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400 NORTH TAMPA STREET, SUITE 2450  
TAMPA, FLORIDA 33602  
P. O. BOX 3350 TAMPA, FL 33601-3350  
(813) 224-0866 (813) 221-1854 FAX

PLEASE REPLY TO:  
TALLAHASSEE

TALLAHASSEE OFFICE:  
447 SOUTH GADSDEN  
TALLAHASSEE, FLORIDA 32301  
(850) 222-2525  
(850) 222-5606 FAX

RECORDS AND  
REPORTING

April 8, 1999

VIA HAND DELIVERY

Blanca S. Bayo, Director  
Florida Public Service Commission  
Division of Records and Reporting  
Gunter Building  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0870

990463-TX

Re: BlueStar Networks, Inc. ALEC Application

Dear Ms. Bayo:

Enclosed for filing are the original and six copies of BlueStar Networks, Inc.'s ALEC application, along with the \$250 application fee. Please stamp one copy of the application and return it to me.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely,

*Vicki Gordon Kaufman*

Vicki Gordon Kaufman

VGK/pr  
Encls.

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

Initials of person who forwarded check:

VGK

DOCUMENT NUMBER DATE

04581 APR -8 99

FPSC-RECORDS & REPORTING

## APPLICATION

ORIGINAL

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

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

BlueStar Networks, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

BlueStar Networks, Inc.

4. Official mailing address (including street name & number, post office box, city, state, zip code):

131 2nd Avenue North

Suite 500

Nashville, Tennessee 37201

5. Florida address (including street name & number, post office box, city, state, zip code):

c/o Vicki Gordon Kaufman, McWhirter Reeves, 117 South Gadsden Street, Tallahassee.

Florida 32301

6. Structure of organization:

- ( ) Individual      (X) Corporation  
( ) Foreign Corporation    ( ) Foreign Partnership  
( ) General Partnership    ( ) Limited Partnership  
  
( ) Other \_\_\_\_\_

7. **If individual**, provide:

Name: Not Applicable.

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

8. **If incorporated in Florida**, provide proof of authority to operate in Florida:

- (a) **The Florida Secretary of State corporate registration number:**

Not Applicable.

9. **If foreign corporation**, provide proof of authority to operate in Florida:

- (a) **The Florida Secretary of State corporate registration number:**

To be provided.

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:  
Not applicable.

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11. If a limited liability partnership, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:  
Not Applicable.

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12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name: Not Applicable.

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: Not Applicable.

14. Provide F.E.I. Number(if applicable): Federal EIN: 62-1761547

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

None.

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(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

None.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Richard L. Burtner

Title: Chief Financial Officer

Address: 131 2nd Avenue North, Suite 500

City/State/Zip: Nashville, Tennessee 37201

Telephone No.: (615) 255-2100 Fax No.: (615) 255-2102

Internet E-Mail Address: rburtner@bluestar.net

Internet Website Address: www.bluestar.net

(b) Official point of contact for the ongoing operations of the company:

Name: Richard L. Burtner

Title: Chief Financial Officer

Address: 131 2nd Avenue North, Suite 500

City/State/Zip: Nashville, Tennessee 37201

Telephone No.: (615) 255-2100 Fax No.: (615) 255-2102

Internet E-Mail Address: rburtner@bluestar.net

Internet Website Address: www.bluestar.net

(c) Complaints/Inquiries from customers:

Name: Fredjoseph Goldner

Title: Chief Executive Officer

Address: 131 2nd Avenue North, Suite 500

City/State/Zip: Nashville, Tennessee 37201

Telephone No.: (615) 255-2100 Fax No.: (615) 255-2102

Internet E-Mail Address: fjq@bluestar.net

Internet Website Address: www.bluestar.net

17 List the states in which the applicant:

(a) has operated as an alternative local exchange company.

Tennessee, Kentucky

(b) has applications pending to be certificated as an alternative local exchange company.

None.

(c) is certificated to operate as an alternative local exchange company.

Tennessee, Kentucky

- 
- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

No denials.

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- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None.

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- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

None.

