



**Cathey, Hutton & Associates, Inc.**  
Telecommunications Management Consulting

DEPOSIT DATE  
D129 APR 26 1999

April 20, 1999

Florida Public Service Commission  
Division of Telecommunications  
Bureau of Certification and Service Evaluation  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

69 APR 22 11 00 11  
RECEIVED  
COMMUNICATIONS SECTION

990519-TI

Letter of Transmittal

Enclosed you will find one original and six (6) copies of the application form for TranStar Communications, L.C. to provide resold local exchange telecommunications services in the state of Florida.

All questions regarding this application should be addressed to:

Marsha Spellman  
Assistant Director, Regulatory Services  
Cathey Hutton & Associates, Inc.  
12503 SE Mill Plain Blvd., Suite 200  
Vancouver, WA 98684

Telephone: 360-253-5500  
Fax: 360-253-5380

Sincerely,

*Marsha Spellman*  
Marsha Spellman  
Assistant Director, Regulatory Services

cc: Jeffery Dixon, TranStar

enclosures

MS:dw

12503 Southeast Mill Plain Blvd.  
Suite 200  
Vancouver, Washington 98684-4009  
Voice (360) 253-5500  
Facsimile (360) 253-5380

2711 IBJ Freeway  
Suite 560  
Dallas, Texas 75234-7321  
Voice (972) 484-2323  
Facsimile (972) 243-6139

3721 Executive Center Drive  
Suite 200  
Austin, Texas 78731-1639  
Voice (512) 343-2544  
Facsimile (512) 343-0119

3300 Holcomb Bridge Road  
Suite 286  
Norcross, Georgia 30092-3238  
Voice (770) 446-7242  
Facsimile (770) 446-7243

DOCUMENT NUMBER - DATE

05235 APR 22 99

FPSC-RECORDS/REPORTING



Cathey, Hutton & Associates, Inc.  
Telecommunications Management Consulting

DEPOSIT  
D129

DATE  
APR 26 1999

April 20, 1999

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MILLER ROOM

Florida Public Service Commission  
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Cathey Hutton & Associates, Inc.  
12503 SE Mill Plain Blvd., Suite 200  
Vancouver, WA 98684

Telephone: 360-253-5500  
360-253-5280

**TRAN STAR COMMUNICATION**

P.O. BOX 211807  
BEDFORD, TX 76095  
(817) 318-1644

WELLS FARGO BANK  
P.O. BOX 152806  
IRVING, TX 75015-2806

12349

91-119/1221 (1)

4/16/99

PAY  
TO THE  
ORDER OF

Florida PSC

\$ \*\*250.00

Two Hundred Fifty and 00/100\*\*\*\*\* DOLLARS

Florida PSC

DOCUMENT NUMBER-DATE

05235 APR 22

*Robert H. Shields*

AUTHORIZED SIGNATURE

MEMO

REC-RECORDS/REPORTING

11

Security features. Details on back.



MP

**\*\* FLORIDA PUBLIC SERVICE COMMISSION \*\***

**DIVISION OF TELECOMMUNICATIONS**  
**BUREAU OF CERTIFICATION AND SERVICE EVALUATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE**  
**ALTERNATIVE LOCAL EXCHANGE SERVICE**  
**WITHIN THE STATE OF FLORIDA**

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Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission  
Division of Telecommunications  
Bureau of Certification and Service Evaluation  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6600**

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission  
Division of Telecommunications  
Bureau of Certification and Service Evaluation  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6600**

## APPLICATION

1. This is an application for  $\checkmark$  (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:

TranStar Communications USA, L.C.

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

None

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

TranStar Communications USA, L.C.

2101 Harwood Road, Suite 115

Bedford, Texas 76095-8807

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

None

6.     Individual                                   Corporation  
       Foreign Corporation                     Foreign Partnership  
       General Partnership                 Limited Partnership  
  
       Other \_\_\_\_\_

7.    **If Individual**, provide:

**Name:** N/A

**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:**  
      N/A

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

(a)    **The Florida Secretary of State corporate registration number:**  
  
      M99000000469

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:**  
  
      N/A

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

(a)    **The Florida Secretary of State registration number:**  
  
      N/A

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

Name: N/A

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:** N/A

14. **Provide F.E.I. Number** (if applicable): 75-2680228

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 of the officers have been adjudged bankrupt, mentally incompetent,

or found guilty of a felony.

