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September 20, 2000

RECEIVED-FPSC
00 SEP 20 PM 4:36
RECORDS AND
REPORTING

HAND DELIVERY

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Commission
Betty Easley Conference Center, Room 110
Tallahassee, Florida 32399-0850

Re: Docket No. 001290-TX

Dear Ms. Bayo:

Enclosed herewith for filing on behalf of Evolution Networks South, Inc. ("Evolution Networks") are:

1. An original and fifteen copies of Evolution Networks' Request for Confidential Classification; and
2. As attachments to the original Request for Confidential Classification, two copies of Evolution Networks' Application for Authority to Provide Alternative Local Exchange Service as Attachment B, and an envelope with the material considered confidential as Attachment C.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed and returning the copy to me.

This confidentiality request was filed by or for a "telco" for DN 11836-00. No ruling is required unless the material is subject to a request per 119.07, FS, or is admitted in the record per Rule 25-22.006(8)(b), FAC.

(x-ref. 10841-00)
DOCUMENT NUMBER-DATE
11835 SEP 20 8
FPSC-RECORDS/REPORTING

Page 2
September 20, 2000

Thank you for your assistance with this filing.

Sincerely,

A handwritten signature in black ink that reads "John R. Ellis". The signature is written in a cursive style with a large initial "J" and "E".

John R. Ellis

JRE/rl

Enclosures

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for an original certificate)
to provide alternative local exchange)
telecommunications service by)
Evolution Networks South, Inc.)
_____)

Docket No. 001290-TX

Filed: September 20, 2000

**EVOLUTION NETWORKS SOUTH, INC.'S
REQUEST FOR CONFIDENTIAL CLASSIFICATION**

Evolution Networks South, Inc. ("Evolution Networks"), by and through its undersigned counsel and pursuant to Rule 25-22.006(4), Florida Administrative Code, files this Request for Confidential Classification, and states:

1. On August 31, 2000, Evolution Networks filed an Application for an Original Certificate to Provide Alternative Local Exchange Telecommunications Service ("Application"), together with a Notice of Intent to Request Confidential Classification ("Notice of Intent"). As stated in the Notice of Intent, Exhibit 1 to the Application contains proprietary confidential business information.
2. Appended to this Request for Confidential Classification as Attachment A is a listing of pages of the Application where the confidential material is found, and a description of the material.
3. Appended to this Request as Attachment B are two copies of the Application with the confidential information redacted.
4. Appended to this Request as Attachment C in a sealed envelope marked "Confidential" is one copy of the Application, with the confidential information in Exhibit 1 highlighted.

DOCUMENT NUMBER-DATE

11835 SEP 20 8

FPSC-RECORDS/REPORTING

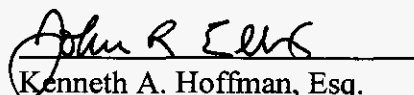
5. The material for which confidential classification is requested by Evolution Networks consists of the following financial information concerning its affiliate, Evolution Networks, Inc.: audited financial statements for 1998 and 1999; and unaudited Balance Sheet as of June 30, 2000, Statement of Cash Flows, Profit and Loss Statement, and Capitalization Chart as of May 31, 2000. Public disclosure of this information may or would harm the competitive interests of Evolution Networks in carrying out its business plan for the expansion of its interstate network and marketing of its services. This information is used by Evolution Networks in conducting its business and is treated by it as confidential, and should be classified as proprietary confidential business information pursuant to Section 366.093(3), Florida Statutes.

6. Evolution Networks has treated and intends to treat the information for which it requests confidential classification as private, and none of this information has been voluntarily disclosed publicly.

7. The original of this Request is being filed with the Division of Records and Reporting and a copy is being served on counsel of record.

WHEREFORE, Evolution Networks requests that the Commission enter an Order declaring the information described above and set forth in Attachment A to be proprietary business information that is entitled to confidential classification.

