

ARNALL GOLDEN & GREGORY, LLP

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201 SECOND STREET
MACON, GEORGIA 31201
(912) 745-3344

WRITER'S DIRECT DIAL NUMBER
404-873-8536
WRITER'S DIRECT DIAL FACSIMILE
404-873-8537

via FEDERAL EXPRESS

March 2, 2000

Florida Public Service Commission
Division of Records and Reporting
2530 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

000287

Re: PurePacket Communications of the South, Inc. ("PurePacket") – Application for Authority to Provide Interexchange Telecommunications Service Between Points within the State of Florida

Dear Sir or Madam:

Enclosed please find an original and six (6) copies of PurePacket's Application Form for Authority to Provide Interexchange Telecommunications Service Between Points within the State of Florida. In addition, we have enclosed our check in the amount of \$250.00 representing our application fee for same.

Thank you for your assistance in this matter, and if you have any questions or comments, please do not hesitate to call.

Very truly yours,



Anne E. Franklin

AEF:pm
Enclosures

cc: PurePacket Communications of the South, Inc.
Rebecca C. Stone, Esq.

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:



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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

Application Form for Authority to Provide
Interexchange Telecommunications Service
Between Points Within the State of Florida

Instructions

- ◆ This form is used as an application for an original certificate and for approval of 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) 413-6600

Note: **No filing fee is required** for an assignment or transfer of an existing certificate to another certificated company.

- ◆ If you have any questions about completing this 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

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

Original certificate (new company).

Approval of transfer of existing certificate:

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

Approval of assignment of existing certificate:

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate

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:

PurePacket Communications of the South, Inc.

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

PurePacket Communications of the South, Inc.

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

47 Perimeter Center East, Suite 550, Atlanta, Georgia 30346

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

Not applicable

6. Select type of business your company will be conducting ✓ (check all that apply):

Facilities-based carrier – company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

- Operator Service Provider** – company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller** – company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller** – company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator** – company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** – any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

7. Structure of organization;

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other _____ | |

8. **If individual**, provide:

Name: Not applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

9. **If incorporated in Florida**, provide proof of authority to operate in Florida:
- (a) **The Florida Secretary of State Corporate Registration number:**
Not Applicable
10. **If foreign corporation**, provide proof of authority to operate in Florida:
- (a) **The Florida Secretary of State Corporate Registration number:**
Please see attached hereto at Exhibit "A" Applicant's Application for Authority to Operate within the State of Florida. As soon as Applicant receives its Certificate of Authority to Operate within the State of Florida, it will immediately file it with this Commission.
11. **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
12. **If a limited liability partnership**, provide proof of registration to operate in Florida:
- (a) **The Florida Secretary of State registration number:** N/A
13. **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: _____
14. **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:** Note applicable

15. Provide **F.E.I. Number** (if applicable): 58-252606

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
() Yes () No

(b) If not, who will bill for your services?

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

The customer may receive its bill in (a) a paper format, (b) via magnetic tape, (c) via computer disk, or (d) via electronic transmission.

17. Who will receive the bills for your service?

- | | |
|----------------------------|--|
| () Residential Customers | (<input checked="" type="checkbox"/>) Business Customers |
| () PATs providers | () PATs station end-users |
| () Hotels & motels | () Hotel & motel guests |
| () Universities | () Universities dormitory residents |
| () Other: (specify) _____ | |

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

(a) The application:

Name: Anne E. Franklin, Esq., Arnall Golden & Gregory, LLP

Title: _____

Address: 1201 West Peachtree Street, Suite 2800

City/State/Zip: Atlanta, GA 30309

Telephone No.: (404) 873-8536 Fax No.: (404) 873-8537

Internet E-Mail Address: anne.franklin@agg.com

Internet Website Address: www.agg.com

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

Name: Thomas Buttermore

Title: Chief Executive Officer and President

Address: 47 Perimeter Center East, Suite 550

City/State/Zip: Atlanta, GA 30346

Telephone No.: (770) 522-8191 Fax No.: (770) 522-8289

Internet E-Mail Address: tbuttermore@purepacket.com

Internet Website Address: under construction

(c) Complaints/Inquiries from customers:

Name: Thomas Buttermore

Title: Chief Executive Officer and President

Address: 47 Perimeter Center East, Suite 550

City/State/Zip: Atlanta, GA 30346

Telephone No.: (770) 522-8191 Fax No.: (770) 522-8289

Internet E-Mail Address: tbuttermore@purepacket.com

Internet Website Address: under construction

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

Applicant has not operated as an interexchange telecommunications company in any state.

