

NCOM Networks, LLC

5751 Miami Lakes Drive
Miami Lakes, Florida 33014
305-929-0250

SCANNED

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COMMISSION
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March 11, 2008

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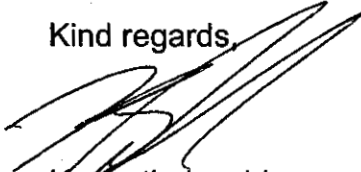
RE: NCOM Networks, LLC. Application for an IXC

To Whom It May Concern,

Please find 1 original and 6 copies and a check for the amount of \$250.00, which will cover the filing fee.

Should you have any questions please direct all questions to myself at 770-715-1126

Kind regards,



Kenneth Jacobi
Managing Member

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

KJ/lvw

Initials of person who forwarded check:

Enclosures

CMP Original tariff forwarded to CMP.

- COM _____
- CTR _____
- ECR _____
- GCL 1 _____
- OPC _____
- RCA _____
- SCR _____
- SGA _____
- SEC _____
- OTH 1 _____

DOCUMENT NUMBER-DATE
1994 MAR 18 8
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IXC REGISTRATION FORM

Company Name NCOM NETWORKS, LLC

Florida Secretary of State Registration No. P08000012480

Fictitious Name(s) as filed at Fla. Sec. of State _____

Company Mailing Name 5751 MIAMI LAKES DR, MIAMI LAKES FL 33014

Mailing Address 5751 MIAMI LAKES DR, MIAMI LAKES FL 33014

Web Address _____

E-mail Address liza.gutierrez@xchangecommunications.com

Physical Address 5751 MIAMI LAKES DR, MIAMI LAKES FL 33014

Company Liaison Liza Gutierrez

Title Executive / Personal Assistant

Phone 305-929-0251

Fax 877) 7-Xchange

E-mail address liza.gutierrez@xchangecommunications.com

Consumer Liaison to PSC Kenneth Jacobi

Title Managing member

Address 5751 MIAMI LAKES DR, MIAMI LAKES FL 33014

Phone 770-715-1126

Fax 770-682-7357

E-mail address kenjacobi2003@gmail.com

My company's tariff as required in Section 364.04, Florida Statutes, is enclosed with this form. I understand that my company must notify the Commission of any changes to the above information pursuant to Section 364.02, Florida Statutes. My company will owe Regulatory Assessment Fees for each year or partial year my registration is active pursuant to Section 364.336, Florida Statutes. My company will comply with Section 364.603, Florida Statutes, concerning carrier selection requirements, and Section 364.604, Florida Statutes, concerning billing practices.



Signature of Company Representative

Kenneth Jacobi

Printed/Typed Name of Representative

3/11/08

Date

ITEM 1. FINANCIAL STATEMENTS

NCOM NETWORKS, LLC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 1, 2006	June 31, 2007
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,047,923	\$ 1,697,397
Accounts receivable, net	24,440,420	15,954,275
Inventories	20,039,779	16,532,961
Prepaid expenses	588,643	429,869
Deferred tax asset	836,806	836,806
	-----	-----
Total current assets	47,953,571	35,451,308
Property and equipment, net	12,949,896	12,170,193
Other assets, net	1,079,483	1,020,524
Intangible assets, net	36,528,916	37,848,638
	-----	-----
Total assets	\$98,511,866	\$86,490,663
	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Trade accounts payable	\$19,544,887	\$13,116,458
Bank lines of credit	9,232,382	9,099,072
Accrued expenses	9,161,849	6,628,207
Current portion of bank term loan and obligations under capital leases	2,747,818	1,947,361