Respectfully submitted,



Kenneth A. Hoffman, Esq.

John R. Ellis, Esq.

Rutledge, Ecenia, Purnell & Hoffman, P.A.

P. O. Box 551

Tallahassee, FL 32302


(850) 681-6788

Attorneys for Evolution Networks South, Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing Evolution Networks South, Inc.'s Request for Confidential Classification was furnished to the following this 20th day of September, 2000:

Felicia Banks, Esq.
Division of Legal Services
Room 370
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850



John R. Ellis

Attachment A

<u>Page(s) of Exhibit 1</u>	<u>Description</u>
4	Balance Sheets, December 31, 1999 and 1998
5	Statement of Operations for year ended December 31, 1999 and for period from inception (May 20, 1998) to December 31, 1998
6	Statements of Shareholders' Equity (Deficit) for the year ended December 31, 1999 and for period from inception (May 20, 1998) to December 31, 1998
7	Statements of Cash Flows for the year ended December 31, 1999 and for the period from inception (May 20, 1998) to December 31, 1998
8-13	Notes to Financial Statements, December 31, 1999 and 1998
14	Statements of Cash Flows for the period ended May 31, 2000
15	Profit and Loss Statement for the five months ended May 31, 2000
16	Capitalization Chart - May 31, 2000

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

001290-TX

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- ◆ If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

— ATTACHMENT B —

APPLICATION

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

(x) **Original certificate** (new company).

() **Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

() **Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

() **Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Evolution Networks South, Inc.

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

Evolution Networks South, Inc.

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

20 Perimeter Center East

Atlanta, GA 30346

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

c/o CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

6. Structure of organization:

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

7. **If individual**, provide: N/A

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:**

 N/A

9. **If foreign corporation**, provide proof of authority to operate in Florida:

(a) **The Florida Secretary of State corporate registration number:**

 F00000003355

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:**

 N/A

11. **If a limited liability partnership**, provide proof of registration to operate in Florida:

(a) **The Florida Secretary of State registration number:**

N/A

12. **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: _____

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:** N/A

14. Provide **F.E.I. Number**(if applicable): 58-2548660

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 the officers, directors or ten largest stockholders have been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, nor may such actions result from any pending proceedings.

(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.

Mr. Eric Ensor, President and Chief Executive Officer of Evolution Networks South, holds a nominal interest in BellSouth Corp. and NetRail Communications through his prior employment with those companies.

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

(a) The application:

Name: Kenneth A. Hoffman

Title: Attorney

Address: P. O. Box 551

City/State/Zip: Tallahassee, FL 32302

Telephone No.: 850-681-6788 Fax No.: 850-681-6515

Internet E-Mail Address: Ken@REUPHLAW.COM

Internet Website Address: _____

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

Name: Carl Povelites

Title: Vice President, Regulatory Affairs

Address: 20 Perimeter Center East

City/State/Zip: Atlanta, GA 30346

Telephone No.: 770-353-3570 Fax No.: 770-353-3600

Internet E-Mail Address: cpovelites@evnetworks.com

Internet Website Address: www.evnetworks.com

(c) Complaints/Inquiries from customers:

Name: Carl Povelites

Title: Vice President, Regulatory Affairs

Address: 20 Perimeter Center East

City/State/Zip: Atlanta, GA 30346

Telephone No.: 770-353-3570 **Fax No.:** 770-353-3600

Internet E-Mail Address: cpovelites@evnetworks.com

Internet Website Address: www.evnetworks.com

17. List the states in which the applicant:

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

None.

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

None.

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

None.

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

None.

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

None.

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

None.

18. Submit the following:

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The *unaudited financial statements* should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet;
2. income statement; and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

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


1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
 2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
 3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

Please see information attached as Exhibit 1.

