

TM
Telecom Regulatory Solutions

November 5, 2003

Florida Public Service Commission
Division of the Commission Clerk &
Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

031041-TX

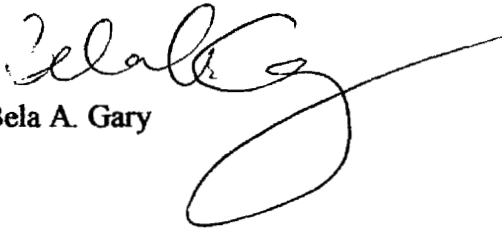
Dear Sir or Madam:

Enclosed for filing please find an original and six copies of Quiet River Communications, LLC's Competitive Local Exchange Service application.

Please note that Quiet River is filing its financial statements under seal and that they are marked "Proprietary and Confidential - Filed Under Protective Seal."

If you have any questions please contact Bela Gary at (301) 412-5915.

Sincerely,



Bela A. Gary

TELECOM REGULATORY SOLUTIONS, LLC

14029 GORKY DRIVE | POTOMAC, MD 20854 | PHONE: 301 412 5915 | FAX: 301 947 1291

2003 NOV 05 11 21 AM
FPSC-COMMISSION CLERK

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

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
CERTIFICATION

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 the Commission Clerk and Administrative Services
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 Competitive Markets and Enforcement
Certification
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

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:

Quiet River Communications, LLC

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

Not applicable – Applicant does not intend to do business under a fictitious name.

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

14029 Gorky Drive
Potomac, MD 20854

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

At this time, Applicant does not have a Florida office.

6. Structure of organization:

- | | |
|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input 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:

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:**

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

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

Please see Applicant's Certificate to do Business at Exhibit A.
Applicant's corporate registration number is: M03000001655

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:

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

(a) The Florida Secretary of State registration number:

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

Name:

Title:

Address:

City/State/Zip:

Telephone No.: _____ Fax No.:

Internet E-Mail Address:

Internet Website Address:

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

(a) The Florida registration number:

14. Provide F.E.I. Number(if applicable): 55-0833780

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

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

None of Applicant's officer's, directors, or any of its ten largest stockholders have been adjudged bankrupt, mentally incompetent, or found guilty of any felony or any crime, nor will 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 Applicant's officer's, directors, or any of its ten largest stockholders are officers, directors, partners or stockholders in any other Florida certificated telephone company.

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

(a) The application:

Name: Bela Gary

Title: Counsel

Address: 14029 Gorky Drive

City/State/Zip: Potomac, MD 20854

Telephone No.: (301) 412-5915 Fax No.: (301) 947-1291

Internet E-Mail Address: bgary@speakeasy.net

Internet Website Address: www.quietrivercommunications.com

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

Name: Eric N. Gary

Title: Executive Vice President

Address: 14029 Gorky Drive

City/State/Zip: Potomac, MD 20854

Telephone No.: (301) 275-5132 Fax No.: (301) 947-1291

Internet E-Mail Address: egary@speakeasy.net

Internet Website Address: www.quietrivercommunications.com

(c) Complaints/Inquiries from customers:

Name: Eric N. Gary

Title: Executive Vice President

Address: 14029 Gorky Drive

City/State/Zip: Potomac, MD 20854

Telephone No.: (301) 275-5132 Fax No.: (301) 947-1291

Internet E-Mail Address: egary@speakeasy.net

Internet Website Address: www.quietrivercommunications.com

17. List the states in which the applicant:

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

Applicant has not operated an alternative local exchange company in any state.

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

At this time, Applicant does not have any applications pending in any other state.

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

At this time, Applicant is not certificated to operate as an alternative local exchange company in any state.

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

Applicant has not been denied authority to operate as an alternative local exchange company.

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

Applicant has not had regulatory penalties imposed for 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.

Applicant has not been involved in civil court proceedings with an interexchange carrier, local exchange company 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 Exhibit 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.**

Please see Exhibit 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.*

Please see Exhibit C.

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.

Please see Exhibit D.

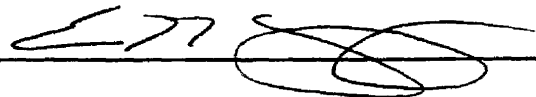
THIS PAGE MUST BE COMPLETED AND SIGNED

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:

ERIC N. GARY



Print Name

Signature

EXECUTIVE VICE

10/5/03

PRESIDENT

Title

Date

(301) 947-0821

(301) 947-1291

Telephone No.

Fax No.

