

ORIGINAL

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September 23, 1999

**VIA OVERNIGHT DELIVERY**

Florida Public Service Commission  
Division of Administration  
2540 Shumard Oak Blvd.  
Gunter Bldg.  
Tallahassee, Florida 32399-0850

991446-TX

Re: Universal Access, Inc.

Dear Sir/Madam:

Enclosed please find one original and six (6) copies of Universal Access, Inc.'s Application for Authority to Provide Alternate **Local Exchange Service** Within the State of Florida.

Universal Access, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Universal Access, Inc.'s stated financial capability, copies of its audited financial statements for the year ended December 31, 1998 and the period from October 2, 1997 (inception) to December 31, 1997 & Financial Statements for the quarters ending March 31, 1999 and June 30, 1999 respectively are being submitted under separate cover requesting confidential treatment. Universal Access, Inc. intends to fund the provision of service through current working capital, internally generated cash flow or from outside investors. Universal Access, Inc. also has the ability to borrow funds, if required, based upon its financial capabilities.

I also have enclosed a check in the amount of \$250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

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:  
LL

DOCUMENT NUMBER-DATE

11547 SEP 24 89

FPSC-RECORDS/REPORTING

Florida Public Service Commission  
September 23, 1999  
Page 2

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding the application or the tariff, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Lance J.M. Steinhart, Esq.  
Attorney for Universal Access, Inc.

Enclosures

cc: Tina Tygielski

UNIVERSAL ACCESS INC.

OPERATING ACCOUNT  
100 N. RIVERSIDE STE. 2200  
CHICAGO, IL 60606

2147

2-34/710


DATE 06/25/99

PAY TO THE ORDER OF FL PUBLIC SERVICE COMMISSION

\$ 250.00

Two Hundred Fifty & 00/100

DOLLARS  Security feature icon on back.

 COLE TAYLOR BANK Chicago, Illinois 60607

*[Handwritten Signature]*

FOR IXC FILING FEE

⑈002147⑈

**\*\* 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 Records and Reporting  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6770**

- ◆ 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**

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APPLICATION

1. This is an application for  $\sqrt{\quad}$  (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:

Universal Access, Inc.

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

Universal Access, Inc.

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

100 N. Riverside Plaza, Suite 2200, Chicago, IL 60606

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

None

6. Structure of organization:

- Individual                       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:**

F99000004010

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

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.

Not applicable

Name: \_\_\_\_\_

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): 36-4186543

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.

No.

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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.

No.

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

(a) The application:

Name: Lance Steinhart, Esq.

Title: Regulatory Counsel for Universal Access

Address: 6455 East Johns Crossing

City/State/Zip: Atlanta, Georgia 30097

Telephone No.: 770/232-9200 Fax No.: 770/232-9208

Internet E-Mail Address: Steinhart@Mindspring.com

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

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

Name: Christina Tygielski

Title: Director of Regulatory Affairs

Address: 100 N. Riverside Plaza, Suite 2200

City/State/Zip: Chicago, IL 60606

Telephone No.: 312-660-5072 Fax No.: 312-660-5050

Internet E-Mail Address: ctygielski@universalaccess.net



Internet Website Address: www.universalaccess.net

(c) Complaints/Inquiries from customers:

Name: Cathy Zygadlo

Title: VP of Client Services

Address: 100 N. Riverside Plaza, Suite 2200

City/State/Zip: Chicago, IL 60606

Telephone No.: 312-660-5010 Fax No.: 312-660-5050

Internet E-Mail Address: czygadlo@universalaccess.net

Internet Website Address: www.universalaccess.net

17. List the states in which the applicant:

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

None.

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

CA, IL, OR, TX and NY

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

None.

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

None.

