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MAIL ROOM

December 22, 1997

Division of Records & Reporting
2540 Shumard Oak Blvd.
Tallahassee FL 32399-0850

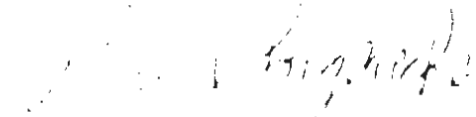
971642 Tx

We were recently approved as a new ALEC in the State of Florida for the purpose of providing local telephone service.

Enclosed you will find our application to **Change Ownership** of Eastland of Orlando Telephone Corporation within the State of Florida from Steven J. Longenecker 21 Kenbrook drive Vandalia Ohio 45377 to: Ian Karl Eisenberg and Danny Andrew McGinnis 2722 Eastlake Ave. E. Suite 200, Seattle, WA 98102.

We are currently negotiating interconnection agreements with Bell South, GTE and Sprint on behalf of the new owners. We plan to initially establish service in Miami, Jacksonville, Orlando, and Tampa. Our rates for service have not been established at this time. We will forward our tariffs after our interconnection agreements have been made. They will be sent to the Division of Records and Reporting at that time.

Respectfully submitted,



Steven J. Longenecker
Eastland of Orlando Telephone Corporation
937-890-4442 ext. 42

APPLICATION FOR

EASTLAND OF ORLANDO TELEPHONE CORPORATION APPROVAL OF ASSIGNMENT OF EXISTING CERTIFICATE WITHIN THE STATE OF FLORIDA

1. This is an application for (check one):

Original authority (new company)

Approval of transfer (to another certificated company)

Approval of assignment of existing certificate (to a noncertificated company)

Approval for transfer of control (to another certificated company)

2. Name of applicant:

Eastland of Orlando Telephone Corporation

Docket # 970585-TX Order # PSC-97-0801-FOF-TX Authority # T-97-0465

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

Old Address:

21 Kenbrook Drive

Dayton OH 45377

Phone: 937-890-4442

New Address:

2722 Eastlake Ave. E Suite 200

Seattle WA 98102

Phone: 206-505-5566

B. Florida mailing address including street name, post office box, city, state, and zip code, **will remain the same.**

7512 Dr. Phillips Blvd.

Suite 50-115

Orlando FL 32819

- C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, and zip code **will remain the same.**

7512 Dr. Phillips Blvd.
Suite 50-115
Orlando FL 32819

4. Structure of organization:

Individual Corporation
 General Partnership Limited Partnership

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

Corporate charter number:
P97000014908
FIN-31-1517244

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

Eastland of Orlando Telephone Corporation

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

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

Ian Karl Eisenberg
2722 Eastlake Ave.
Seattle WA 98102

Danny Andrew McGinnis
2722 Eastlake Ave.
Seattle WA 98102

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.

Application Liaison: Steven J. Longenecker, President
Eastland Telecommunications Consulting, Inc.
21 Kenbrook Drive
Dayton OH 45377
Phone: 937-890-4442 ext.42
longenecker@eastlandtele.com

Ongoing Liaison: Danny A. McGinnis,
Chief Operating Officer
2722 Eastlake Ave. E
Seattle WA 98102
Phone: 206-505-5566

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

Seattle 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 your company.

Customers may call: 888-909-7283

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

- A. Financial Capability -

See Attachment A

- B. Managerial Capability -

See Attachment B

- C. Technical Capability -

See Attachment C

ATTACHMENT A
FINANCIAL CAPABILITY

Eastland of Orlando Telephone Corporation ("EOTC" or Applicant") is financially qualified to provide its proposed services in its suggested serving area.

Estimated operating revenues and expenses have not yet been determined because two of the primary factors affecting those items will be in the regulatory obligations that the Commission will be imposing on ALEC's and the terms of interconnection EOTC will be able to arrange with Bell South, GTE, and Sprint are not known at this time. With the foregoing caveats EOTC is willing to make available certain financial information upon request by the Commission, under appropriate protection against public disclosure (including disclosure to competitors) given the highly confidential, proprietary and trade secret nature of the information.

ATTACHMENT B

MANAGERIAL CAPABILITY

Ian K. Eisenberg, President, a pioneer in the telephony, information technology and telecommunications industries, and is one of the youngest entrepreneurs working within the industry today. Eisenberg has consistently kept his organization on the cutting edge of technology and innovation. Since 1989, he has been immersed in the day-to-day operations of many aspects of the telecommunications industry.

