

WILLIAM B. WILHELM, JR.
ATTORNEY-AT-LAW

SWIDLER
&
BERLIN
CHARTERED

DIRECT DIAL
(202)424-7827

December 19, 1996

DEPOSIT TREAS. REC. DATE

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VIA OVERNIGHT DELIVERY

Ms. Brenda Hawkins
Florida Public Service Commission
Division of Communications, Certification & Compliance Section
Capitol Circle Office Center - 2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

961511-T5

Re: In the Matter of the Application of GE Capital-Rescom
to Provide Shared Tenant Service Within the State of Florida

Dear Ms. Hawkins:

Enclosed for filing are an original and 7 copies of GE Capital-Rescom's Application to provide shared tenant provider service. Also enclosed is the required filing fee of \$100.00 made payable to the Florida Public Service Commission.

Please date stamp the extra copy of the application and return it to me in the enclosed self-addressed, stamped envelope. Thank you for your attention to this matter.

Respectfully submitted,



William B. Wilhelm
Counsel for GE Capital-ResCom.

Enclosures

cc: Robert Stenson (w/o encl.)
David Lesser

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check
A.J.

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FORM PSC/CMU 37 (11/95)
Required by Chapter 364.339 F.S.

1. This is an application for (check one):
- Original authority (new company)
 - Approval of transfer (to another certificated company)
Example: a certificated company purchases an existing company and desires to retain the original certificate authority.
 - Approval of assignment of existing certificate (to a noncertificated company)
Example: a noncertificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
 - Approval for transfer of control (to another certificated company)
Example: a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant: **GE Capital-ResCom, L.P.**

3. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

**5757 West Century Blvd., Suite 400
Los Angeles, CA. 90045
(310) 410-7300**

- B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

**GE Capital- Res Com, L.P.
c/o CT Corporation System
1200 South Pine Island Road
Plantation, FL. 33324
(305) 473-5503**

C. Physical address of shared tenant service in Florida including street name, number, post office box, city, state, zip code, and phone number.

Lakeside North
275 East Central Parkway
Altamonte Springs, FL 32701
(407) 834-8731

Ventura Landing
6203 Curry Ford Road
Orlando, FL 32822
(407) 275-7810

Plantation Key
1918 Plantation Key Circle
Brandon, FL. 33511
(813) 651-1044

Orlange Orlando
5560 Curry Ford Road
Orlando, FL. 32822
[No phone installed yet]

Paddock Club - Brandon
1111 Lunsdan Road
Brandon, FL. 33511
[No phone installed yet]

Signal Pointe Apartments
2500 Howell Branch Road
Winter Park, FL. 32792
(407) 671-6710

Village Apartments
1002 Creek Bridge Road
Brandon, FL. 33511
(813) 689-8525

Summerwalk(Villa Cordova)
7000 University Boulevard
Winter Park, FL. 32792
(407) 678-2662

Bay Cove
19135 U.S. 19 North
Clearwater, FL. 34624
(813) 536-1991

GE Capital ResCom may also serve additional properties following the grant of statewide STS authority.

4. Structure of organization:

() Individual

() Foreign Corporation

() General Partnership

() Joint Venture

() Corporation

() Foreign Partnership

(X) Limited Partnership

() Other, Please explain _____

5. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: N/A

6. Name under which the applicant will do business (d/b/a):

GE Capital-ResCom, L.P.

7. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: N/A

8. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

ResCom, Inc. (General Partner)
5757 West Century Blvd., Suite 400
Los Angeles, CA. 90045
(310) 410-7300

POTS, Inc. (Limited Partner)
c/o GE Capital (CREFS)
292 Long Ridge Road
Stamford, CT. 06927
(203) 357-4575

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

No.

10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Jean L. Kiddoo, Esq.
William B. Wilhelm, Esq.
Swidler & Berlin, Chtd.
3000 K Street, NW, Suite 300
Washington, DC. 20007
(202) 424-7834 (tel)
(202) 424-7645 (fax)
JLKiddoo@swidlaw.com
WBWilhelm@swidlaw.com

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or shared tenant service.

GE Capital-ResCom is currently providing shared tenant service in the following states: Arizona, California, Colorado, Delaware, District of Columbia, Illinois, Indiana, Maryland, Massachusetts, Michigan, Minnesota, New Jersey, New York, Pennsylvania, Tennessee, Texas, Utah, Virginia and Washington.

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

No.

13. Have penalties been imposed against the applicant in any other state? if so, please list the state and reason for penalty.

No.

14. Please indicate how a customer can file a service complaint with our company.

Applicant's complaint procedures are attached hereto as Exhibit 1.

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide shared tenant service in Florida.

A. Financial capability.

See Exhibit 2.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

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B. Managerial capability.

See Exhibit 3.

