

GERRY, FRIEND & SAPRONOV, LLP

ATTORNEYS AT LAW

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ATLANTA, GEORGIA 30346-2131

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October 21, 1999

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

991639-TX

Re: Application of Empire Telecom Services, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Service ("Application")

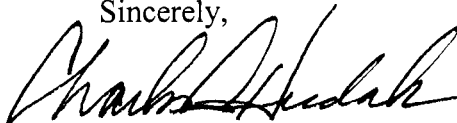
Dear Sir or Madam:

Enclosed are the original and seven (7) copies of the Application. Please file the Application in your usual fashion and return one (1) file-stamped copy to us in the enclosed envelope.

Also enclosed is a check in the amount of \$250.00 to cover the cost of filing the Application.

If you have any questions or comments, please call the undersigned.

Sincerely,



Charles A. Hudak

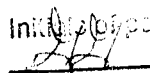
CAH/jh

Enc.

cc: Empire Telecom Services, Inc.
(with enclosure)

Check enclosed for filing and
for [unclear] [unclear] [unclear].
File [unclear] [unclear] [unclear] check
to [unclear] [unclear] [unclear].

Initials of person who forwarded check:



DOCUMENT FILED - DATE

12975 OCT 22 89

RECEIVED - FEDERAL BUREAU OF INVESTIGATION

**APPLICATION OF EMPIRE TELECOM SERVICES, INC.
FOR AUTHORITY TO PROVIDE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

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

Original Authority (New company).

Approval of Transfer (To another certificated company).

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

Approval of Assignment of existing certificate (To a noncertificated company).

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

Approval for transfer of control (To another certificated company).

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

2. Name of company

Empire Telecom Services, Inc.

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

Not Applicable.

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

Empire Telecom Services, Inc.

9040 Roswell Road, Suite 480

Atlanta, Georgia 30350-1892

Tel: 404-659-9500

Fax: 404-659-4900

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

Applicant does not maintain, and does not intend to maintain, an office in the State of Florida. Applicant's registered agent and address for service of process in the State of Florida is:

Empire Telecom Services, Inc.

c/o CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

DOCUMENT NUMBER-DATE

12975 OCT 22 88

REGISTRATION REPORTING

6. Structure of organization;

- Individual
- Foreign Corporation
- General Partnership
- Other _____
- Corporation
- Foreign Partnership
- Limited Partnership

7. If Individual, provide: **Not Applicable.**

Name:

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:

Applicant is currently in the process of applying for a Certificate of Authority to transact business in Florida. Applicant intends to amend this Application to add its Certificate of Authority at Exhibit "A" immediately upon issuance of same by the Florida Secretary of State.

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.

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)

Applicant is currently in the process of applying for a Federal Employer Identification Number ("FEIN"). Applicant intends to amend this Application to add its FEIN immediately upon the receipt of same.

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 Applicant's officers, directors, or stockholders has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. Further, no such proceedings are pending against any of Applicant's officers, directors, or stockholders.

(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 of Applicant's officers, directors, or stockholders is an officer, director, partner or stockholder in any other Florida certificated telephone company.

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

(a) The application:

**Charles A. Hudak, Esq.
Brad S. MacDonald, Esq.
Gerry, Friend & Sapronov, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346-2131
Tel: 770-399-9500
Fax: 770-395-0000
Internet: chudak@gfslaw.com
bmacdonald@gfslaw.com**

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

**Alan B. Thomas, Jr.
Executive Vice President
Empire Telecom Services, Inc.
9040 Roswell Road, Suite 480
Atlanta, Georgia 30350-1892
Tel: 404-659-9500
Fax: 404-659-4900**

(c) Complaints/Inquiries from customers:

**Alan B. Thomas, Jr.
Executive Vice President
Empire Telecom Services, Inc.
9040 Roswell Road, Suite 480
Atlanta, Georgia 30350-1892
Tel: 404-659-9500
Fax: 404-659-4900**

17. List the states in which applicant:

(a) has operated as an alternative local exchange company

At this time, Applicant is not providing alternative local exchange services in any state.

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

Applicant has applied to provide alternative local exchange, long distance and operator services in the states of Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

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

Applicant is not yet certificated to operate as an alternative local exchange company in any state.

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

Applicant has not been denied authorization to operate as an alternative local exchange company in any state.

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

Applicant has not been assessed regulatory penalties for violations of any state or federal telecommunications statutes.

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

Applicant has not been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity.

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.

Applicant, a newly-created, wholly owned, subsidiary of Empire Technology Corporation, has not yet prepared its own financial statements. The financial statements of Empire Technology Corporation dated as of December 31, 1998 are attached hereto at Exhibit "B".

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.

A summary of Applicant's financial qualifications is attached hereto at Exhibit "B".

2. written explanation that the applicant has sufficient financial capability to maintain the requested service.

A summary of Applicant's financial qualifications is attached hereto at Exhibit "B".

3. written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

A summary of Applicant's financial qualifications is attached hereto at Exhibit "B".

B. Managerial capability; give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

A summary of Applicant's Managerial and Technical Qualifications is attached hereto at Exhibit "C".

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.

