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March 15, 2000

FLORIDA
STATE
COMMISSION
DIVISION OF
ADMINISTRATION
MAR 17 10 17

Ms. Blanca Bayo
Director, Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

000328-TP

Re: Concert Communications Sales LLC
Local service authority: Granted 12/2/99 in Order No.
PSC-99-2334-CO-TX in Docket No. 991101-TX
IXC authority: Tentatively granted 3/6/00 in Preliminary
Order PSC-00-0473-PAA-TI

Dear Ms. Bayo:

Concert Communications Sales LLC ("CCS") and Concert USA (collectively, the "Parties"), by their attorneys, hereby notify the Commission of 1) a change in ownership structure, and 2) a forthcoming corporate reorganization whereby the authority currently held by CCS to provide telecommunications services will be transferred to Concert USA, an affiliate of CCS, and CCS will be merged into Concert USA. CCS currently is certified to provide telecommunications services in Florida, although it has not yet commenced providing service in the city and as such has no customers at this time. Following the transfer of control of CCS's authorizations, Concert USA will operate as a telecommunications service provider in Florida. The change in ownership structure and forthcoming corporate reorganization are discussed in turn below.

Change in Ownership

CCS hereby notifies the Commission of a transfer of ultimate control of CCS from British Telecommunications plc ("BT") alone to a global joint venture called "Concert" in which BT and AT&T Corp. ("AT&T") each maintain a 50% controlling

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Ms. Blanca Bayo
Director, Records and Reporting
March 15, 2000
Page Two

interest. This transfer of ultimate control took place when the transaction was consummated on January 5, 2000, after receipt of approval from the Federal Communications Commission.¹

As CCS discussed in its Application for authority, BT and AT&T announced on July 26, 1998 that they would create a global venture ("Concert") to serve the communications needs of multinational companies and the international calling needs of individuals and businesses around the world.² The venture, which operates through a jointly owned, special-purpose subsidiary, combines the transborder assets and operations of each company, including their existing international networks, all of their international traffic and international products for business customers, and BT and AT&T's multinational accounts in selected industry sectors. Further, AT&T and BT are developing an intelligent managed Internet Protocol ("IP")-based global network which is being implemented by Concert. This network will support services such as global electronic commerce, global call centers and new intranet-based solutions to support global organizations and executives on the move. Through Concert, BT and AT&T aim to be leaders in the global communications services market.

CCS became part of Concert at consummation of the transaction. Specifically, at closing CCS became a wholly-owned subsidiary of a Dutch corporation, Concert B.V., a holding company in which AT&T and BT each maintain a 50 percent controlling interest. Diagrams showing CCS's corporate structure pre- and post-closing are provided in *Exhibit 1*.

Corporate Reorganization

Concert USA is a general partnership organized under the laws of the State of Delaware. A copy of Concert USA's Statement of Partnership is attached as *Exhibit 2*. Concert USA's principal offices are located at Reston Town Center, 11921 Freedom Drive, Reston VA 20190. Concert USA was formed by Concert to provide managed voice, data, and Internet services in the U.S. to Concert's multinational customers. Concert USA is an indirect subsidiary of Concert B.V. and an affiliate of CCS. A diagram showing the current corporate structure of Concert USA is provided in *Exhibit 1*.

Through its parent company Concert Global Networks USA L.L.C. (formerly known as VLT Co. L.L.C.), Concert USA holds Section 214 authority granted by the

¹ Approvals from the U.S. Department of Justice and the European Union were received in mid 1999.

² A copy of the agreements between the parties regarding the creation of the Global Venture will be made available to the Commission upon request.

Ms. Blanca Bayo
Director, Records and Reporting
March 15, 2000
Page Three

Federal Communications Commission ("FCC") to provide facilities-based and resold international basic switched, private line, data, television, and business services to all foreign countries.³ Concert USA does not provide service directly to any multinational customers at this time.

The Parties' plan of reorganization consists of two stages. In the first stage, CCS' pending applications for authority and existing licenses will be transferred to Concert USA. In Florida, the Parties envision that this transfer will take place within the next 60 days. In the second stage, CCS itself will be merged into Concert USA, with Concert USA remaining as the surviving entity. The Parties envision that this merger will take place shortly after receipt of all approvals in all jurisdictions in which CCS holds a certificate of service. At present, the Parties envision that most of the required approvals will be obtained in the next 3 months. A diagram illustrating Concert USA's corporate structure following the reorganization is provided in *Exhibit 3*.

The Parties are reorganizing their operations in this manner because it will enable Concert to provide service to multinational customers in a more efficient and effective manner. At present, a multinational customer that desires to purchase both international and intrastate service from Concert in the U.S. must enter into a contract with both Concert USA (for international service) and CCS (for intrastate service). Transferring CCS' applications and authorizations to Concert USA and merging CCS into Concert USA will enable Concert USA to sell both international and intrastate services to customers on a consolidated basis and thus will avoid imposing unnecessary contractual burdens on customers. In addition, the proposed reorganization will result in operating efficiencies for Concert, thereby improving the competitive caliber of its service offerings.