C. Technical capability.

See Exhibit 3.

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide shared tenant service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders. Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree punishable as provided in Sections 775.082 and 775.083, Florida Statutes.

Official: 
Signature

12/13/96
Date

Title: V.P. - Legal & Regulatory Affairs

(310) 410-7411

Telephone Number (310) 410-7380

Address: GE Capital-ResCom, L.P.
5757 West Century Blvd., Suite 400
Los Angeles, California 90045

EXHIBITS

- Exhibit 1** **Complaint Procedures**
- Exhibit 2** **Financial Statements w/ Verification**
- Exhibit 3** **Managerial and Technical Capability**
- Affidavit**

EXHIBIT 1

COMPLAINT PROCEDURES

Complaints regarding service issues and billing questions shall be in writing to:

GE Capital-ResCom
5757 West Century Blvd., Suite 400
Los Angeles, California 90045
Attn: Customer Service

GE Capital-ResCom will respond within thirty (30) days to written complaints. When a complaint is lodged, any late payment charges which have accrued prior to the complaint may be applied, but will not be due until the complaint has been resolved. If the complaint results in a credit to the customer's account, that credit will appear on the next billing cycle. During the period that a complaint has been filed and provided that the complainant has not violated any of the other tariffed provisions, service to that customer will be maintained.

Complaints may be made by telephone by calling (800) RESCOM2. However, all complaints must be filed in a written form to be considered for investigation.

EXHIBIT 2

FINANCIAL STATEMENTS

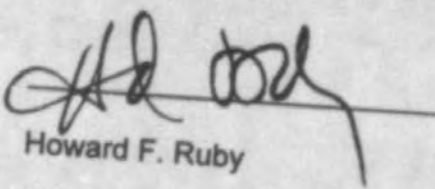
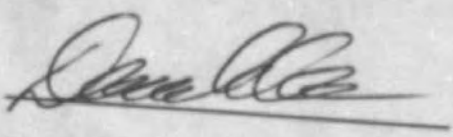
GE Capital-ResCom, L.P. was formed to provide interstate and intrastate telecommunications services. Applicant has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. GE Capital-ResCom's Limited Partner, POTS, Inc. is a wholly owned subsidiary of GE Capital, Inc., a multi-billion dollar corporation with diverse interests in a wide variety of high technology, financing, asset management, and insurance industries. In accordance with the revised and amended limited partnership agreement, POTS, Inc. has the option to buyout the general partner ResCom, Inc. Such buyout option may be executed on or before March 15, 1997.

GE Capital companies provide services ranging from advanced technology systems consulting, the management and operation of satellite telecommunications facilities, to global project and structured finance operations and commercial real estate lending. Moreover, Applicant will rely upon its existing experienced personnel and technological resources currently in place to operate, manage and market STS arrangements to provide the proposed resale services; accordingly, no additional resources or investment will be needed to offer the proposed resale service.

Unaudited financials and the necessary verifications are attached hereto.

VERIFICATION OF UNAUDITED FINANCIAL STATEMENTS

By our signatures below, we, the undersigned officers, attest to the accuracy of the attached unaudited financial statements. The financial information submitted with this application was prepared in-house under our direction and supervision. Pursuant to the requirements of the Florida Public Service Commission, we hereby certify that the financial statements submitted herein are true and accurate to the best of our knowledge and belief as of the date of the statements. We are further aware that pursuant to Chapter 837.06 of the Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

Signature:		
Name:	Howard F. Ruby	Dean Miller
Title:	Chairman	Chief Financial Officer
Date:	December <u>18</u> , 1996	December <u>17</u> , 1996

ADDENDUM

Response to Question No. 15

Question 15 requests the chief executive officer and chief financial officer of applicants submitting unaudited financial statements to affirm that the statements are true and correct. Be advised that Applicant, GE Capital-ResCom, is structured as a partnership and no individual holds the title of chief executive officer. Mr. Howard Ruby serves as chairman of Applicant, a capacity equivalent to chief executive officer, and has executed the verification accompanying Applicant's unaudited financial statement along with Applicant's chief financial officer, Mr. Dean Miller.

GE CAPITAL - RESCOM, L.P.