(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.

No

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

(a) The application:

**Name:** Ms. Marsha Spellman

**Title:** Assistant Director – Regulatory Services

**Company:** Cathey, Hutton & Associates, Inc.

**Address:** 12503 SE Mill Plain Blvd., Suite 200

**City/State/Zip:** Vancouver, WA 98684

**Telephone No:** (360) 253-5500

**Fax No:** (360) 253-5380

**Internet E-Mail Address:** Marshas@cha.org

**Internet Website Address:** www.cha.org

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

**Name:** Mr. Jeffery M. Dixon

**Title:** Vice President and General Counsel

**Company:** TranStar Communications USA, L.C.

**Address:** 2101 Harwood Road, Suite 115

**City/State/Zip:** Bedford, TX 76095-8807

**Telephone No:** (817) 355-3123

**Fax No:** (817) 785-2080

**Internet E-Mail Address:** N/A

**Internet Website Address:** N/A

(c) Complaints/inquiries from customers:

**Name:** Mr. Shannon Humphreys

**Title:** Customer Service

**Company:** TranStar Communications USA, L.C.

**Address:** 2101 Harwood Road, Suite 115

**City/State/Zip:** Bedford, TX 76095-8807

**Telephone No:** (800) 700-6071

**Fax No:** (817) 785-2080

**Internet E-Mail Address:** N/A

**Internet Website Address:** N/A

17. List the states in which the applicant:

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

Texas, Kansas, Kentucky, Alabama, Arkansas

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

Tennessee, North Carolina, South Carolina, Mississippi, Louisiana,

California, Illinois, Georgia, Missouri, Oklahoma

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

Texas, Kansas, Kentucky, Alabama, Arkansas

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

None

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

None



- (f) has been involved in civil court proceedings with an inter-exchange 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 be so 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 ACKNOWLEDGEMENT 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>Signature</u>	<u>4-2-99</u>
<u>V.P. + General Counsel</u>	<u>(817) 355-3123</u>
<u>Title 2101 Harwood Rd., Suite 115</u>	<u>Telephone No.</u>
<u>P.O. Box 211807</u>	<u>(817) 318-1651</u>
<u>Address</u>	<u>Fax</u>
<u>Bedford, Texas 76095-8807</u>	

**ATTACHMENTS:**

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

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

I, (Name) \_\_\_\_\_

(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:**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Title**

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

\_\_\_\_\_  
**Address**

\_\_\_\_\_  
**Fax**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**INTRASTATE NETWORK (if available)**

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

**1. POP:** Addresses where located, and indicate if owned or leased.

	own	lease
1) _____	<input type="checkbox"/>	<input type="checkbox"/>
2) _____	<input type="checkbox"/>	<input type="checkbox"/>
3) _____	<input type="checkbox"/>	<input type="checkbox"/>
4) _____	<input type="checkbox"/>	<input type="checkbox"/>

**2. SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

	own	lease
1) _____	<input type="checkbox"/>	<input type="checkbox"/>
2) _____	<input type="checkbox"/>	<input type="checkbox"/>
3) _____	<input type="checkbox"/>	<input type="checkbox"/>
4) _____	<input type="checkbox"/>	<input type="checkbox"/>

**3. TRANSMISSION FACILITIES:** POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

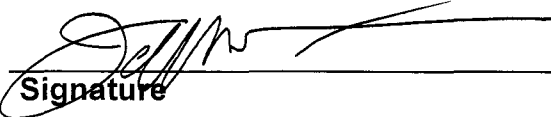
	own	lease
1) _____	<input type="checkbox"/>	<input type="checkbox"/>
2) _____	<input type="checkbox"/>	<input type="checkbox"/>
3) _____	<input type="checkbox"/>	<input type="checkbox"/>
4) _____	<input type="checkbox"/>	<input type="checkbox"/>

**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:**

 <b>Signature</b>	<u>4-2-99</u> <b>Date</b>
<u>V.P. + General Counsel</u> <b>Title</b>	<u>(817) 355-3123</u> <b>Telephone No.</b>
<u>2101 Harwood Rd., Suite 115</u> <b>Address</b>	<u>(817) 318-1651</u> <b>Fax No.</b>
<u>P.O. Box 211807</u>	
<u>Bedford, Texas 76095-8807</u>	
_____	
_____	