Address:

14029 GORKY DRIVE

POTOMAC, MD 20854

THIS PAGE MUST BE COMPLETED AND SIGNED

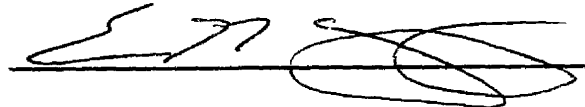
AFFIDAVIT

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:

ERIC N. GARY



Print Name

Signature

EXECUTIVE VICE-PRESIDENT

10/05/03

Title

Date

(301) 947-0821 (301) 947-1291

Telephone No.

Fax No.

Address:

14029 GORKY DRIVE
POTOMAC, MD 20854

EXHIBIT A

PROOF OF AUTHORITY TO OPERATE IN FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 22, 2003

BELA A. GARY
14029 GORKY DRIVE
POTOMAC, MD 20854

Qualification documents for QUIET RIVER COMMUNICATIONS, LLC were filed on May 22, 2003, and assigned document number M03000001655. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

The certification you requested is enclosed.

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

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

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Registration and Qualification Section.

Lee Rivers
Document Specialist
Division of Corporations

Letter Number: 903A00032072

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by QUIET RIVER COMMUNICATIONS, LLC, a Maryland limited liability company, authorized to transact business within the state of Florida on May 22, 2003, as shown by the records of this office.

The document number of this limited liability company is M03000001655.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of May, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. QUIET RIVER COMMUNICATIONS, LLC
(Name of foreign limited liability company)

2. MARYLAND 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/23/02 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A - COMPANY HAS NOT TRANSACTED BUSINESS IN FL
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 14029 GORKY DRIVE
POTOMAC, MD 20854
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

ERIC N. GARY, MGR.
14029 GORKY DRIVE
POTOMAC, MD 20854

03 MAY 22 PM 12:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

11. Nature of business or purposes to be conducted or promoted in Florida: TELECOMMUNICATIONS SERVICES

[Signature]
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
ERIC N. GARY
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.**

1. The name of the Limited Liability Company is:

QUIET RIVER COMMUNICATIONS, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

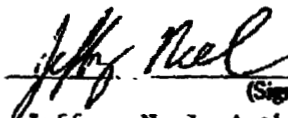
1201 Hays St.

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

Jeffrey Neel, Authorized Representative of Corporation Service Company

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

EXHIBIT B

MANAGERIAL & TECHNICAL CAPABILITY

ERIC N. GARY, CPA
(H) 301-947-0821
email: egary@speakeasy.net

PROFESSIONAL SUMMARY

- Chief Financial Officer for venture capital funded telecommunications company
- Initial public offering, follow-on equity offering and senior debt offering experience with Covad Communications
- Extensive experience in corporate leadership, financial management and operational analysis

EXPERIENCE

LightWave Communications, Inc.

April 2001 – August 2002

Chief Financial Officer - Laurel, Maryland

Senior officer responsible for strategic planning, financial execution and corporate leadership for a facilities based communications company. Led the company to achieve positive operating cash flow and developed strategy to achieve positive free cash flow despite new challenges that evolved in the telecommunications industry.

Accomplishments:

- Initiated capital funding discussions with investment banks, top tier venture firms, angel investors and potential acquisition suitors
- Produced two term sheets from Battery Ventures with funding of \$10 million to Board of Directors
- Generated opportunities to sell the company to publicly and privately held companies
- Prepared private placement memorandum and successfully sold the offering to private investors
- Developed and presented road show material
- Managed relationships with existing venture firms and key industry analysts
- Presented financial and operating updates to Board of Directors and shareholders
- Directed financial and service delivery functions to lead the industry in key metrics
- Developed corporate operating strategy and related financial growth plan
- Improved corporate gross margins by over 35% through price negotiation and network grooming

Covad Communications Company

October 1997 – April 2001

Vice President, Regional Finance - McLean, Virginia

Member of regional senior management team that expanded regional annual revenue base from zero to over \$75 million in eighteen months and guided activities through significant environmental changes.

Accomplishments:

- Developed and implemented regional and corporate strategic initiatives
- Prepared and implemented domestic and international expansion models and new business plans
- Directed financial integration of acquired company and managed related revenue and cost allocations
- Directed network cost reduction efforts
- Partnered with major customers to drive expansion efforts and increase revenue per unit
- Managed economic issues related to regional legal and antitrust activities
- Directed operations to metric based measurement system

Director, Finance and Controller - Santa Clara, CA

Responsible for development of accounting department, establishing accounting policies, managing public accounting relationship, and all SEC filings for global broadband company. Directed due diligence and public filings associated with raising over \$900M through the company's initial and follow on public equity offerings, private equity arrangements, and debt offerings.