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18. Submit the following:

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet:
2. income statement: and

3. statement of retained earnings.

**NOTE:** *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

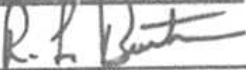
1. written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
  2. written explanation that the applicant has sufficient financial capability to maintain the requested service.
  3. written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.



**\*\* APPLICANT ACKNOWLEDGMENT STATEMENT \*\***

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

**UTILITY OFFICIAL:**

	<u>4/5/99</u>
Signature	Date
<u>Chief Financial Officer</u>	<u>(615) 255-2100</u>
Title	Telephone No.
Address: <u>131 2nd Avenue North, Suite 500</u>	<u>(615) 255-2102</u>
<u>Nashville, Tennessee 37201</u>	Fax No.

**ATTACHMENTS:**

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - INTRASTATE NETWORK
- C - AFFIDAVIT
- GLOSSARY

**CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT**

I, (Name) Not Applicable because this is an original certificate.

(Title) \_\_\_\_\_ of (Name of Company)

\_\_\_\_\_ and current holder of Florida Public Service Commission Certificate Number # \_\_\_\_\_  
\_\_\_\_\_, have reviewed this application and join in the petitioner's request for  
a:

- ( ) sale
- ( ) transfer
- ( ) assignment

of the above-mentioned certificate.

**UTILITY OFFICIAL:**

R. L. Burt  
Signature

4/5/99  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone No.

Address: \_\_\_\_\_

\_\_\_\_\_  
Fax No.

**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 company 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 s. 775.082 and s. 775.083."

**UTILITY OFFICIAL:**

<u>R.L. Burt</u>	<u>4/5/99</u>
Signature	Date
<u>Chief Financial Officer</u>	<u>(615) 255-2100</u>
Title	Telephone No.
Address: <u>131 2nd Avenue North, Suite 500</u>	<u>(615) 255-2102</u>
<u>Nashville, Tennessee 37201</u>	Fax No.
_____	_____
_____	_____
_____	_____

**BlueStar Properties, Inc./ BlueStar Networks, Inc. Consolidated Balance Sheet**  
**As of March 31, 1999**

Description	March 31, 1999 Balance
<b>Assets</b>	
<i>Current:</i>	
Cash	\$8,544,332
Accounts Receivable, net	\$16,459
Inventory	
Prepaid & Trade Show Deposits	\$26,676
<b>Total Current Assets</b>	<u>\$8,587,467</u>
Fixed Assets, Net	\$158,580
Goodwill	
Other Assets	\$42,350
<b>Total Assets</b>	<u>\$8,588,398</u>
<b>Liabilities &amp; Stockholders' Equity</b>	
<i>Current Liabilities:</i>	
Accounts Payable	\$34,399
Accrued Liabilities	\$254,429
Current Portion of Working Capital Debt	\$155,000
Other	
<b>Total Current Liabilities</b>	<u>\$443,828</u>
<i>Long Term Debt:</i>	
Non-Current Portion of Working Capital Debt	\$829,986
Capital Leases	
<b>Total Long Term Debt</b>	<u>\$829,986</u>
<i>Stockholders' Equity:</i>	
Common Stock	\$10,121
Preferred Stock	\$40,816
Paid in Capital - Common Stock	\$672,387
Paid in Capital - Preferred Stock	\$5,855,934
Retained Earnings (Deficit)	(\$1,294,675)
<b>Total Stockholders' Equity</b>	<u>\$5,314,584</u>
<b>Total Liabilities &amp; Stockholders' Equity</b>	<u>\$8,588,398</u>

**BlueStar Properties, Inc./ BlueStar Networks, Inc. Consolidated Income Statement  
For Twelve Months Ending December 31, 1998 and Three Months March 31, 1999**