**APPLICATION OF  
TRANSTAR COMMUNICATIONS USA, L.C.**

**EXHIBITS**

- A. Financial Statements
  - B. Demonstration of Managerial, Financial, and Technical Capabilities
  - C. Biographies of Key Management Executives
  - D. Articles of Incorporation and Certificate of Authority to Transact Business in the State of Florida
-

**APPLICATION OF  
TRANSTAR COMMUNICATIONS USA, L.C.**

**EXHIBIT A  
Financial Statements**

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**TRANSTAR COMMUNICATION**Balance Sheet  
As of December 31, 1998**ASSETS****Current Assets:**

Norwest Account	7,500.00
Wells Fargo Account	10,000.74
Short Term Receivables *	2,887,500.00
<b>Total Current Assets</b>	<b>2,905,000.74</b>

**Fixed Assets:**

Computer & Equipment	47,677.52
Equipment & Switch (Redcom)	515,510.00
Furniture & Fixtures	460,814.00
Leasehold Improvements	22,460.00
<b>Total Fixed Assets</b>	<b>1,046,461.52</b>

**Other Assets:**

Licenses & Permits	2,087,919.00
<b>Total Other Assets</b>	<b>2,087,919.00</b>

**TOTAL ASSETS** 6,039,381.26

**LIABILITIES & EQUITY****Current Liabilities:**

Accounts Payable	858,597.86
Southwestern Bell	0.00
Payroll Taxes	118,379.04
Advertising	0.00
<b>Total Current Liabilities</b>	<b>976,976.90</b>

**Long Term Liabilities:**

Notes Payable	826,164.00
Organization & Start Up Costs	217,500.00
<b>Total Long Term Liabilities</b>	<b>1,043,664.00</b>

**Equity:**

Member Contributions	2,168,592.00
Retained Earnings	-107,889.00
Current Year Earnings	1,958,037.36
<b>Total Equity</b>	<b>4,018,740.36</b>

**TOTAL LIABILITIES & EQUITY** 6,039,381.26

*Robert H. Shields*

Robert H. Shields, Sr.  
CEO and Member-Manager

\*3.75 months receivables from customer base @14,000 likely to increase or decrease within 110 day period.  
Average receivable is 55.00.