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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>Robert Pommer</u><br>Signature                      | <u>9/23/99</u><br>Date               |
| <u>Robert Pommer, Chief Operating Officer</u><br>Title | <u>312-660-5000</u><br>Telephone No. |
| <u>100 N. Riverside Plaza</u><br>Address:              | <u>312-660-5050</u><br>Fax No.       |
| <u>Suite 2200, Chicago, IL 60606</u>                   |                                      |

**ATTACHMENTS:**

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

**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>Robert Pommer, Chief Operating Officer</u> |  | <u>9/25/99</u> |
| Signature                                     |  | Date           |
| Robert Pommer, Chief Operating Officer        |  | 312-660-5000   |
| Title   |  | Telephone No.  |
| Address: 100 N. Riverside Plaza               |  | 312-660-5050   |
| Suite 2200, Chicago, IL 60606                 |  | Fax No.        |
| _____   |  |                |
| _____   |  |                |

**LIST OF ATTACHMENTS**

**FINANCIAL INFORMATION**

**MANAGEMENT INFORMATION**

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**FINANCIAL INFORMATION**

**MANAGEMENT INFORMATION**



# Biographies

## **Patrick C. Shutt: President and Chief Executive Officer**

Mr. Shutt is the President and CEO of Universal Access; he is co-founder of the UAI concept and model and primarily responsible for the company's vision and strategic objectives.

Mr. Shutt has over eleven years of telecommunications experience including management positions with Arista Communications, TCG, Cable and Wireless and Sprint where Mr. Shutt began his career. Mr. Shutt also served as Vice President of Strategic Development with a Chicago based M & A firm, VCG.

Since founding Universal Access, Mr. Shutt has successfully led the company to its \$112 million market capitalization and has built the company from 5 employees to over 75 full time employees in eighteen months. Mr. Shutt has successfully recruited an experienced management team to implement the company's mission.

Mr. Shutt has successfully led the finance team through four strategic equity rounds of financing raising over \$35 million in private equity. Additionally, Mr. Shutt and the finance team have secured \$20 million in bank and lease financing to date.

Mr. Shutt immigrated to the United States from Great Britain in 1982. Educated at the University of Nevada, Mr. Shutt received a full four year athletic scholarship to play soccer for UNLV. Other achievements include representing the US Jr. Olympic team in soccer in 1984,85,86.

## **Robert Pommer: Chief Operating Officer**

A proven entrepreneur, Mr. Pommer co-founded Universal Access with the singular goal: to fulfill the promise of true end to end connectivity. As COO and a member of the Board of Directors, Mr. Pommer oversees all aspects of the company's business operations, including network strategy, development and deployment.

Mr. Pommer's technology expertise and industry experience enabled him lead the development of the company's core business strategies, which are the proprietary Universal Transport Exchange facilities and the Universal Information Management systems model.

Backed by more than ten years of industry experience, Mr. Pommer has held positions with Arista Communications, TCG, Omega Telecom and Cable & Wireless. Mr. Pommer holds a BS from Drake University.

### **Ms. Donna Shore: Chief Financial Officer**

Donna Shore is Universal Access' Chief Financial Officer. In this role, she is charged with managing all components of the Finance Department, including accounting, human resources, and administration.

Ms. Shore's responsibilities encompass many of Universal Access' business and funding strategy. She is involved in the company's strategic analysis, capital management, treasury management, accounting, joint venture/acquisition, systems integration, financial and investor reporting, and equity/lease financing.

Prior to joining Universal Access, Ms. Shore accrued approximately 10 years of financial and accounting expertise with PricewaterhouseCoopers. As a member of their Mergers and Acquisitions team her industry focus was predominately in the arena of media and communications. During her tenure, Ms. Shore primarily partnered with communications companies during their startup and high growth period. Specific phases of development included early-stage financing, Initial Public Offerings, SEC reporting and acquisition strategy and structuring.

Ms. Shore is a CPA, and was awarded a BS degree in Accounting and an MBA from Florida State University in Tallahassee, Florida.