The Parties note that their planned reorganization is effectively *pro forma* in nature, since BT and AT&T remain in ultimate control of the license holder. Furthermore, Concert USA will operate as described in CCS' application for authority, pursuant to the same tariff and operating authority and employing the same customer service operations. Like its affiliate CCS, Concert USA will possess the financial, technical, and managerial qualifications to provide service as a Commission licensee. Both BT and AT&T are contributing significant revenues, profits, and assets to Concert

³ See *In Re AT&T Corp., British Telecommunications plc, VLT Co. L.L.C., Violet License Co. LLC, and TNV [Bahamas] Limited Applications for Grant of Section 214 Authority, Modification of Authorizations and Assignment of Licenses in Connection With the Proposed Joint Venture Between AT&T Corp. and British Telecommunications plc, Memorandum Opinion and Order*, FCC 99-313, rel. Oct. 29, 1999.

Ms. Blanca Bayo
Director, Records and Reporting
March 15, 2000
Page Four

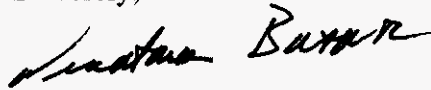
such that the venture is expected in its first full year of operation to have revenues of more than \$7 billion.⁴ Concert will be led by a highly qualified team of management personnel, all of whom have extensive backgrounds in the telecommunications industry. Information regarding Concert's management team is provided in *Exhibit 4*.

Need for Approval

It is the Parties' understanding that prior Commission approval is not required to consummate the transactions described herein. If this understanding is incorrect, the Parties respectfully request that the Commission notify them as soon as possible. Absent written notice to the contrary within 30 days to the date of this letter, the Parties will assume that their understanding is correct and will proceed with their plans as contemplated.

Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



Joan M. Griffin
Winafred Brantl*
Its Attorneys

* Member of the State of Maryland bar; not admitted to the District of Columbia bar.

⁴ Information on BT's financial qualifications was provided with CCS' original application for authority. The financial qualifications of AT&T are a matter of record before the Commission. Copies of AT&T's and BT's most recent annual reports and financial information are available at their web sites (see <http://www.att.com> and <http://www.bt.com>).

VERIFICATION OF APPLICANT

I represent Concert Communications Sales LLC and am authorized to make this statement on its behalf. Under penalties of perjury, I declare that I have read the foregoing and that the facts and any matters stated therein are true to the best of my knowledge and belief.

By: Michelle Gallagher

Name: Michelle Gallagher

Title: Assistant Secretary

Date: March 10, 2000

Commonwealth
STATE OF Virginia)
COUNTY OF Fairfax)

SUBSCRIBED AND SWORN to before
me this 10th day of March, 2000.

Sherrill A. Overman
NOTARY PUBLIC in and for said County and State

My Commission Expires April 30, 2003

VERIFICATION OF APPLICANT

I represent Concert USA and am authorized to make this statement on its behalf. Under penalties of perjury, I declare that I have read the foregoing and that the facts and any matters stated therein are true to the best of my knowledge and belief.

By: Elaine R. McHale

Name: Elaine R. McHale

Title: Vice President, Concert USA

Date: March 13, 2000

STATE OF New Jersey)
COUNTY OF Somerset)

SUBSCRIBED AND SWORN to before
me this 13th day of March, 2000.

Patricia A. Perhac
NOTARY PUBLIC in and for said County and State

PATRICIA A. PERHAC
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 4/8/2002