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL

Signature		Date	August 29, 2000
Title	Vice President & CFO	Telephone No.	770-353-3570
Address:	20 Perimeter Center East	Fax No.	770-353-3600
	Atlanta, GA 30346		

ATTACHMENTS:

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

CERTIFICATE SALE, 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:

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature Date

Title Telephone No.

Address: _____
Fax No.

**** APPENDIX B ****

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

**** APPENDIX C ****

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:

	August 30, 2000
Signature	Date
Vice President & CFO	770 353 3500
Title	Telephone No.
Address: 20 Perimeter Center East	770-353-3600
Atlanta, GA 30346	Fax No.

Exhibit 1

The following information is submitted in response to Section 18 of the application, concerning the applicant's financial capability, managerial capability, and technical capability.

Evolution Networks South, Inc. is a Delaware corporation that was incorporated in May, 2000. Consequently, financial statements for the past three years are not available. Evolution Networks South, Inc. is an affiliate of Evolution Networks, Inc., a Delaware corporation which was incorporated in May, 1998. Accordingly, copies of the audited financial statements for Evolution Networks, Inc. for 1998 and 1999, and unaudited Balance Sheet as of June 30, 2000 and Statement of Cash Flows, Profit and Loss Statement, and Capitalization Chart as of May 31, 2000 for Evolution Networks, Inc. are provided in the attached pages 2-16 of this Exhibit 1, and are filed with a Request for Confidential Classification pursuant to Rule 25-22.006, Florida Administrative Code.

Applicant possesses the requisite financial capability to provide alternative local exchange private line service in the State of Florida for which it seeks authority. In addition to its initial capitalization, Applicant expects to rely upon the generated revenues arising from its operations, as well as commercial borrowing. These revenue streams will also provide sufficient financial capability to maintain the facilities as required by Applicant to provide the services proposed herein, including ongoing lease or other expense associated with those facilities.

Applicant's managerial and technical capability is demonstrated in the attached resumes of its officers and employees Eric F. Ensor, Bruce D. Fraser, Carl Povelites, Dan Boyce, Dennis J. Clark, David E. Palmer, Jose Marques, Michael C. Geiselhart, Scott Wierson, Larry L. Hand, and David P. Williams, attached as pages 17-27 of this Exhibit 1.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

ALEC

To Evolution Networks, Inc.:

We have audited the accompanying balance sheets of EVOLUTION NETWORKS, INC. (a Delaware corporation) as of December 31, 1999 and 1998 and the related statements of operations, shareholders' equity (deficit), and cash flows for the year ended December 31, 1999 and for the period from inception (May 20, 1998) to December 31, 1998. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Evolution Networks, Inc. as of December 31, 1999 and 1998 and the results of its operations and its cash flows for the year ended December 31, 1999 and the period from inception (May 20, 1998) to December 31, 1998 in conformity with accounting principles generally accepted in the United States.

Arthur Andersen LLP

Atlanta, Georgia
March 16, 2000



ARTHURANDERSEN

Evolution Networks, Inc.

Financial Statements
as of December 31, 1999 and 1998
Together With Auditors' Report

EVOLUTION NETWORKS, INC.

BALANCE SHEETS

DECEMBER 31, 1999 AND 1998

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

EVOLUTION NETWORKS, INC.

STATEMENTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 1999 AND

FOR THE PERIOD FROM INCEPTION (MAY 20, 1998) TO DECEMBER 31, 1998

EVOLUTION NETWORKS, INC.

STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)

FOR THE YEAR ENDED DECEMBER 31, 1999 AND

FOR THE PERIOD FROM INCEPTION (MAY 20, 1998) TO DECEMBER 31, 1998

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

EVOLUTION NETWORKS, INC.