### **Ken Napier: Executive Vice President of Client Svc.**

Executive Vice President of Client Service, Ken brings Universal Access a strong technical background in Sales and Marketing and in general management. He is instrumental in driving day-to-day client service operations and strategic partnerships.

Napier comes to UAI from Klein Technologies, Inc. (KTI), which he joined in 1997. In his two-year tenure with KTI, Napier established major government contract vehicles for the deployment of LAN/WAN products and services, created a separate commercial subsidiary, established 18 national vendor partnerships, and developed a national IP network consisting of 51 points of presence (POPS) in 35 cities covering 22 states. This national IP network has a potential reach of 17 million customers. KTI rolled out this network, under the trade name IP-Tone, on June 1, 1999 as a competitive alternative to IP wholesale vendors with similar products.

Napier began his hi-tech career at General Telephone (later to become GTE) and then went to AT&T, where he focused on telecommunications, computer and related high technology industries. He has held senior management positions with a number of technology and telecommunications companies, including Tracor Aerospace and Automation Research Systems.

Napier holds a BS in Computer Science from the University of Southern Mississippi and a Masters in Management from Central Michigan University.

### **Holly Weller: Executive Vice President of Marketing**

Holly Weller is the Executive Vice President of Marketing for Universal Access. Ms. Weller is responsible for the management and positioning of the company's marketing and communications strategies. The marketing team's role is to provide Universal Access's customers, partners and investors with essential market information for its products and services.

Ms. Weller is a visionary senior executive with extensive market leadership and experience in telecommunications. She has over twenty-four years of experience in marketing, sales, business development and finance with communications, systems integration and software solutions. Prior to joining Universal Access, Ms. Weller held executive positions at Amteva Technologies, recently acquired by Cisco Systems as the Vice President of Business Development and Marketing, ADC Telecommunications as Vice President of Marketing and Sales for the wireless division and Comcast Cellular Communications as the Vice President and General Manager of the Wireless Data Group, where she was also elected to the Board of Directors of the Wireless Data Forum. She also held various senior management positions during her ten years at NYNEX Corporation including Vice President of the Venture Company and began her career with IBM and Wang Laboratories.

Ms. Weller has a BS in Accounting from Syracuse University, was a lecturer at SUNY College of Technology in Telecommunications and has attended numerous executive programs at Penn State, Harvard and Syracuse Universities.

### **Mr. Tom Hadden: Chief Network Officer**

Tom Hadden is currently responsible for the building of Universal Access' state-of-the-art exchange facilities, otherwise referred to as the Universal Transport Exchanges (UTXSM), advanced, high-security data centers offering large customers not only vendor neutral network services, but also inventory tracking and circuit monitoring through a proprietary information system. He is also charged with strategic product development to ensure the advancement of the Universal Access mission.

Mr. Hadden has over 14 years experience in designing, developing and marketing wide-area networking, software and storage management solutions, working at both established market leaders and at early-stage ventures. Prior to joining Universal Access, Mr. Hadden founded Vaultline, an innovative telecommunications company dedicated to delivering a scalable global network to both enterprise and carrier customers. He was also responsible for Synergistic Networking, a company he co-founded in 1993. During his tenure there, he directed the company's development efforts and strategic business partnerships with a host of industry-leading OEMs. Before then, as director of product marketing at Intel, he supervised integrated hubs and network products, assessing market needs and directing all strategic product developments.

Also notable among Mr. Hadden's professional accomplishments is his work on the design and installation of the network for NASA at Kennedy Space Center headquarters.

### **Mr. Brett Mitchell: Chief Technology Officer**

Brett Mitchell is Vice President of Technology for Universal Access. Brett is responsible for UAI's overall technology strategy, blending his expertise with access services with a unique approach to application, information and network design. Prior to joining the team in April, Brett was President/CEO of Pacific Crest Networks, a successful broadband network service company that was recently acquired by Universal Access.