Accomplishments:

- Developed accounting policies
- Prepared presentations for venture firms, analysts and strategic investors
- Developed beneficial structure for various strategic investment arrangements
- Prepared all SEC filings and offering documents
- Managed cash and investment holdings
- Managed employee stock options program and related technical accounting issues
- Implemented Oracle Financials and initial billing system
- Served as expert witness on various corporate legal actions
- Managed public accounting relationship and directed annual and offering related audits

ERIC N. GARY, CPA

Ameritech

July 1997 – October 1997

Director of Finance - Chicago, IL

Member of network senior management team responsible for driving network expansion and redesign to support growth and address escalating competition.

Accomplishments:

- Directed initiative to address network utilization and change expansion strategy
- Developed alternatives to manage switch capacity constraints
- Developed capital impact drivers and utilization metrics
- Managed creation of \$2 billion annual capital budget
- Directed enhancements to activity based costing system

WorldCom (formerly MFS Communications)

September 1994 – July 1997

Senior Director, Finance and Controller, MFS Global Network Services - Chicago, IL

Responsible for leading a team of analysts and accountants in developing financial controls, performing financial analysis, and providing investment decision-making support for the global network operations division of a worldwide telecommunications company.

Accomplishments:

- Created and enforced worldwide financial operating procedures
- Developed complete cost of service study
- Negotiated global vendor contracts
- Evaluated options in development of the company's global network implementation
- Developed operating and capital drivers used to create budgets and to measure efficiencies

Financial Controller, MFS International - Washington, DC

Responsible for the development and management of global financial functions for an international telecommunications company.

Accomplishments:

- Evaluated options in development of the international business plan and related products and services
- Created corporate financial standards for use by foreign division controllers
- Developed and implemented procedures for effective consolidation of International operations
- Prepared and monitored corporate budget and forecasts
- Researched and disseminated domestic and foreign tax rules
- Developed customer billing structure and controls

Frontier Corporation (formerly RCI Long Distance Corporation)

June 1991 - August 1994

Senior Manager, Business Planning - Washington, DC

Responsible for the development of new business and partnering opportunities within the telecommunications industry.

Controller - Washington, DC

Responsible for the accounting and financial functions of a telecommunications company with approximately \$20 million in annual sales. Planned and directed the merger of Mid Atlantic Telecom with RCI Long Distance Corporation.

Marriott Corporation

July 1984 - June 1991

Manager, Partnership and Syndication Accounting - Washington, DC

Full financial and accounting responsibilities for fourteen hotel partnerships with aggregate assets exceeding \$1.5 billion.

Senior Accountant, Corporate Tax - Washington, DC

Ensured tax compliance for corporate activity including acquisitions, investments, and fixed asset activity.

EDUCATION

The George Washington University, Washington, DC
Masters of Business Administration - Finance, December 1992.

The University of Delaware, Newark, Delaware
Bachelor of Science in Accounting, June 1984

MARIE HAXTON BROCKHURST

109 Scott Drive
Annapolis, MD 21401

Home: (410) 280-0713
Fax: (410) 280-3543
vze2nwkh@verizon.net

QUALIFICATIONS SUMMARY

Results-driven professional with ability to lead complex and diverse projects in dynamic business settings. Strong general management skills in strategic planning, marketing, financial planning and analysis. Experienced in developing programs and processes and building teams in start-up environments. Self-motivated, flexible and organized to achieve project goals on time and on budget.

PROFESSIONAL EXPERIENCE

DC 2012 OLYMPIC BID – Washington, DC 2000-2002

Project Director (Volunteer)

Led marketing/finance projects for the Washington, DC bid to host the 2012 Olympic Games.

- Developed and promoted the “Share the Dream” grass roots fundraising and awareness program. Raised approximately \$50,000 from 500+ members.
- Directed study that estimated \$5.4 billion economic impact from hosting the Games.
- Produced TV and radio ads with local Olympians and sports celebrities.
- Prepared bids to host Olympic trials and international sports championships.
- Committee member for the 2003 VISA American Cup gymnastics competition.

LEVEL 3 COMMUNICATIONS COMPANY, INC. – Louisville, CO 1997-1999

Vice President, Business Planning and Finance

Directed the development of all strategic financial plans, business analyses, and financial controls, policies and procedures for a new telecommunications venture.

