

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

ORIGINAL

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Sara F. Leibman

202 434 7300
202 434 7400 fax

Direct dial 202 434 7327
sleibman@mintz.com

September 24, 2001

VIA OVERNIGHT MAIL

Florida Public Service Commission
Division of Communications
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Calpoint (Florida), LLC's Petition for Certification to Provide Interexchange Telecommunications Services

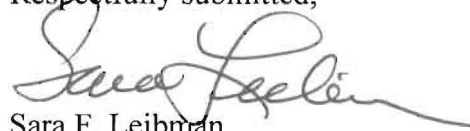
011236-TI

Dear Sir or Madam:

Enclosed please find an original and six (6) copies of: (i) this letter; (ii) Motion requesting confidential treatment of financial statements; (iii) Petition for Certification to Interexchange Telecommunications Services, and tariff; and (iv) a check for \$250.00 to cover the required filing fee.

Please date stamp the additional enclosed copy of this filing and return it to me in the enclosed postage pre-paid envelope. Should you have any questions concerning this filing, please contact the undersigned.

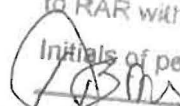
Respectfully submitted,



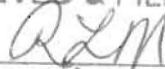
Sara F. Leibman
Counsel for Calpoint (Florida), LLC

Enclosures

cc: Samuel Surloff
Thomas Williams

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.
Initials of person who forwarded check:


RECEIVED & FILED



WDC 223573v1 FPSC-BUREAU OF RECORDS

Washington Boston New York Reston New Haven DOCUMENT NUMBER-DATE

12026 SEP 25 01

COMMUNICATIONS CLERK

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Sara F. Leibman

202 434 7300
202 434 7400 *fax*

*Direct dial 202 434 7327
sleibman@mntz.com*

September 24, 2001

Florida Public Service Commission
Division of Communications
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Calpoint (Florida), LLC's Petitions for Certification to Provide Interexchange
Telecommunications Services

To Whom It May Concern:

Calpoint (Florida), LLC ("Calpoint"), by undersigned counsel and pursuant to Fla. Stat. ch. 364.183, hereby respectfully requests proprietary confidential treatment of the financial statements of Calpoint's parent company, Calpoint LLC, which are included as Attachment B to the above-referenced Applications. These documents contain proprietary, sensitive, commercial and financial information that is not publicly available and, if released, could be used by competitors of Calpoint or its parent, Calpoint LLC, to cause competitive and/or financial harm. As such, the documents fall within the scope of ch. 364.183 and should be afforded protection from public inspection. Accordingly, the documents have been filed in a sealed envelope attached to the original Application and have been omitted from the six copies of the Application accompanying the original. At the completion of the Application process, Calpoint respectfully requests that the Commission return or destroy the information provided under seal and any copies made by staff for its use.

In the event that this request for proprietary confidential treatment is denied, please provide the undersigned with advance notice of that determination. Calpoint further requests that the Commission stay the release of the documents until such time as an application for review of the determination is resolved. Disclosure of these documents without affording Calpoint an opportunity to contest a finding against confidentiality would prejudice it and render moot any successful appeal.

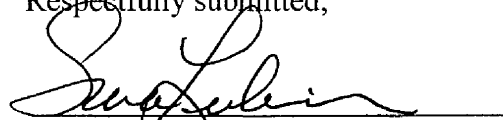
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Florida Public Service Commission

Page 2

Please contact the undersigned counsel if you have any questions concerning this request.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Sara F. Leibman", written over a horizontal line.

Sara F. Leibman

Counsel for Calpoint (Florida), LLC

Enclosures

cc: Samuel Surloff

WDC 223437v1

CALPOINT, LLC
11755 WILSHIRE BLVD #1450
LOS ANGELES, CA 90025

16-1606/1220

1005

DATE 09/13/01

PAY TO THE ORDER OF Florida Public Service Comm. \$ 250.00

Two hundred fifty dollars DOLLARS

PLAZA TOWERS
CITY NATIONAL BANK
2029 Century Park East #B Level (310) 553-4262
Los Angeles, CA 90067

MEMO FL. Access Applications Sul R

⑆ 1 2 2 0 1 6 0 6 6 ⑆ 1 0 0 5 0 0 2 2 4 4 7 9 9 ⑆

**Before the
FLORIDA PUBLIC SERVICE COMMISSION**

Calpoint (Florida), LLC)	
)	
Petition for a Certificate of)	Docket No. _____
Authority to Provide)	
Interexchange Telecommunications)	
Within the State of Florida)	

**PETITION FOR CERTIFICATION TO PROVIDE
INTEREXCHANGE TELECOMMUNICATIONS SERVICE**

Samuel M. Surloff
Vice President and General Counsel
Calpoint, LLC
11755 Wilshire Boulevard
Suite 1450
Los Angeles, CA 90025
Telephone: (310) 274-6680
Facsimile: (310) 274-6816

Sara F. Leibman
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C.
701 Pennsylvania Avenue, N.W.
Suite 900
Washington, D.C. 20004
Telephone: (202) 434-7300
Facsimile: (202) 434-7400

Counsel for Calpoint (Florida), LLC

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

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

(2) Name of Company

Calpoint (Florida), LLC

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

Calpoint (Florida), LLC

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

Calpoint (Florida), LLC
11755 Wilshire Boulevard
Suite 1450
Los Angeles, CA 90025

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

Applicant does not yet have a Florida address.

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

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

Operator Service Provider - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

Reseller - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.