Exhibit 1

CCS Structure As of 1/5/00

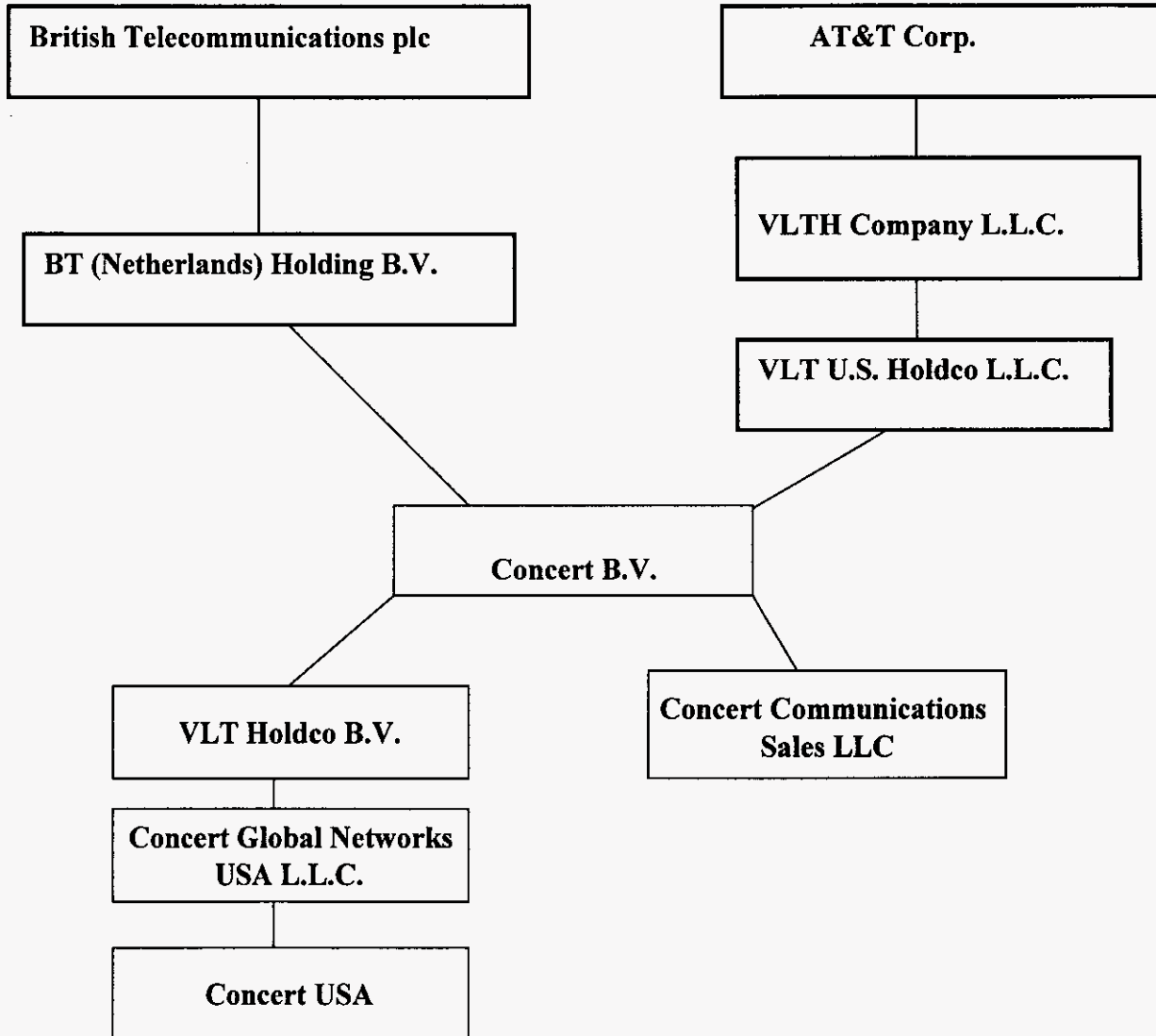


Exhibit 2

STATEMENT OF PARTNERSHIP EXISTENCE
OF
CONCERT USA

This Statement of Partnership Existence of Concert USA (the "Partnership") has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. § 15-303 and §15-105.

1. Name: The name of the partnership is Concert USA.
2. Address: The address of the registered office and the name and the address of the registered agent of the Partnership required to be maintained by Section 15-111 of the Revised Uniform Partnership Act are The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Statement of Partnership Existence this 27th day of January, 2000.

By: VLT Co. L.L.C.
Managing Partner

Walter DeSocio

Name: Walter DeSocio
Title: Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CONCERT USA", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.



3166430 8100

001100821

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0286379

02-29-00

**CERTIFICATE OF AMENDMENT
OF
STATEMENT OF PARTNERSHIP EXISTENCE
OF
CONCERT USA**

Concert USA, a Delaware general partnership organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the partners of Concert USA adopted by unanimous written consent a resolution proposing and declaring advisable the following amendment to the Statement of Partnership Existence of said company:

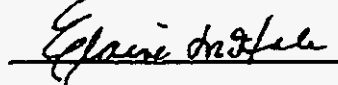
RESOLVED, that the Statement of Partnership Existence of this Partnership be amended by changing Article 2 thereof so that, as amended, said Article shall be and read as follows:

"The address of the registered office and the name of the address of the registered agent of the Partnership required to be maintained by Section 15-111 of the Revised Uniform Partnership Act are Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805-1297."

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 15-105(d) of the Revised Partnership Act of the State of Delaware.

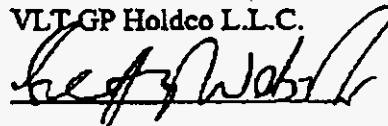
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Statement of Partnership Existence this 28th day of February 2000.

By: Concert Global Networks USA L.L.C.



Name: Elaine McHale
Title: Director

By: VLT GP Holdco L.L.C.