A summary of Applicant's Managerial and Technical Qualifications is attached hereto at Exhibit "C".

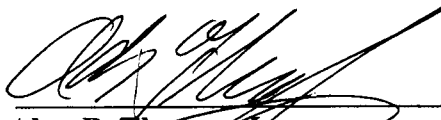
AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in the foregoing application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of **Empire Telecom Services, Inc.** and agree that the company will 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".

EMPIRE TELECOM SERVICES, INC.

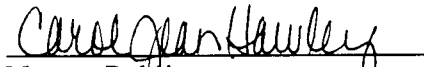
By:



Alan B. Thomas, Jr.
Executive Vice President

9040 Roswell Road, Suite 480
Atlanta, Georgia 30350-1892
Tel: 404-659-9500
Fax: 404-659-4900

Sworn to before me this 15th
day of October, 1999.


Notary Public

My Commission expires: March 3, 2003

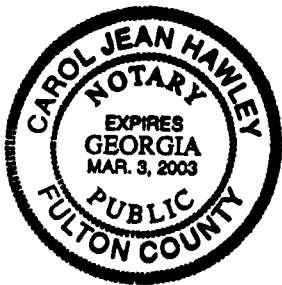


EXHIBIT "A"

**APPLICANT'S CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA**

Applicant is currently in the process of applying for a Certificate of Authority to transact business in Florida. Applicant intends to amend this Application to add its Certificate of Authority at Exhibit "A" immediately upon issuance of same by the Florida Secretary of State.

EXHIBIT "B"

FINANCIAL QUALIFICATIONS

Applicant is a newly-formed corporation created for the purpose of providing telecommunications services. However, inasmuch as Applicant has not yet commenced the provision of telecommunications services in any state, balance sheets and income statements describing Applicant's operations are not currently available.

Nonetheless, Applicant possesses sufficient financial capability (i) to provide local exchange telecommunications services throughout the State of Florida, (ii) to maintain its provision of local exchange telecommunications services throughout the State of Florida, and (iii) to meet its lease or ownership obligations. As a wholly owned subsidiary of Empire Technology Corporation, Applicant has the assurance of its parent that it will be provided the resources necessary to provide continuous, reliable telecommunications services to customers in Florida. The financial statements of Empire Technology Corporation, dated as of December 31, 1998, are attached hereto.

The financial statements of Empire Technology Corporation dated as of December 31, 1998 constitute proprietary business information within the meaning of Florida Statute 364.183(1). Accordingly, Applicant has requested confidential treatment for such information pursuant to Florida Statute 364.183(1) and Section 25-22.006(5)(a) of the Florida Public Service Commission's Rules.

EXHIBIT "C"

MANAGERIAL AND TECHNICAL QUALIFICATIONS

Applicant's management team possesses the necessary technical and managerial ability to provide facilities-based and resold intrastate, local exchange, voice and data communications services. Applicant's key personnel, along with a description of their technical and managerial capabilities, are attached hereto.

MANAGEMENT DESCRIPTION

William S. Woulfin, Chairman and Chief Executive Officer, has over thirty (30) years of management experience in the telecommunications industry. His experience includes three (3) years with Ohio Bell as the leader of the design simulation group, which was responsible for modeling real time computer systems. He spent eight (8) years as a Manager for Bell Telephone Laboratories where he was responsible for the testing and installation of large database systems to support central office and telephone plant applications. In addition, he has served as Vice President and then Executive Vice President of Computer Generation where he was responsible for overseeing project consulting, development planning, new product evaluation and worldwide sales and marketing.

W. Dale Smith, President, has extensive management experience in both the public and private sectors. Mr. Smith began his career with Sonoco Products Co., where he advanced through various executive management positions, including National Accounts Sales Manager, New York City and Southeastern Regional Marketing and Sales Manager. In 1980, Mr. Smith resigned from Sonoco to become the Commissioner of Commerce and the Deputy Secretary of the Commerce Cabinet for the Commonwealth of Kentucky under then Governor John Y. Brown. During his four (4) years in these public service positions, Mr. Smith managed five state departments, maintained offices for the Commonwealth of Kentucky on four (4) continents, and was instrumental in raising over \$2 billion in new investments in the Commonwealth of Kentucky, making Kentucky one of the top five (5) states in the nation for new investments. Since 1990, Mr. Smith has been a principal in D. Smith and Company, where he has assisted companies in capital formation and strategic marketing.

Alan B. Thomas, Jr., Executive Vice President, has extensive experience in the high technology and telecommunications industries, including eighteen (18) years of experience with IBM. While employed with IBM, Mr. Thomas coordinated multi-billion dollar division-wide plans and strategies, was National Manager of Sales Operations where he was responsible for annual sales in excess of \$600 million, and was National Sales Manager for IBM's peripheral communications product lines. He has also held executive level positions with Capella Systems, Inc., where he was Vice President of Sales and Marketing for communications products, and Wall Data, Inc., where he was North American Manager of Channel Marketing for communications products. Mr. Thomas also founded DataNet, Inc., a developer of metropolitan-wide wireless communications network solutions, and Channel Management Resources, Inc. ("CMR"), a consulting firm providing capital formation and strategic business development support to firms within the high technology and telecommunications industries. CMR's major clients included IBM, NEC and BellSouth Corporation.