# TRANSTAR COMMUNICATIONS

## Profit and Loss

	JAN - SEPT	OCTOBER	NOVEMBER	DECEMBER	YTD
<b>INCOME</b>					
Sales	2,018,409.12	908,428.51	630,531.32	666,211.88	4,223,580.83
Other Income		92,300.00	75,000.00	159,000.00	326,300.00
<b>TOTAL INCOME</b>	<b>2,018,409.12</b>	<b>1,000,728.51</b>	<b>705,531.32</b>	<b>825,211.88</b>	<b>4,549,880.83</b>
<b>EXPENSES</b>					
Advertising	474,842.31	161,244.96	110,431.71	105,484.96	852,003.94
Answering Service (Call Center - California)	10,693.00	6,000.00	0.00	5,000.00	21,693.00
Auto Expense	0.00	0.00	1,257.85	1,342.15	2,600.00
Bank Service Charges	25.91	1,526.00	771.16	0.00	2,323.07
Cleaning	2,829.78	500.00	300.00	845.00	4,474.78
Commissions Expense	0.00	0.00	10,400.00	0.00	10,400.00
Consultants	24,400.00	0.00	0.00	0.00	24,400.00
Contract Labor (Vendors)	52,138.15	48,948.08	39,533.09	19,790.99	160,410.31
Contributions	0.00	300.00	100.00	0.00	400.00
Copier Expense	1,516.15	2,245.27	8,476.08	3,062.97	15,300.47
Equipment Rental	0.00	534.23	0.00	2,483.62	3,017.85
Filing Fees	1,325.00	0.00	10.00	0.00	1,335.00
Furniture & Equipment	24,481.62	1,708.39	12,217.40	5,180.04	40,826.77
Insurance - Auto	1,739.30	980.00	0.00	537.24	3,256.54
Insurance - Group	6,438.58	2,025.88	2,025.94	2,487.96	12,978.36
Interest Expense	0.00	0.00	23,808.00	0.00	23,808.00
Legal & Professional Fees	12,400.00	19,337.16	3,210.00	52,841.28	87,788.44
Licenses & Permits	0.00	98.00	0.00	665.28	763.28
Miscellaneous	22,863.00	37,590.48	4,914.65	13,505.79	78,873.92
Payroll - Hourly	97,523.72	126,596.43	101,591.72	121,084.16	446,796.03
Payroll - Salaried	99,311.00	36,349.00	11,834.00	13,484.00	160,978.00
Pest Control	389.70	0.00	0.00	0.00	389.70
Postage & Delivery	15,012.47	7,042.96	5,683.31	5,677.85	33,416.59
Printing & Reproduction	11,200.03	6,165.64	3,705.67	3,699.32	24,770.66
Referral Fees	300.00	700.00	0.00	0.00	1,000.00
Refunds - Customers	3,700.90	1,054.00	248.00	2,287.44	7,290.34
Refunds - Other	1,600.00	0.00	0.00	0.00	1,600.00
Rent	21,781.37	5,515.00	5,515.00	5,935.00	38,746.37
Renovations & Sign (Building)	9,000.75	488.75	2,245.18	639.11	12,373.79
Repairs - Equipment	5,129.20	0.00	32.48	0.00	5,161.68
Security System	67.87	0.00	78.48	58.29	204.64
Storage	795.00	0.00	0.00	700.30	1,495.30
Supplies - Office	29,868.62	5,171.87	2,102.57	3,079.09	40,222.15
Supplies - Other	457.88	0.00	528.72	-195.37	791.23
Telephone - Company	237,922.43	116,505.62	117,095.70	34,024.11	505,547.86
Travel & Entertainment	4,520.28	5,614.00	3,000.56	3,786.96	16,921.80
Utilities - Gas & Electric	9,224.47	-1,399.62	1,471.41	1,499.69	10,795.95
<b>TOTAL EXPENSES</b>	<b>1,183,498.49</b>	<b>591,308.34</b>	<b>472,588.68</b>	<b>408,987.23</b>	<b>2,591,843.47</b>
4/15/99 12:18 PM					
<b>NET INCOME</b>	<b>834,910.63</b>	<b>409,420.17</b>	<b>232,942.64</b>	<b>417,639.40</b>	<b>1,958,037.36</b>

**APPLICATION OF  
TRANSTAR COMMUNICATIONS USA, L.C.**

**EXHIBIT B**

**Demonstration of Managerial,  
Financial, and Technical Capabilities**

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**Addendum to TranStar Communications, L.L.C.  
Application as a Reseller of Telecommunication Service in the State of Florida**

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**Demonstration of Managerial, Financial, and Technical capabilities:**

TranStar is managerially, technically and financially qualified to provide local exchange resale services with the State of Florida.

A. Financial Capabilities

TranStar has adequate access to the financing and capital necessary to conduct its telecommunications operations and possesses the financial qualifications required of applicants for the license requested herein. Attached are the most recent financial statements for TranStar which demonstrate that TranStar possesses the sound financial support necessary to competently and effectively provide the service authority requested by this application.

TranStar has the financial fortitude to provide resold services in the geographic areas proposed to serve, this includes all areas served by Bell South. In addition, as a reseller of residential local exchange service, TranStar will not need capital to build its own network. Rather it will resell the services of the underlying carrier. Transtar has the financial capabilities to lease these services.

See Exhibit A for Financial Statements

B. Managerial Capabilities

TranStar has a strong management team in place that is providing the leadership necessary for a successful telecommunications operation as envisioned by this Applicant.

**Addendum to TranStar Communications, L.L.C.  
Application as a Reseller of Telecommunication Service in the State of Florida**

---

The top management team includes:

**Harvey Earles**, Chairman of the Management Committee, who has worked in management and ownership of various business ventures including the animal feed industry, oil field supply, drilling and developing oil and gas wells.

**Robert H. Shields, Jr.**, President, who has been with TranStar from the beginning and possesses a wealth of knowledge and experience in the developing of sales and marketing strategies as well as in depth knowledge of the telecommunications industry.