Danny A. McGinnis, Chief Operating Officer, is the Second Principal Officer of the Eisenberg group of companies. McGinnis began his telephony career in 1981 when he joined the Bell System with Pacific Northwest Bell, where he managed several different departments. He and several associates from Bell left to form their own consulting company. In 1991, McGinnis joined the Eisenberg group of companies, where he currently heads an acquisition team that is actively seeking to develop new telecommunications companies around the world. McGinnis brings a high degree of professionalism and "Bell discipline" to an industry which is known for its fast pace and frequent changes.

Mr. Eisenberg and Mr. McGinnis are the owners and operators of the Eisenberg group of telecommunication companies consisting of over 14 different telecom companies including the following.

Kallback Direct - was incorporated in January 1993 and started marketing to the public in March of 1993.

It provides an international call-back service. That is, customers outside the U.S. use Kallback's service to call points in the United States and points in a third country. It is an arbitrage business taking advantage of the difference in rates between calls originating in foreign countries compared to the rates of calls originating in the U.S. The Company has bulk purchase wholesale contract with AT&T and other major long-distance companies.

Marathon Communications, Inc. - operates a state-of-the-art digital switch in Seattle, Washington. Fiberoptic connections are maintained to most major local, national and international carriers.

Utilizing the equal access features of the local telephone companies, Marathon provides equal access, one+, local, toll, national and international services.

Operator-assisted zero plus and zero minus calls are provided with a variety of billing mechanisms including direct billing, telco credit card usage, commercial credit card usage, and prepayment systems. Telephone credit cards are issued and calls placed worldwide from customers. A sophisticated switching center is provided for 800 and 900 Information Providers.

The Company has developed proprietary software and is a value added switch reseller and provides technical support for switches using the Marathon management software.

Cyberlink Communications - (d.b.a. Cyberspace) is an Eisenberg Company based in Seattle, Washington. Cyberlink Communications provides Internet connectivity activity and related services to an ever-increasing business and residential customer service base. The domain "cyberspace.com." (established in 1990) was derived from "Cyberspace" - the most recognizable synonym for "Internet."

Cyberspace provides direct T-1 connections to MCI's Internet backbone (which allows high-speed data transmission). The most advanced technical equipment, including numerous Sun Sparc Station servers operating around-the-clock, allows customers to access their SLIP/PPP and Unix Shell accounts via modem pools or from direct connections at their leisure.

Pacific Northwest Telecom, Inc.- is the engineering and development division of the Eisenberg group of companies. Pacific Northwest Telecom is currently staffed by three Software Engineers and four Hardware Engineers, who collectively oversee the hardware and software development needs for the computer and telephony systems used by the Eisenberg companies. Pacific Northwest Telecom's professional staff also directs the timely installation, testing and maintenance of the various companies' sophisticated equipment needs worldwide.

ATTACHMENT C

TECHNICAL CAPABILITIES

Pacific Northwest Telecom, Inc.- is the engineering and development division of the Eisenberg group of companies. Pacific Northwest Telecom is currently staffed by three Software Engineers and four Hardware Engineers, who collectively oversee the hardware and software development needs for the computer and telephony systems used by the Eisenberg companies. Pacific Northwest Telecom's professional staff also directs the timely installation, testing and maintenance of the various companies' sophisticated equipment needs worldwide.

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 alternative local exchange 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 or the second degree, punishable as provided in s. 775.082 and s. 775.083."

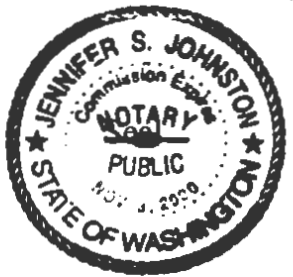
Official: *Ian K. Eisenberg*
Signature

Date: 12/17/97

Title: Ian K. Eisenberg
President

Address: 7512 Dr. Phillips Blvd.
Suite 50-115
Orlando FL 32819

The foregoing instrument was acknowledged before me this 17th day of September 1997 by



Jennifer S. Johnston
Notary Public: JENNIFER JOHNSTON
For the State of: WASHINGTON
My Commission Expires: 12/31/00