- () **Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its unaggregated traffic.
- () **Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.
- () **Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

(7) Structure of organization:

- | | |
|---|--------------------------------|
| () Individual | () Corporation |
| () Foreign Corporation | () Foreign Partnership |
| () General Partnership | () Limited Partnership |
| (<input checked="" type="checkbox"/>) Other <u>Limited Liability Company</u> | |

(8) If individual, provide:

Name: _____
 Title: _____
 Address: _____
 City/State/Zip: _____
 Telephone No.: _____ Fax No.: _____
 Internet E-Mail Address: _____
 Internet Website Address: _____

Applicant is not an individual.

(9) If incorporated in Florida, provide proof of authority to operate in Florida:

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

Applicant is not incorporated in Florida.

(10) If foreign corporation, provide proof of authority to operate in Florida:

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

Applicant is not a corporation.

(11) **If using fictitious name - d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:

Applicant will not be using a fictitious name.

(12) **If a limited liability partnership**, provide proof of a registration to operate in Florida:

(a) The Florida Secretary of State registration number:

M01000001856

(13) **If a partnership**, provide name, title and address of all partners and a copy of the partner agreement.

Name:

Title:

Address:

City/State/Zip:

Telephone No.

Fax No.:

Internet E-Mail Address:

Internet Website Address:

Applicant is not a partnership.

(14) **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number:

Applicant is not a foreign limited partnership.

(15) **Provide F.E.I. Number** (if applicable)

95-4873600

(16) **Provide the following** (if applicable)

(a) Will the name of your company appear on the bill for your services?

() Yes () No

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

(17) Who will receive the bills for your service?

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

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

(a) The application:

Name: Sara F. Leibman

Title: Counsel for Calpoint (Florida), LLC

Address: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C.
701 Pennsylvania Avenue, N.W. Suite 900

City/State/Zip: Washington, D.C. 20004

Telephone No.: (202) 434-7327 Fax No.: (202) 434-7400

Internet E-Mail Address: SLeibman@mintz.com

Internet Website Address: www.mintz.com

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

Name: Samuel M. Surloff
Title: Vice President and General Counsel
Address: 17555 Wilshire Boulevard, Suite 1450
City/State/Zip: Los Angeles, CA 90025
Telephone No.: (310) 274-6680 Fax No.: (310) 274-6816
Internet E-Mail Address: ssurloff@calpoint.net
Internet Website Address: N/A

(c) Complaints/Inquiries from customers:

Name: Samuel M. Surloff
Title: Vice President and General Counsel
Address: 17555 Wilshire Boulevard, Suite 1450
City/State/Zip: Los Angeles, CA 90025
Telephone No.: (310) 274-6680 Fax No.: (310) 274-6816
Internet E-Mail Address: ssurloff@calpoint.net
Internet Website Address: N/A

(19) List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

Applicant does not provide intrastate, interLATA telecommunications service to customers in any state.

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

Affiliates of Applicant are currently in the process of completing applications to provide interexchange telecommunications services in Colorado, California, Washington DC, Georgia, Illinois, Massachusetts, Washington, Texas, and New York.

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

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

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

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

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

Applicant has never had any regulatory penalties imposed.

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

Applicant has never been involved in civil court proceedings with any interexchange carrier.

(20) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

No officer, director, or stockholder has been previously adjudged bankrupt, mentally incompetent or found guilty of any felony or of any crime, or from any pending proceeding.

(b) an officer, director, partner or stockholder in any other Florida certified telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No officer, director, or stockholder is an officer, director, or stockholder in any other Florida certified telephone company.

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

- a. _____ **MTS with distance sensitive per minute rates**
 - _____ **Method of access is FGA**
 - _____ **Method of access is FGB**
 - _____ **Method of access is FGD**
 - _____ **Method of access is 800**

- b. _____ **MTS with route specific rates per minute**
 - _____ **Method of access if FGA**
 - _____ **Method of access is FGB**
 - _____ **Method of access is FGD**
 - _____ **Method of access is 800**

- c. X **MTS with statewide flat rates per minute (i.e. not distance sensitive)**
 - _____ **Method of access if FGA**
 - _____ **Method of access is FGB**
 - _____ **Method of access is FGD**
 - _____ **Method of access is 800**

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

- e. _____ **Block-of-time calling plan (Reach Out Florida, Ring America, etc.).**

- f. X **800 service (toll free)**

- g. _____ **WATS type service (bulk or volume discount)**
 - _____ **Method of access is via dedicated facilities**
 - _____ **Method of access is via switched facilities**

- h. X **Private line services (Channel Services (For ex. 1.544 mbs., DS-3, etc.))**

- i. _____ **Travel Service**
 - _____ **Method of access is 950**

_____ **Method of access is 800**

j. _____ **900 service**

k. _____ **Operator services**

_____ **Available to presubscribed customers**

_____ **Available to non presubscribed customers (for example, to Patrons of hotels, students in universities, patients in hospitals).**

l. Services included are:

_____ Station assistance

_____ Person-to-person assistance

_____ Directory assistance

_____ Operator verify and interrupt

_____ Conference calling

The applicant's initial tariff (see Attachment A) may not reflect all of the above interexchange carrier services. The applicant may offer such services as indicated in this section the future, and will file the appropriate tariff revisions prior to offering such services to its end user customers.

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

See Attachment A.

(23) Submit the following:

A. Financial capability.

See Attachment B.

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 be so stated.

The unaudited financial statements should be signed by the applicants' 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 capacity to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See Attachment B.

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

See Attachment C.

- C. **Technical capability:** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what the company has been contracted to conduct technical maintenance.

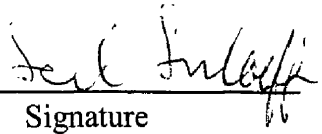
See Attachment C.