BALANCE SHEETS DECEMBER 31, 1995 AND 1994

ASSETS	1995	1994
CURRENT ASSETS:		
Cash	\$ 415,000	\$ 861,000
Accounts receivable, net of allowance of \$145,000 and \$58,000 at December 31, 1995 and 1994, respectively (Note 6)	2,141,000	486,000
Prepaid expenses	257,000	-
Total current assets	2,813,000	1,347,000
EQUIPMENT AND IMPROVEMENTS, net (Notes 2,4,5)	32,263,000	11,973,000
OTHER ASSETS, net (Note 3)	5,664,000	935,000
GOODWILL, net of accumulated amortization of \$210,000 and \$77,000 at December 31, 1995 and 1994, respectively	1,105,000	1,238,000
TOTAL	\$ 41,845,000	\$ 15,493,000
LIABILITIES AND PARTNERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable (Note 6)	\$ 14,441,000	\$ 4,062,000
Accrued expenses (Note 6)	2,128,000	491,000
Note payable (Note 4)	-	62,000
Current portion of capitalized lease obligations (Note 5)	1,972,000	77,000
Total current liabilities	18,541,000	4,692,000
CAPITALIZED LEASE OBLIGATIONS, Less current portion (Note 5)	28,877,000	10,782,000
PARTNERS' EQUITY (Note 1)	(5,573,000)	19,000
TOTAL	\$ 41,845,000	\$ 15,493,000

See notes to financial statements.

GE CAPITAL - RESCOM, L.P.

STATEMENTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 1995 AND FOR THE PERIOD FROM JUNE 2, 1994 (INCEPTION) THROUGH DECEMBER 31, 1994

	Year ended December 31, 1995	Period from June 2, 1994 through December 31, 1994
REVENUES:		
Telephone revenues, net	\$ 8,284,000	\$ 1,344,000
Telephone management services and other revenues (Note 6)	605,000	161,000
Total revenues	8,889,000	1,505,000
COST OF SALES	7,566,000	1,748,000
GROSS PROFIT (LOSS)	1,323,000	(243,000)
OPERATING EXPENSES (Note 6):		
Salaries and benefits	9,127,000	2,808,000
General and administrative	15,272,000	3,770,000
Total operating expenses	24,399,000	6,578,000
LOSS FROM OPERATIONS	(23,076,000)	(6,821,000)
LOSS ON DISPOSAL OF SOFTWARE (Note 1)	-	383,000
LOSS BEFORE DEPRECIATION, AMORTIZATION AND INTEREST	(23,076,000)	(7,204,000)
DEPRECIATION AND AMORTIZATION	2,429,000	453,000
INTEREST EXPENSE (Notes 4 and 5)	1,737,000	236,000
NET LOSS	\$ (27,242,000)	\$ (7,893,000)

See notes to financial statements.

GE CAPITAL - RESCOM, L.P.

STATEMENTS OF PARTNERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 1995 AND FOR THE PERIOD FROM JUNE 2, 1994 (INCEPTION) THROUGH DECEMBER 31, 1994

	ResCom, Inc.		GE Capital				Total
	Common		Common		Preferred		
	Units	Dollars	Units	Dollars	Units	Dollars	
BALANCE, JUNE 2, 1994 (Inception)	40,000	\$500,000					\$500,000
Contributions			9,000	\$112,000	73	\$7,300,000	7,412,000
Net loss for the period from June 2, 1994 through December 31, 1994		(500,000)		(112,000)		(7,281,000)	(7,893,000)
BALANCE, DECEMBER 31, 1994	40,000		9,000		73	19,000	19,000
Contributions					216	21,650,000	21,650,000
Net loss for the year ended December 31, 1995		(4,549,000)		(1,024,000)		(21,669,000)	(27,242,000)
BALANCE, DECEMBER 31, 1995	40,000	\$(4,549,000)	9,000	\$(1,024,000)	289	0	\$(5,573,000)

See notes to financial statements.

GE CAPITAL - RESCOM, L.P.

**STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 1995 AND FOR THE PERIOD FROM
JUNE 2, 1994 (INCEPTION) THROUGH DECEMBER 31, 1994**

	Year Ended December 31, 1995	Period from June 2, 1994 through December 31, 1994
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (27,242,000)	\$ (7,893,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,429,000	453,000
Loss on disposal of software	-	383,000
Changes in assets and liabilities:		
Accounts receivable	(1,655,000)	(56,000)
Prepaid expenses	(257,000)	-
Other assets	(5,111,000)	(410,000)
Accounts payable and accrued expenses	12,016,000	3,599,000
Net cash used in operating activities	<u>(19,820,000)</u>	<u>(3,924,000)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment and improvements	<u>(6,538,000)</u>	<u>(3,400,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of partnership units	21,650,000	7,300,000
Proceeds from formation of partnership	-	33,000
Payments on notes payable	(62,000)	(148,000)
Payments on capitalized leases	(76,000)	-
Proceeds from capitalized leases	4,400,000	1,000,000
Net cash provided by financing activities	<u>25,912,000</u>	<u>8,185,000</u>
NET (DECREASE)/INCREASE IN CASH	<u>(446,000)</u>	<u>861,000</u>
CASH, BEGINNING OF PERIOD	<u>861,000</u>	<u>-</u>
CASH, END OF PERIOD	<u>\$ 415,000</u>	<u>\$ 861,000</u>

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid for interest was \$ 1,397,000 and \$152,000 in 1995 and 1994, respectively

The Partnership acquired assets under capital lease transactions of \$15,666,000 and \$7,756,000 in 1995 and 1994, respectively.