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 1999 AND
FOR THE PERIOD FROM INCEPTION (MAY 20, 1998) TO DECEMBER 31, 1998

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

EVOLUTION NETWORKS, INC. ✓

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999 AND 1998

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Evolution Networks, Inc.
Balance Sheet
As of June 30, 2000

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

EVOLUTION NETWORK, INC.
STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED MAY 31, 2000
(Unaudited)

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Evolution Networks, Inc.
Profit and Loss Statement
For the 5 Months Ended May 31, 2000
Unaudited

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Evolution Networks, Inc.
Capitalization Chart - May 31, 2000

Florida Public Service Commission
Application of Evolution Networks South, Inc.
For Authority To Provide
Alternative Local Exchange Service
Within the State of Florida

PUBLIC DISCLOSURE DOCUMENT

Eric F. Ensor
President and Chief Executive Officer

As President and Chief Executive Officer, Mr. Ensor brings a proven ability to conceptualize, develop and implement business opportunities in the telecommunications industry. With over 20 years experience in telecom, Mr. Ensor is recognized as one of the key visionaries in the broadband communications industry.

Before joining Evolution Networks, Mr. Ensor served as President and Chief Operating Officer for Telecom Wireless Solutions (TWS), a leading developer and provider of telecommunications solutions. While at TWS, Mr. Ensor managed the operating divisions of the company.

Prior to TWS, Mr. Ensor was with BellSouth Personal Communications, Inc., where he served as President of the start-up enterprise organization from 1994-1998. Under Mr. Ensor's leadership, the BellSouth PCS 1900 system grew into one of the leading PCS operations in the United States. Mr. Ensor held responsibility for both the business plan inception and ongoing management of the business, including \$600 million of capital invested to build the system. In addition, Mr. Ensor held complete P&L accountability, including engineering, operations, sales, marketing and finance. During Mr. Ensor's tenure, BellSouth's PCS business grew to over 300,000 customers, employed nearly 1,100 people and in 1998, generated over \$100 million in revenue.

While at BellSouth, Mr. Ensor held a series of key management roles, including Assistant Vice President for Worldwide Wireless Strategy and Chief Strategist for BellSouth Enterprises, Inc. where he managed multiple implementation and support teams and was a key participant in merger and acquisitions. Prior to joining BellSouth, Mr. Ensor was Vice President and General Manager for Nynex Mobile Communications, where he directed the paging division for two years. Previously, Mr. Ensor worked for AT&T and Motorola. Mr. Ensor holds a BA and an MBA from Duke University.



Bruce D. Fraser
Chief Financial Officer

A widely experienced senior financial executive and leader, Mr. Fraser brings to Evolution Networks more than 30 years of investment banking, capital raising, merger and acquisition, and financial management expertise in the United States and the United Kingdom.

Prior to joining Evolution Networks, Mr. Fraser was with Unidata, Inc., a rapidly growing, Denver-based, private, international niche database software company with \$50+ million in annual revenues, recently sold to a public company. While with Unidata, Mr. Fraser served as Vice President of Finance and CFO, restructuring the company's finance organization, negotiating and financing a series of major domestic and cross-border acquisitions and initiating an in-house "private label" captive sales finance operation. Actively involved in day-to-day operations, Mr. Fraser significantly contributed to managing the company's substantial growth (over 100% during his tenure).

Mr. Fraser has also served as Corporate Treasurer of Baker International Corporation (now -- Baker Hughes, Inc.) and has held various investment banking positions in New York and London with Prudential Bache Capital Funding, Lehman Brothers Kuhn Loeb International, Ltd., and Citicorp Investment Bank. Mr. Fraser's various positions included responsibilities for both mainstream corporate finance and international markets.

Mr. Fraser holds a BSBA and an MBA from Northwestern University.



THE POWER TO GROW

Carl Povelites

Vice President – Regulatory Affairs

As Vice President – Regulatory Affairs for Evolution Networks, Mr. Povelites directs the regulatory strategies and activities of the company which includes securing all necessary state and federal licenses and authorizations, obtaining interconnection and collocation agreements, and participating in regulatory and legislative proceedings at the state and federal level which may impact Evolution Networks' business plan.