(b) has applications pending to be certificated as an interexchange telecommunications company.

Applicant has applications pending to be certificated as an interexchange telecommunications company (as well as competitive local exchange carrier) in the states of Georgia, North Carolina, Louisiana, New York and Tennessee. Additionally, Applicant has filed for ALEC authority in Florida. Applicant intends to file applications in Arizona, California, Colorado, Connecticut, Indiana, Kansas, Minnesota, Missouri, New York, North Carolina, Nevada, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, Texas, Utah, Virginia and Wisconsin.

(c) is certificated to operate as an interexchange telecommunications company.

Applicant is not yet certificated to operate as an interexchange telecommunications company in any state.

(d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

Applicant has never been denied authority to operate as an interexchange telecommunications company in any state.

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

Applicant has never had regulatory penalties imposed for violations of 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 never been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity.

20. 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. If so, please explain.

None of the officers, directors or any of the ten largest stockholders of Applicant have ever been adjudged bankrupt, mentally incompetent, or found guilty of any felony or crime, nor are there any pending proceedings which may result in such actions.

- (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 the officers, directors, or any of the ten largest stockholders of Applicant is an officer, director, partner or stockholder in any other Florida certificated telephone company.

21. The applicant will provide the following interexchange carrier services ✓ (check all that apply):

a. **MTS with distance sensitive per minute rates**

- Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800

b. **MTS with route specific rates per minute**

- Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800

c. **MTS with statewide flat rates per minute (i.e. not distance sensitive)**

- Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800

d. **MTS for pay telephone service providers**

- e. **Block-of-time calling plan (Reach Out Florida, Ring America, etc.)**
- f. **800 service (toll free)**
- g. **WATS type service (bulk or volume discount)**
 - Method of access is via dedicated facilities
 - Method of access is via switched facilities
- h. **Private line services (Channel Services)**
(For ex. 1.544 mbs., DS-3, etc.)
- i. **Travel service**
 - Method of access is 950
 - Method of access is 800
- j. **900 service**
- k. **Operator services**
 - Available to presubscribed customers
 - Available to non presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals)
 - Available to inmates
- l. **Services included are:**
 - Station assistance
 - Person-to-person assistance
 - Directory assistance
 - Operator verify and interrupt
 - Conference calling

22. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

23. 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.*

Applicant possesses the financial resources necessary to provide reliable telecommunications services. Attached hereto at Exhibit "B" is Applicant's parent's verified Statement of Assets, Liabilities and Equity, dated December 8, 1999. Also attached at Exhibit "B" is a letter from an officer of Applicant's parent, PurePacket Communications, Inc. ("Parent") committing to financially support the operations of Applicant in the State of Florida. The amounts set forth in this Statement reflect monies recently received by Parent during its initial phase of venture funding. Applicant's financial resources are sufficient to allow Applicant to succeed in a rapidly changing telecommunications market and to meet consumer demands for innovative telecommunications services. As Applicant is newly-created and not yet providing services anywhere, it does not yet have an income statement or statement of retained earnings. Accordingly, Applicant respectfully requests a waiver of the requirement that it file an income statement and statement of retained earnings.

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

1. **A written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

Applicant believes that it has the financial capability to provide the requested service throughout the State of Florida. As stated above, attached hereto at Exhibit "B" is Parent's verified Statement of Assets, Liabilities and Equity, dated December 8, 1999. Also attached at Exhibit "B" is a letter from an officer of Parent committing to financially support the operations of Applicant in the State of Florida. The amounts set forth in this Statement reflect monies recently received by Parent during its initial phase of venture funding. Applicant's financial resources are sufficient to allow Applicant to succeed in a rapidly changing telecommunications market and to meet consumer demands for innovative telecommunications services.

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

Applicant believes that it will have sufficient financial capability to maintain the requested service through revenues received from the services it intends to provide and capital received from its investors. Attached hereto at Exhibit "B" is Parent's verified Statement of Assets, Liabilities and Equity, dated December 8, 1999. Also attached at Exhibit "B" is a letter from an officer of Parent committing to financially support the operations of Applicant in the State of Florida. The amounts set forth in this Statement reflect monies recently received by Parent during its initial phase of venture funding. Applicant's financial resources are sufficient to allow Applicant to succeed in a rapidly changing telecommunications market and to meet consumer demands for innovative telecommunications services.