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

Income taxes payable	1,314,227	273,255
Deferred revenues	1,408,234	855,729
Customer deposits	222,231	257,879
	-----	-----
Total current liabilities	43,631,628	32,177,961
Bank term loan, less current portion	17,750,000	19,250,000
Obligation under capital leases, less current portion	453,755	346,150
Other liabilities	493,197	372,395
Deferred tax liability	423,978	423,978
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$.01 par value, 1,000,000 shares authorized, none issued and outstanding	--	--
Common stock, \$.01 par value, 50,000,000 shares authorized, 8,749,762 shares issued and outstanding	87,498	87,498
Additional paid-in capital	33,716,669	33,716,669
Retained earnings	1,955,141	116,012
	-----	-----
Total shareholders' equity	35,759,308	33,920,179
	-----	-----
Total liabilities and shareholders' equity	\$98,511,866	\$86,490,663
	=====	=====

NCOM Networks, LLC

INCOME STATEMENT

For the six months ended June 30, 2007

	<u>6/30/2007</u>			
Revenue:				
POS prepaid calling card revenues	\$ 19,021,040	0.34	74,597.97	0.34
POS other revenues	399,243	0.02	3,925.23	0.02
		0.06	13,028.00	0.06
Total revenue	<u>\$ 19,420,283</u>	0.02	4,214.47	0.02
		0.53	115,411.11	0.53
		0.20	44,592.22	0.20
Cost of Revenue:		0.00	1,000.00	0.00
Cost of Revenue-prepaid calling card	\$ 16,921,229	0.00	500.00	0.00
Carrier Charges	834,468	0.11	23,591.56	0.11
POS other costs	205,550	0.00	1,049.80	0.00
		0.06	12,862.78	0.06
Total cost of revenue	<u>\$ 17,961,247</u>	0.03	7,473.44	0.03
		0.14	29,915.64	0.14
Gross Profit	<u>\$ 1,459,036</u>	0.04	9,247.99	0.04
		0.00	859.38	0.00
Operating Expenses:		0.00	148.30	0.00
Wages and salaries - selling, general and administrative	\$ 368,684	0.01	2,437.62	0.01
Wages and salaries - network services	166,891	0.00	530.61	0.00
Employee benefits	36,449	0.01	2,123.83	0.01
Payroll taxes	57,699	0.07	15,124.47	0.07
Advertising expenses	10,365	0.02	3,547.40	0.02
Material shipping expenses	29,965	0.25	54,123.72	0.25
Rent expense	80,250	0.00	314.85	0.00
Office expenses	55,878	0.07	15,180.95	0.07
Credit card service charges	22,267	0.00	317.50	0.00
Depreciation and amortization	244,444	0.02	4,863.32	0.02
		0.53	115,560.00	0.53
Total operating expenses	<u>\$ 1,072,892</u>	0.05	11,428.01	0.05
		0.00	(177.84)	0.00
Net Income	<u>\$ 386,144</u>	0.20	43,384.87	0.20
		11.40	2,505,884.52	11.40
		65.72	14,440,915.59	65.72

NCOM Networks, LLC.

BALANCE SHEET

As of June 30, 2007

6/30/2007

ASSETS

Current Assets:

Cash	\$	51,753
Accounts receivable		501,250
	\$	<u>553,003</u>

Inventory:

Wireless phone cards	\$	456,718
Cards		156,101
Posters		198,808
Terminals		493,425
POS machines		471,996
Other products		166,516
	\$	<u>1,943,564</u>

Other Current Assets:

Loan to employees	\$	2,893
	\$	<u>2,893</u>
Total current assets	\$	<u>2,499,460</u>

Property and Equipment, Net

\$ 210,878

Due from Related Parties, net

\$ 891,726

Other Assets:

Good will- POS	\$	2,500,000
Software development - Numind		1,000,000
Accumulated Amortization - Good will POS		-208,333
Accumulated Amortization - Software development - Numind		-173,611
Net	\$	<u>3,118,056</u>

Total assets

\$ 6,720,120

LIABILITIES AND STOCKHOLDERS EQUITY

Current Liabilities:

Accounts payable	\$	3,186,511
Other current liabilities		87,798
Total current liabilities	\$	<u>3,274,309</u>