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 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:

Samuel M. Surloff
Print Name


Signature

September 17, 2001
Date

Vice President and General Counsel
Title

(310) 274-6680
Telephone No.

Address: 11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

(310) 274-6816
Fax No.

(NOT APPLICABLE)

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.

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

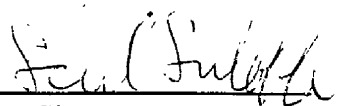
A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be provided in one of the following ways (applicant, please check one):

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

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

UTILITY OFFICIAL:

Samuel M. Surloff
Print Name


Signature

September 17, 2001
Date

Vice President and General Counsel
Title

(310) 274-6680
Telephone No.

Address: 11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

(310) 274-6816
Fax No.

CURRENT FLORIDA INTRASTATE SERVICES

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

If the answer is has, fully describe the following:

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

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

UTILITY OFFICIAL:

Samuel M. Surloff
Print Name


Signature

09/21/01
Date

Vice President and General Counsel
Title

(310) 274-6680
Telephone No.

Address: 11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

(310) 274-6816
Fax No.

AFFIDAVIT

By my signature below, I the undersigned, 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 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:

Samuel M. Surloff
Print Name


Signature

09/21/01
Date

Vice President and General Counsel
Title

(310) 274-6680
Telephone No.

Address: 11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

(310) 274-6816
Fax No.

List of Attachments

Attachment A	Proposed Tariff
Attachment B	Financial Capability
Attachment C	Managerial and Technical Qualifications
Attachment D	Corporate Qualifications

ATTACHMENT A

PROPOSED TARIFF

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Calpoint (Florida), LLC, with principal offices at 11755 Wilshire Boulevard, Suite 1450, Los Angeles, CA 90025. This tariff applies for services furnished with the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

ISSUED:**EFFECTIVE:** _____**By:**

Samuel Surloff
Vice President and General Counsel
Calpoint (Florida), LLC
11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

CHECK SHEET

The sheets listed below, which are inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet (s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original

* New or Revised Sheets

ISSUED:

EFFECTIVE: _____

By:

Samuel Surloff
Vice President and General Counsel
Calpoint (Florida), LLC
11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

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Tariff Format Sheet.....5

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Section 2 – Rules and Regulations.....14

Section 3 – Description of Services.....18

Section 4 – Rate Schedules.....22

ISSUED:

EFFECTIVE: _____

By:

Samuel Surloff
 Vice President and General Counsel
 Calpoint (Florida), LLC
 11755 Wilshire Boulevard, Suite 1450
 Los Angeles, CA 90025

SYMBOLS SHEET

- D - Delete or Discontinue
- I - Change Resulting In An Increase to A Customer's Bill
- M - Moved From Another Tariff Location
- N - New
- R - Change Resulting In A Reduction To A Customer's Bill
- T - Change In Text Or Regulation But No Change In Rate Or Charge

ISSUED:

EFFECTIVE: _____

By:

Samuel Surloff
Vice President and General Counsel
Calpoint (Florida), LLC
11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

TARIFF FORMAT SHEETS

- A. Sheet Numbering** - Sheet numbers appear in the upper right hand corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revisions Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc, the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i).
 - 2.1.1.A.1.(a).I.(i).(1).
- D. Check Sheets** - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the pages contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular page is the most current on file with the FPSC.

ISSUED:

EFFECTIVE: _____

By:

Samuel Surloff
Vice President and General Counsel
Calpoint (Florida), LLC
11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

APPLICABILITY

This Tariff contains the Service offerings, rates, terms and conditions applicable to the furnishing of intrastate interexchange telecommunications services within the State of Florida by Calpoint (Florida), LLC (hereinafter "Company").

ISSUED:

EFFECTIVE: _____

By:

Samuel Surloff
Vice President and General Counsel
Calpoint (Florida), LLC
11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

For the purpose of this Tariff, the following definitions will apply:

Access Coordination

Provides for the design, ordering, installation, coordination, pre-service testing, service turn-up and maintenance on a Company or Customer provided Local Access Channel.

Access Line

An arrangement which connects the customer's location to the Company's network switching center.

Administrative Change

A change in Customer billing address or contact name

Alternate Access

Alternate Access is a form of Local Access except that the provider of the Service is an entity, other than the Local Exchange Carrier, authorized or permitted to provide such Service. The charges for Alternate Access may be subject to private agreement rather than published or special tariff if permitted by applicable governmental rules.

Application for Service

A standard Company order form which includes all pertinent billing, technical and other descriptive information which will enable the Company to provide a communication Service as required.

ASR

ASR (Access Service Request) means an order placed with a Local Access Provider for Local Access.

Authorization Code

A numerical code, one or more of which are available to a customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Authorized User

A person, firm, corporation, or other entity that either is authorized by the Customer to receive or send communications or is placed in a position by the Customer, either through acts or omissions, to send or receive communications.

Bandwidth

The total frequency band, in hertz, allocated for a channel.

ISSUED:

EFFECTIVE: _____

By:

Samuel Surloff
Vice President and General Counsel
Calpoint (Florida), LLC
11755 Wilshire Boulevard, Suite 1450
Los Angeles, CA 90025

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS continued

Bill Date

The date on which billing information is compiled and sent to the Customer.

Call

A completed connection between the Calling and Called Stations.

Called Station

The telephone number called.

Calling Station

The telephone number from which a Call originates.