Before joining Evolution Networks, Mr. Povelites served as Assistant Vice President – Government Relations for GTE Corporation's wireless business unit. There he was responsible for GTE Wireless' regulatory and legislative policies, strategies and initiatives – including advocacy, federal (FCC and FAA) and state licensing and authorizations, compliance with government mandates, participation in industry groups, and interconnection agreements.

During his over 13 year tenure at GTE, Mr. Povelites held a series of increasing management roles encompassing the full realm of Government activity – from policy development to implementation and compliance. Mr. Povelites played a key role in a number of wireless industry initiatives including the deregulation of the wireless industry and passing anti-fraud and E-911 cost recovery legislation and rules.

Mr. Povelites began his telecommunications career with Contel Telephone Operations, responsible for Interstate access pricing and forecasting. Mr. Povelites holds a B.B.A. in Economics and Management and an M.B.A. from New Mexico State University.

Dan Boyce
Vice President and Chief Technical Officer

As Vice President and Chief Technical Officer for Evolution Networks, Mr. Boyce directs the design, implementation and operation of the company's broadband IP based network. As a key technology strategist for the company, Mr. Boyce is also responsible for evaluating technological trends that could impact the company's business.

Before joining Evolution Networks, Mr. Boyce served as Vice President of Network Services for BellSouth International. During his tenure at BellSouth, Mr. Boyce's responsibilities included the planning, design, engineering and implementation of BellSouth's emerging international networks. Mr. Boyce also had an ongoing management role with provisioning, operations and maintenance.

Prior to BellSouth International, Mr. Boyce was the Chief Technical Officer for Optus Vision in Sydney, Australia, a joint venture of BellSouth and Cable & Wireless. In this position, he was responsible for the planning, design, engineering and construction of the Optus Vision HFC -- Network. He also worked as the Group Manager of Planning and Engineering for Optus Communications in Sydney, where his responsibilities included planning, design and engineering of the Optus long distance and local access networks.

Mr. Boyce began his career at Southern Bell, and has held a series of increasing management roles at Bell Communications Research and BellSouth. Mr. Boyce holds a BA in Quantitative Economics from the University of Georgia and a Master of Science in Telecommunications from Southern Methodist University in Texas.

Daniel J. Clark
Vice President Deployment

As Vice President of Deployment, Mr. Clark brings to Evolution Networks a proven ability to manage in a start-up business environment, add process elements and manage and develop telecommunication, information and entertainment delivery systems at the leading edge of technology. With successful endeavors in Puerto Rico, Mexico, Australia and China, Mr. Clark offers the company an impressive level of industry expertise.

Mr. Clark comes to Evolution Networks from Fluor Daniel Telecom, where he served as Regional Director responsible for the Level 3 city builds in Dallas, Houston, Phoenix, Chicago, Denver and Detroit. He directed the activities of seven City Managers in the fiber network builds, from the route selection process through turn-up. While with Fluor Daniel Telecom, Mr. Clark also held responsibility for directing 100 Outside Plant Engineers managing the feeder and distribution network to service over 960,000 customers. Major work involved the leading edge deployment of fiber optics cable and associated digital loop carrier equipment.

Prior to Fluor Daniel Telecom, Mr. Clark served as Vice President Engineering and Operations for GST Global/Bestel S.A de C.V. Guadalajara, Jalisco, Mexico. Responsible for the full scope of a national SDH, fiber optic network in Mexico, Mr. Clark directed the engineering, design, right-of-way issues, infrastructure and electronic build. The US\$180M project covered 2,359km and serves 87% of the Mexican population. Deliverables from the project included dark fiber and STM 1, 4 and 16 IRU sales.

Mr. Clark's diverse experience and knowledge also includes projects with BellSouth China in Beijing. As Director of Implementation, he consulted for BellSouth on the processes for a network infrastructure build, management techniques, long haul microwave upgrades and the implementation of an Intelligent Building System in Shanghai.