Name: Geoff Webster
Title: Director

Exhibit 3

Merger/Consolidation of CCS into Concert USA

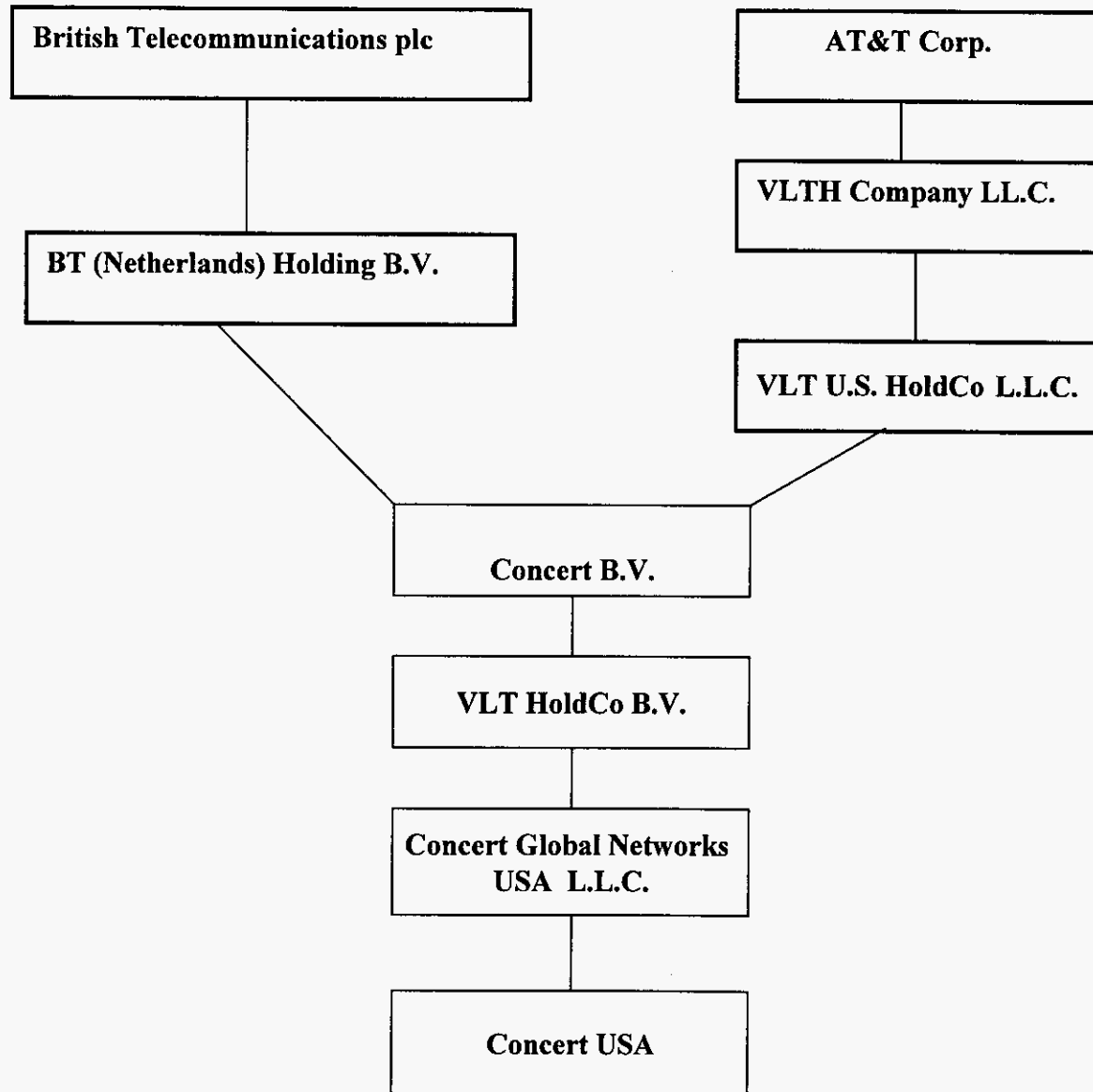


Exhibit 4



who we are

The Concert Story : Executive Team

- Executive Team
- Corporate Presentation
- Our Vision Video
- Facts & Figures
- Timeline
- Locations
- Network
- Distributors

- David W. Dorman
- Christina Brennan
- Walter G. DeSocio
- Nancy Gofus
- Nell Hobbs
- Lee Jobe
- Shelly J. London
- Cathy-Ann Martine
- David C. Nagel
- John Polumbo

- Feedback
- Customer Portal
- Partner Portal



Concert is a global venture of AT&T and BT.



David Dorman
Chief Executive Officer

[HEAR DAVID DORMAN'S VIEWS ON THE GLOBAL VENTURE](#)

[HEAR DAVID DORMAN'S VISION OF THE FUTURE](#)

David Dorman is the chief executive officer of Concert, the global venture created by AT&T and BT.

David comes to the job with a broad and successful history in telecommunications.

In 1981, after jobs as a software developer and in sales and marketing, he became the 55th employee of a then-fledgling long-distance carrier called Sprint. He rose quickly to become president of Sprint Business. At Sprint, he managed businesses that grew from \$5 million to \$4.5 billion in revenue and oversaw 10,000 employees. He also was significantly involved in the planning and negotiations that led France Telecom and Deutsche Telekom to acquire a 20 percent stake in Sprint.