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

Applicant believes that it will have sufficient financial capability to meet any future lease or ownership obligations through revenues received from the services provided and capital received from its investors in the State of Florida. Attached hereto at Exhibit "B" is Parent's verified Statement of Assets, Liabilities and Equity, dated December 8, 1999. Also attached at Exhibit "B" is a letter from an officer of Parent committing to financially support the operations of Applicant in the State of Florida. Applicant's financial resources are sufficient to allow Applicant to succeed in a rapidly changing telecommunications market and to meet consumer demands for innovative telecommunications services.

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

Please see Exhibit "C" attached hereto.

- 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.

Please see Exhibit "C" attached hereto.

****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 its 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


Signature

3/3/00
Date

Chief Executive Officer
Title

Telephone No. 770-522-8191

Address: 47 Perimeter Center East, Suite 550
Atlanta, Georgia 30346

Fax No.: 770-522-8289

ATTACHMENTS:

- A – CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B – CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C – CURRENT FLORIDA INTRASTATE NETWORK
- D – AFFIDAVIT

CERTIFICATE 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:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address:

Fax No.

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be provided in one of the following ways (applicant, please check one):

- The applicant will **not** collect deposits nor will it collect payments for service more than one month in advance.

- The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.
(The bond must accompany the application.)

~~UTILITY OFFICIAL~~

Signature

3/3/00
Date

President and Chief Executive Officer
Title

770-522-8191
Telephone No.

Address: 47 Perimeter Center East, Suite 550
Atlanta, Georgia 30346

770-522-8289
Fax No.

CURRENT FLORIDA INTRASTATE SERVICES

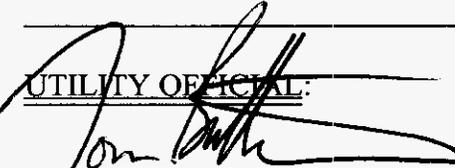
Applicant **has** () or **has not** (X) previously provided intrastate telecommunications in Florida.

If the answer is has, fully describe the following:

a) What services have been provided and when did these services begin?

b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:


Signature

3/3/00
Date

President and Chief Executive Officer

770-522-8191

Title

Telephone No.

Address: 47 Perimeter Center East, Suite 550

770-522-8289

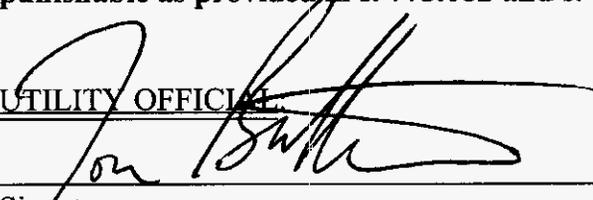
Fax No.

Atlanta, Georgia 30346

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

Signature

3/3/00
Date

President and Chief Executive Officer
Title

770-522-8191
Telephone No.

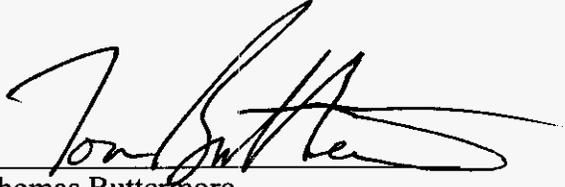
Address: 47 Perimeter Center East, Suite 550

770-522-8289
Fax No.

Atlanta, Georgia 30346

AFFIDAVIT

By the signatures below, the undersigned officers of PurePacket Communications, Inc., attest that the Statement of Assets, Liability and Equity of PurePacket Communications, Inc. submitted with this application before the Florida Public Service Commission is true and correct.

A handwritten signature in black ink, appearing to read "Tom Buttermore", written over a horizontal line.

Thomas Buttermore
Chief Executive Officer, President and Treasurer

EXHIBIT A

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS

APPLICATION OF FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PurePacket Communications of the South, Inc. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 58-2502606 (FEI number, if applicable)

4. February 9, 2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 47 Perimeter Center East, Ste. 550, Atlanta, Georgia 30346 (Current mailing address)

8. To engage in any activity within the purposes for which corporations may be organized. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System Office Address: c/o C T Corporation System, 1200 South Pine Island Road Plantation, Florida, 33324 (Zip Code)

10. Registered agent acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Buttermore, President

(Typed or printed name and capacity of person signing application)

EXHIBIT B
FINANCIAL CAPABILITY
STATEMENT OF ASSETS, LIABILITIES AND EQUITY
LETTER FROM PARENT



Certified Public Accountants

3949 Holcomb Bridge Road - Suite 100
Norcross, Georgia 30092
FAX 770 416-7714
770-662-8848
email cpas@nmcpas.com
www.nmcpas.com

To the Stockholders of
PurePacket Communications, Inc.
Alpharetta, Georgia

We have compiled the accompanying Statement of Assets, Liabilities and Equity of PurePacket Communications, Inc., as of November 8, 1999 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the company. Accordingly, this financial statement is not designed for those who are not informed about such matters.