Mr. Clark also served as Operations Manager for Optus Communications in Australia, where he was responsible for the timely and economical provisioning of direct fiber connections to the business community in Australia. While with Optus, he also directed a project management team tasked with the start up of a second carrier in Australia.

Mr. Clark began his career at Southern Bell. Holding various positions of increasing responsibility, he served as Due Diligence Manager for BellSouth in Puerto Rico, where he participated in an evaluation of the Puerto Rican Telephone Company – focused on fiber deployment, outside plant engineering, construction and service delivery operations.



David E. Palmer
Vice President Sales

Focused on meeting the needs of various carrier and service provider customers, Mr. Palmer comes to Evolution Networks with over 30 years of global telecommunications marketing, technical and collaborative innovation. A "product of the industry," Mr. Palmer offers an impressive level of telecom business perspective and competitive marketplace understanding. Recognized as a practical telecom business planner, analyst and strategist, Mr. Palmer demonstrates a strong history of developing strategically focused teams that produce superior P&L performance.

Before joining Evolution Networks, Mr. Palmer served as Director of Strategic Accounts for GTE Communications Corporation. While at GTE, Mr. Palmer led significant and measurable change in attitude and action toward customer orientation, including the establishment of a strategic sales organization. Integral in collaborative efforts with companies such as ATT and EDS, Mr. Palmer's team closed and delivered \$500 million in new annual revenue from Fortune 100 companies.

Prior to his position at GTE, Mr. Palmer was Principal of WGM Telecommunications, a consulting firm specializing in developing telecommunications platforms as profit centers. Focused on the efficient integration of communication services into client organizations such as Avantel, GTE, KMC, and MCI Metro, Mr. Palmer successfully analyzed the needs of client companies and provided profitable business solutions to their communications services needs.

Mr. Palmer's sensitivity to the needs of various customer segments is derived from his extensive experiences at MCI Telecommunications Corporation. While at MCI, he held a variety of increasing responsibilities, including serving as Vice President Carrier/Special Accounts for the Southeast Division. While in that role, Mr. Palmer led the development and growth of carrier organizations, generating \$170 million in annual revenues. Mr. Palmer also served as Vice President of National Accounts, Southwest Division, where he was responsible for the direction and organization of start-up activities.

Mr. Palmer holds a BS in Mathematics from Clark Atlanta University.



Jose Marques
Vice President Business Development

A proven business development executive in the telecommunications arena, Jose Marques brings notable and relevant telecom experience to Evolution Networks.

Prior to joining Evolution Networks, Mr. Marques served as VP Business Development at eGlobe Network Services in Reston, VA, a leading supplier of enhanced communications services, including Internet voice and fax, post paid and prepaid calling card services, and other international Intranet and Inter-networking services. While with eGlobe, Mr. Marques held responsibility for all sales activities within North America and Europe for Network Services, as well as for switched cost control and traffic routing functions for the entire division. During his first six months with eGlobe, Mr. Marques led activities that doubled the number of directly connected customers and tripled the amount of traffic on the network.

Before joining eGlobe, Mr. Marques was VP Business Development for World Port Communications. While at WorldPort, he managed company direct costs, including transmission capacity, switched services reciprocal and bi-lateral contract negotiations. Mr. Marques also led the product development division of WorldPort, which under his leadership, introduced several new products and services to the marketplace.

Mr. Marques also managed long distance related activities for BellSouth International, serving as Director of Strategic Initiatives. During his time with BSI, he managed key functions (service capabilities, network design and local interconnect) in several BSI wireless and wireline property acquisitions and sale negotiations. Among his experiences at BSI, Mr. Marques contributed to strategic direction activities, including the initial concept development for: BellSouth Long Distance, acquisition of cellular properties in Peru and Ecuador, the development of tender responses for wireless service in Brazil, long distance service in Israel, and the creation of two new subsidiaries - Wireless International Services and BSI Access.