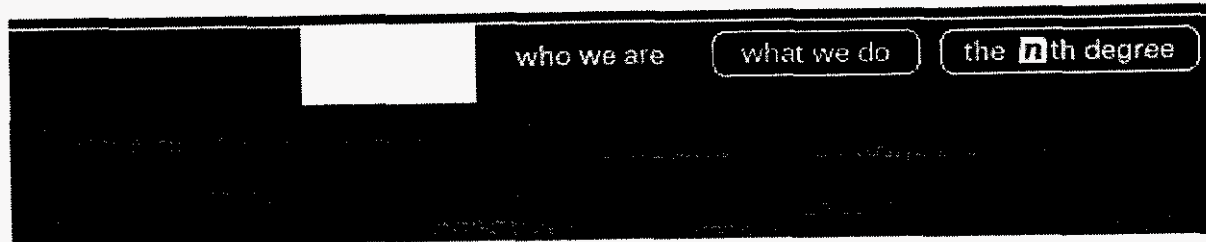
In 1994, at age 39, David became the youngest CEO of Pacific Bell or any other Bell operating company. As chairman, president and CEO, he led a \$9 billion business with 50,000 employees serving 10 million households and one million business customers. He created not only the first Bell company Internet access provider, but a long-distance subsidiary and a network-integration subsidiary as well.

When SBC Communications bought Pacific Bell, David became an executive vice president there, but soon was ready for a new challenge. He left to become chairman, president and CEO of PointCast, an Internet-based news and information service. At only 44 years old, he was the fourth oldest employee of PointCast.

David received a bachelor's degree in industrial management from the Georgia Institute of Technology. In typical record-setting style, he completed the four-year program in just three years and with high honors.

He's a member of a number of corporate boards, including 3Com Corporation, E-ETEK Dynamics Inc., Science Applications International Corporation (SAIC), and Scientific-Atlanta Inc. He is also a member of the Georgia Institute of Technology Advisory Board. And he was recently appointed by President Clinton to the Advisory Committee on High Performance Computing and Communications, Information Technology and the Next Generation Internet.

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who we are

The Concert Story : Executive Team

Executive Team
Corporate Presentation
Our Vision Video
Facts & Figures
Timeline
Locations
Network
Distributors

David W. Dorman
Christine Brennan
Walter G. DeSocio
Nancy Gofus
Nell Hobbs
Lee Jobe
Shelly J. London
Cathy-Ann Martine
David C. Nagel
John Polumbo

Feedback
Customer Portal
Partner Portal



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Chris Brennan

Senior Vice President,
 Human Resources

Chris Brennan is the senior vice president of the human resources group of Concert, the global venture between AT&T and BT.

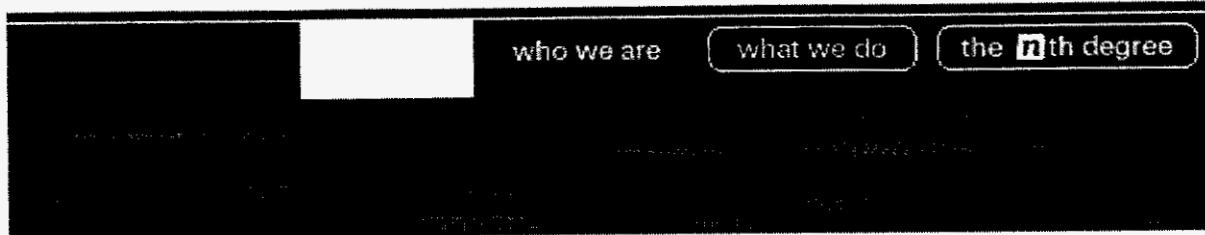
Prior to this position, Chris was vice president for human resources at BT Worldwide. Her responsibilities included delivering human resources policies, programs and services in support of the BT Worldwide business. This included creating the HR strategic plan; designing compensation and benefit programs; establishing a knowledge-sharing environment; managing executive development; and leading global deployment practices such as assignee repatriation and management of the people 'pool' to support BT Worldwide's inorganic activity. Chris also was responsible for global security, risk management and business excellence.

Chris has been a human resources professional her entire business career. Her grounding and experience was largely gained at the California-based Computer Sciences Corporation after receiving her bachelor's degree in business administration at the University of Maryland. In 1991, she was recruited by BT as vice president of human resources for BT's Global Outsourcing business, and became the fourth employee to join BT's traditional Concert in the summer of 1993.

She has extensive international HR experience, having traveled, operated and negotiated in Europe, Asia and the Middle East, and has managed large change management programs.

Chris and her husband Ed live in a 19th century home in the Virginia countryside.

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who we are

The Concert Story : Executive Team

Executive Team
Corporate Presentation
Our Vision Video
Facts & Figures
Timeline
Locations
Network
Distributors

David W. Dorman
Christine Brennan
Walter G. DeSocio
Nancy Gofus
Neil Hobbs
Lee Jobe
Shelly J. London
Cathy-Ann Martine
David C. Nagel
John Polumbo

Feedback
Customer Portal
Partner Portal



Concert is a global
 venture of AT&T and BT.



Walter DeSocio

General Counsel and Senior Vice
 President, Regulatory Affairs

Walter DeSocio is general counsel and senior vice president of regulatory affairs for Concert, the global venture between AT&T and BT.