- Prepared 10 year financial plan used for a \$2 billion high yield debt offering.
- Completed detailed cost analysis to set price levels for Release 1 product line.
- Hired and trained 20 person staff. Member of executive team reporting to COO.

MFS COMMUNICATIONS COMPANY, INC. – Westmont, IL 1989-1997

(Acquired by WorldCom, Inc. 12/31/96.)

Sr. VP, Finance & Administration, MFS Global Network Services, 1995-1997

Led all financial control, analysis and decision-making for Global Network Services division.

- Oversaw all budgeting, forecasting, reporting, business analysis and strategic planning for over \$2 billion in annual operating and capital expenses.
- Identified cost reductions to meet cash flow goals.
- Supervised 30+ staff in US and Europe.

Vice President, Business Planning, 1993-1995

Directed business planning activities to achieve company’s geographic expansion goals.

- Completed and obtained approval for over 25 business plans representing more than \$1 billion in capital investment over 4 years.
- Member of corporate strategic planning team.

Vice President, Corporate Marketing, 1990-1993

Managed marketing and public relations programs for parent company and coordinated marketing activities of operating subsidiaries. Supervised internal staff and PR and advertising agencies.

- Created trade show program and speakers bureau. Opened 10+ networks across the US.
- Served as company spokesperson.

Director, Business Development, 1989-1990

Prepared business plans for market expansions and new products, and managed regulatory affairs.

- Developed business case for landmark central office collocation regulatory initiative.
- Testified as expert witness in state regulatory proceedings.

MCI COMMUNICATIONS CORPORATION – Washington, DC

1985-1989

Senior Manager, Consumer Segment Marketing, 1987-1989

Developed marketing strategies and plans for MCI's consumer long distance service including advertising, direct mail and telemarketing programs.

- Managed direct response test of alternative TV ads.
- Wrote script and oversaw holiday telemarketing promotion.

Manager, Corporate Development, 1985-1987

Analyzed business development opportunities including regulatory research, competitive analysis and discounted cash flow modeling.

- Member of the core team that prepared the company's first strategic plan.
- Determined alternative uses for underutilized terrestrial satellite facilities.
- Negotiated terms for a video broadcast joint venture and a fiber optic capacity lease.

PROCTER & GAMBLE COMPANY – Cincinnati, OH

1981-1983

Assistant Brand Manager, Crest Toothpaste, 1982-1983

Developed and managed Crest's promotion program and print advertising campaign.

- Designed test plans for pump dispenser, including marketing, advertising and packaging.
- Led advertising/product research for "Crest with Tartar Control" and other concepts.

Brand Assistant, Secret Antiperspirant, 1981-1982

Designed and executed the national promotion program and managed the brand budget.

- Developed a new package design that was approved for national expansion.
- Created a model to determine optimum advertising levels.

EDUCATION**HARVARD BUSINESS SCHOOL – Boston, MA**

MBA, June 1985. Summer internship with the toy division of CBS, Inc.

STANFORD UNIVERSITY – Stanford, CA

B.S., Industrial Engineering, June 1981. Executive Director of Ram's Head Theatrical Society. Coordinated university's endowed lectureship series. Studied in France. Four-year academic scholarships.

GERALD BROCKHURST

109 Scott Drive
Annapolis, MD 21401

Home: (410) 280-0713
Fax: (410) 280-3543
vze2nwkh@verizon.net

EXPERIENCE:

E.SPIRE COMMUNICATIONS, INC.

Annapolis Junction, MD

Senior Vice President, Customer Operations

June 1999 — July 2001

Directed operations for billing, customer care and service delivery. Implemented a new billing system and reduced outstanding billing complaints by 80%

WORLDCOM, INC.

WESTMONT, IL

Vice President, Quality Assurance

January 1997 — June 1999

Lead the quality assurance organization of the former MFS Communications Company and established the quality programs for the WorldCom Customer Service division. Scope of responsibilities included:

- . Established on-site quality structure *for* the three largest service delivery centers.
- . Standardized service processes including provisioning, maintenance, billing and performance reporting between WorldCom and MFS.
- . Developed technical and management training programs.
- . Designed and initiated executive summary reports on largest customers for senior management.
- . Identified process improvements *for* credits and collections, provisioning and billing via on-site audits.

MFS COMMUNICATIONS COMPANY, INC.

