

ORIGINAL

ESSEX ACQUISITION CORPORATION

200 SOUTH WACKER DRIVE, SUITE 3215
CHICAGO, ILLINOIS 60606

Transmittal Letter No. FL-2003-001

March 14, 2003

Blanca Bayo
Division of the Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

030272-TX

Dear Ms. Bayo:

Enclosed for filing with the Florida Public Service Commission ("Commission") are an original and seven (7) copies of Essex Acquisition Corporation's ("EAC") Application for Authority to Provide Alternative Local Exchange Service within the State of Florida ("ALEC Application"). The ALEC Application is specifically comprised of the Commission's Application Form and the following additional Exhibits:

- Exhibit A: Date Stamped Application by Foreign Corporation for Authorization to Transact Business in Florida**
- Exhibit B: Resumes of the Applicant's Employees/Officers**
- Exhibit C: Year to Date Financial Statements**

Please note, Exhibit C contains certain financial information about EAC that is not publicly available and is highly sensitive given the competitive nature of the telecommunications marketplace. Release of this financial information to the public could provide competitors of EAC with detailed information that could be used to develop strategies that could cause substantial injury to EAC. Accordingly, EAC respectfully requests that the Commission permit disclosure of such information for use only by persons specifically authorized by the Commission for purposes of evaluating the ALEC Application. Based on conversations with Commission staff, it is EAC's understanding that EAC does not need to take any further action beyond this request to secure confidential treatment of this information.

Also enclosed are seven copies of this transmittal letter and a check in the amount of \$250.00 payable to the Florida Public Service Commission. Please stamp one copy of the ALEC Application and this transmittal letter "received" and return them to my attention using the pre-addressed mailing label also provided herein.

If you have any questions concerning this matter, please do not hesitate to contact me at 312/674-4657.

This claim of confidentiality was filed by or on behalf of a "teleco" for Confidential DN 02556-03. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

Sincerely,



Scott Kellogg

DISTRIBUTION CENTER

03 MAR 17 AM 9:52

Enclosures

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check



DOCUMENT NUMBER-DATE

02549 MAR 17 8

FPSC-COMMISSION CLERK

Before the
FLORIDA PUBLIC SERVICE COMMISSION

Essex Acquisition Corporation)
Application for Authority)
to Provide Alternative)
Local Exchange Service)
Within the State of Florida)

Docket No. _____

**APPLICATION FOR AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE**

Scott Kellogg
Essex Acquisition Corporation
200 South Wacker Drive, Suite 3215
Chicago, IL 60606
312 / 674-4657 (Voice)
312 / 674-4655 (Fax)

DOCUMENT NUMBER-DATE

02549 MAR 17 8

FPSC-COMMISSION CLERK

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:**

Essex Acquisition Corporation

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):**

200 South Wacker Drive, Suite 3215, Chicago, Illinois 60606

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

6950 West Rogers Circle, Suite 6A, Boca Raton, FL 33487

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:

The applicant is not a Florida corporation.

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

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

The Applicant's corporate registration number is: F02000005475. Please see **Exhibit A**, attached.

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:

Applicant will not be using a fictitious name.

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

(a) The Florida Secretary of State registration number:

Applicant is not a limited liability partnership.

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

Name: Applicant is not a partnership.

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: Applicant is not a foreign limited partnership.

14. Provide F.E.I. Number(if applicable):

The applicant's F.E.I. Number is: 300114377

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.

No.

(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.

BiznessOnline.com, Inc. d/b/a VeraNet Solutions ("Biz") is the applicant's sole stockholder. Biz has never been a stockholder in any other Florida certificated telephone company. Mr. Ken Baritz, the applicant's CEO, President, and Chairman, was previously President and Director of Talk America Holdings, Inc. ("Talk"). Prior to that position, Mr. Baritz was CEO and Chairman of Access One Communications, Inc. ("Access"), which was acquired by Talk. Mr. Baritz left Talk in 2001 to pursue other opportunities. The following subsidiaries of Talk and Access are or were Florida certificated telephone companies: The Other Phone Company d/b/a Access One Communications, Omnicall, Inc., and Talk America, Inc.

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

(a) The application:

Name: Scott Kellogg
Title: Counsel
Address: 200 South Wacker Drive, Suite 3215
City/State/Zip: Chicago, Illinois 60606
Telephone No.: 312/674-4657 Fax No.: 312/674-4655
Internet E-Mail Address: skellogg@veranet.net
Internet Website Address: www.veranetsolutions.com (parent company website)

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

Name: Scott Kellogg
Title: Counsel
Address: 200 South Wacker Drive, Suite 3215
City/State/Zip: Chicago, Illinois 60606
Telephone No.: 312/674-4657 Fax No.: 312/674-4655
Internet E-Mail Address: skellogg@veranet.net
Internet Website Address: www.veranetsolutions.com (parent company website)

(c) Complaints/Inquiries from customers:

Name: Scott Kellogg
Title: Counsel
Address: 200 South Wacker Drive, Suite 3215
City/State/Zip: Chicago, Illinois 60606
Telephone No.: 312/674-4657 Fax No.: 312/674-4655
Internet E-Mail Address: skellogg@veranet.net
Internet Website Address: www.veranetsolutions.com (parent company website)

17. List the states in which the applicant:

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

The applicant has operated as an alternative local exchange company in Colorado, Connecticut, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, and West Virginia.