Description	For the Period Ending	
	Twelve Months 12/31/98	Three Months 3/31/99
Net Sales	\$12,101	\$34,535
Cost of Sales	\$228,375	\$245,663
Gross Margin	<u>(\$216,274)</u>	<u>(\$211,148)</u>
Selling and G&A Expenses	\$495,749	\$346,783
Other Income/(Expense)	<u>\$0</u>	<u>\$0</u>
Income/(Loss) from Operations - EBIT	<u>(\$712,023)</u>	<u>(\$657,931)</u>
Interest Income/(Expense), Net	\$467	\$4,812
Income/(Loss) before Taxes	<u>(\$711,556)</u>	<u>(\$653,119)</u>
Income Taxes (Benefit)	<u>\$0</u>	<u>\$0</u>
Net Income/(Loss)	<u><u>(\$711,556)</u></u>	<u><u>(\$653,119)</u></u>

**BlueStar Properties, Inc./ Bluestar Networks, Inc. Consolidated Statement of Retained Earnings  
As of March 31, 1999**

Retained Earnings Balance, December 31, 1998	(\$711,556)
Income (Loss) Three Months Ending March 31, 1999	<u>(\$553,119)</u>
Retained Earnings Balance, March 31, 1999	<u><u>(\$1,264,675)</u></u>

Each of the undersigned officers of BlueStar Networks, Inc. hereby affirms that, to the best of his knowledge and belief, the unaudited financial statements attached hereto are true and correct.

**BLUESTAR NETWORKS, INC.**

By:   
Fred Joseph Goldner  
Chief Executive Officer

By:   
Richard L. Burtner  
Chief Financial Officer

4/5/99

### Financial Capability

BlueStar is financially qualified to provide telecommunications services within the State of Florida. Specifically, it has access to the capital required to fulfill any obligations it may undertake with respect to the operation and maintenance of its network and services throughout the State of Florida, including any lease or ownership obligations it may undertake. As evidenced by the financial statements attached hereto, BlueStar has already raised substantial capital from private investors. Most recently, BlueStar's parent, BlueStar Properties, Inc., closed on an additional equity round with two groups of professional venture investors that added \$6 million of equity capital. BlueStar will have direct access to this additional capital, which will be used to fund its operations and maintain its statewide service. The Company also has \$1,000,000 of working capital from Ascend Communications, Inc. ("Ascend"), a publicly-traded company who recently announced it is merging with Lucent Technologies, Inc. Additionally, Ascend, a leading telecommunications and digital subscriber line ("DSL") equipment manufacturer and supplier, and BlueStar have entered into a multi-million dollar equipment financing agreement, which will allow BlueStar to build its network in the State of Florida.



## Managerial and Technical Capabilities

BlueStar also has the managerial and technical abilities necessary to operate its DSL network and to provide both business and residential customers in the State of Florida with high-quality, high-speed Internet access, LAN extension, web hosting services, telecommuting, frame relay, encryption, virtual private networks, and content provisioning. BlueStar has received authority to and currently is operating its DSL networks in Tennessee and Kentucky. BlueStar has negotiated a region-wide interconnection agreement with BellSouth.

BlueStar is led by a highly-skilled management team and will bolster its knowledge and experience with the telecommunications and business expertise of Ascend. BlueStar's management team is as follows:

### **Fred Joseph Goldner, *Chief Executive Officer and President***

Mr. Goldner has had extensive Internet and networking experience. For example, he has developed applications for a software company deploying an electronic medical record system over the Internet and building data infrastructure nationally and internationally. Mr. Goldner also possesses expertise in encryption, networking, data warehousing, and application development. Before BlueStar, he was employed by KPMG Peat Marwick to develop their electronic commerce and consulting practice. He has also worked on large projects internationally, including managing the logistics and data network implementation for 2000+ employees of NBC and the 1992 Barcelona Summer Olympics. In addition, Mr. Goldner was in charge of the operations for United Parcel Service in Costa Rica, where he oversaw and managed customer service, market development, and logistics for the Caribbean region. Furthermore, he managed the complete logistics of a healthcare company expanding its services in Mexico. He handled all contracts and negotiations as well as the data networking and telecommunications topology between its United States corporate headquarters and Mexico. Mr. Goldner holds an MBA in finance from Columbia University.