Before this appointment, Walter was AT&T's chief regional counsel for Europe, Middle East and Africa. In this role, he had responsibility for all AT&T law and regulatory matters in that region. In addition, Walter was responsible for AT&T's international alliances and joint ventures, including the formation of the new Concert company, and the termination of the AT&T-Unisource pan-European joint venture and AT&T's WorldPartners alliance.

Previously he was the lead corporate lawyer in selling several large AT&T units, including the Skynet satellite operations and the undersea cable business. In completing each of those transactions, he assembled and coordinated multi-disciplinary internal teams across the enterprise. Other AT&T assignments included chief international counsel for AT&T's Submarine Systems unit (now divested) and its global PBX business (now a part of Lucent Technologies).

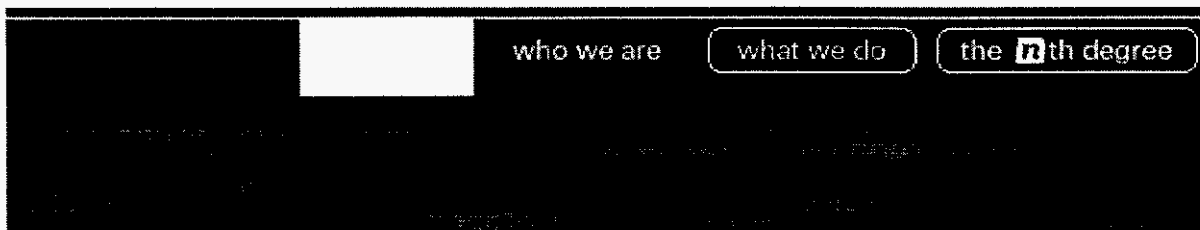
Walter has been with AT&T since 1991. Prior to that time, he was associated with Dewey Ballantine in New York City and engaged in a general domestic and international corporate and transactional practice, with emphasis on joint ventures, mergers and acquisitions, corporate finance and SEC securities regulation and corporate governance matters.

He is a member of the American Bar Association's International Business Law Committee, Subcommittee on Multinational Corporations, and its Corporate Counsel Committee, Subcommittee on Counseling the Multinational Corporation. He is also a member of the American Corporate Counsel Association and The Mentor Group, a forum for U.S.-EU legal and economic affairs.

Walter earned a bachelor of arts degree from Colgate University, a J.D. with honors from New York Law School and valedictory honors in international law from Cambridge University (Corpus Christi College) in England.

He currently lives in Atlanta with his wife Genevieve and two children, Alyssa and Robert.

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who we are

The Concert Story : Executive Team

- Executive Team
- Corporate Presentation
- Our Vision Video
- Facts & Figures
- Timeline
- Locations
- Network
- Distributors

- David W. Dorman
- Christine Brennan
- Walter G. DeSocio
- Nancy Gofus
- Neil Hobbs
- Lee Jobe
- Shelly J. London
- Cathy-Ann Martine
- David C. Nagel
- John Polumbo

- Feedback
- Customer Portal
- Partner Portal



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Neil Hobbs
President, Global Accounts

Neil Hobbs is the president of the global accounts unit of the new Concert company.

Neil leads the organization responsible for sales, industry marketing and customer service to Concert's multinational customers. This unit will have dedicated resources not only in the U.S. and UK, but also in a number of countries around the world organized by industry sectors. They will specialize in understanding the specific needs of the customers' industry and translate Concert's products and services into customer solutions.

Before being appointed to this position, Neil was the director of transition work done on behalf of BT for the AT&T/BT global venture, now called Concert. In this position, he led a BT team working with AT&T to plan for the creation of Concert. This included building the operations element of the venture, creating the five-year plan and then implementing the plan at launch.

Previously, Neil was general manager of the banking sector in BT, responsible for some of the largest customers in the BT group. His experience consists of managing sales, engineering, account management, service management, service centers, marketing, project and bid management both in the UK and globally.

Neil has held a number of roles in BT in different market segments including finance, petrochemicals, utilities and retail. He joined BT more than nine years ago. Previously he worked in the computer industry in the UK and internationally.

During his career at BT, he participated in a program with the London Business School working on the Global Consortium. This program focused on understanding how multinational companies can better operate globally.

Born in Scotland, Neil is married to Elaine and has two children, Laura, aged eight, and Kerri, aged three. He is a keen golfer, an avid soccer fan and a reader of Far Eastern culture and management philosophy.

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 who we are

what we do

the 10th degree

who we are

The Concert Story : Executive Team

[Executive Team](#)
[Corporate Presentation](#)
[Our Vision Video](#)
[Facts & Figures](#)
[Timeline](#)
[Locations](#)
[Network](#)
[Distributors](#)

[David W. Dorman](#)
[Christine Brennan](#)
[Walter G. DeSocio](#)
[Nancy Gofus](#)
[Neil Hobbs](#)
[Lee Jobe](#)
[Shelly J. London](#)
[Cathy-Ann Martine](#)
[David C. Nagel](#)
[John Polumbo](#)

[Feedback](#)
[Customer Portal](#)
[Partner Portal](#)



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Lee Jobe

President,
Network and Systems

Lee Jobe is president of the network and systems unit of the new Concert company.

