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LAW OFFICE OF
KRISTOPHER E. TWOMEY
TELECOM/INTERNET LAW AND REGULATORY CONSULTING

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COMMISSION
CLERK

April 12, 2004

040337

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

Re: CommPartners, LLC

To Whom It May Concern:

Please find enclosed an original and six (6) copies of CommPartners, LLC's application for authority to provide alternative local exchange service within the state of Florida. Please contact me at 415 577-4241 with any questions.

Sincerely,



Kristopher E. Twomey
Counsel to CommPartners, LLC

cc: David Clark

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

Initials of person who forwarded check:



04 APR 15 PM 12:08

DISTRIBUTION CENTER

2501 Ninth Street, Suite 102
Berkeley, CA 94710
Phone: 415 577-4241
Fax: 415 680-1595
Email: kris@twomey.com

1725 I Street, NW, Suite 300
Washington, DC 20006
Phone: 202 250-3413
Fax: 202 517-9175
www.kris.twomey.com

DOCUMENT NUMBER DATE

04555 APR 15 08

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 $\sqrt{\quad}$ (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:

CommPartners, LLC

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):

3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89121

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

None

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 checked="" type="checkbox"/> Other <u>Foreign LLC</u> | |

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:

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: See Exhibit 4

14. Provide **F.E.I. Number**(if applicable): 20-0564676

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.

See Exhibit 1

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

(a) The application:

Name: Kristopher E Twomey
Title: Counsel
Address: 2501 Ninth Street, Suite 102
City/State/Zip: Berkeley CA 94710
Telephone No.: 415 577-4241 Fax No.: 415 680-1595
Internet E-Mail Address: Kris@twomey.com
Internet Website Address: www.Kris-Twomey.com

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

Name: David Clark
Title: President
Address: 3291 North Buffalo Drive, Suite 8
City/State/Zip: Las Vegas, NV 89129
Telephone No.: 702 367-8647 Fax No.: 702 365-8647
Internet E-Mail Address: dclark@commpartners.us
Internet Website Address: www.commpartners.us

(c) Complaints/Inquiries from customers:

Name: David Clark
Title: President
Address: 3291 North Buffalo Drive, Suite 8
City/State/Zip: Las Vegas, NV 89129
Telephone No.: 702 367-8647 Fax No.: 702 365-8647
Internet E-Mail Address: dclark@commpartners.us
Internet Website Address: www.commpartners.us

17. **List the states in which the applicant:**

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

None

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

Applicant is in the process of filing applications nationwide. All applications will be pending by August 2004.

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

None

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

None

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

None

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

None

18. Submit the following:

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

See Exhibit 2

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.

See Exhibit 2

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.

See Exhibit 3

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:

David Clark, President, CommPartners, LLC



Signature

3/15/04

Date

**CommPartners, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129
Phone: 702 367-8647
Fax: 702 365-8647
Toll-free: 877 297-0926**

FORM PSC/CMU 8 (11/95)
Required by Commission Rule Nos. 25-24.805,
25-24.810, and 25-24.815 10

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 Clark, President, CommPartners, LLC



Signature



Date

CommPartners, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129
Phone: 702 367-8647
Fax: 702 365-8647
Toll-free: 877 297-0926

INTRASTATE NETWORK (if available)

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

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

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

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

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

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

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

Not yet available.

EXHIBIT 1

MANAGEMENT INVOLVEMENT WITH MPOWER

Management Involvement with MGC Communications (now MPower)

Members of Applicant's management team and its initial investors were involved in the management of MGC Communications, now MPower Communications Corp.

("MPower"), prior to its filing for reorganization under Chapter 11 of the bankruptcy code. None of these individuals were employed by MPower at the time of this filing.