Total Liabilities

\$ 3,274,309

Stockholders' Equity:

Common stock	\$	150,000
Paid in capital		2,425,000
Retained Earnings		484,667
Net Income		386,144
Total Stockholders' Equity	\$	<u>3,445,811</u>

Total liabilities and stockholders' equity

\$ 6,720,120

NCOM NETWORKS, LLC

5751 Miami Lakes Drive
Miami Lakes, Florida 33014
Tel 305-929-0250

March 12, 2008

Florida Public Service Commission
State of Florida Public Service Commission
2540 Shumard Oak Blvd
Tallahassee, Florida 32399-0850

Dear Sir or Madam:

I have sufficient financial capability to provide, maintain and to meet NCOM Networks LLC lease and ownership obligations.

NCOM Networks LLC is a full service telecom company; the company is developing a wide range of marketing and distribution channel in order to expand its customer base.

NCOM Networks LLC will market its products by using networks of independent agents and distributors. We will also market through our own direct sales force to have the greatest impact on the market.

We are confident that we will succeed in this venture. I have never failed to fulfill my commitments and will assume financial responsibility for NCOM Networks.

Sincerely,

Kenneth Jacobi
Managing Member
NCOM Networks, LLC.

Kenneth Jacobi

- Objective** Senior executive with extensive experience creating, building, and leading productive cross-functional teams. Highly skilled at designing, building, and managing clearly focused organizations that maximize results while minimizing costs. Extensive track record working with elected officials, establishing key strategic alliances, and establishing organizational vision and direction. Expertise includes negotiating, problem solving, budgeting, reorganization, long term strategic planning and business development. Prepared, presented, and defended controversial company positions. Known for working long hours, producing results that exceed expectations, and building winning teams that bring out the best in people.
- Experience** **1999- Present** **Kenneth Jacobi & Associates, Inc** **Atlanta GA**
- Principal**
- Negotiations of Interconnection agreements under the Federal Telecommunications Act and subsequent arbitration proceedings on behalf of wire line and wireless carriers and for carriers specializing in DSL and/or Prepaid Services.
- Knowledge of the Federal, State, Local and NECA tariffs, regulatory process and the elements of the network to be a reference for the Company in negotiating and responsible to assure that all federal, state and local tariffs are correct and have been properly filed.
- Active in state and national associations to build strong relations with regulators and other telecom companies
- Advising on federal, state and local tax, franchise and fee obligations.
- Advised major national long distance carrier and other telecommunications carriers on the regulatory implications of using voice over Internet protocol.
- Prepared, presented, and defended testimony before State/ Federal commissions on many complicated issues.
- Monitor continuously all regulatory and legislative activity at the Federal and State level and provide summaries to Clients
- Advising clients considering the acquisition of telecommunications carriers.
- Reviewing contracts for rights to undersea cable and advising on FCC related duties of international carrier activities.
- 1993-1999** **Netel, Inc** **Fort Lauderdale, FL**
- Vice President of Regulatory and Administrative Affairs**
- Research regulatory and legislative developments in 48 states and the federal government.
- Develop network of contacts for obtaining advance notice of legislative and regulatory initiatives.
- Report on Congressional, federal agency, and state agency meetings and hearings.
- Optioned PSC approvals for Local and IXC Licenses in 50 States
- Negotiated contracts and strategic alliances with various telecommunications companies.
- Products included international and domestic long distance (switched and dedicated), debit cards, International callback, information services, Internet commerce and billing & collection services.
- Chief lobbyist for the company.
- Managed consumer complaint resolution, handling difficult case requiring executive level decisions
- Negotiated detailed, technical agreements with other companies
- 1990-1993** **Colmena Corp** **Pompano Beach, FL**
- Vice President of Regulatory and Administrative Affairs**

Preparing and filing required applications (e.g. state certification, rate increases, finance approvals, contract approvals and tariff changes) or other pleadings required for PUC action and then pressing forward the regulatory process to assure prompt decision by the PUC

Resolving disputes between customers of utilities including if necessary, pressing informal complaints or filing formal complaints

Advising and participating in telephone company proceedings

Commenting on proposed policies to facilitate the promotion of clients' businesses and to provide information about activities

Administered Corporate Affairs and Board of Directors meetings.