Upon formation of the Partnership, the Partnership received assets of \$2,452,000 and assumed liabilities of \$3,266,000, resulting in goodwill of \$1,314,000. ResCom, Inc. received \$500,000 of capital for its contribution to the Partnership. GE Capital received \$112,000 of capital for the contribution of its license agreement.

See notes to financial statements.

GE CAPITAL - RESCOM, L.P.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 1995 AND FOR THE PERIOD FROM JUNE 2, 1994 (INCEPTION) THROUGH DECEMBER 31, 1994

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Business - GE Capital - ResCom, L.P. (the "Partnership") was organized as a Delaware partnership on June 2, 1994. It acquired certain assets and liabilities of ResCom, Inc., the general partner in the Partnership. The limited partner is a subsidiary of GE Capital Corporation ("GE Capital").

The Partnership's primary business is to install and operate telephone systems, cable TV and other ancillary services in apartment complexes. Such systems are operated under long-term agreements with the apartment owners. The Partnership purchases interconnected local and long-distance service and cable TV programming which is billed to apartment tenants who elect to be connected to the systems. A portion of revenues is paid to the apartment owners. The Partnership leases PBX systems which are installed at the apartment complexes, or purchases Centrex services from the local phone company.

The Partnership has two classes of ownership interests, "Common Partnership Units" and "Preferred Partnership Units." ResCom, Inc. received 40,000 Common Partnership Units, and GE Capital received 9,000 Common Partnership Units and 51,000 warrants to purchase Common Partnership Units with an exercise price of \$1.00. Preferred Partnership Units are issued in exchange for cash capital contributions from GE Capital and are entitled to 18% per annum preferred return compounded annually. At December 31, 1995 and 1994, the accumulated preferred return totaled \$2,091,000 and \$419,000, respectively.

On July 6, 1995, the partners signed an amended partnership agreement. The agreement provides GE Capital with options to purchase the 40,000 Common Partnership Units owned by ResCom, Inc. through November 15, 1995. Upon signing the agreement, GE Capital increased its preferred equity commitment to \$30,000,000. On March 1, 1996, the partners signed an amendment to the partnership agreement under which GE Capital increased its preferred equity commitment to \$45,000,000.

Net income is allocated first to GE Capital in an amount equal to the accrued and unpaid cumulative preferred return through the end of such fiscal year; second, to GE Capital in an amount equal to the cumulative loss allocated over the cumulative net income; and thereafter, to the Partners, prorata, in proportion to the number of Common Partnership Units held by each of them as of the date of such allocation. Net loss is allocated first to the Partners, prorata, in proportion to the positive balances in their respective Common Partnership Unit capital accounts until the balances are reduced to zero; second, to GE Capital until the balance in its Preferred Partnership Unit capital account is reduced to zero; and thereafter, to the Partners in proportion to the number of Common Partnership Units held by each of them as of the date of such allocation.

Accounting Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates.

Revenue Recognition - Telephone revenues are recorded monthly based on basic service and usage rates, and cable revenues are recorded monthly based on basic service and premium programming selection, each applicable to apartment tenants served by the Partnership's systems. Contract services to manage non-owned telephone systems are recorded as the services are provided.

Concentration of Credit Risk - The Partnership sells services in amounts generally not exceeding \$100 to a large number of apartment tenants throughout the United States reducing the concentration of consumer credit risk. The Partnership monitors its exposure to credit losses and maintains an allowance for anticipated losses.

Fair Value of Financial Instruments - The recorded values of the Partnership's financial instruments approximate their fair value.

Equipment and Improvements - Equipment and improvements are carried at cost, including the cost associated with capital lease assets. Furniture and fixtures, equipment, and leasehold improvements are depreciated using the straight-line method over estimated useful lives of five to seven years. Telephone equipment under capitalized leases and cable TV equipment are depreciated over 10 years.

Purchased Contracts - The Partnership purchased telephone service agreements related to telephone services provided to residents of apartment complexes. The Partnership capitalized the cost of the contracts, which extend to the year 2010, and is amortizing such costs over 10 years.

Licensed Software - The Partnership acquired a perpetual license to software that accumulates, prices and bills telephone revenues. The Partnership capitalized the cost of the license and amortized such costs over 5 years. In early 1995, the Partnership began using an outside third-party billing vendor and, accordingly, in 1994 wrote off all net costs associated with this software. During 1995, the Partnership acquired a new accounting software program, as well as installed and developed other software. The Partnership capitalized these costs and is amortizing such costs over 5 years.