Mr. Marques has also held various functions with Sprint Corporation, ITT USTS, and Western Union Long Distance Services. While at Sprint, he was recognized as the Northeast subject matter expert on local access issues, including alternative carrier access, integrated service provisioning and load sharing, disaster recovery/redundant access planning.

Mr. Marques holds a BS in Computer Science from the New Jersey Institute of Technology.

Michael C. Geiselhart
Vice President Corporate Development

As Vice President of Corporate Development, Mr. Geiselhart leads Evolution Networks' efforts to further its corporate strategy via mergers, acquisitions, joint ventures and other industry alliances.

Offering over 17 years experience in corporate development, financial and regulatory analysis, Mr. Geiselhart comes to Evolution Networks from MediaOne Group, Inc. in Denver, where he served as Executive Director - Corporate Development. During his tenure, he handled numerous acquisitions, divestitures and trades of cable systems and cable programming investments. He had complete responsibility for all phases of these transactions (i.e., valuation, diligence, agreements), which ranged from \$20 million to over \$2 billion in size, and included the largest tax-deferred exchange in the cable industry. He established significant portions of MediaOne's corporate development "infrastructure" (i.e., deal processes, valuation models, diligence procedures, etc.); and negotiated/administered broad management agreements covering more than 10% of MediaOne's cable systems.

At Continental Cablevision (prior to its acquisition by Media One), Mr. Geiselhart founded departments within Corporate Finance responsible for regulatory analysis, FP&A and special projects. He authored and filed 150 cost-of-service cases, which impacted the cable industry's rules and preserved over \$100 million in annual cash flow. He was also instrumental in negotiating the cable industry's first "Social Contract" with the FCC.

Prior to Continental Cablevision, Mr. Geiselhart came from New England Electric System where he prepared rate cases of \$50 - \$500 million and served as an expert witness. He won over \$200 million in annual rate increases and led NEES' nationally precedent setting cases on FAS106 costs, which saved the company \$400 million.

Mr. Geiselhart began his career as a CPA with Coopers & Lybrand and was also a manager in a merger & acquisition advisory firm. He holds a BBA in accounting (magna cum laude) from Siena College in New York and an MBA in finance (with honors) from the University of North Carolina at Chapel Hill.

Scott Wierson
Vice President Planning and Engineering

Mr. Wierson brings to the Evolution Networks team a proven ability to integrate multifaceted communications systems. As Vice President Planning and Engineering, Mr. Wierson offers more than 20 years experience in the development of wired and wireless systems in both the domestic and international market place.

Mr. Wierson comes to Evolution Networks from Metromedia International Telecommunications, where he served as Senior Director Engineering and Vendor Management. While with Metromedia Mr. Wierson provided technical, project management and operational expertise to over 40 joint venture initiatives located throughout China, Eastern Europe, Russia, Baltic's, and other CIS counties. These ventures provided a variety of services including fixed telephone, mobile telephone, data, paging and CATV services. Successfully directing the implementation of CDMA, TDMA, GSM, D-AMPS and HFC systems, Mr. Wierson was integral to network planning, test/trials, certification, homologation, and initial operations of multiple systems.

Before joining Metromedia, Mr. Wierson provided both management and technical expertise, on telecommunications systems to ARGOSystems, a subsidiary of Boeing, International Telcell Inc., and Motorola. With ARGOSystems Corporation he managed the development of a fiber optic TCP/IP based communications and operational control system.

Mr. Wierson has also held positions of increasing responsibility with Andrew Government System Division, TCI Information Systems Division and ITT Telecom. His extensive experience includes over 6 years in the Latin America market where he was responsible for the marketing, contract negotiation and development of various communication systems and services.

Mr. Wierson holds a BSEE from the University of Texas and has successfully completed a series of graduate management courses at the University of Dallas.

