

ORIGINAL

GERRY, FRIEND & SAPRONOV, LLP  
ATTORNEYS AT LAW  
SUITE 1450  
THREE RAVINIA DRIVE  
ATLANTA, GEORGIA 30346-2117  
(770) 399-9500  
FACSIMILE (770) 395-0000  
EMAIL: gflaw@gflaw.com

April 7, 2000

VIA OVERNIGHT DELIVERY

DEPOSIT DATE  
D279 APR 12 2000

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

000431-TX

Re: Application of Urban Media of Florida, Inc. for a Certificate of Authority to Provide Local Exchange Service ("Application")

- AFA \_\_\_\_\_
- APP \_\_\_\_\_
- CAF \_\_\_\_\_
- CMU \_\_\_\_\_
- CTR \_\_\_\_\_
- EAG \_\_\_\_\_
- LEG \_\_\_\_\_
- MAS \_\_\_\_\_
- OPC \_\_\_\_\_
- RRR \_\_\_\_\_
- SEC \_\_\_\_\_
- WAW \_\_\_\_\_
- ETH \_\_\_\_\_

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,

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

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

2254

4/10/2000

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

Filing Fee  
MEMO

00416-00

002254

**GERRY, FRIEND & SAPRONOV, LLP**

ATTORNEYS AT LAW

SUITE 1450

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D 27 10 00

7 20 00

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Re: Application of Urban Media of Florida, Inc. for a Certificate of Authority to  
Provide Local Exchange Service ("Application")

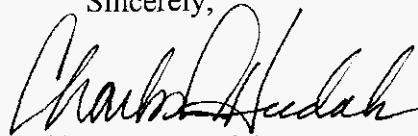
Dear Sir or Madam:

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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: Urban Media of Florida, Inc.  
(with enclosure)

GERRY, FRIEND & SAPRONOV, LLP  
ATTORNEYS AT LAW  
SUITE 1450  
THREE RAVINIA DRIVE  
ATLANTA, GEORGIA 30346-2117

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April 7, 2000

**VIA OVERNIGHT DELIVERY**

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

000431-TX

Re: Application of Urban Media of Florida, Inc. for a Certificate of Authority to Provide Local Exchange Service ("Application")

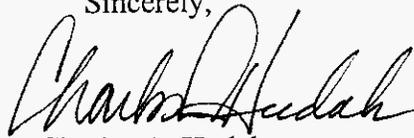
Dear Sir or Madam:

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.

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: Urban Media of Florida, Inc.  
(with enclosure)

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 filed this document  
*[Handwritten initials]*

APPLICATION  
DOCUMENT NUMBER-DATE  
04416 APR 11 8  
FPSC-RECORDS/REPORTING

CONFIDENTIAL  
DOCUMENT NUMBER-DATE  
04417 APR 11 8  
FPSC-RECORDS/REPORTING

RETRACTED  
DOCUMENT NUMBER-DATE  
04418 APR 11 8  
FPSC-RECORDS/REPORTING

**APPLICATION OF URBAN MEDIA OF FLORIDA, INC.  
FOR AUTHORITY TO PROVIDE LOCAL EXCHANGE SERVICE  
WITHIN THE STATE OF FLORIDA**

**ORIGINAL**  
600431-JX

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

**Urban Media of Florida, Inc.**

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

**Urban Media**

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

**Urban Media of Florida, Inc.  
101 University Avenue, Suite 400  
Palo Alto, California 94301  
Tel: (650) 330-7400  
Fax: (650) 833-5415**

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.**

6. Structure of organization;

- Individual                       Corporation
- Foreign Corporation           Foreign Partnership
- General Partnership           Limited Partnership
- Other \_\_\_\_\_

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

DOCUMENT NUMBER-DATE

**04416 APR 11 8**

FPSC-RECORDS/REPORTING

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's Florida Secretary of State corporate registration number is:**

**F00000001899**

**In addition, Applicant's Certificate of Authority to Transact Business in the State of Florida is attached hereto at Exhibit "A".**

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)

**At this time, Applicant is in the process of applying for a Federal Employer Identification Number ("FEIN"). Upon receipt of same, Applicant shall provide the FEIN to the Commission.**

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 any of the ten largest 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 ten largest 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 any of the ten largest stockholders is currently an officer, director, partner or stockholder in any other Florida certificated telephone company. However, certain of Applicant's officers and**

certificated telephone company. However, Mr. Morris was previously employed by AT&T and Teleport Communications Group (TCG) which are Florida certificated telephone companies. As a result of the AT&T acquisition of TCG, Mr. Morris became an employee of AT&T. Mr. Morris then left AT&T in January 2000 to join Urban Media Communications Corporation.

