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February 5, 2002

VIA OVERNIGHT DELIVERY

Blanca S. Bayó
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

020103 - TX
020104 - TT

Re: Application of CeriStar, Inc. for Certificates of Public Convenience and Necessity to Provide Alternative Local Exchange and Interexchange Services within the State of Florida

Dear Ms. Bayó:

CeriStar, Inc. ("CeriStar"), by its undersigned attorneys, respectfully requests the Florida Public Service Commission ("Commission") to grant it certificates of public convenience and necessity to provide alternative local exchange and interexchange telecommunications services in the State of Florida.

An original and six (6) copies of these applications, as well as two checks in the amount of \$250.00 each to cover the requisite filing fees, are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage prepaid envelope provided.

Respectfully submitted,

William B. Wilhelm
Michael J. Schunck

Counsel for CeriStar, Inc.

Enclosures

cc: David L. Bailey (CeriStar)
Linda H. Tanner (CeriStar)

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

ALEC

DOCUMENT NUMBER - DATE

01439 FEB-68

FPSC-COMMISSION CLERK

RECEIVED & FILED
mas
FPSC-BUREAU OF RECORDS

Initials of person who forwarded check: mas

01454 FEB-68

FPSC-COMMISSION CLERK

IXC

Application of CeriStar, Inc.

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

020103-TX

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

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 Page 12).
- ◆ 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 Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480

FORM PSC/CMU 8 (11/95)
Required by Commission Rule Nos. 25-24.805,
25-24.810, and 25-24.815

DOCUMENT NUMBER-DATE
01439 FEB-68
FPSC-COMMISSION CLERK

Application of CeriStar, Inc.

APPLICATION

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 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:

CeriStar, Inc. ("CeriStar" or "Applicant")

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

same

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

50 West Broadway, Suite 1100
Salt Lake City, UT 84101
Telephone: (801) 350-2017
Facsimile: (801) 933-5640

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

CeriStar will have offices at:
Haydon-Rubin Development, Inc.
15500 Roosevelt Blvd., Suite 303
Clearwater, FL 33760

Application of CeriStar, Inc.

6. **Structure of organization:**

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

7. **If individual, provide:**

Name: Not applicable.
Title: _____
Address: _____
City/State/Zip: _____
Telephone No.: _____ Fax No.: _____
Internet E-Mail Address: _____
Internet Website Address: _____

8. **If incorporated in Florida, provide proof of authority to operate in Florida:**

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

Not applicable.

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

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

CeriStar is a Delaware Corporation currently applying for qualification to transact business in Florida. The Florida Secretary of State's Certificate of Authority to Transact Business will be filed under separate cover as soon as it is available. Please see Attachment A for CeriStar's Articles of Incorporation. CeriStar's Florida Secretary of State corporate registration number is not yet available.

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

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

Not applicable. CeriStar will operate under its own name.

Application of CeriStar, Inc.

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

(a) The Florida Secretary of State registration number:

Not applicable.

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name: Not applicable.

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida registration number: Not applicable

14. Provide F.E.I. Number (if applicable): #87-0642448

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 CeriStar's officers, directors, or ten largest stockholders have previously been adjudged bankrupt, mentally incompetent or found guilty of any felony or of any crime, nor will any such actions result from 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.

None of CeriStar's officers and directors or largest shareholders act in any such capacity for another Florida certificated carrier.

Application of CeriStar, Inc.

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

(a) The application:

Name: William B. Wilhelm
Michael Schunck
Swidler Berlin Shereff Friedman, LLP
Title: Counsel to CeriStar, Inc.
Address: 3000 K Street NW, Suite 300
City/State/Zip: Washington, DC 20007
Telephone No.: (202) 424-7500 Fax No.: (202) 424-7643
Internet E-Mail Address: wbwilhelm@swidlaw.com
mjschunck@swidlaw.com
Internet Website Address: www.swidlaw.com

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

Name: David L Bailey
Title: Chairman and Chief Executive Officer
Name: George Earl Demorest
Title: Chief Financial Officer
Address: 50 West Broadway, Suite 1100
City/State/Zip: Salt Lake City, UT 84101
Telephone No.: (801) 350-2017 Fax No.: (801) 933-5640
Internet E-Mail Address: daveb@ceristar.com
Internet Website Address: www.ceristar.com

(c) Complaints/Inquiries from customers:

Name: Linda Tanner
Title: Assistant to the Chief Executive Officer
Address: 50 West Broadway, Suite 1100
City/State/Zip: Salt Lake City, UT 84101
Telephone No.: (801) 350-2017 Fax No.: (801) 933-5640
Internet E-Mail Address: lindat@ceristar.com
Internet Website Address: www.ceristar.com

Application of CeriStar, Inc.

17. List the states in which the applicant:

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

Applicant commenced operations in Utah as of January 8, 2002.

- (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.

State of Utah (see above).

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

CeriStar has not been denied authority to offer service in any state.

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

No regulatory agency has imposed any penalties on CeriStar for any violations of telecommunications statutes.

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

CeriStar has not been involved in civil court proceeding with an IXC, LEC, or other telecommunications entity.

18. Submit the following:

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

Please see Attachment B.

- B. 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.**

Application of CeriStar, Inc.

Please see Attachment B.

C. 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.

CeriStar has sufficient financial capabilities to undertake its proposed operations in Florida, to establish and maintain its services and comply with all lease and ownership obligations on properties that it will utilize in the state.

Attached hereto as Attachment C are the most recent balance sheet and income statements of CeriStar, Inc., in addition to a three-year financial projection. These balance sheets shows that CeriStar has a positive net worth and that CeriStar has sufficient cash flow sufficient to provide its proposed services.

Since CeriStar is a relatively new Entity, no financial statements prior to the year 2001 are available. CeriStar does not maintain audited financial statements. The unaudited financial statements for the year 2001 enclosed herewith in Attachment C are certified to be true and correct (please see the attestation of George Earl Demorest, Chief Financial Officer, also included in Attachment C).

Please note that the materials included in Attachment C contain business secrets and that their unauthorized disclosure could cause harm and competitive disadvantage to the Applicant. Therefore, CeriStar requests that the materials in Attachment C be protected from disclosure to the extent permitted.

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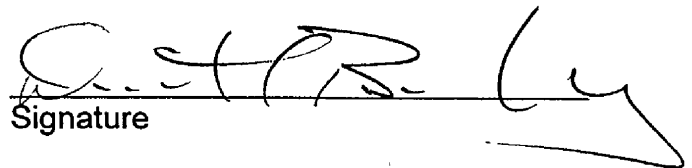
THIS PAGE MUST BE COMPLETED AND SIGNED

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:

David L. Bailey
Print Name


Signature

Chairman and Chief Executive Officer
Title

Jan 18, 2002
Date

(801) 350-2017
Telephone No.

(801) 933-5640
Fax No.

Address:

50 West Broadway, Suite 1100
Salt Lake City, UT 84101

THIS PAGE MUST BE COMPLETED AND SIGNED

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:

David L. Bailey

Print Name


Signature

Chairman and Chief Executive Officer

Title

Jan 18, 2002
Date

(801) 350-2017

Telephone No.

(801) 933-5640

Fax No.

Address:

50 West Broadway, Suite 1100

Salt Lake City, UT 84101

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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.

To be determined.

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

To be determined.

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

POP-to-POP

OWNERSHIP

To be determined.