### **Richard Burtner, *Chief Financial Officer and Secretary***

Mr. Burtner has assisted in raising \$165 million of venture, private equity and debt capital for several companies. An innovative professional with a diverse background, Mr. Burtner has more than 20 years experience in financial and business management in the areas of start-up companies, healthcare, distribution, manufacturing, service, systems implementation, profit generation, mergers and acquisitions and cash management. Mr. Burtner served as the Vice President of Finance at Dover Elevator Company, a \$400 million distribution, construction and service business with approximately 70 branch offices around the United States. Mr. Burtner also served as CFO, for more than four years, at a \$50 million Southeast regional construction, service and environmental company and as a Controller for a \$200 million international manufacturer. Mr. Burtner spent the first eight years of his career employed by a "Big Six" public accounting firm. Mr. Burtner holds a B.A. in accounting from Duke University.

**Scott Kozicki, Chief Technical Officer**

Mr. Kozicki has been a pioneering force in the development of the Internet in Nashville, Tennessee and is responsible for designing and implementing some of that city's most recognized corporate websites. Mr. Kozicki began his career as a graphic designer but expanded his expertise into multimedia production and, by the early 1990s, into Internet development. While serving as an independent consultant, he assisted the nation's top corporations, such as Disney, Pepsi, Alcoa, Nortel, Pizza Hut, Apple Computer, Saturn, and Nissan, by developing enterprise-grade network-based applications. As an independent consultant, Mr. Kozicki frequently was responsible for complete overhauls of corporate networks to take advantage of Internet-based applications and technologies. He is certified by Novell and Microsoft as a systems and network engineer and has seven years of experience in Internet-protocol based networks and applications. From 1997 through early 1998, Mr. Kozicki was actively involved in deploying advanced Internet-based applications for Service Merchandise corporation, including the company's website and several mission critical Intranet applications.

Mr. Kozicki has used his broad experience and expertise in the development and deployment of Internet systems and advanced data services to oversee and manage the implementation and operation of BlueStar's networks in Tennessee and Kentucky since their inception. Through the last 18 months, Mr. Kozicki has been responsible for overseeing BlueStar's diligent testing of its DSL-based technologies and various network implementations to determine the best network design for providing advanced telecommunications services through the public switched telephone network. BlueStar's testing results and designs have been used by BlueStar's equipment vendors in deployments in other areas around the country. In designing its network, Mr. Kozicki consulted with companies and individuals with expertise in ATM, frame relay, and the public switched telephone network to validate and critique BlueStar's DSL-based network design to ensure a robust implementation.

Mr. Kozicki also has been responsible for creating the deployment and customer service teams associated with BlueStar's services. Mr. Kozicki has used his extensive experience working with the telecommunications departments of major corporations as well as several Regional Bell Operating Companies to assemble quickly a team of seasoned installation technicians already familiar with the public switched telephone network, as well as expert data services engineers. With BlueStar's serious focus on customer care, Mr. Kozicki is building a service system that scales to the thousands, but provides individual attention and immediate access.

BlueStar will receive additional technical support for 1999 from an on-site, full-time Network Engineer assigned to BlueStar and supplied by Ascend, who will assist BlueStar in implementing and coordinating BlueStar's DSL network and the equipment necessary to provide DSL service. Ascend is a leading provider of technology and equipment solutions for telecommunications carriers, Internet service providers, and corporate customers worldwide. It has extensive experience in building carrier and Internet service provider networks, providing enterprise connections to public network facilities, and providing enterprise wide access networks

(WANs). Ascend is the number one provider of frame relay and ATM equipment to service providers worldwide.

The current Ascend consultant is Don Simpson. The addition of Mr. Simpson will complement Mr. Kozicki's and Mr. Terrence Peters' experience and provide sufficient technical qualifications to deploy DSL and render excellent service to BlueStar's customers. Mr. Simpson has extensive experience with the telecommunications industry. BlueStar will also have the full support of Ascend's Professional Services Department for other individuals with telecommunications experiences, where required.

BlueStar has also continued to build its in-house technical staff. Currently, BlueStar has 7 technical personnel (in addition to the Ascend Network Engineer), all of whom have worked for or with telecommunications or Internet companies. Before it begins actual operations in Florida, BlueStar will establish a technical presence in the state. The full resumes of each member of the senior management team and of Terrence Peters are attached hereto.