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

(a) The application:

**Karen Notsund  
Senior Director, Regulatory and External Affairs  
Urban Media Communications Corporation  
One Kaiser Plaza, Suite 1350  
Oakland, California 94612  
Tel: (510) 302-0307  
Fax: (510) 302-0336  
Internet E-Mail Address: knotsund@urbanmedia.com**

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

**Karen Notsund  
Senior Director, Regulatory and External Affairs  
Urban Media Communications Corporation  
One Kaiser Plaza, Suite 1350  
Oakland, California 94612  
Tel: (510) 302-0307  
Fax: (510) 302-0336  
Internet E-Mail Address: knotsund@urbanmedia.com**

(c) Complaints/Inquiries from customers:

**Karen Notsund  
Senior Director, Regulatory and External Affairs  
Urban Media Communications Corporation  
One Kaiser Plaza, Suite 1350  
Oakland, California 94612  
Tel: (510) 302-0307  
Fax: (510) 302-0336  
Internet E-Mail Address: knotsund@urbanmedia.com**

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 not filed an application with any other state regulatory commission for authority to operate as an alternative local exchange carrier. However, Applicant's affiliated corporations, all wholly-owned subsidiaries of Applicant's parent, have filed applications for authority to provide local exchange services in the states of California, Colorado, Georgia, Illinois, Michigan, Maryland, New Jersey, Pennsylvania, Texas, Virginia and in the District of Columbia.**

- (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 any civil court proceeding with an interexchange carrier, local exchange carrier or other telecommunications entity in any State of Federal jurisdiction.**

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 alternative local exchange carrier, has not yet prepared its own financial statements. However, Applicant has the assurance of its ultimate parent, Urban Media Communications Corporation (“UMCC”), that Applicant will be provided with all financial resources necessary to operate in a continuous and reliable manner. Applicant will submit to the Commission financial information regarding UMCC, which further demonstrates Applicant’s ability to provide the services proposed herein, under trade secret protection.**

*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.

**Applicant intends to file financial information regarding its parent, UMCC, in order to demonstrate Applicant’s ability to provide the services proposed herein, under trade secret protection.**

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

**Applicant intends to file financial information regarding its parent, UMCC, in order to demonstrate Applicant’s ability to provide the services proposed herein, under trade secret protection.**

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

**Applicant intends to file financial information regarding its parent, UMCC, in order to demonstrate Applicant’s ability to provide the services proposed herein, under trade secret protection.**

- 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".**

**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 \$50.00 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.

**URBAN MEDIA OF FLORIDA, INC.**

By: Michael A. Morris  
**Michael A. Morris**  
**Vice President and Secretary**

Date: April 4 '00

**ATTACHMENTS:**

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

**\*\* APPENDIX A \*\***

**CERTIFICATE SALE, TRANSFER OR ASSIGNMENT STATEMENT**

**Not applicable.**

**\*\* APPENDIX B \*\***

**INTRASTATE NETWORK**

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

**Applicant will have two POPs within the State of Florida, one in Jacksonville and one in Tampa. The POP locations will be the same as the switch sites identified below.**

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

**Applicant will deploy two DMS500 switches within Florida. One switch will be located in Jacksonville at 6602 Executive Park Court, and the other switch will be in Tampa at an as yet unidentified address. Both switches will be owned and operated by Applicant or an affiliate of Applicant.**

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

POP-to-POP

Type

Ownership

**Applicant intends to use existing transmission facilities. In addition, Applicant intends to lease unbundled network elements (e.g., transport) from BellSouth Telecommunications, Inc. or from other certificated, facilities-based carriers operating in the State of Florida.**