Larry L. Hand, SR/WA *

Director of Right-of-Way and Facility Acquisition

*Senior Member, International Right-of-Way Association

With thirty-six years of communications engineering, construction, project management, right-of-way, and real estate experience in wireless and wireline networks, Mr. Hand brings proven skill and expertise to the Evolution Networks engineering team. Mr. Hand's extensive negotiations experience with Federal, state and local agencies, railroad, common carrier, CATV and other companies offers the company an unparalleled industry resource.

Knowledgeable of legislative and competitive issues relating to the wireless, wireline, broadband, MMDS, LMDS, DBS and CATV communications industries, Mr. Hand has successfully handled many regulatory matters, utility agreements, engineering and construction contracts and other issues that directly impacted communications industry operations, revenues and costs.

While with BellSouth International, Mr. Hand conducted a six-month (10 weeks in-country) investigation of land-use and infrastructure sharing issues for the preparation of a bid to purchase existing telephone companies and new licenses in Brazil. He also contributed to various projects in Argentina, Chile, Peru, Ecuador, Columbia, Venezuela, and Guatemala. Earlier in his tenure with BellSouth International, Mr. Hand managed a work group in Brazil (12 weeks) to investigate real estate acquisition and network construction issues for input into the business case for BellSouth's bid for cellular licensing.

He also developed strategies and negotiated pole attachment agreements with Australian power companies for construction of an aerial hybrid fiber/COAX CATV and telephone network, as well as developed and managed land use and environmental processes related to the OPTUS (Australia) 8500 KM intra-city and inter-city fiber network rollout.

Mr. Hand also spent several years with BellSouth Telecommunications where he developed/expanded numerous BellSouth methods and procedures related to the use of land, joint use of poles and conduits, and use of engineering and right-of-way contractors. While with BST, he also coordinated a legislative review process for Network Distribution for both Federal and four states' issues and worked extensively with Bell System Divestiture issues related to Network Distribution Department.

Mr. Hand is a Senior Member of the International Right-of-Way Association, as well as a licensed real estate agent in the state of Georgia. Mr. Hand holds a BS in Mechanical Engineering Technology from Southern Polytechnic State University in Georgia.



David P. Williams
Director of Marketing

With experience in conceptualizing, developing and marketing products to various telecommunications industry segments, Mr. Williams holds responsibility for the Evolution Networks marketing organization.

Mr. Williams comes to Evolution Networks from ICG Communications, where he managed an alternate sales channel for the eastern region as Director of Distributor Sales. Mr. Williams also held responsibility for direct program management including agent compensation, training, Extranet, and monthly program seminars, as well as accountability for a monthly sales quota.

During his tenure with ICG Communications, Mr. Williams also served as Director of Product Marketing, managing local, long distance and special access products that generated over \$14 million in monthly revenue. While serving in that position, he managed a staff of marketing professionals, analyzed and prioritized new products and enhancements and implemented an Internet sales channel for marketing of switched and VoIP long distance services. Mr. Williams' team also implemented a VoIP network, connecting 236 points of presence and a switched long distance network connecting ICG's Lucent 5ESS switches. He also developed a switched long distance product set, which within 12 months of rollout, generated over \$425,000 in monthly revenue.

Prior to joining ICG Communications, Mr. Williams held a variety of positions at MCI WorldCom, including Local Product Manager, Product Retention Manager and Product Development Manager. While with MCI WorldCom, Mr. Williams developed, implemented and managed acquisition and retention strategies for small and medium sized business, coordinated customer communication initiatives and provided significant field support for critical products and services.

Mr. Williams began his telecommunications career at Sprint Corporation, where he conducted product performance analyses, competitive analyses and assessed future business opportunities. While with Sprint he also designed, established and monitored pricing strategies for more than 100 new and existing advertising products.

Mr. Williams holds a BA in economics from the University of Missouri and an MA in Marketing from Webster University in Kansas City Missouri.