Cancellation of Order

A Customer initiated request to discontinue processing a Service order, either in part or in its entirety, prior to its completion. Cancellation charges will be assessed for each Circuit-end or Dedicated Access line canceled from an order prior to its completion by the Company, under the following circumstances: (1) if the LEC has confirmed in writing to the Company that the Circuit-end or Dedicated Access line will be installed; or (2) if the Company has already submitted facilities orders to an interconnecting telephone company.

Channel or Circuit

A dedicated communications path between two or more points having a Bandwidth or Transmission Speed specified in this Tariff and selected by a Customer.

Commission (or "FPSC")

Florida Public Service Commission

Company or Carrier

Calpoint (Florida), LLC

Company Recognized National Holidays

The following are Company Recognized National Holidays determined at the location of the originator of the Call: New Year's Day, Martin Luther King Day, President's Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day, Christmas Day.

The evening rate is used unless a lower rate would normally apply. When a Call begins in one rate period and ends in another, the rate in effect in each rate period applies to the portion of the Call occurring within that rate period. In the event that a minute is split between two rate periods, the rate in effect at the start of that minute applies.

ISSUED:

EFFECTIVE: _____

By:

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS continued**Customer**

The person, firm, corporation or governmental unit which orders Service and which is responsible for the payment of charges and for compliance with the Company's tariff regulations. A Customer is considered to be an account for billing purposes. The term Customer also includes an entity that remains presubscribed to the Company Service after its account(s) are removed from the Company's billing system, subsequently continues to use Company's network, and is billed by a local exchange carrier for such use, or otherwise uses Service for which no other Customer is obligated to compensate Company.

Customer Premises/Customer's Premises

Locations designated by a Customer where Service is originated/terminated whether for its own communications needs or for the use of its resale customers.

Day

From 8:00 AM up to but not including 5:00 PM local time Sunday through Friday.

DCS

DCS means Digital Cross-Connect System

Dedicated Access/Special Access

Dedicated Local Access between the Customer's Premises or serving wire center and the Company's Point-of-Presence for origination or termination of Calls.

DS-0

DS-0 means Digital Signal Level 0 Service and is a 64 Kbps signal.

DS-1

DS-1 means Digital Signal Level 1 Service and is a 1.544 Mbps signal.

DS-0 with VF Access

DS-0 Service with VF Local Access facilities provides for the transmission of analog voice and/or data within 300 Hz to 3000 Hz frequency range.

DS-0 with DDS Access

DS-0 Service with DDS Local Access facilities provides for the transmission of digital data at speeds 2.4, 4.8, 9.6 or 56 Kbps.

Due Date

The Due Date is the date on which payment is due.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS continued**Evening**

From 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

Expedite

A Service order initiated at the request of the Customer that is processed in a time period shorter than the Company's standard Service interval.

FCC

Federal Communications Commission

FPSC (or "Commission")

Florida Public Service Commission

Holidays

The Company's recognized holidays are New Year's Day, July 4th, Thanksgiving Day, Christmas Day.

Individual Case Basis (ICB)

Individual Case Basis (ICB) determinations involve situations where complex Customer-specific Company arrangements are required to satisfactorily serve the customer. The nature of such Service requirements makes it difficult or impossible to establish general tariff provisions for such circumstances. When it becomes possible to determine specific terms and conditions for such offerings, they will be offered pursuant to such terms and conditions.

Installation

The connection of a Circuit, Dedicated Access line, or port for new, changed or an additional Service.

Interexchange Service

Interexchange Service means that portion of a communications channel between a Company-designated Point-of-Presence in one exchange and a Point-of-Presence in another exchange.

Interruption

Interruption shall mean a condition whereby the Service or a portion thereof is inoperative, beginning at the time of notice by the Customer to Company that such Service is inoperative and ending at the time of restoration.

Kbps

Kilobits per second.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS continued**LATA (Local Access Transport Area)**

A geographical area established for the provision and administration of communications Service of a local exchange company.

Local Access

Local Access means the Service between a Customer Premises and a Company designated Point-of-Presence.

Local Access Provider

Local Access Provider means an entity providing Local Access.

Local Exchange Carrier (LEC)

The local telephone utility that provides telephone exchange services.

Mbps

Megabits per second.

Multiplexing

Multiplexing is the sequential combining of lower bit rate Private Line Services onto a higher bit rate Private Line Service for more efficient facility capacity usage or vice versa.

N/A

Not available.

Night/Weekend

From 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

Nonrecurring Charges

Nonrecurring Charges are one-time charges.

Payment Method

The manner which the Customer designates as the means of billing charges for Calls using the Company's Service.

Physical Change

The modification of an existing Circuit, Dedicated Access line or port, at the request of the Customer, requiring some Physical Change or retermination.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS continued**Point-of-Presence (POP)**

A Company-designated location where a facility is maintained for the purpose of providing access to its Service.

Primary Route

The route which, in the absence of Customer-designated routing or temporary re-routing, would be used by the Company in the provision of Service.

Private Line

A dedicated transmission channel furnished to a customer without intermediate switching arrangements for full-time customer use.

Private Line Service

A dedicated full-time transmission Service utilizing dedicated access arrangements.

Rate Center

A specified geographical location used for determining mileage measurements.

Requested Service Date

The Requested Service Date is the date requested by the Customer for commencement of Service and agreed to by the Company.

Restore

To make Service operative following an interruption by repair, reassignment, re-routing, substitution of component parts, or otherwise, as determined by the carrier(s) involved.

Route Diversity

Two channels which are furnished partially or entirely over two physically separate routes.

Service

Service means any or all Service(s) provided pursuant to this Tariff.

Service Commitment Period

The term selected by the Customer and stated on the Service order during which the Company will provide the Services subscribed to by the Customer. The term can be monthly or in the case of Private Line Services for a period of up to 5 years.