**\*\* APPENDIX C \*\***

**AFFIDAVIT**

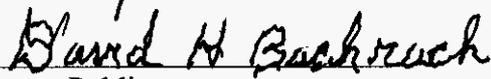
By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in the foregoing application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in 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 **Urban Media of Florida, 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."**

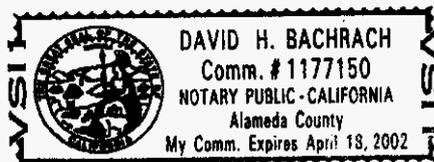
**URBAN MEDIA OF FLORIDA, INC.**

  
\_\_\_\_\_  
**Michael A. Morris**  
**Vice President and Secretary**

Sworn to before me this 4  
day of April, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission expires: 4/18/02



**EXHIBIT "A"**

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



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 5, 2000

JANNA WILSON  
CSC NETWORKS  
TALLAHASSEE, FL

Qualification documents for URBAN MEDIA OF FLORIDA, INC. were filed on April 5, 2000 and assigned document number F00000001899. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Foreign Qualification/Tax Lien Section.

Buck Kohr  
Corporate Specialist  
Division of Corporations

Letter Number: 200A00018739

Account number: 072100000032

Account charged: 70.00

### TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Urban Media of Florida, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Laura E. Karasek  
(Name of Person)

WSGR  
(Firm/Company)

650 Park Mill Road  
(Address)

Palo Alto, CA 94304-1050  
(City/State/Zip)

DIVISION OF CORPORATIONS  
APR 7 5 52 PM '00

Should you need to call someone concerning this matter, please call:

Laura Karasek at ( 650 ) 849-5661  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

Received Time Apr. 7. 9:39AM

### APPLICATION BY 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. Urban Media of Florida, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. On or about May 1, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 101 University Ave., Ste. 400  
Palo Alto, CA 94301  
(Current mailing address)

RECEIVED IN COUNTY CLERK'S OFFICE  
00 APR -99 PM 5:52

8. To provide telecommunication services  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays St.  
Tallahassee, Florida, 32301  
(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.*

Deborah D. Skipper Deborah D. Skipper  
(Registered agent's signature) as its agent

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: (Street address ONLY - P.O. Box NOT acceptable)

Received Time Apr. 7. 9:39AM

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See Attached Rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

00 APR -5 PM 5:57

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See Attached Rider

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. Michael Morris

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

14. Michael Morris, VP & Secretary

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

Received Time Apr. 7. 9:39AM

Officers/Directors Rider

<u>Name</u>	<u>Title</u>	<u>Address</u>
Sean Doherty	President and Sole Director	101 University Ave., Suite 400 Palo Alto, CA 94301
Michael Morris	Vice President and Secretary	101 University Ave., Suite 400 Palo Alto, CA 94301

00 APR -5  
AM 5:5  
DIRECTOR OF OPERATIONS

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "URBAN MEDIA OF FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR -5 PH 5:52



*Edward J. Freel*

Edward J. Freel, Secretary of State

3198396 8300

001149581  
Received Time Apr. 7. 9:39AM

AUTHENTICATION:

0336546

DATE:

03-24-00

**EXHIBIT "B"**

**FINANCIAL QUALIFICATIONS**

Applicant, a newly-created alternative local exchange carrier, has not yet prepared its own financial statements. However, Applicant has the assurance of its ultimate parent, Urban Media Communications Corporation ("UMCC"), that Applicant will be provided with all financial resources necessary to operate in a continuous and reliable manner. The primary source of funding for UMCC is (i) equity investments by private and institutional investors, and (ii) private lender financing (*e.g.*, line of credit). Applicant will submit to the Commission, under trade secret protection, financial information regarding UMCC, which demonstrates Applicant's ability (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.



101 University Avenue, Suite 400  
Palo Alto, California 94301

March 21, 2000

Florida Public Service Commission  
Division of Records and Reporting  
2540 Shumard Oak Boulevard  
Tallahassee, FL 23299-0850

Re: *Application of Urban Media of Florida, Inc.*

To Whom It May Concern:

I am the President and Chief Executive Officer of Urban Media Communications Corporation ("UMCC"). I am writing to confirm that UMCC will financially guarantee to fund the operations and activities of its subsidiary, Urban Media of Florida, Inc.