Reginald P. McFarland, Vice President, has over thirty (30) years of experience in the telecommunications industry. Prior to joining the Company, Mr. McFarland served as Senior Vice President, Network Operations of ILD Telecommunications, Inc. ("ILD"). Prior to joining ILD, Mr. McFarland served from 1989 until 1997 as President and majority shareholder of Interlink Telecommunications, Inc. ("Interlink"), which he founded in 1989 as an enhanced telecommunications service provider. Under his management, Interlink became a full-service telecommunications provider of local, long distance and alternate operator services in Georgia, Alabama, Florida, Tennessee, Kentucky, South Carolina and North Carolina. Prior to 1989, Mr. McFarland served in various managerial positions with AT&T Corp., where he worked with Bell

MANAGEMENT DESCRIPTION (cont.)

Laboratories to resolve problems associated with integrating 4ESS switches into the Bell switching network. In addition, also while at AT&T, Mr. McFarland was a Manager of the Atlanta and New Orleans switching offices.

Jeff Hinkle, Vice President, has extensive experience in information technology strategy and network infrastructure development in the financial, manufacturing and telecommunications industries. Prior to joining the Company, Mr. Hinkle held data engineering positions with Sun Data, Inc., General Electric Information Technology Systems, and BellSouth Telecommunications, Inc.

Donald G. Santavicca, Controller, has over thirty (30) years of experience in all phases of financial management and administration in both the public and private sectors. Mr. Santavicca has held various financial positions with The Mead Corporation, including Controller of its packaging division. In addition, for fourteen (14) years, he served as Chief Financial Officer of Servidyne Incorporated, a heating, ventilation and air conditioning service company that leased large commercial air conditioning systems and licensed preventive maintenance software systems.

EXHIBIT "D"

FLORIDA PRICE LIST

Applicant will file a price list with the Florida Public Service Commission at least one day prior to Applicant initiating operations in Florida.

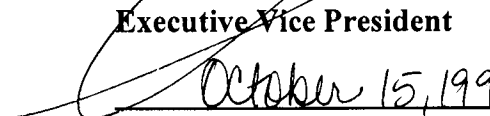
EMPIRE TELECOM SERVICES, INC.

by:



Alan B. Thomas, Jr.
Executive Vice President

Date



October 15, 1999

GERRY, FRIEND & SAPRONOV, LLP

ATTORNEYS AT LAW
SUITE 1450
THREE RAVINIA DRIVE
ATLANTA, GEORGIA 30346-2131

(770) 399-9500
FACSIMILE (770) 395-0000
EMAIL: gfslaw@gfslaw.com

October 21, 1999

VIA OVERNIGHT DELIVERY

DEPOSIT

DATE

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

D 2 0 5

OCT 22 1999

991039-TX

Re: Application of Empire Telecom Services, Inc. for a Certificate of Authority to Provide Local Exchange Service ("Application")

Dear Sir or Madam:

Enclosed are the original and seven (7) copies of the Application. Please file the Application in your usual fashion and return one (1) file-stamped copy to us in the enclosed envelope.

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Sincerely,

Charles A. Hudak

GERRY, FRIEND & SAPRONOV, LLP
(770) 399-9500
THREE RAVINIA DRIVE, SUITE 1450
ATLANTA, GA 30346-2131

SUNTRUST BANK, ATLANTA
ATLANTA, GA 30346
64-10/610

7763

10/20/1999

PAY TO THE ORDER OF Florida Public Service Commission*****

\$ **250.00

Two Hundred Fifty) and 00/100*****

Florida Public Service Commission

DOLLARS
Security features
included.
Details on back.

MEMO

⑈007783⑈

STATE OF FLORIDA

COMMISSIONERS:
BRAULIO L. BAEZ, CHAIRMAN
J. TERRY DEASON
RUDOLPH "RUDY" BRADLEY
CHARLES M. DAVIDSON
LISA POLAK EDGAR



DIVISION OF THE COMMISSION CLERK &
ADMINISTRATIVE SERVICES
BLANCA S. BAYÓ
DIRECTOR
(850) 413-6770 (CLERK)
(850) 413-6330 (ADMIN)

Public Service Commission

April 18, 2005

(CERTIFIED MAIL NO. 7002-0860-0001-1760-9340)

Charles A. Hudak, Esquire
Gerry, Friend & Saprosov, LLP
3 Ravinia Drive, Suite 1450
Atlanta, Georgia 30346-2131

**Re: Return of Confidential Document to the Source, Docket Nos. 991639-TX
and 991640-TI**

Dear Mr. Hudak:

Commission staff have advised that Confidential Document No. 12978-99, filed on behalf of Empire Technology Corporation can be returned to the source. The document is enclosed.

Please do not hesitate to contact me if you have any questions concerning return of this material.

Sincerely,

A handwritten signature in cursive script that reads "Kay Flynn".

Kay Flynn, Chief
Bureau of Records

KF:mhl
Enclosure

cc: Beth Salak, Division of Competitive Markets and Enforcement