In addition, BlueStar has retained the consulting services of Cathey, Hutton & Associates to provide regulatory and operations counseling. Cathey, Hutton & Associates was founded in 1986 to address an increasing need for current information and counsel in the telecommunications industry. Cathey, Hutton & Associates specializes in state and federal regulatory services; CLEC feasibility studies, interconnection negotiations and implementation; rates/tariffs; cost separations; local number portability; AOCN; mergers and acquisitions; financial assessments; broadband design; strategic planning; research and marketing consulting; Internet services; software development; and other management support services.

**FREDJOSEPH GOLDNER**

949 Harpeth Bend  
 Nashville, Tn 37221  
 615 673-0025

**EDUCATION**

- 1994-1995 **COLUMBIA BUSINESS SCHOOL** New York, NY  
 MBA, Finance, International business, May 1995  
 Latin American Business Association, International Business Society, Finance Club  
 Dean's List
- 1985-1989 **WASHINGTON UNIVERSITY** St. Louis, MO  
 B.A. History and Science, May 1989  
 Dean's List  
 Established and managed own campus business COLONIAL RUG COMPANY
- 1987 **HARVARD UNIVERSITY** Cambridge, MA  
 Physics summer term study program

**INTERNATIONAL/LOGISTICS /LEADERSHIP**

- 1993 **REN CORPORATION USA/MEXICO** Mexico City, Mexico  
INTERNATIONAL OPERATIONS MANAGER  
  - Developed first modern dialysis clinic in Mexico
  - Coordinated importation/exportation of \$750,000 of medical equipment
  - Obtained permits and licensing
  - Set up Mexico corporate offices
  - Installed computer network connecting Mexico and US corporate offices for patient control billing, inventory and financial information
  - Negotiated contracts with Mexican medical equipment suppliers
- 1992 **NBC SUMMER OLYMPICS** Barcelona, Spain  
PRODUCTION SERVICES-LOGISTICS  
  - Designed and Implemented logistics strategy for supply, set-up and break-down of NBC broadcast facilities for 2000 employees at 15 Olympic venues in Spain
  - Negotiated multi-million dollar contracts with Spanish and International contracts
  - Headed post-Olympics sale of over \$5,000,000 off equipment
- 1990-92 **UNITED PARCEL SERVICE/ PERIODICOS INTERNACIONALES** San Jose, Costa Rica  
COUNTRY AND REGIONAL MANAGER  
  - Managed Costa Rican UPS operations including all aspects of delivery, export, import vehicle maintenance, employee training, and customer service
  - Authored operation and employee training manuals in Spanish
  - Devised and initiated employee incentive program, increasing on-the-job productivity by 15%
- BUY DIRECT/ PERIODICOS INTERNACIONALES**  
PROJECT COORDINATOR  
  - Developed first catalog telemarketing business in Costa Rica
  - Strategized advertisement campaign in magazines, cable TV and newspapers
  - Produced telephone sales script and procedures manual

**INTERNET DEVELOPMENT and CONSULTING**

- 1996-present **MEDICAL INFORMATION MANAGEMENT SYSTEMS** Nashville, TN  
CONSULTANT and DIRECTOR OF INTERNET SERVICES  
  - Coordinated development of first secure site transmitting patient data over the internet
  - Worked on exclusivity agreement with America On line to provide patient data on their network
  - Designed and programmed world wide web site including implementation of a secure network
  - Implemented firewall construction, secure router, and secure software configuration
- 1995-1996 **B. A. PARGH-Subsidiary of Service Merchandise**  
DIRECTOR OF NEW BUSINESS DEVELOPMENT  
  - Designed internet strategy and shopping site on the World Wide Web
  - Developed dynamic database in coordination with Advertising and Merchandising
  - Strategized international expansion, exporting office products to Latin America

**ADDITIONAL INFORMATION** Programming languages: JavaScript, PERL, basic C++ Work authorized in the US and Costa Rica  
 Fluently speak, write, and read Spanish.