Previously, Lee was the president of Citizens Communications, one of the largest community-based communications providers in the U.S. As its president, Lee led an organization serving more than one million customers. The company, which offers local and long distance phone service, advanced calling features, and high-speed data services, generates more than \$900 million in annual revenues and has 3,700 employees.

Prior to joining Citizens, Lee served as vice president for business operations at Pacific Bell. In this position, he was responsible for provisioning and maintaining services for the company's business and wholesale customers. He also headed the implementation of more than \$900 million in restructuring projects and established the company's operations research group.

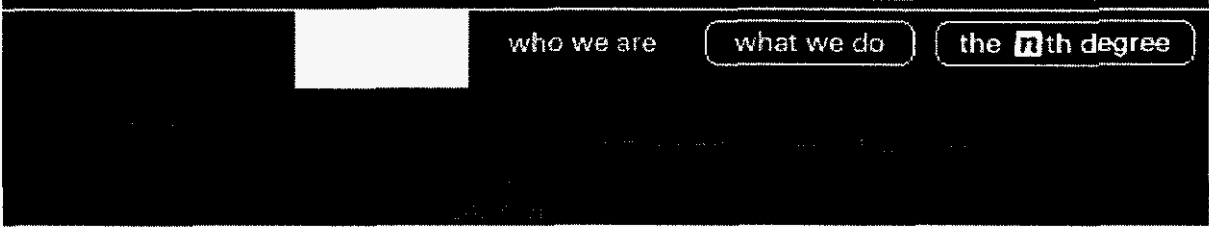
Before joining Pacific Bell, Lee held a number of senior positions in Sprint Corp., including as senior director of business operations with prime responsibility for all private line, switched data, ISDN, and video operations. Lee also served in a variety of information technology roles.

Lee has developed and implemented a number of operations management systems for various companies and taught operations analysis at Keller Graduate School of management.

He earned a bachelor's degree and a master's degree from the University of Missouri in Kansas City, and is a graduate of the senior executive development program at the Massachusetts Institute of Technology.

Lee lives in Scarsdale, New York with his wife Cindy. He started his career as a professional musician, playing the saxophone. His hobbies are tennis, golf, and jogging. Lee's wife is a microbiologist receiving her Ph.D. from Kansas University.

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 who we are

what we do

the 10th degree

who we are

The Concert Story : Executive Team

[Executive Team](#)
[Corporate Presentation](#)
[Our Vision Video](#)
[Facts & Figures](#)
[Timeline](#)
[Locations](#)
[Network](#)
[Distributors](#)

[David W. Dorman](#)
[Christina Brennan](#)
[Walter G. DeSocio](#)
[Nancy Gofus](#)
[Neil Hobbs](#)
[Lee Jobe](#)
[Shelly J. London](#)
[Cathy-Ann Martine](#)
[David C. Nagel](#)
[John Polumbo](#)

[Feedback](#)
[Customer Portal](#)
[Partner Portal](#)



Concert is a global venture of AT&T and BT.



David Nagel

Chief Technology Officer

David Nagel, chief technology officer of AT&T and president of AT&T Labs, has additional responsibilities as chief technology officer for the new Concert company, the global venture between AT&T and BT.

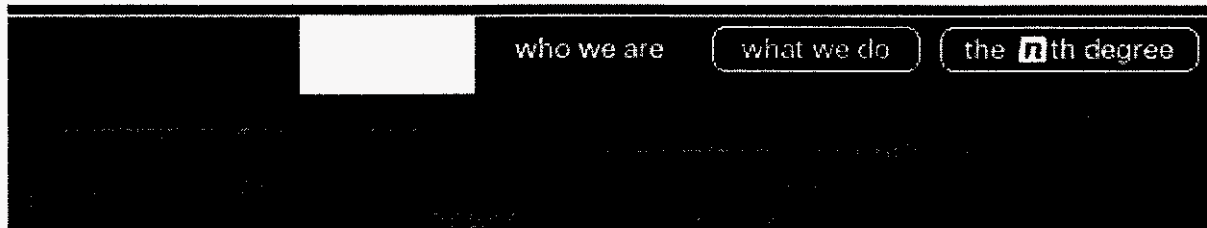
In that capacity, he will lead a separate technology unit, funded by AT&T and BT, to ensure common architecture and seamless services across AT&T, BT and Concert, as well as with other alliance partners around the world. David also heads AT&T's research efforts and is overseeing the development of a new generation of Internet and other communications and information services.

David was named as the first president of AT&T Labs in April 1996. As president of AT&T Labs, David is creating a highly focused and innovative research effort for the AT&T and overseeing the development of a new generation of Internet and other communications and information services. In August 1997, he assumed additional responsibility as AT&T chief technology officer. David advises the AT&T operations group and senior management staff on technology issues, and he chairs a company-wide technology strategy and development council.