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

The applicant has an application pending in Maryland.

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

The applicant is certificated to operate as or is otherwise not subject to certification requirements to operate as an alternative local exchange company in Colorado, Connecticut, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, and West Virginia.

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

No states have denied the applicant authority.

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

No states have imposed regulatory penalties.

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

The applicant has not been involved in civil court proceedings.

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 **Exhibit B**, attached.

- 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.**

Please see **Exhibit B**, attached. The Applicant will rely upon the ILEC to provide technical maintenance for resold/leased lines.

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.

The applicant was incorporated on August 12, 2002, and only commenced operations in the states identified in the applicant's response to Item 17(a) above on December 31, 2002. Accordingly, the applicant does not have audited financial statements for the most recent 3 years. In lieu of such financial statements, the applicant's unaudited financial statements for year-to-date operations are attached as **Exhibit C**.

As evidenced by the above-referenced Exhibit C and the applicant's current operations in the states identified in response to Item 17(a), the applicant is financially qualified to provide the requested service in the geographic area proposed to be served, to maintain the requested service, and to meet its lease or ownership obligations. Furthermore, the applicant and its direct parent company, BiznessOnline.com, Inc. d/b/a VeraNet Solutions ("Biz"), have business relationships with two financing companies, MCG Capital and RFC Capital.

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. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Scott Kellogg _____

Print Name



Signature

Assistant Secretary _____

Title

MARCH 14, 2003

Date

312/674-4657 _____

Telephone No.

312/674-4655 _____

Fax No.

Address: 200 South Wacker Drive, Suite 3215
Chicago, Illinois 60606

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:

Scott Kellogg

Print Name



Signature

Assistant Secretary

Title

MARCH 14, 2003

Date

312/674-4657

Telephone No.

312/674-4655

Fax No.

Address: 200 South Wacker Drive, Suite 3215
Chicago, Illinois 60606

**EXHIBIT A: Date Stamped Application by Foreign Corporation for Authorization to Transact
Business in Florida**

FILED

02 OCT 31 PM 3:41

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Essex Acquisition Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name as present.)

2. Delaware (State or country under the law of which it is incorporated)
3. 30-0114 377 (FEI number, if applicable)

4. August 12, 2002 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing/approval (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6590 West Rogers Circle Suite 6
Boca Raton, Florida 33487
(Current mailing address)

8. Telecommunications
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Neil S. Baritz, Esq.
Office Address: 150 E. Palmetto Park Road Suite 750
Boca Raton, Florida, 33432
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law in which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED

02 OCT 31 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: Ken Baritz
Address: 6590 West Rogers Circle Suite 6
Boca Raton, Florida 33487

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: Ken Baritz
Address: 6590 West Rogers Circle Suite 6
Boca Raton, Florida 33487

Vice President: _____
Address: _____

Secretary: Ken Baritz
Address: 6590 West Rogers Circle Suite 6
Boca Raton, Florida 33487

Treasurer: Ken Baritz
Address: 6590 West Rogers Circle Suite 6
Boca Raton, Florida 33487

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Ken Baritz*
(Signature of Chairman, Vice-Chairman, or any officer listed in number 13 of the application)

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

EXHIBIT B: Resumes of the Applicant's Employees/Officers

Ken Baritz is the CEO, President and Chairman of Essex Acquisition Corporation and its parent BiznessOnline.com, Inc. Mr. Baritz has over 18 years of progressive and diverse corporate governance experience in both private and public companies. His core expertise involves turning around operationally distressed telecommunications providers and assets. Most recently, Mr. Baritz was President and member of the Board of Directors of Talk America Holdings, Inc., one of the largest and most profitable providers of competitive local services. Prior to that position, Mr. Baritz served as CEO and Chairman of the Board of Directors of Access One Communications, Inc., one of the first regional providers of UNE-P local services in the country. Mr. Baritz grew Access One from under \$1 million to \$50 million in annual revenues. Mr. Baritz also served as CEO and Chairman of the Board of Directors for the competitive pay phone provider Amnex, Inc.

James Doherty is the COO of Essex Acquisition Corporation and its parent BiznessOnline.com, Inc. Mr. Doherty has over 20 years of experience managing the complex operational aspects of telecommunications providers. Most recently, Mr. Doherty served as Operations Manager for Talk America Holdings, Inc., where he managed all technical and operational aspects of a 300 seat joint use facility encompassing provisioning, collections, and telemarketing functions. He was also directly responsible for daily management of all provisioning operations company wide. Prior to that position, Mr. Doherty served as Director of Technical Operations for Amnex, Inc., where he managed three separate groups: Call Center Technical Operations, Fraud, and Coin Sent Paid. Mr. Doherty also served as Brand Operations Manager for National Telephone Services, managing 200 operations personnel, and was Installation and Maintenance Supervisor for ITT Business Communications Corp.