WESTMONT, IL

Vice President, Quality Assurance

January 1992 – December 1996

Established MFS' quality assurance program with responsibility for quality initiatives across all company divisions. Scope of responsibilities included:

- . Set the industry standard for performance levels of special access and local private line services.
- . Created MFS' operational and engineering procedures manual.
- . Developed the technical audit program.
- . Conducted audits of all key network facilities (switches, nodes) and processes and prepared specific improvement plans.
- . Developed the measurement and reporting systems for all management, customer and investment community performance statistics.
- . Initiated the vendor quality management program for hardware and service providers.
- . Created and conducted the annual customer satisfaction survey which was used to develop sales, marketing, and service delivery strategies.
- . Developed a Lotus Notes-based on-line information distribution system and migrated it to a Web-based system.
- . Featured speaker at numerous industry conferences.

MFS COMMUNICATIONS COMPANY, INC. (continued)

Vice President, Operations

January 1989 — December 1991

Established the Operations and Engineering organizations for MFS in January 1989. Led the expansion of the Operations department during the company's rapid growth period from one to 14 markets over three years. Scope of responsibilities included:

- . Developed all service delivery KPIs (key performance indicators) and operational procedures.
- . Achieved superior performance quality compared to all seven Regional Bell Operating Companies based on FCC statistics *for* special access services.
- . Implemented the company's first integrated engineering, provisioning and billing system.
- . Rolled out the centralized network management control system.
- . Led real estate acquisition for 300+ nodes and customer points-of-presence.

Bela A. Gary
14029 Gorky Drive
Potomac, MD 20854
301-947-0821
email: bgary@speakeasy.net

EXPERIENCE

Telecom Regulatory Solutions, LLC.

President and founder

Provides out-sourced telecom regulatory services for existing and start-up telecom operations. Value proposition to clients is focused attention, rapid results and competitive pricing. Services include:

- Obtaining competitive telecommunications carrier certification from state utility commissions
- Providing guidance through interconnection agreement process
- Filing required tariffs
- Obtaining required codes including an operating company code ("OCN") and point codes
- Reviewing ongoing correspondence from state public utility commissions noting actions required
- Providing strategic support relating to regulatory requirements.

Currently managing regulatory requirements for three telecom companies.

LightWave Communications, Inc.

Senior Counsel

Responsible for regulatory support for facilities based communications company. Obtained competitive carrier certification in numerous states spanning all the incumbent territories. Specific responsibilities included:

- Obtained competitive telecommunications carrier certification from state utility commissions
- Negotiated interconnection agreements
- Managed all regulatory correspondence with each state utility commission
- Drafted and filed tariffs
- Provided strategic support relating to regulatory environment
- Managed corporate legal activities

Covad Communications Company

Counsel

Responsible for regulatory and general legal support for global broadband company. Specific responsibilities included:

- Obtained competitive telecommunications carrier certification from state utility commissions
- Negotiated interconnection agreements
- Managed all regulatory correspondence with each state utility commission
- Developed relationships with incumbent carriers and managed related dispute resolution
- Managed discovery and prepared witnesses for complaint against an incumbent carrier
- Directed corporate disclosure at state public utility commission
- Provided expert testimony in regulatory cases filed with state utility commissions

EDUCATION

University of Maryland School of Law, Baltimore, MD
Juris Doctorate, May 1996

University of Michigan, Ann Arbor, MI
Bachelor of Arts in Theater, May 1992

PROFESSIONAL CERTIFICATION

Member of the Illinois and California state bars.

EXHIBIT C

PROFORMA FINANCIAL STATEMENTS

CONFIDENTIAL

FILED UNDER PROTECTIVE SEAL

EXHIBIT D

WRITTEN EXPLANATION OF FINANCIAL CAPABILITY

EXHIBIT D

Quiet River Communications, LLC (“Quiet River”) is financially qualified to operate as a provider of local exchange and interexchange telecommunications services in Florida. Quiet River is funded by its senior management with internal funding ability exceeding \$2 million. In addition, Quiet River has access to \$5 million of additional capital through privately-placed venture capital. Complementing the preceding funding strategy is the operating discipline Quiet River has adopted whereby the company is executing a fully funded business plan. These financial and operating strategies will enable Quiet River to meet any and all obligations associated with providing local exchange and interexchange telecommunications services in Florida.

Because Quiet River is a privately-owned company, the Applicant requests that its financial information be treated as confidential. Accordingly, copies of our Proforma Balance Sheet, Proforma Profit and Loss Statement, Proforma Statement of Retained Earnings and Proforma Cash Flow Statement (*Exhibit C*) are marked “PROPRIETARY AND CONFIDENTIAL – FILED UNDER PROTECTIVE SEAL,” and are not to be made part of the public record.