**RICHARD L. BURTNER, CPA**  
6337 Johnson Chapel Road  
Brentwood, TN 37027  
615-377-8680

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## SUMMARY

Offer experience in Senior financial management for venture capital backed healthcare start-up companies, a \$400MM distribution, construction and service business, a \$200MM international manufacturing company, a \$50MM Southeast regional distribution and environmental firm and the career foundation of "Big Six" public accounting. As a public accounting manager, developed solid client relationships, provided excellent service, and developed a business acumen that extended beyond the boundaries of accounting. Through my industry experience, have developed the skills to manage the financial and administrative side of a business while partnering with operating management.

## EDUCATION

**DUKE UNIVERSITY**, Durham, NC  
Bachelor of Arts in Accounting

1979

## EXPERIENCE

**BLUESTAR COMMUNICATIONS, LLC** (a Digital Subscriber Line and Internet Start-up) 3/98- Present  
Chief Financial Officer

- Integrally involved in writing the Business Plan and developed the financial model as one of the Founders that raised \$5 million of initial equity capital and a \$10 million favorable line of credit.
- Instrumental in "getting the company off the ground", developing strategy and addressing operational implementation issues.

**MEDICAL INFORMATION MANAGEMENT SYSTEMS, INC.** (\$8MM Early Stage Healthcare Company) 4/97-3/98  
Chief Financial Officer

- Led all facets of the Private Equity Placement process in conjunction with a nationally recognized investment banking firm that raised \$11.1MM from Venture Capital and individual investors.
- Developed the financial projections, unit economic models associated with the business and identified the primary product lines for financial reporting.
- Managed a restructuring of the business that entailed downsizing 25% of the work force based on the consensus of Senior Mgmt. after evaluating the economic drivers of the business.
- Improved employee morale by installing a 401-K plan with performance driven employer contributions.
- Oversaw the implementation of Oracle G/L, Purchasing and A/P accomplished in 6 weeks

**BIOMED INTERNATIONAL** (Healthcare Start-up) 4/96-3/97  
Chief Financial Officer

- Instrumental in forming ground floor company incorporated 3/96.
- Integral part of the team that wrote the business plan, formed the business strategy and attracted \$1.3MM of first phase private and Venture Capital investment.
- Led the acquisition and due diligence process for 3 businesses ranging in size from a \$4MM private company to a \$60MM public company. Negotiated the deal and stock purchase agreement for the \$4MM business and financially engineered its funding with our bank. Worked with an internationally recognized investment banking and venture firm on the \$60MM public company offer.
- Developed a strong relationship with the owner, provided business management and advice to him, and implemented changes to his \$4MM business (Biomed's platform acquisition) that improved EBITDA by 250% over a four month period.

# TERRENCE PETERS

9533 O'HARA DR • BRENTWOOD, TN 37027  
PHONE (615) 907-0261 • E-MAIL TERRENCE@EDGE.NET

## OBJECTIVE

To obtain a position in which I can utilize my education and past experience to grow into the management ranks of a growing company.

## EDUCATION

- 1998 Honolulu, HI
- Advanced Cisco Routing Class (ACRC)
- 1994 Nashville, TN
- Advanced Windows NT 3.5.1 Administration classes.
- 1994-1995 Middle Tennessee State University Murfreesboro, TN
- Bachelor of Science*
- Currently in senior standing towards the degree of Bachelor of Science.
  - Majoring in Management of Information Systems and Minorng in Business Communications and Business Law.
- 1991-1994 Tennessee Technological University Cookeville, TN
- Bachelor of Science*
- Majoring in Management of Information Systems and Minorng in Business Communications and Business Law.