1987–1990

TechTel Communications, Inc

Pompano Beach, FL

Operation Manager

Provide regional field program management support during the implementation of new market areas.

Analyze current operations, processes & staffing to ascertain any gaps or deficiencies.

Provide staffs support to deliver telephony products & services.

Provide support to local Operations to assure compliances.

Serve as the regional SPOC (single point of contact) for all intra-company inquiries.

Serve as Corp HQ liaison for service launches by local Operations in assigned market areas

1985–1987

Business Technology Systems

Miami, FL

Regulatory Manager

Operations coordinator for special projects implementation.

Full responsibility for all Federal and State government regulatory compliance and certification.

Liaison officer to the Federal Communications Commission, all State Utility Commissions and Departments of State.

Managed tax and contracts department.

Education

1970-1972	RCA Institutes	New York, NY
1976–1978	University of Southern California	Los Angeles, CA
1986-1987	Dade County Community College	Miami, FL

Majors: Mechanical Engineering, Accounting and Business Administration.

Additional Course Completed: Blueprint Interruption, True Position

United States Defense Department Course on Government Contract Interruption

BellSouth Basic Training, BellSouth Lens Training, BellSouth TAFF Training

Member of the Federal Communication Commission Bar Association (Non Voting Member)

References

On Request

Don C. Fletcher.

SUMMARY OF SKILLS:

Engineering Management: Senior VP of Engineering for telecom carrier; senior engineer and project manager for several companies; operated my own engineering consulting firm for several years.

Distributed Systems: Client-server telecom platform; CORBA based E-commerce gateway.

Telecom and Datacom: Three patents for various platform features and architectures; VOFR and VOIP design studies, familiar with SS7, AIN, and CSU standards.

Signal Processing: voice detection and answer supervision in payphones and prepaid telecom platforms; seismic, acoustic, infrared, radar detection and estimation in the strategic weapons arena; authored the DSP package used by Johns Hopkins Applied Physics Lab.

Embedded and Real-time Systems: data communications protocol converter; terminal emulator and security pc boards; real-time FFT processor; adaptive filtration pacemaker.

Languages: C, C++, JAVA, CORBA, assembly

EXPERIENCE:

2006 – Present	NCOM Networks, Miami FL VP
10/99 to 2005	Global One Communications, Inc Miami, FL VP
10/95 to 10/99:	iTelsa (USA), Inc., Miami, FL, Senior VP of Engineering
10/93 to 16/95:	Protel, Inc., Lakeland, FL, Senior Consultant
4/92 to 10/93:	Teledebit Corporation, Sarasota, FL, VP Engineering
9/91 to 4/92:	Macroplex Corporation, Sarasota, FL, VP President
12/90 to 9/91:	Elcotel Corporation, Sarasota, FL, Executive VP Engineering
1/77 to 12/90:	Macroplex Corporation, Boca Raton, FL, President
4/73 to 12/76:	R&D Associates, Santa Monica, CA, Senior Researcher

REFERENCES:

Available on request

LeRon Morris

CAREER OBJECTIVE

To obtain a progressive position, in an organization where I can further develop and apply proven project management skills in a Telecommunications environment.

PROFESSIONAL EXPERIENCE

NCON Networks, LLC.

Change Management Engineer

- Managed the processes of communicating changes made within the Ricochet Wireless Internet network to strategic partners.
- Used dynamic change management to control the deployment of the Ricochet Wireless Internet in 17 major US cities.
- Wrote the requirements for a database to track changes being made within the Ricochet Network.
- Developed working relationships with strategic partners.
- Used process assessment skills to resolve over 2000 trouble tickets in 3 months.