If you have any questions, please contact me at (650) 330-7430. You may also contact my counsel, Joseph S. Faber, at 510-207-7183.

Thank you.

Very Truly Yours,

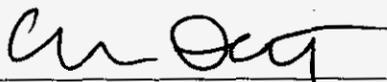
A handwritten signature in black ink, appearing to read "Sean Doherty".

Sean Doherty  
President and CEO  
Urban Media Communications Corporation

**AFFIDAVIT**

By my signature below, I attest to the accuracy of the information contained in the attached unaudited financial statements of **Urban Media Communications Corporation**. I have read the attached financial statements and declare that to the best of my knowledge and belief, the information is true and correct.

**URBAN MEDIA COMMUNICATIONS CORPORATION**



\_\_\_\_\_  
**Sean Doherty**  
**Chief Executive Officer**

Sworn to before me this 5<sup>th</sup>  
day of April, 2000.

Alison N. Cohn  
Notary Public

My Commission expires:  
Notary Public, Forsyth County, Georgia  
My Commission Expires Dec 4, 2001

**The financial statements of Urban Media Communications Corporation 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 telecommunications services. Applicant's key personnel, along with a description of their technical and managerial capabilities, are attached hereto.

Brief biographies of Urban Media's Executive Management Team are as follows:

- **Sean Doherty, Chief Executive Officer**

Sean Doherty is one of the co-founders of Urban Media and serves as the Company's Chief Executive Officer. From 1995-1997, he was a co-founder of the @Home Network, serving as @Home's Chief Operating Officer and later as the President of @Home's business-to-business services division, @Work. Prior to that, Mr. Doherty was the founder and CEO of TEAM Software, a developer of workgroup applications for the Internet and corporate networks. Mr. Doherty also served as Chief Financial Officer and subsequently as President of TradeNet, Inc., an online transaction network for commodity traders. Mr. Doherty holds a degree in Music Theory and Composition from the University of Maryland and the Salzburg Music Academy (Austria).

- **Paul Mockapetris, Chief Technology Officer**

Paul Mockapetris is co-founder and Chief Technology Officer at Urban Media. Mr. Mockapetris is a 25-year veteran of the information technology industry and is the creator of the Domain Name System (DNS) and the first to implement the SMTP mail protocol. Prior to Urban Media, Mr. Mockapetris was a co-founder of @Home, where he directed the development and implementation of one of the world's first broadband Internet backbone networks. An Internet pioneer, Mr. Mockapetris worked on the DCS Project (a high-speed LAN) and then on the ARPANET where he served as Program Manager for Networking. Mr. Mockapetris holds degrees in Physics and Electrical Engineering from MIT and a PhD in Information and Computer Science from the University of California, Irvine. In addition to his roles at Urban Media and @Home, Mr. Mockapetris has served as IETF Chair, CTO for Software.com and Director of the HPCC Division at USC/Information Sciences Institute.

- **Atam Lalchandani, Chief Financial Officer**

Atam Lalchandani, a co-founder of Urban Media, serves as the company's Chief Financial Officer. Mr. Lalchandani brings more than 20 years of information technology experience to Urban Media. Since 1992, Mr. Lalchandani has been a financial and strategic consultant for various companies in the San Francisco Bay Area, including @Home, Calico Technology, Cerent, Equinix, Fiberlane Communications, Juniper Networks and SoftNet Systems. Other roles for Mr. Lalchandani have included Chief Financial Officer of Oracle's domestic operations and Chief Executive Officer for Objectivity, a venture-backed database software company.