Brett has over 12 years experience in the Data & Telecommunications industry, ranging from programming/systems design to Senior Management. Brett attended Cal Poly, San Luis Obispo and the University of Oregon in Eugene.

### **Mr. James Yates: Chief Information Officer**

Bachelors degree in Civil Engineering and Masters degree in Business Administration from Washington University, St. Louis. Previous Member of the New York Stock Exchange and other exchanges. Registered principal of New York Stock Exchange Member firm. Worked on the floor of the NYSE. Developed, marketed and operated securities industry programs and databases including municipal bond evaluation, stock market information, portfolio accounting and evaluation. Established the premiere last sale device used by all major securities industry companies, institutional, exchanges and broker/dealers (Bridge Data Company). President and Founder of Bridge Holding Corporation and President or Chairman of 8 related companies including companies in the areas of import/export, electronics equipment manufacture, satellite and terrestrial telecommunications. Value of the Bridge Holding company grew in 12 years from inception to \$400 million. Special Skills; Data collection and integrated data base design and implementation. System and design integration. Establishing an attractive work atmosphere for skilled employees to improve productivity and reduce turnover. Establishing a high degree of customer service and satisfaction.

### **Mark Dickey: Sr. Vice President of Sales/Marketing**

Mr. Dickey has joined the Universal Access Team after a successful 16-year track record in the telecommunications field focused on Local, Long Distance and Phone System Sales. Recently, Mr. Dickey held a Director of Sales Position with USN, a large Chicago based reseller. Mr. Dickey recruited and trained over 250 employees including managers and field representatives. Prior to USN, Mr. Dickey worked with Mr. Shutt at TCG in Chicago where Mr. Dickey managed the other sales team channel.

Mr. Dickey first met Mr. Shutt and Mr. Pommer at Cable and Wireless in Chicago, where Mr. Dickey was a sales manager with Mr. Shutt and Mr. Pommer. Prior to C & W, Mr. Dickey was a Sales Manager for Cincinnati Bell Telephone Company responsible for the Northern part of Indiana and Michigan. Mr. Dickey has always led great sales teams and accomplished many of his goals. Mr. Dickey joined the UAI team because of the uniqueness of the plan and the ability to execute on the mission.

### **Cathy Zygadlo: Vice President of Client Services**

Ms. Zygadlo joins the Universal Access team after a successful career in the local telecommunications market place. Ms. Zygadlo held a director's position with USN focusing on Customer care. While an employee of USN, Ms. Zygadlo developed the internal and external processes that USN uses to supply client support. Prior to USN, Ms Zygadlo was a Technical Consultant Manager with Teleport Communications responsible for technical project management and installation of high-end local broad bandwidth applications. Some of Ms. Zygadlo' accomplishments include the fastest TCG installation of a complex Centrex application for the Internal Revenue Service.

Prior to joining TCG, Ms. Zygadlo held a position with Metropolitan Fiber Systems as a service and support manager, responsible for client installations of voice and data applications. Ms Zygadlo' twelve years of experience will be called upon to deliver UAI quality to the market.

### **Peter R. Berns: Vice President of Business Development**

Peter R. Berns has worked in the communications industry for 10 years. Mr. Berns was this visionary founder of Colomotion, Inc. of California in 1996. Mr. Berns led Colomotion, from its inception through its second funding round. As CEO of Colomotion he oversaw the early growth of the organization. Prior to his departure Mr. Berns had designed and brought Colomotion's San Francisco facility to 80% occupancy in 12 months. In addition, Peter Berns was a Regional Director for Phoenix Communications, later known as Brooks Fiber Properties, and began his career in Communications with MFS in fiber deployment and ultimately with Cable and Wireless.

Peter R. Berns received his BS in Business and Market Management from California State University. Mr. Berns and his views on communications have been featured on television with Vinton Cerf, and in Publications such as tele.com, Interactive Week, Telephony, and a feature in the San Francisco Chronicle.