December 17, 1999

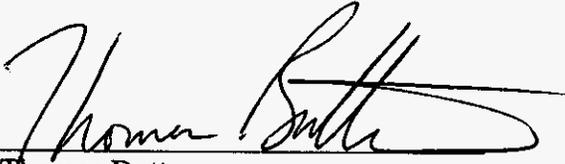
Celebrating Our 12th Year of Helping Our Clients Keep More of What They Make!

PUREPACKET COMMUNICATIONS, INC.
STATEMENT OF ASSETS, LIABILITIES AND EQUITY
DECEMBER 8, 1999

ASSETS	
Cash and Equivalents	\$7,133,338
Deposits	5,076
Equipment	\$7,340
Less Accumulated Depreciation	<u>(87)</u>
	7,253
Organizational Costs	52,574
Less Accumulated Amortization	<u>(876)</u>
	<u>51,698</u>
TOTAL ASSETS	\$7,197,365 =====
LIABILITIES	
Accrued expenses	\$20,000
Notes Payable	<u>7,500,000</u>
TOTAL LIABILITIES	<u>7,520,000</u>
EQUITY	
Common Stock, \$0.01 par value, 14,001,000 authorized, 701,000 issued and outstanding	7,010
Series A Convertible Preferred Stock, \$0.01 par value, 7,500,000 authorized, 32,000 issued and outstanding	320
Additional Paid-in Capital	<u>95,670</u>
	103,000
Retained Earnings (Deficient)	<u>(425,635)</u>
TOTAL EQUITY	<u>(322,635)</u>
TOTAL LIABILITIES AND EQUITY	\$7,197,365 =====

AFFIDAVIT

By the signatures below, the undersigned officers of PurePacket Communications, Inc., attest that the Statement of Assets, Liability and Equity of PurePacket Communications, Inc. submitted with this application before the Florida Public Service Commission is true and correct.

A handwritten signature in black ink, appearing to read "Thomas Buttermore". The signature is written in a cursive style with a large, sweeping flourish at the end.

Thomas Buttermore
Chief Executive Officer, President and Treasurer

PUREPACKET COMMUNICATIONS, INC.
47 Perimeter Center East, Suite 550
Atlanta, Georgia 30346

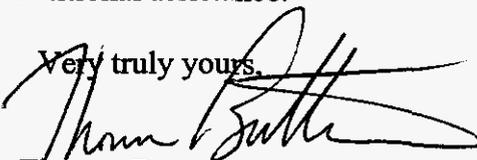
February 2, 2000

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399

Dear Sir or Madam::

I am Chief Executive Officer of PurePacket Communications, Inc. Please take this letter as verification and confirmation that PurePacket Communications, Inc. will provide sufficient financial resources as necessary to support the operations in the State of Florida of its wholly-owned subsidiary, PurePacket Communications of the South, Inc. Please let me know if I may be of additional assistance.

Very truly yours,



Thomas Buttermore
Chief Executive Officer

EXHIBIT C
MANAGERIAL CAPABILITY

Technical and Managerial Capability

Thomas Buttermore, Chief Executive Officer and President

Thomas Buttermore is currently the Chief Executive Officer and President of the Applicant. He is responsible for the overall direction and management of the Applicant. Prior to founding PurePacket Communications, Inc., Mr. Buttermore was the Executive Director of High Speed Data for MediaOne in Atlanta, Georgia from May, 1997 until November, 1999. At MediaOne, he was responsible the commercial services strategy and tactics, as well, as the marketing, sales, operations, engineering, support and local content strategy and operations for the MediaOne Express residential and small business highspeed cable modem products and circuit switched IP and Frame Relay data networking products. Prior to joining MediaOne, Mr. Buttermore was a Director at BellSouth Interactive Media Services and BellSouth.net responsible for application and product development of various BellSouth products, including web hosting and cable modem services. Prior to joining BellSouth, Mr. Buttermore served in leadership roles in various technology companies. He received a Masters of Business Administration from Georgia State University in 1998.