**Jeffery M. Dixon**, Vice President and General Counsel joined the TranStar team last October and brings to the table many years of management experience. Mr. Dixon's background includes over eleven (11) years in the military, six (6) years in the ministry, and over fourteen (14) years in private law practice, having a license to practice law issued by the State Bar of Texas.

**Chuck N. Salas**, Vice President of Operations, rounds out the management team by bringing a strong telecommunications background to the Company. He has over seventeen (17) years of industry experience having worked for many of the industry achievers in the telecommunications field

See Exhibit B for Biographies of Key Management Executives

**Addendum to TranStar Communications, L.L.C.  
Application as a Reseller of Telecommunication Service in the State of Florida**

---

C. Technical Capabilities

TranStar is technically qualified to provide telecommunications services in Louisiana. As a reseller of local exchange services, TranStar will provide services using the facilities of existing providers. TranStar does not plan to install any transmission facilities or plant in the State. Therefore, TranStar will be as technically sound as the underlying carrier. In addition, Vice President of Operations, Chuck Salas has a technical background that is extremely broad and will enable him to ensure that all technical needs will be adequately addressed.

**APPLICATION OF  
TRANSTAR COMMUNICATIONS USA, L.C.**

**EXHIBIT C**  
**Biographies of Management**

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**Biographical Sketches on Key Executives/Managers for  
TranStar Communications, L.L.C.**

1. **Harvey Earles, Chairman of the Management Committee**

Mr. Earles is also the Owner and General Manager of Big E Industries, L.C., Owner-Operator of Double E Resources, Inc., Owner-Operator of Tarrant County Processors, Inc., Partner of PAE Petroleum, and Chairman of the Board of Temper-Sensor International, Inc. of Texas. Mr. Earles graduated in 1977 for Southeastern Oklahoma State University with a B.A. in Accounting. He has worked in Management and ownership of various business ventures including the animal feed industry, oil field supply, drilling and developing oil and gas wells. He also holds a commercial pilots license. During college he worked as traffic manager of Big E Industries, Inc. in charge of traffic in and out of three plants, plus office personnel, daily and monthly reports. As Owner-Operator of Red Label Products, he supplied oil fields in the Permian Basin. He then became Executive Vice President of United Energy Corporation and was placed in charge of Big E Industries Division, supervising and operating the cattle feed division, which he later purchased. He also reviewed oil well drilling prospects, summarized and approved exploratory well expenditures, and was in charge of all revenues for the corporation.

2. **Robert H. Shields, Jr., President**

Mr. Shields has been with TranStar from the beginning and possesses a wealth of knowledge and experience in the developing of sales and marketing strategies as well as in depth knowledge of the telecommunications industry. He has also developed numerous relationships within the wireless telecommunications industry. Further, Mr. Shields has completed the certification process for Southwestern Bell's EASE system, Bell South's LENS system and GTE's CLEC LSR (Local Service Request) training. He is a third party retailer for Sprint PCS and also hold an authorized license for Pagenet paging. He was also a Financial Trust Officer prior to his position at TranStar. He attended North Lake College in Dallas.



3. **Jeffery M. Dixon, Vice President and General Counsel**

Mr. Dixon joined the TranStar team last October bringing to the table many years of management experience. Mr. Dixon's background includes over eleven (11) years in the military, six (6) years in the ministry, and over fourteen (14) years in private law practice, having a license to practice law issued by the State Bar of Texas. Mr. Dixon has a B.S. degree from the University of Nebraska at Omaha, a Master of Divinity degree from Asbury Theological Seminary, and a J.D. (Juris Doctor) degree from Oral Roberts University. Mr. Dixon will begin work on an M.B.A. degree in Business Administration this fall. Mr. Dixon's responsibilities entail oversight of all regulatory and corporate issues, as well as lending expertise to the management team.

4. **Chuck N. Salas, Vice President of Operations**

Mr. Salas rounds out our management team by bringing a strong telecommunications background. He has over seventeen (17) years of industry experience having worked in and for many of the industry achievers in the telecommunications field. Mr. Salas' technical background is extremely broad with experience as a Switching Technician for GTE where he installed and maintained CLASS V Central Office, Step X, an EAX electronic switch and maintained T1 carriers, power room and special circuits. He also was a CTAC Engineer for DSC providing system support and trouble-shooting, supported CLASS IV long distance DEX Switch and the DEX 600 STP. He was a Technical Instructor for NEC teaching Line Interface, Switch Matrix, CPU, IO, Line and Trunk testing facilities. Software training included Line Transactions, Line and Trunk setup, Routing, Network Monitoring, and ISDN. He was also a training course developer for Ericsson, developing CBT (Computer Based Training) for the CLASS V switch. Mr. Salas is also certified in ABCE (Accomplishment Based Curriculum Development). He has also acted as a consultant to NEC and MCI. Mr. Salas graduated from Northlake College with an Associate Degree in Arts and Science.