ISSUED:

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS continued

Special Promotional Offering

Special trial offerings, discounts, or modifications of its regular Service offerings which the Company may, from time to time, offer to its Customers for a particular Service. Such offerings may be limited to certain dates, times, and locations.

Start of Service Date

The Requested Service Date or the date Service first is made available by the Company, whichever is later.

Tariff

The current Intrastate Services Tariff and effective revisions thereto filed by the Company with the FPSC.

Transmission Speed

Data transmission speed or rate, in bits per seconds (bps).

Two-Way Conversation

A Two-Way Conversation is a telephone conversation between or among two or more parties.

VF

VF is voice frequency or voice-grade Service designed for private-line Service. Normal transmission is in the 300 hertz to 3000 hertz frequency band.

ISSUED:

EFFECTIVE: _____

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SECTION 2 - RULES AND REGULATIONS**2.1. Undertaking of the Company**

The Company's services and facilities are furnished for communications originating at Specified points within the state of Florida under terms of this tariff.

The Company installs, operates, and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. It may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Company's network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

2.2. Limitations

- 2.2.1 Service us offered subject to the availability of facilities and provisions of this tariff.
- 2.2.2 The Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the customer is using service in violation of the law or the provisions of this tariff
- 2.2.3 All facilities provided under this tariff are directly controlled by he Company and the customer may not transfer or assign the use of service or facilities, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the services or facilities.
- 2.2.4 All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier form the Florida Public Service Commission.

ISSUED:

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SECTION 2 - RULES AND REGULATIONS continued

2.3 Liabilities of the Company

- 2.3.1 The Company's liabilities arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur, unless ordered by the Commission.
- 2.3.2 The Company shall be indemnified and held harmless by the customer against:
 - (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

2.4 Interruption of Service

- 2.4.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the customer, or due to the failure of the channels or equipment provided by the customer, are subject to the general liability provisions set forth in Subsection 2.3.1. It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, or equipment, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.
- 2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

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SECTION 2 - RULES AND REGULATIONS continued**2.4 Interruption of Service (Cont.)**

2.4.3 The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

$$\text{Credit} = A/720 \times C$$

“A” - outage time in hours

“B” - each month is considered to have 720 hours

“C” - total monthly charge for affected facility

2.5 Disconnection of Service by Carrier

The company (carrier), upon 5 working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

2.5.1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.

2.5.2 A violation of any regulation governing the service under this tariff.

2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.

2.5.4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., refusal or Discontinuance of Service by Company.

2.5.5 Service may be disconnected without notice for tampering with company equipment, for interfering with the service to other customers, for fraud, or in the event of a hazardous condition.

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SECTION 2 - RULES AND REGULATIONS continued**2.6 Deposits**

The Company does not require a deposit from the customer.

2.7 Advance Payments

For customers whom the Company feels an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and of necessary a new advance payment will be collected for the next month.

2.8 Taxes

All state and local taxes (i.e., gross receipts, tax, sales tax, municipal utilities tax) are listed on customer bills as separate line items and are not included in the quoted rates.

2.9 Billing of Calls

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustment to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

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SECTION 3 - DESCRIPTION OF SERVICE**3.1 Timing of Calls****3.1.1 When Billing Charges Begin and End For Phone Calls**

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver (i.e. when 2 way communication, often referred to as "conversation time" is possible.). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

The minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1 minute increments.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

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SECTION 3 - DESCRIPTION OF SERVICE continued**3.2 Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square
root of:
$$\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}$$

3.3 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all Feature Group D services ("1+" dialing).

3.4 Service Offerings**3.4.1 Calpoint Long Distance Service**

Calpoint Long Distance Service is offered to residential and business customers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed dedicated or shared use access lines. Calls are billed in one minute increments. No monthly recurring charges or minimum monthly billing requirements apply.

3.4.2 Calpoint 800/888 (Inbound) Long Distance Service

Calpoint 800/888 (Inbound) Long Distance Service is offered to residential and business customers. The service permits inbound 800/888 calling at a single minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a six second minimum call duration. A \$10.00 minimum monthly billing requirement applies. Customers whose monthly usage is less than the minimum will be billed the minimum amount.

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SECTION 3 - DESCRIPTION OF SERVICE continued**3.4 Service Offerings (Cont.)****3.4.3 Calpoint Calling Card Service**

Calpoint Calling Card Service is a calling card service offered to residential and business customers who subscribe to the Calpoint Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a 1-800 number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls are billed in one (1) minute increments after the initial minimum period of one (1) minute. There are no nonrecurring or monthly recurring charges.

3.4.4 Operator Services

The Company's operator services are provided to residential and business customers who "**presubscribe**" to this service for intrastate calling. Operator services include the completion of collect, station-to-station, person-to-person, third party billing and credit card calls with the assistance of a Carrier operator. Each completed operator assisted call consists of two charge elements (except as otherwise indicated herein): (i) a fixed operator charge, which will be dependant on the type of billing selected (e.g., calling card, collect or other) and/or the completion restriction selected (e.g., station-to-station or person-to -person); and (ii) a measured usage charge dependent upon the duration, distance and/or time of day of the call.

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SECTION 3 - DESCRIPTION OF SERVICE continued**3.4 Service Offerings (Cont.)****3.4.4.A Operator Dialed Surcharge**

This surcharge applies to calls when the customer has the capability of dialing all the digits necessary to complete a call, but elects to dial only the appropriate operator code and requests the operator to dial the called station. The surcharge does not apply to:

- 1) Calls where a customer cannot otherwise dial the call due to defective equipment or trouble on the Calpoint network; and
- 2) Calls in which a Company operator places a call for a calling party who is identified as being handicapped and unable to dial the call because of his/her handicap.