## PROFESSIONAL EXPERIENCE

August 1995 - Present EdgeNet Media  
Sr. Network Engineer Brentwood, TN

Employed as Network Operations Team Leader providing tier three technical support to internal staff and customers. Areas of responsibility include: determine single points of failure and provide solutions for high availability data center and provide network design and deployment and collecting data of system and network performance with SNMP. Also worked with CLEC, IXC, ILEC for installation and troubleshooting of digital circuits. Designed, installed and manage a multi-router, multi-homed redundant network to the Internet. Installed and manage 12 Sun Sparc Servers running Solaris 2.5.1 and 2.6. Designed and deployed Access Servers to sustain a 5,000 user customer dialup solution to the Internet. Provided network, server and web security to the infrastructure and customer networks. Company awarded "Best Internet Service Provider 1998 Readers Poll" by the Nashville Scene. Provided network consulting.

February 1995 - May 1995  
Lab Assistant

Middle Tennessee State University  
Murfreesboro, TN

Employed as a Lab Assistant in the Computer Science Department at Middle Tennessee State University. Responsibilities included answering hardware, software and programming problems. Also, entailed helping students gain knowledge of the Internet and HPUNIX (Hewlett Packard Unix)

May 1993 – August 1994  
Systems & Network Analyst

Advanced Integrated Technology  
Columbia, TN

Employed as internal network design and technical support. I was part of the network team to build servers and network design for multi-million dollar government contracts. Provided technical support for awarded contracts from the Air Force, Army Material Command, Federal Emergency Management Agency.

May 1993 – August 1994  
Programmer

Progressive Communications Technology  
Brentwood, TN

Employed for database design, system programming, network support, and maintenance for a call processing system used for site polling. This system was written in Paradox and provides for automatic site call-up to insure systems and operational and to obtain current call revenue by site.

January 1987 - April 1993  
Systems Analyst

Advanced Integrated Technology  
Columbia, TN

Employed working after school and during summer in Marketing Department. Responsibilities included graphic network design and proposal entry for multimillion dollar government contracts. Experience included extensive graphical design on Macintosh and SunOS in AutoCAD. I gained on the job experience in learning Cobol and C programming language, server administration and network support on a variety of platforms.

#### **TECHNICAL EXPERIENCE**

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Software: Microsoft Office, AutoCAD, Paradox Apache web server, Sendmail, PostOffice, INNd, BIND, Secure Shell, Netscape Enterprise Web Server, TFTP, FTP, Telnet, Stronghold, SSL, RADIUS, NFS, NIS+, SNMPd.

Hardware: Intel x86, HP 9000, DEC Alpha AXP, MicroVAX II & III, NeXT, Macintosh, Sun Ultra SparcServer, Cisco 1600, 2500 and 7200 series routers, Cisco 5500 series switches, Ascend 4000 series Access Servers, Lucent PM2 series Access Servers, 3com switches, hubs and routers.

Operating Systems: DOS, Windows 3.11, 95 and 98, Windows NT 3.5.1 and 4.0, HP-UX, Linux, VAX/VMS, OSF/1, SunOS 4.x, Solaris 2.x, IRIX, NeXTOS, SCO, X Windows, Macintosh Systems, Ascend True Access Operating System (TAOS), Cisco IOS (Internetworking Operating System), Lucent ComOS.

#### **AWARDS RECEIVED**

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Received award from The Sociological Symposium for research on the Impact of Information Security on the Workplace.

Awarded the Journalism award for providing Brentwood High School with closed circuit news with the closed caption television network. This network is now expanded to providing news to the community throughout Williamson County.

DEPOSIT

DATE

ORIGINAL

D125

APR 09 1993  
APPLICATION

990463-TX

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

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

BlueStar Networks, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

BlueStar Networks, Inc.

4. Official mailing address (including street name & number, post office box, city, state zip code):

131 2nd Avenue North

Suite 500

Nashville, Tennessee 37201

**BlueStar COMMUNICATIONS**

131 2ND AVE. NORTH  
FLOOR 5  
NASHVILLE, TN 37201  
(615) 255-2100



**First American**  
First American National Bank

NASHVILLE, TN  
87-1/640

1589

Memo:

DATE	AMOUNT
Apr 5, 1999	*****\$250.00*

PAY

Two Hundred Fifty and 0/100 Dollars

TO THE  
ORDER  
OF

Fla Public Service Commission  
Tallahassee, FL

04581 APR 12, 99

*R. J. Burt*