Ed Pimentel, Chief Technology Officer

Ed Pimentel is currently the Chief Technology Officer of the Applicant. He is responsible for the design and deployment of the Applicant's advanced data and voice network, including the network operations center. Prior to founding the Applicant, Mr. Pimentel was responsible for the management of information technology, high speed data and internet engineering, research and development, convergent billing, and competitive local exchange carrier interconnection for MediaOne from 1994 until November, 1999. Additionally, he planned and engineered a web-based call center for MediaOne. Prior to joining MediaOne, Mr. Pimentel held technical leadership positions with BellSouth and US West designing and deploying network technology and large scale data centers.

Gregory Kraigher, Chief Financial Officer

Greg Kraigher joins PurePacket as Chief Financial Officer, and is responsible for all accounting, including planning, financial analysis and reporting, and other financial needs for the company. A seasoned player in the sales and finance world with close to thirty years of experience, Mr. Kraigher most recently served as director of financial planning and analysis at MediaOne. There, he oversaw financial management for the Atlanta region, including planning, reporting and analysis for the cable, high speed data and telephony services, a combined portfolio valued at \$290 million.

Preceding MediaOne, Mr. Kraigher served at MCI Telecommunications for 10 years in various sales and financial leadership positions. In a previous position as senior manager

for revenue reporting and analysis, Mr. Kraigher identified a \$1.5 million churn problem in the small-business division, leading to a timely change in customer targeting strategies for the sales department. As senior manager for accounting, planning and business analysis, he created a tracking system that reported sales performance with a 98 percent degree of accuracy. Many of his new business collaborations with the sales department led to key MCI client wins, including McDonnell Douglas, American Airlines and JC Penney. For his accomplishments, he was awarded the President's Circle of Excellence in 1990. Mr. Kraigher also served with United Technologies and Trans World Airlines prior to joining MCI.

Mr. Kraigher holds a bachelor's and master's degree in business administration from Southern Illinois University.

Richard Batelaan, P.E., Vice President of Operations

Richard Batelaan is currently the Chief Operations Officer of the Applicant. He is responsible for operations and customer care for the applicant. Prior to joining the Applicant in December, 1999, Mr. Batelaan was Vice President of Operations at BellSouth.net, where he was responsible for all operating units, including engineering, network operations, systems operations, customer operation and service planning for the delivery of BellSouth.net's internet services. Mr. Batelaan held various technical leadership positions at BellSouth since June, 1987. He received a Masters of Science - Information Networking from Carnegie-Mellon University in December, 1992.

Mo Nikain, P.E., Vice President of Software Development

Mo Nikain is currently the Chief Information Officer of the Applicant. He is responsible for product development and systems integration for the applicant. Prior to joining the Applicant in December, 1999, Mr. Nikain was Director of Operations Development at BellSouth. Mr. Nikain was responsible for operational support systems development and strategy. Prior to joining BellSouth, Mr. Nikain was Vice President of Research and Development for ISP Alliance in Atlanta, Georgia, where he was responsible for the development of online registration software and implementation of a real-time billing engine. Prior to joining ISP Alliance, Mr. Nikain held technical leadership positions at Objective Systems Integrators and BellSouth Science and Technology. Mr. Nikain received a Masters of Science - Electrical Engineering from Georgia Institute of Technology in December, 1989.

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via FEDERAL EXPRESS

March 2, 2000

Florida Public Service Commission
Division of Records and Reporting
2530 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: PurePacket Communications of the South, Inc. ("PurePacket") – Application for Authority to Provide Interexchange Telecommunications Service Between Points within the State of Florida

Dear Sir or Madam:

Enclosed please find an original and six (6) copies of PurePacket's Application Form for Authority to Provide Interexchange Telecommunications Service Between Points within the State of Florida. In addition, we have enclosed our check in the amount of \$250.00 representing our application fee for same.

Thank you for your assistance in this matter, and if you have any questions or comments, please do not hesitate to call.

Very truly yours,

THE FACE OF THIS CHECK HAS A SECURITY VOID BACKGROUND PATTERN - DO NOT CASH IF THE WORD VOID IS VISIBLE

Arnall Golden & Gregory, LLP OPERATING ACCOUNT 2800 ONE ATLANTIC CENTER - ATLANTA, GA 30309-3450	Wachovia Bank of Georgia Atlanta, Georgia VOID AFTER 90 DAYS	Check No. 126256
Date: 3/1/00		Check Amount \$250.00
Pay: Two hundred fifty and 00/100 Dollars*****		
To The Order Of: Florida Public Service Commission		TWO SIGNATURES REQUIRED ON AMOUNTS OVER \$100
		
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