**APPLICATION OF  
TRANSTAR COMMUNICATIONS USA, L.C.**

**EXHIBIT D**

**Articles of Incorporation and Certificate of Authority to  
Transact Business in the State of Florida**

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# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Organization of

TRANSTAR COMMUNICATIONS, L.C.  
File No. 07022346-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on March 3, 1999.*

Elton Bomer  
Secretary of State

MAC

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Transtar Communications, L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

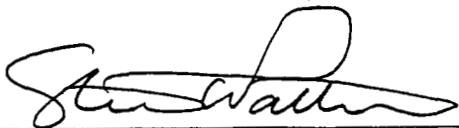
Plantation

FL

33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)

**Steven C. Patterson  
Special Assistant Secretary**

**Filing Fee: \$ 35 for Designation of Registered Agent**

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned Jeffery M. Dixon,  
(Name)

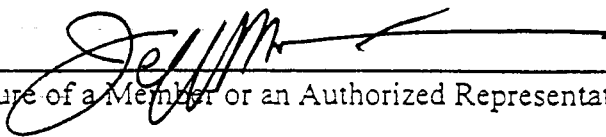
do hereby certify that this Resolution of the Managing Members or Managers of  
TranStar Communications, L.C.  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of  
Texas, was duly adopted on March 26, 19 99.

Be it resolved, that TranStar Communications, L.C.  
(Name of Limited Liability Company)

organized and existing in the state of Texas, hereby adopts the  
name of TranStar Communications USA, L.C. for use in Florida.

Dated: March 26, 1999

  
\_\_\_\_\_  
Signature of a Member or an Authorized Representative of a Member

1/16/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 11:28

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Transtar Communications, L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Texas 3. 75-2680228  
(Jurisdiction under the law of which foreign limited liability company is organized) ( FEI number, if applicable)

4. December 6, 1996 5. 30 years  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. We have not yet begun to transact business in Florida  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2101 Harwood Road, suite 115 (P.O.Box 211807  
Bedford, TX 76021 Bedford, TX 76095-8807)  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
- <u>Robert Shields, Sr.</u>	MGRM CEO	- <u>Harvey Earles</u>	MGRM Chairman
<u>2101 Harwood Rd. #115</u>		<u>c/o Big E Company</u>	& Committe
<u>Bedford, TX 76021</u>		<u>Keller, TX 76244</u>	
- <u>Robert Shields, Jr.</u>	MGRM Pres.	- <u>Chuck Salas</u>	MGRM VP Operatio
<u>2101 Harwood Rd. #115</u>		<u>2101 Harwood Rd. #115</u>	
<u>Bedford, TX 76021</u>		<u>Bedford, TX 76021</u>	
- <u>Jeffery M. Dixon</u>	MGRM V.P &		
<u>2101 Harwood Rd.#115</u>	General Counsel		
<u>Bedford, TX 76021</u>			

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 11:28

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

# State of Florida



## Department of State

I certify from the records of this office that TRANSTAR COMMUNICATIONS, L.C. doing business in Florida as TRANSTAR COMMUNICATIONS USA, L.C. on March 29, 1999, is a Texas limited liability company authorized to transact business in the State of Florida, qualified on March 29, 1999.

The document number of this limited liability company is M99000000469.

I further certify that said limited liability company has paid all fees and penalties due this office through December 31, 1999, and its status is active.

I further certify that said limited liability company has not filed a Certificate of Withdrawal.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Thirtieth day of March, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the application by TRANSTAR COMMUNICATIONS, L.C. doing business in Florida as TRANSTAR COMMUNICATIONS USA, L.C., a Texas limited liability company, authorized to transact business within the state of Florida on March 29, 1999, as shown by the records of this office.

The document number of this limited liability company is M99000000469.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Thirtieth day of March, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State