Commissions and Installation costs - The Partnership pays commissions to representatives who successfully negotiate contracts and pays the costs of installing telephone systems. The Partnership capitalizes these costs and is amortizing such costs over the life of the contract, not to exceed 10 years.

Organizational Costs - The Partnership paid for services relating to legal and accounting issues during the formation of the Partnership. The Partnership has capitalized the cost of organization and is amortizing such costs over 5 years.

License Agreement - The Partnership has received the right to use the name GE Capital from the limited partner. The Partnership amortizes the value of the license agreement over 5 years.

Goodwill - The Partnership has recorded goodwill, representing the excess of liabilities and stated capital over assets previously owned by ResCom, Inc. contributed to the Partnership. The Partnership amortizes such goodwill over 10 years.

Income Taxes - The Partnership has made elections under the partnership provisions of Delaware state law. Under these elections, the Partnership is not liable for federal and state income taxes. Taxable income or loss is allocated to the partners for inclusion in their income tax returns.

Reclassification - Certain reclassifications have been made to the prior year financial statements in order to conform to the current year presentation.

2. EQUIPMENT AND IMPROVEMENTS

Equipment and improvements consist of the following:

	1995	1994
Telephone equipment under capitalized lease obligations	\$ 23,048,000	\$ 8,732,000
Cable TV equipment	722,000	-
Construction in progress (telephone & cable TV equipment)	6,749,000	2,861,000
Furniture and equipment	3,865,000	618,000
	<u>34,384,000</u>	<u>12,211,000</u>
Less accumulated depreciation	2,121,000	238,000
Equipment and improvements, net	<u>\$ 32,263,000</u>	<u>\$11,973,000</u>

3. OTHER ASSETS

Other assets consist of the following:

	1995	1994
Purchased contracts	\$ 332,000	\$ 332,000
Licensed software	1,017,000	107,000
Commissions and installation costs	4,464,000	263,000
Organizational costs	201,000	201,000
License agreement	112,000	112,000
	<u>6,126,000</u>	<u>1,015,000</u>
Less accumulated amortization	462,000	80,000
Other assets, net	<u>\$ 5,664,000</u>	<u>\$ 935,000</u>

4. NOTE PAYABLE

Note payable at December 31, 1994 consists of a \$62,000, 8% note payable incurred in connection with purchased telephone contracts. Principal and interest are payable monthly at \$9,000. The note is collateralized by equipment and guaranteed by the Partnership. The note was paid in full during 1995.

5. CAPITALIZED LEASE OBLIGATIONS

The Partnership has entered into a master lease agreement with a subsidiary of GE Capital to obtain telephone equipment lease financing in the amount of \$42,000,000. In addition to telephone equipment, the lease finances certain marketing costs, installation fees and software expenses. Lease advances are made as telephones equipment is installed at apartment complexes. When these leases aggregate specified amounts, they are bundled for payment under the master lease. Telephone equipment acquired under the agreement is capitalized, and the lease obligation is reflected in the financial statements. Under the agreement, the Partnership is required to meet certain financial and operating earnings criteria.

In addition, the Partnership entered into other leases for the financing of EDP equipment during the year ended December 31, 1995. Equipment acquired under these leases is capitalized and the lease obligation is reflected in the financial statements.

The following represents the cash payment schedule as of December 31, 1995:

Year Ending December 31	
1996	\$ 4,552,000
1997	7,703,000
1998	8,605,000
1999	8,269,000
2000	7,381,000
Thereafter	<u>2,776,000</u>
Total lease payments	39,286,000
Less amount representing interest	<u>8,437,000</u>
Capital lease obligations	<u>\$30,849,000</u>

Interest has been imputed based on a fixed lease rate in effect at the date the lease is initialized. Interest expense for capital lease obligations for the year ended December 31, 1995 and the period ended December 31, 1994, amounted to \$1,733,000 and \$181,000 respectively. The lease is collateralized by the equipment under lease, accounts receivable, and other assets of the Partnership.

The Partnership has lease obligations under operating leases for office equipment. Lease payments amount to \$59,000 in 1996; \$54,000 in 1997; \$53,000 in 1998; \$45,000 in 1999; and \$11,000 in 2000.

6. TRANSACTIONS WITH AFFILIATED ENTITIES

A significant portion of revenues from telephone management services is earned from entities in which a stockholder of the general partner has an ownership interest.

Accounts receivable include \$754,000 and \$19,000 due from affiliated entities at December 31, 1995 and 1994, respectively.

Accounts payable include \$564,000 and \$614,000 due to affiliated entities at December 31, 1995 and 1994, respectively.

An affiliate of the general partner charges the partnership for administrative and other services provided. The Partnership incurred and paid \$30,000 and \$65,000 relating to such services for the year ended December 31, 1995 and for the period ended December 31, 1994, respectively.