CapRock Communications, Inc.

IT Account Manager

- Created a process/procedures document of project management for the department.
- Documented requirements on several large projects:
 - o Telecommunications provisioning tool.
 - o RTS solution for deployment of DSL.
 - o Alcatel DEX and the NORTEL DMS switches for billing interface.
- Managed and reported the status of projects to users.
- Provided vendor management services.

Citizens Communications, Inc.

IT Project Manager

- Assembled teams of IT resources and managed the member's productivity.
- Used forecasting to track and assess the cost associated with projects.
- Used MS Project to manage projects with budgets of over \$500,000.
- Aided in the beta testing of Project Office: an enterprise project management-tracking tool.

- Documented business and technical requirements as defined by clients.
- Managed and reported status of multiple projects simultaneously.
- Tracked project risk, issues and assumptions from birth to implementation.
- Implemented National Directory Assistance for Citizens Communications.

OpTel Communications, Inc.

Call Center Operations Manager

- Managed and tracked the development and productivity of a team of associates.
- Extracted technical data and reported status on cable telecom using the IBM AS400.
- Produced cause/effect reports showing overall financial impact to the company.
- Counseled associates in areas of opportunity and measure feedback effectiveness.

Excel Communications, Inc.

Performance/Quality Analyst

- Researched and reported data for areas of improvement for 3 national call centers.
- Evaluated and identified successful processes and project strategies utilizing "Root Cause Analyses."
- Created an online tracking system for evaluating performance, which was incorporated into the department as a regular reporting tool.
- Designed a reporting database for tracking performance, project management, and communicating data for process improvements.

EDUCATION

Master of Business Administration (MBA), Telecommunications Management
University of Dallas – Irving, Texas
September 2002

Graduate Certification, Telecommunications Management
University of Dallas – Irving, Texas
April 2000

Bachelor of Arts (BA), Consumer Affairs with a minor in Business Production
Louisiana Tech University – Ruston, Louisiana
May 1995

Associate of Applied Science (AAS), Aircraft Armament Systems Technology
Community College of the Air Force - Maxwell Air Force Base, Alabama
September 1994

Associate of General Studies (AGS), concentration in Professional
Communications
Louisiana Tech University – Ruston, Louisiana
May 1994

INDUSTRY RELATED SKILLS

Project Management

- Project Management Institute (PMI) member since 1998
- MS Access 2000 Database Constructor
- Process Re-Engineering
- Proven Organizational and Planning Skills
- IBM Methodologies of Project Management
- MS Project/Office and PM Office
- Self-directed work group experience within a Project Office
- Excellent verbal & written communicator

Business Analysis

- Consumer Buying Trend Analysis
- Database Analyst
- Process Evaluation Analyst
- Time and Cost Analyst
- Billing Systems Analyst
- MBA Candidate

Telecommunications Applications

- Certified Telecommunications Manager, University of Dallas
 - MetaSolv Ordering and Provisioning OSS, Telecom Business Solutions (TBS)
 - Internet (Wireless, DSL, Dial-up)
 - Long Distance Telecommunications
 - Local Telecommunications
 - Wireless Telecommunications
 - Cable Telecommunications
 - Knowledgeable in several multi-leveled billing platforms
-
-

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Embedded and Real-time Systems: data communications protocol converter; terminal emulator and security pc boards; real-time FFT processor; adaptive filtration pacemaker.

Languages: C, C++, JAVA, CORBA, assembly

EDUCATION:

California Institute of Technology, PH.D, 1974, Engineering Science
Massachusetts Institute of Technology, S.B., 1968, Applied Mathematics

EXPERIENCE:

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4/73 to 12/76:	R&D Associates, Santa Monica, CA, Senior Researcher

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We are confident that we will succeed in this venture. I have never failed to fulfill my commitments and will assume financial responsibility for NCOM Networks.

Sincerely,

Kenneth Jacobi
Managing Member
NCOM Networks, LLC.