- **Roy Frederickson, Vice President of Operation Support System**

Roy Frederickson is responsible for the planning and implementation of Urban Media's operation support systems, including those for billing, ordering, provisioning. Mr. Frederickson also has responsibility for the internal communication systems that will enable Urban Media to function as a well-integrated company when responding to customer needs. Mr. Frederickson has 18 years of experience in both the telecommunications and e-commerce industries. Prior to joining Urban Media, Mr. Frederickson served as Vice President – Customer Care & Billing Business Unit for LHS where he led the end-to-end delivery of LHS' B2B and B2Me customer relationship management and billing products for wireless broadband. Mr. Frederickson also spent three years as Director and CIO - Information Services for US West Media Group Intl / MediaOne (Malaysia). Mr. Frederickson brings extraordinary expertise in information systems, especially those used for billing and customer care. He holds an MBA in Finance from Fairleigh Dickinson University in Madison N.J and a BSBA in Business Administration from Clarion University in Pennsylvania.

- **Jeff Barnell, Vice President of Marketing**

Jeff Barnell has 18 years of progressive accomplishments in business development, sales, marketing and customer service and now serves as Urban Media's Vice President of Marketing. Mr. Barnell is responsible for the development and marketing of all Urban Media's products and services, including voice and data services. Prior to joining Urban Media, Mr. Barnell was Vice President of Marketing for VPNet where he was responsible for its worldwide marketing strategy and plans. He also provided network solutions to CLEC and ILEC customers. Mr. Barnell began his career in marketing at McDonnell Douglas and Sun Microsystems. Mr. Barnell has completed post graduate studies in Mechanical Engineering at the University of Rochester and earned a B.S. Industrial Engineering from Purdue University.

- **Brian Bursch, Director for Business Development**

Brian Bursch is responsible for coordinating Urban Media's strategic technology partnerships and alliances. Mr. Bursch has over nineteen years of experience in the telecommunications industry. Prior to joining Urban Media, Mr. Bursch was the Director of Business Development for MCI WorldCom in the Shared Tenant Services Division. Mr. Bursch holds a BS in Business from the University of Richmond, and an MS in Information Systems Management from Seattle Pacific University.

- **Mark Davis, Vice President of Engineering**

Mark Davis has sixteen years of telecommunications network design experience. Mr. Davis is Vice President of Engineering and is responsible for planning and implementing Urban Media's nationwide telephony operations. Prior to joining Urban Media, Mr. Davis was Vice President of Engineering - Telephony Technology for Cox Communications Inc. where he played a key role in the successful launch of both commercial and residential telecommunications services in major cities across the U.S. Mr. Davis developed, implemented and managed switching, transport and access requirements for Cox's competitive local exchange operations in nine cities. Mr. Davis's accomplishments in the cable industry include transforming a traditional coax cable network into a highly reliable full-service network by promoting a route-diverse fiber-ring architecture. He holds a Bachelor of Science in Technology from Georgia Southern University and is a member of IEEE and the Society of Cable Telecommunications Engineers.

- **Michael Morris, Vice President of Regulatory and External Affairs**

Michael Morris serves as Urban Media's Vice President for Regulatory and External Affairs. He is responsible for developing, communicating and implementing Urban Media's public policy positions at local, state and federal government levels. He is also in charge of seeking regulatory approval for Urban Media to provide telecommunications services in numerous markets nationwide, as well as negotiating and interconnection relationships with other carriers. Mr. Morris is a former executive with AT&T and with Teleport Communications Group, one of the first major competitive local exchange carriers. He has more than 20 years experience in telecommunications policy issues, including experience with Continental Cablevision (now Media One) and the California Cable Television Association.

- **Rod McGinn, Director of Engineering, Network Switching Systems**

Rod McGinn is responsible for the construction of Urban Media's next-generation network and engineering new communications solutions for business customers. Prior to joining Urban Media, Mr. McGinn served as Director of Engineering, Network Switching Systems at Cox Communications. While at Cox Communications, Mr. McGinn was responsible for the development, design and deployment of Cox's Digital Switch Network. Mr. McGinn was also instrumental in the creation of Cox's Signaling System 7 and Local Number Portability Network, along with establishing network interconnections between switch networks with other carriers, RBOCs, CLECs and independents. Mr. McGinn holds a Bachelor of Science in Electrical Engineering from the University of Kansas.

**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.

**URBAN MEDIA OF FLORIDA, INC.**

A handwritten signature in black ink, appearing to read "Michael A. Morris", is written over a horizontal line.

**Michael A. Morris**

**Vice President and Secretary**