The Operator Dialed Surcharge applies in addition to any other applicable operator charges.

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SECTION 4 - RATES

4.1 Usage Rates

The following are the per minute usage charges which apply to all calls. These charges are in addition to the Non-recurring Charges and Recurring Charges referred to herein.

4.2 Switched Inbound Usage Rates

4.2.1 Switched inbound service permits inward calling (via 800 codes) to a specific location-utilizing premium switched Feature Group D access on both ends.

<u>Mileage</u>	<u>Day / Evening / Night</u>	
	<u>Initial 30 Seconds</u>	<u>Additional 6 Seconds</u>
All	\$0.0900	\$0.0180

4.3 Dedicated Inbound Usage Rates

Dedicated inbound service permits inward calling (via 800 codes) to a specific location featuring the use of a dedicated, special access type connection on the terminating end. Customers will be responsible for all applicable local loop charges.

<u>Mileage</u>	<u>Day / Evening / Night</u>	
	<u>Initial 18 Seconds</u>	<u>Additional 6 Seconds</u>
All	\$0.0366	\$0.0122

4.4 Switched Outbound Usage Rates

Switched outbound service permits outward calling utilizing premium-switched Feature Group D access on both the originating and terminating end.

<u>Mileage</u>	<u>Day / Evening / Night</u>	
	<u>Initial 30 Seconds</u>	<u>Additional 6 Seconds</u>
All	\$0.0865	\$0.0173

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SECTION 4 - RATES continued

4.5 Dedicated Outbound Usage Rates

Dedicated outbound service permits outward calling to stations in diverse service areas. Dedicated outbound service is distinguished from other services by the existence of a dedicated, special access connection on one end.

<u>Mileage</u>	<u>Day / Evening / Night</u>	
	<u>Initial 30 Seconds</u>	<u>Additional 6 Seconds</u>
All	\$0.0366	\$0.0122

4.6 Calpoint Calling Card Service

The Company offers a Calling Card for Customers subscribing to Company's inbound or outbound Services. Company issues Customer a Calling Card and access code, and allow Customer to access Company's network by dialing an 800 number. Company bills calls to Customer's account.

<u>Mileage</u>	<u>Day / Evening / Night</u>	
	<u>Initial 60 Seconds</u>	<u>Additional 60 Seconds</u>
All	\$0.25	\$0.25

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SECTION 4 - RATES continued**4.7 Special Rates For the Handicapped****4.7.1 Directory Assistance**

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle.

4.7.2 Hearing and Speech Impaired Persons

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and calls.

4.7.3 Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit call surcharge.

4.8 Special Promotions

The Company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with the specific starting and ending dates and be made part of this tariff.

4.9 Emergency Calls

Customer shall configure its PBX or other switch vehicle from which a Customer places a call so that 911 emergency calls, where available, and similar emergency calls will be automatically routed to the emergency answering point for the geographical location where the call originated without the intervention of the Company.

4.9.1 911 calls are not routed but are completed through the local network. No billing applies to emergency calls.

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SECTION 4 - RATES continued

4.10 Directory Assistance

Customers incur a \$0.85 per call charge for calls to Directory Assistance.

4.11 Returned Check Charge

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50, \$30.00, if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, which ever is greater.

WDC 222183v1

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EFFECTIVE: _____

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ATTACHMENT B

Financial Capability

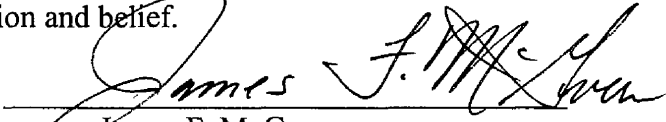
Calpoint (Florida), LLC (“Calpoint”) is financially qualified to provide facilities-based and resold alternative local exchange services in Florida. Because Applicant in a newly formed company, however, it has no financial statements. Attached are the most recent financial statements for Calpoint’s parent company, Calpoint LLC. Calpoint has submitted a Motion concurrently with this application seeking confidential treatment of this highly proprietary and competitively sensitive information. These exhibits are being offered to demonstrate Calpoint’s financial ability to provide the proposed services. With the resources of Calpoint LLC, Calpoint possesses the sound financial support necessary to effectively procure, install and operate the facilities and services requested in this Application.

CONFIDENTIAL

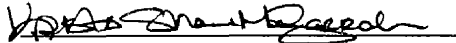
AFFIDAVIT

STATE OF CALIFORNIA)
COUNTY LOS ANGELES)

I, James F. McGovern, the undersigned Chief Executive Officer of Calpoint, LLC, the parent company of Calpoint (Florida), LLC, on my oath do say that the foregoing financial statements have been prepared, under my direction, from the original books, papers and records of the petitioner, that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above named petitioner in respect to each and every matter and thing therein set forth, and I further say that the accounts and figures contained in the foregoing documents embrace all of the financial operations of the petitioner during the period for which said documents are made to the best of our knowledge, information and belief.


James F. McGovern
Chief Executive Officer

Subscribed and sworn to before me
this 17th day of September 2001.


