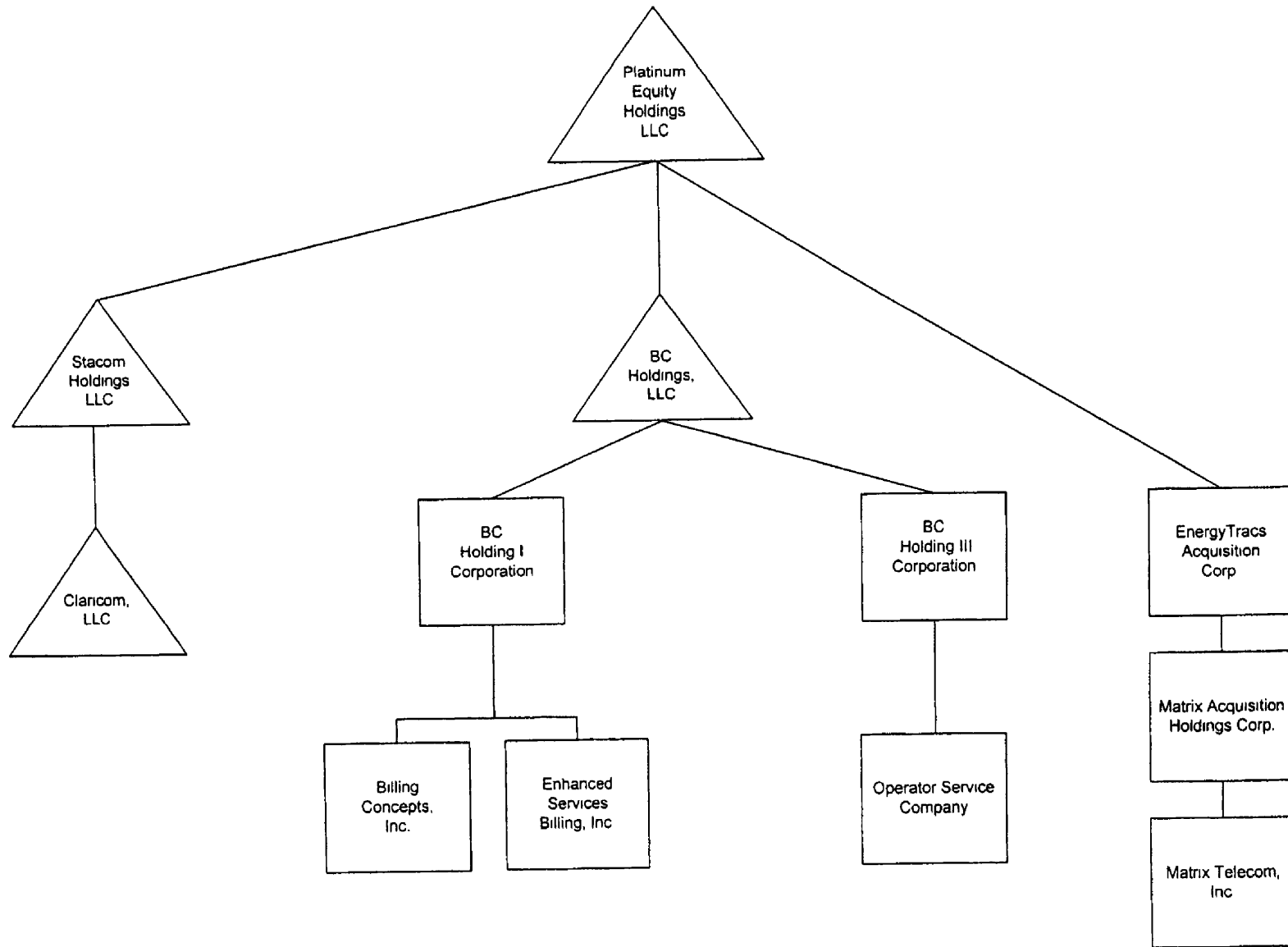


EXHIBIT 4

**PLATINUM EQUITY, LLC
AND
STACOM HOLDINGS, LLC**

LISTING OF OFFICERS

STACOM HOLDINGS LLC

Managers: Eva M. Kalawski

Officers:

Tom T. Gores	President
William M. Foltz, Jr.	Vice President
Douglas E. Johnston, Jr.	Vice President
Johnny O. Lopez	Vice President
Philip E. Norment	Vice President
Robert J. Wentworth	Vice President
Eva M. Kalawski	Secretary
Robert J. Joubran	Treasurer
Mark Reader	Assistant Treasurer

PLATINUM EQUITY, LLC

Managers: Tom T. Gores

Officers:

Tom T. Gores	President
John H. Diggins	Executive Vice President
Douglas E. Johnston, Jr.	Executive Vice President
Johnny O. Lopez	Executive Vice President
Gary L. Newton	Executive Vice President
William M. Foltz, Jr.	Chief Financial Officer
Philip E. Norment	Chief Operations Officer
David M. Anglin	Chief Technology Officer
William C. Bricking	Senior Vice President
Robert J. Joubran	Senior Vice President and Treasurer
Robert J. Wentworth	Senior Vice President
Eva M. Kalawski	Vice President, General Counsel and Secretary
Mark Reader	Assistant Treasurer
Barbara J. Schmidt	Assistant Treasurer

April 9, 2001