The Partnership rents its primary office space from GE Capital under a lease expiring September 1997. Future payments relating to the lease are \$579,000 in 1996; and \$439,000 in 1997. In addition, the partnership leases other office space from an affiliate of the general partner on a month-to-month basis. Under these leases, the total rent expense incurred and paid amounted to \$ 16,000 and \$47,000 for the year ended December 31, 1995 and for the period ended December 31, 1994, respectively.

EXHIBIT 3

MANAGERIAL AND TECHNICAL CAPABILITY

GE Capital-ResCom possesses the managerial ability to provide the proposed shared tenant services. Descriptions of the managerial experience of Applicant's key personnel, who have extensive management, financial and technical experience with which to execute its business plan, are attached hereto.

Howard F. Ruby
Chairman

As chairman of GE Capital-ResCom, Howard F. Ruby is responsible for the long-term strategic vision of the company and oversees its day-to-day operations.

With more than thirty years experience in the multi-family housing industry, Mr. Ruby brings a wide range of skills, contacts and capabilities to GE Capital-ResCom. In 1962, Mr. Ruby co-founded R&B Realty Group and today serves as chairman. The firm, which began as a developer of recreation-oriented apartment communities, has grown into one of the nation's leading real estate leasing, management and investment companies.

R&B Realty Group developed many of the key elements of GE Capital-ResCom's telephone and cable TV services for its Oakwood Corporate Apartments, a nationwide chain of upscale apartments.

Mr. Ruby is a graduate of the Wharton School of Finance, University of Pennsylvania. He is one of the founders of the National Multi-Housing Council and past chairman of the California Housing Council as well as past president of the Los Angeles Coalition.

Mark E. Schwarzmann
Chief Operating Officer

Mark E. Schwarzmann, chief operating officer for GE Capital - ResCom, is responsible for customer support, network operations, regulatory affairs, finance, human resources, MIS, business process engineering and the GE relationship. His position provides operational guidance for all direct customer interfaces as well as all internal processes.

Prior to joining GE Capital-ResCom, Mr. Schwarzmann spent his entire career with General Electric. His most recent experience was as managing director - business development for GE Capital's Commercial Real Estate Financing & Services business, with responsibility for development and implementation of a strategy to insulate the business from traditional real estate cycles. Before that, Mr. Schwarzmann spent five years with GE's Industrial & Power Systems business in a variety of key leadership roles including business development, business process improvement and reengineering, total quality and business leader. In his business leader role, Mr. Schwarzmann had responsibility for a global heavy equipment manufacturer which needed revitalization. He led a team that developed and implemented a strategy creating the most profitable segment of the business with nearly 20% worldwide market share.

Mr. Schwarzmann received his B.A. degree in Economics and Business from Lafayette College in Pennsylvania.

Stephen L. Schilling
Senior Vice President, Business Development

Stephen Schilling, senior vice president of business development for GE Capital-ResCom, is responsible for strategic development in the areas of product development,

technical direction, internal business process engineering and the establishment of strategic business relationships. He provides operational guidance and analysis together with formulating, recommending and implementing programs in the areas of pricing, product research, future technologies, operational structure and other related activities.

Previously, Mr. Schilling had been with RealCom Office Communications Inc. where he held several positions, most recently as division vice president/general manager. In that position, he was responsible for the overall growth and direction of RealCom's South Division including, sales, marketing, operations and business development. While at RealCom, Mr. Schilling developed a number of strategic initiatives that changed the direction and product positioning of the company and ultimately resulted in double digit growth. RealCom was ultimately acquired by MFS Communications Inc.

Mr. Schilling received his B.S. degree in Administrative Management from Clemson University. He received his M.B.A. degree in International Business from Georgia State University.

Dean Miller
Vice President, Finance

Dean Miller, vice president of finance for GE Capital-ResCom, is responsible for all financial functions, including accounting, reporting, budgeting, planning, treasury, tax, payroll and accounts payable. He is also the financial liaison between GE Capital-ResCom and GE Capital, and was part of the original GE Capital deal team which structured and negotiated the GE Capital-Rescom partnership.

Previously, Mr. Miller held several finance positions with GE Capital, including manager of business analysis for the Corporate Finance Group and executive audit manager with the Audit staff. In these positions, Mr. Miller assisted in deal structuring and pricing, provided technical accounting guidance for highly structured transactions, performed due diligence for potential acquisitions and ventures, and performed business reviews which resulted in process improvements and productivity increases in several GE Capital businesses.

Mr. Miller received his B.S. degree in Accounting from Syracuse University. He is a Certified Public Accountant, and a member of the American Institute of CPAs and the Connecticut Society of CPAs.