Notary Public

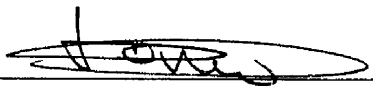
Identification Number:



AFFIDAVIT

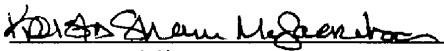
STATE OF CALIFORNIA)
COUNTY LOS ANGELES)

I, Karim Kano, the undersigned Chief Financial Officer of Calpoint, LLC, the parent company of Calpoint (Florida), LLC, on my oath do say that the foregoing financial statements have been prepared, under my direction, from the original books, papers and records of the petitioner, that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above named petitioner in respect to each and every matter and thing therein set forth, and I further say that the accounts and figures contained in the foregoing documents embrace all of the financial operations of the petitioner during the period for which said documents are made to the best of our knowledge, information and belief.



Karim Kano
Chief Financial Officer

Subscribed and sworn to before me
this 17th day of September 2001.


Notary Public

Identification Number:



ATTACHMENT C

MANAGERIAL AND TECHNICAL QUALIFICATIONS

Calpoint (Florida), LLC (“Calpoint”) has the managerial and technical qualifications necessary to provide the proposed services in the State of Florida. The managerial staff of Calpoint have experience establishing and operating successful businesses and technical networks. In addition, they have experience providing computer, other technology, professional, and customer services. Calpoint will also rely upon the managerial and technical expertise of other facilities-based carriers which have been certified and deemed technically and managerially able to provide exchange service by the Commission.

Attached are the biographies of the officers and principals of Calpoint. These biographies demonstrate that Calpoint possesses the necessary management and technical expertise to operate a telecommunications corporation, as required by the Commission’s Rules.

Beny Alagem, Chairman

Mr. Alagem is an entrepreneur with over 20 years of experience in building and managing companies in the computer and technology-related industries. Mr. Alagem co-founded Packard Bell Electronics, the personal computer company, in 1986. Under Mr. Alagem's leadership as Chairman and CEO of the Company, it grew into one of the largest personal computer vendors in the world achieving worldwide sales of approximately \$6 billion. Mr. Alagem also is the founder and Chairman of *mysmart.com, Inc.*, a Softbank-backed company. *Mysmart* is dedicated to delivering advanced Internet solutions and applications and infrastructure for Smart Cards. He is also the founder and Co-Chairman of *Fasturn, Inc.*, a digital marketplace integrating vertical-market supply chain software and technology. *Fasturn* delivers the next-generation of sourcing and technology solutions for the \$100 billion textiles and apparel industry. *Fasturn* is funded by several well-known venture capital firms and financial institutions, including *Battery Ventures*. Mr. Alagem is also a shareholder, together with *Samsung Electronics*, in *AST*. In 1997, the National Ethnic Coalition of Organizations awarded the Ellis Island Medal of Honor to Mr. Alagem. He was appointed Honorary Ambassador of the City of Tel Aviv in 1995. During the same year, California Governor Pete Wilson honored Mr. Alagem for his contributions to the State of California by declaring a State holiday in his honor.

James F. McGovern, President and Chief Executive Officer

Mr. McGovern is currently a Partner with Alagem Enterprises and of counsel to the law offices of Higgins, McGovern & Smith. Mr. McGovern is also a member on the Technical Board of Advisors of Pemco Aviation. He has extensive and varied experiences in the commercial and government sectors as President of software product and services companies; as a corporate finance attorney specializing in mergers and acquisitions; as a senior government executive; and as a Navy fighter pilot. Mr. McGovern earned his BS degree from the United States Naval Academy and Juris Doctor from Georgetown University Law School.

Prior to joining Alagem Enterprises in October 2000, Mr. McGovern was President and Chief Operating Officer of Tripolis Technologies, Inc., a privately owned software product development and professional services company. Mr. McGovern was introduced to Tripolis Technologies, Inc., by Pete Musser, the Chairman and Founder of Safeguard Scientifics (Nasdaq: "SFE"). He held this position from January 1998 to October 2000. In January 1998, Tripolis had superb technologies, but virtually no sales, marketing, finance, or professional-services capabilities in place. Within the first six months, Mr. McGovern installed a complete management team; implemented appropriate engineering and customer support processes; and acquired a professional-services organization. He and his team attracted both Fortune 1000 companies and large federal agency clients and thus transformed the Company from a loss position to a highly profitable one within six months. The Company remained profitable while at the same time funding its own new product development and acquisition activities. For the previous seven years, Mr. McGovern was President of Teledyne Brown Engineering ("TBE"), a high technology systems integration company with an unusually large number of professionals with PhD's and other advanced degrees in an array of engineering disciplines. TBE had approximately 3000 employees and annual revenues exceeding \$300 million. TBE has a broad portfolio of software development applications, systems integration, systems engineering, and

manufacturing businesses located in 17 states as well as in Europe and Asia. TBE's customers included both foreign and domestic commercial and government organizations, as well as medical, environmental, utility and other industrial entities. From 1986 to 1989, Mr. McGovern was Under Secretary and Acting Secretary of the United States Air Force with direct responsibility for all worldwide activities of its one million civilian and military personnel and its nearly \$100 billion budget. As such, Mr. McGovern had management responsibility for all of the issues that also challenge top Fortune 100 companies and more – including multi-billion dollar research and product development activities, multi-billion dollar contract negotiations; human resources and senior management succession programs; facility environmental matters; Congressional annual budget testimony; press conferences; and negotiations on various programs and activities with foreign commercial and government executives. Prior to that, Mr. McGovern was Chief of Staff of the Senate Committee on Armed Services. As such, Mr. McGovern managed a professional staff who provided detailed budgetary and related recommendations to the U.S. Senate in its oversight authority of all activities of the U.S. Department of Defense as well as some activities of the Central Intelligence Agency and the U.S. Department of Energy. Prior to that, Mr. McGovern was a corporate finance attorney involved in mergers and acquisitions at Dickstein, Shapiro, Morin and Oshinsky, a large Washington D.C. law firm. Prior to that, Mr. McGovern was an active duty Navy and later Marine reserve fighter pilot and has accumulated over 2,000 hours in supersonic aircraft and nearly 250 aircraft carrier landings.