Prior to joining AT&T, David was senior vice president of Apple Computer, where he led its worldwide research and development group responsible for Macintosh hardware, Mac OS SW, imaging and other peripheral products. Before joining Apple's Advanced Technology Group in 1988, David was a research scientist and head of human factors research at the Ames Research Center of the National Aeronautics and Space Administration (NASA).

David has served on a number of national and international advisory committees, including the National Critical Technologies Panel and National Research Council Study Symposium. He is a member of the National Academy of Sciences Committee on Human Factors and, in February 1997, was named to President Clinton's first Advisory Committee of High Performance Computing, Communication and the Next Generation Internet. He serves on the board of directors of the Tech Museum of Innovation in San Jose, Calif., the Kyle Foundation and is a member of the board of trustees of the UCLA Foundation. Additionally, he was recently named to the FCC's new Technical Advisory Council and to the board of directors of a new company called "B3TV."

David holds undergraduate and graduate degrees in engineering and a doctorate in experimental psychology, all from the University of California, Los Angeles.



who we are

The Concert Story : Executive Team

Executive Team
 Corporate Presentation
 Our Vision Video
 Facts & Figures
 Timeline
 Locations
 Network
 Distributors

David W. Dorman
 Christine Brennan
 Walter G. DeSocio
 Neil Hobbs
 Lee Jobe
 Shelly J. London
 Cathy-Ann Martine
 David C. Nagel
 John Polumbo
 Justin Sims

Feedback
 Customer Tools
 Partner Portal



Concert is a global
 venture of AT&T and BT.



John Polumbo

President, Global Markets

John Polumbo is president of the global markets unit of the new Concert company. In this role, John oversees the global venture's worldwide roster of distributors.

Prior to joining Concert, he served as president and chief operating officer of Excite, Inc., where he had responsibility for international, operations, marketing, network programming, engineering, human resources, and the organizations responsible for content-specific user searches and e-commerce applications.

John also held several top positions at Pacific Bell. He served as president and CEO of Pacific Bell Mobile Services, where he was responsible for sales, marketing, customer service, finance, accounting, strategic alliances, MIS and network operations. Prior to his position at Pacific Bell Mobile Services, John served as president of Pacific Bell's \$4 billion consumer markets group, where he was responsible for consumer-related sales, services, finance and strategic planning for the state of California.

Before joining Pacific Bell, John was vice president of Sybase Inc.'s worldwide customer service and support unit, managing all aspects of global customer service and support. Prior to joining Sybase, John served 10 years with Sprint Communications. During this time, he had several different responsibilities including four years as Sprint's senior executive for the West Coast.

In the early 1980s, he founded and served as president of National Telephone System, based in Hilton Head, S.C.

John, a resident of the San Francisco Bay Area, graduated from the University of Pittsburgh and received an MBA degree from Stanford University's Sloan Program.

In his leisure time, John enjoys hiking, biking and traveling internationally.

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who we are

The Concert Story : Executive Team

- Executive Team
- Corporate Presentation
- Our Vision Video
- Facts & Figures
- Timeline
- Locations
- Network
- Distributors

- David W. Dorman
- Christina Brannan
- Walter G. DeSocio
- Nell Hobbs
- Lee Jobe
- Shelly J. London
- Cathy-Ann Martine
- David C. Nagel
- John Polumbo
- Justin Sims

- Feedback
- Customer Tools
- Partner Portal



Concert is a global venture of AT&T and BT.



Justin Sims

Senior Vice President, Concert Global Products and Services

As senior vice president for Concert's Global Products and Services, Justin is responsible for the complete portfolio of Data, IP network, IP application, e-business and bandwidth services. He is charged with establishing and implementing a portfolio strategy that drives Concert's transition from its dependence on heritage network services, to the IP communications and applications business.

Justin has extensive experience in the global telecommunications industry. He was part of the Executive team BT's traditional Concert company, leading the Product Marketing organization. Prior to this he was responsible for Concert's Managed Data and Internet Services bringing to market its IP Dial, Internet Backbone and ATM services.

Before joining Concert, Justin spent 10 years with BT. During this period he launched one of BT's first global voice offerings in Europe and managed the distribution of the Concert portfolio via BT's channels. He has held a number of other marketing and customer service positions and joined BT as part of the original team responsible for implementing Total Quality Management with the aim of bringing about cultural change following BT's privatisation.

Justin has a BSc in Business studies, is married with 2 children and is based mid-Atlantic!

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R. Wayne Jackson

R. Wayne Jackson is Concert's Chief Financial Officer, based in Atlanta. Wayne comes from PricewaterhouseCoopers ("PWC"), where he has been a partner since 1991. His responsibilities at PWC included working with large, multinational companies. Wayne has worked on acquisitions totaling more than \$100 billion and had significant involvement with financing efforts ranging from \$50 million to several billion dollars. Among Wayne's clients were BellSouth International, BellSouth Cellular, Turner Broadcasting System, MCA, and Sony Pictures. Wayne is a 1979 graduate of the University of Alabama and now lives in Atlanta with his wife and three children.