Robert Stenson
Vice President, Legal and Regulatory Affairs

As vice president of legal and regulatory affairs, Robert Stenson oversees all legal and regulatory matters for GE Capital-ResCom. Mr. Stenson is responsible for GE Capital-ResCom's compliance with all federal and state laws and regulations relating to the company's business. He is also a key member of the team negotiating interconnection and resale agreements with local exchange carriers and interexchange carriers.

Prior to joining GE Capital-ResCom, Mr. Stenson was with Spectratel Communications, a company he founded to market the long distance services of interexchange carriers to midsize companies and associations in Southern California. At Spectratel, Mr. Stenson was responsible for overall planning, marketing, financial management and implementation of distribution networks.

Prior to forming Spectratel, Mr. Stenson was a litigation associate with the law firm Folger and Levin in Los Angeles. There, he appeared in California State Court, the United States District Court, and the United States Bankruptcy court.

Mr. Stenson is a member of the California State Bar, the American Bar Association, and the Federal Communications Bar Association.

Mr. Stenson received his B. S. degree in Business Administration at Georgetown University. He received his Juris Doctor at the University of California, Los Angeles School of Law.

Dale Register
Vice President, Network Operations

Dale Register, vice president of network operations, is responsible for the design, implementation and management of the network infrastructure, including people, facilities and vendors, required to serve GE Capital-ResCom's customer base. Responsibilities include all aspects of financial and operational performance of local and long distance network operations, timely installation and activation of both delivery and cost performance, and long term network strategy development and implementation.

Previously, Mr. Register held various positions within BellSouth Telecommunications, most recently as assistant vice president, reengineering. He was responsible for directly leading a major reengineering project for all planning, engineering and construction business processes at BellSouth. Mr. Register was also director of projects for Optus Communications in Sydney, Australia. He directed the design of the telecommunications network and was responsible for the \$1 billion construction program. At Optus, Mr. Register completed installation and service of 3,000 kilometers of fiber optic cable, six buildings, 22 central office switches, four international earth stations and 250 digital cellular sites.

Mr. Register received his B.S. Electrical Engineering degree from the University of Florida and his M.S. degree in Management at the Massachusetts Institute of Technology.

Dean T. Hudson
Director of Network Management

Dean Hudson, director of network management at GE Capital-ResCom, is responsible for the long-term strategic development of network and services including implementation tools, processes and procedures. He is also responsible for the ongoing management and technical support of network and services. Mr. Hudson plans the

implementation and design of management tools for the administration of network infrastructure, facilities and vendors.

Prior to joining GE Capital-ResCom, Mr. Hudson was manager of network provisioning and capacity management at Optus Communications, Australia as an expatriate from BellSouth. There, Mr. Hudson established and enhanced the department functions, processes, interfaces and staff to meet business requirements; developed design and provisioning standard for new technology and services; and developed and implemented provisioning systems to support network and service delivery. Mr. Hudson also held the position of manager of network capacity management and was responsible for establishing the initial trunking and interconnect structure for the Optus network. Prior to his work for Optus, Mr. Hudson held various positions within BellSouth Telecommunications.

Mr. Hudson received his B.S. Electrical Engineering degree from Clemson University.

J. Roger Pryor
Director of Provisioning

Roger Pryor, director of provisioning, is responsible for directing the negotiation and activation of customers to the GE Capital-ResCom residential telecommunications network.

Mr. Pryor, a twenty-five year telecommunications professional, began his career at Southern Bell (BellSouth Telecommunications) as an engineer. After early retirement from BellSouth in 1991, Mr. Pryor continued on in various management consulting roles, most recently as regional planning director for capital and expense budget programs and analysis, plans and forecast for 1996 and 1997. Responsibilities included setting plans and directions for costs and monitoring and setting budgetary controls of the several departments within the project to insure consistency, accuracy and minimization of costs. Mr. Pryor also held the position of director of process development in which he directed the establishment of network project planning, budget development, and coordination for the Process Training Division for reengineering of the outside network within BellSouth.

Previously, Mr. Pryor held engineering management positions with BellSouth Telecommunications. He was engineering manager for BellSouth International, in Sydney, Australia, where he was responsible for the evaluation and design of Optus Consortium's national telecommunications external plant network proposal and business case. Mr. Pryor also was a supervising engineer for Southern Bell Telephone Company (now BellSouth), responsible for outside plant network facilities including quality control, budgets, technological improvements to reduce maintenance problems and reports and customer satisfaction.

Mr. Pryor received his B. S. Electrical Engineering degree from Southern Tech (the technical division of Georgia Tech) and is currently in process of obtaining his M.B.A. degree.

Marshall Bauer
Senior Vice President, Sales & Marketing

Marshall Bauer, senior vice president of sales & marketing for GE Capital-ResCom, is responsible for sales strategy and marketing direction for property sales and retail products and services.