Karim Kano, VP Business Strategy and Interim CFO

Mr. Kano is currently Executive Vice President of Vault Technologies, Inc. in Los Angeles., which is a provider of outsourced IT solutions to small and mid-size businesses. Prior to his current position, Mr. Kano was Vice President, Strategic Investments and Acquisitions, of Packard Bell NEC, Inc. in Woodland Hills, California, which is a multi-billion dollar consumer electronics company. Prior to that, he was Vice President of Zenith Data Systems Corp. in Buffalo Grove, Illinois, which is a unit of France's Groupe Bull and which provided notebook computers and network servers primarily to commercial, governmental, and educational entities in the United States and overseas. Prior to that he was Vice President of Groupe Bull, S.A. in, Paris and the United States, which is an international IT solutions group. Prior to that, Mr. Kano was a Corporate Consultant to Schlumberger Limited in Paris, which is a leading provider of services, solutions and technology to the international petroleum industry and for which he advised executives with respect to strategic financial analysis and planning, purchasing, operations, and logistics. Prior to that, he was a Project Manager for Gilbert Associates in Paris and the United States, which is an engineering and consulting company and for which he was responsible for budgeting, staffing, and long-term planning. At Gilbert Associates he also served as Head of Engineering Team, in which capacity he monitored design, manufacturing, and testing of electrical components for nuclear power plant. Prior to that, Mr. Kano was a Project Engineer with Westinghouse Electrical Corp., an international provider of power generation facilities, in which capacity he was responsible for equipment procurement, budget, and interface between suppliers and architects/engineers. Mr. Kano has a B.S. degree in Electrical Engineering from the University of Michigan, a M.S. degree in Electronics and Computer Sciences from the University of Michigan, and a Masters in Business Administration in Program Finance and Investment from INSEAD.

Samuel M. Surloff, Vice President and General Counsel

Mr. Surloff is currently Senior Vice President and General Counsel of mysmart.com, Inc, an Internet-related consumer product company in Los Angeles. Mr. Surloff is also currently Vice President and General Counsel of Alagem Enterprises, a holding company for technology and other investments of Beny Alagem in Los Angeles. Prior to his current positions, he was Vice President and General Counsel for Packard Bell NEC, Inc., a multi-billion dollar PC company in Woodland Hills and Sacramento, California. Prior to that, Mr. Surloff was a Partner at the law firm of Parker, Milliken, Clark, O'Hara & Samuellian in Los Angeles, where he specialized in general corporate, securities, and commercial law. Mr. Surloff has an A.B. degree from the University of Michigan and a Juris Doctor from Harvard Law School.

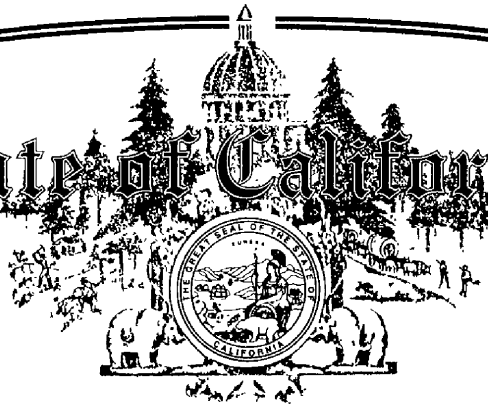
ATTACHMENT D

LIMITED LIABILITY COMPANY QUALIFICATIONS

(Please note that the original documents are being filed simultaneously in Calpoint's ALEC application.)

WDC 221948v2

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 0 1 2001

Bill Jones

Secretary of State



State of California

Bill Jones

Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.
IMPORTANT – Read instructions before completing this form.

200121310027
File#

ENDORSED . FILED
in the office of the Secretary of State
of the State of California

JUL 31 2001

BILL JONES, Secretary of State

This Space For Filing Use Only

1. Name of the limited liability company (end the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "LLC")
Calpoint (Florida), LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea limited liability company act.

3. Name the agent for service of process and check the appropriate provision below:

Samuel M. Surloff _____ which is

an individual residing in California. Proceed to item 4.

a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.

4. If an individual, California address of the agent for service of process:

Address: 2842 Motor Avenue

City: Los Angeles

State: CA

Zip Code: 90064

5. The limited liability company will be managed by: (check one)

one manager more than one manager single member limited liability company all limited liability company members

6. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.

7. Number of pages attached, if any:

8. Type of business of the limited liability company. (For informational purposes only)

Technology Services

9. **DECLARATION:** It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Signature of Organizer

Samuel M. Surloff

Type or Print Name of Organizer

July 30, 2001

Date



10. RETURN TO:

NAME

Heller Ehrman White & McAuliffe LLP

FIRM

601 S. Figueroa Street, 40th Floor

ADDRESS

Los Angeles, California

CITY/STATE

Atten: J. Gottlieb

ZIP CODE

State of Florida



Department of State

I certify from the records of this office that CALPOINT (FLORIDA), LLC, is a California limited liability company authorized to transact business in the State of Florida, qualified on August 15, 2001.

The document number of this limited liability company is M01000001856.

I further certify that said limited liability company has paid all fees due this office through December 31, 2001, and its status is active.

I further certify that said limited liability company has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifteenth day of August, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of California

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 31st day of July, 2001, CALPOINT (FLORIDA), LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
1st day of August, 2001.



Bill Jones

BILL JONES
Secretary of State