As an eighteen year professional in the high-technology/telecommunications industries, Mr. Bauer worked most recently for RealCom Office Communications, Inc., an MFS Communications Company, where he served as senior vice president, sales and marketing. In that position, Bauer reported to the CEO with responsibility for all sales and marketing, distribution agreements, sales compensation plans and sales management and information systems. Before that, he was vice president/general manager of RealCom's Western Region. In that role, Mr. Bauer reported to the president and was responsible for all operations, administration and sales in the West. He managed a staff of over 100 in five branches, located in Seattle, Denver, Dallas, Los Angeles and San Francisco. Mr. Bauer joined RealCom as part of a new management team following acquisition of business from Contel by Cordova Capital.

Mr. Bauer received his B. S. degree in Marketing from Babson College. He received his Executive M.B.A. degree from Southern Methodist University.

Michael Chang
Vice President, Information Services

Michael Chang, vice president of information services, is responsible for all information systems and technology for GE Capital-ResCom.

Previously, Mr. Chang was manager of information services at Nissan Motor Corporation. In that position, he was responsible for re-engineering the Nissan infrastructure from an old-styled, mainframe development environment to a more flexible, productive PC/networking technology environment during the entire Nissan reorganization process.

Michael Chang received his B.A. degree in Economics from National Chen Chi University in Taiwan.

Patrick Martucci
Vice President, Sales

Patrick Martucci, vice president of sales, is responsible for all national sales agreements for GE Capital-ResCom.

Previously, Mr. Martucci worked for RealCom Office Communications where he held several positions. Most recently, he was vice president, general manager. In that position, Mr. Martucci managed the Eastern Division through its highest growth period in RealCom history. His direct responsibility was the overall P&L of Chicago, Boston, Philadelphia, Stamford, New York, New Jersey and Washington, DC. Mr. Martucci served as a fifth line manager accountable for all sales, marketing, operations, customer

service, and finance. In another position, as director of sales for RealCom, Mr. Martucci was responsible for sales strategy and field sales. He orchestrated a turnaround in the Eastern Region and took his region from a year end performance of 40% of plan to 103% of plan in 5 months.

Mr. Martucci studied Business Administration at the University of Texas, Dallas.

Susan D. Hungate
Vice President, Human Resources

Susan D. Hungate, vice president of human resources, is responsible for developing, implementing, and evaluating HR policies and practices. She oversees recruitment, compensation and benefits, employee and organizational development, diversity employee relations, regulatory compliance and overall direction for development of the appropriate human resource infrastructure to support business objectives.

Ms. Hungate, a fifteen-year HR professional, understands the implications of business strategy on employee populations and is experienced in building an HR organization and developing innovative approaches -- both collaborative and practical. Previously, Ms. Hungate held various HR positions with Hughes Aircraft Company, most recently as director of human resources for the Space and Telecommunications Sector. In that position, Ms. Hungate was responsible for the development, management, recruitment and utilization of human resources. She administered and coordinated HR functions including employee relations, EEO, Affirmative Action, employment, compensation, organizational development and training.

Ms. Hungate received her B.A. degree in Psychology from the University of Wisconsin - Oshkosh. She received her M.A. degree in Psychology at Pepperdine University. Ms. Hungate received her M.B.A. degree from California State University, Dominguez Hills.

WILLIAM B. WILHELM, JR.
ATTORNEY-AT-LAW

**SWIDLER
&
BERLIN**
CHARTERED

DIRECT DIAL
(202)424-7827

December 19, 1996

DEPOSIT TREAS. REC. DATE

D424 19 4-1 DEC 20 '96

VIA OVERNIGHT DELIVERY

Ms. Brenda Hawkins
Florida Public Service Commission
Division of Communications, Certification & Compliance Section
Capitol Circle Office Center - 2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

Re: In the Matter of the Application of GE Capital-Rescom
to Provide Shared Tenant Service Within the State of Florida

Dear Ms. Hawkins:

Enclosed for filing are an original and 7 copies of GE Capital-Rescom's Application to provide shared tenant provider service. Also enclosed is the required filing fee of \$100.00 made payable to the Florida Public Service Commission.

Please date stamp the extra copy of the application and return it to me in the enclosed self-addressed, stamped envelope. Thank you for your attention to this matter.

Respectfully submitted,



William B. Wilhelm
Counsel for GE Capital-ResCom.

SWIDLER & BERLIN
CHARTERED
3000 K STREET, N.W., SUITE 300
WASHINGTON, D.C. 20007

FIRST UNION NATIONAL BANK
WASHINGTON, D.C.

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EXACTLY100*DOLLARS AND*00*CENTS

DATE

AMOUNT

12/19/96

GENERAL ACCOUNT
\$100.00

FLORIDA PUBLIC SERVICE COMMISS