Reflecting the deteriorating financial condition of the competitive carrier industry as a whole, on April 8, 2002, MPower filed a voluntary, pre-negotiated plan under Chapter 11 of the Federal bankruptcy code in the U.S. Bankruptcy Court for the District of Delaware to retire \$583.4 million in debt and preferred stock.¹ MPower emerged from Chapter 11 on July 17, 2002 with a recapitalization plan approved by the court and continues to operate in many states.²

No affiliate, officer, director, partner, or person owning more than 10% of Applicant, or anyone acting in such a capacity whether or not formally appointed, has been found either criminally or civilly liable by a court of appropriate jurisdiction for a violation of for any actions which involved misrepresentations to consumers, and to the best of Applicant's knowledge, is not currently under investigation for similar violations.

1 <http://www.mpowercom.com/corpinfo/news/news040802.htm>

2 <http://www.mpowercom.com/corpinfo/news/news071702.htm>

EXHIBIT 2

MANAGERIAL AND TECHNICAL INFORMATION

MANAGERIAL/TECHNICAL QUALIFICATIONS

CommPartners is a newly established company, but its management team has deep experience in the telecommunications industry in general, and in operations as a competitive local exchange carrier specifically. Applicant's management team looks forward to using their managerial and technical experience to operate another successful carrier. CommPartners submits that the substantial experience and expertise demonstrated by these individuals ensures that it is fully capable of carrying out its proposal to bring new and economically priced telecommunications options to the local exchange and long distance marketplace.

David Clark, President

For the past seven years, CommPartners' President, David S. Clark, has been involved with businesses spanning telecommunications, Internet applications service providers, and specialty technology companies. Mr. Clark was part of the original management team at the telecommunications carrier MGC Communications (now Mpower Communications). His responsibilities included sales and marketing, product/pricing strategies and vendor analysis/selection. Mr. Clark also was an executive with North American InTeleCom (NAI), a private Pay Telephone, Inmate Phone System and Retail Communications Products provider. Mr. Clark headed NAI's involvement with the British military providing satellite communications to British troops in Bosnia in conjunction with the UN's peace-keeping efforts. Mr. Clark serves as a director of ATCi in Phoenix, AZ.

Patrick Chicas, Vice President and Chief Technology Officer

Mr. Clark is joined by another former member of MGC Communications, Patrick Chicas. Mr. Chicas is serving as CommPartners' Vice President and Chief Technology Officer. Mr. Chicas has twenty-three years of advanced technological experience in telephony, data, and wireless communications. Mr. Chicas successfully implemented systems on fraud control for PacTel Cellular as well as advanced network security and network performance standards for GTE Mobilnet. Mr. Chicas also established an ISP in

Hawaii, as well as an ISP founded to serve rural communities. Mr. Chicas then served as Vice President, Data Services for MGC Communications.

James H. Thompson, Vice President and Chief Integration Officer

James H. Thompson works as CommPartners' Vice President and Chief Integration Officer. Mr. Thompson spent nine years at VeriFone where he was a key designer of the communications infrastructure that has allowed VeriFone to become the worldwide leader in point-of-sale transactions. Mr. Thompson's prior work has included a posting as vice president of technology for Knight-Ridder's Viewtron service and various joint projects with AT&T Bell labs where he assisted in the development of the NAPLPS protocol and the AT&T videotext terminal. Mr. Thompson assisted Mr. Chicas with their ISPs and continues to consult for numerous ISPs.

Mitch Allee, Vice President and Chief Systems Operator

Mitch Allee is serving in the role of Vice President and Chief Systems Officer for CommPartners. Mr. Allee has been aligned with CommPartners' executives and investors in numerous business endeavors. As president and owner of CMS Solutions, a software operating company located in Fresno, California, Mr. Allee authored the operating system for ValuJet which pioneered the use of "ticketless" travel in the airline industry. Mr. Allee also pioneered the integrated back-office system used by Mpower Communications. The CMS platform is currently used by businesses throughout various industry segments across the United States. Mr. Allee's intimate knowledge of telephony operating systems combined with the open-architected, Web-based CMS platform will provide CommPartners with an un-paralleled OSS platform.

EXHIBIT 3
FINANCIAL INFORMATION

FINANCIAL STATEMENT

CommPartners has the financial resources necessary to carry out its responsibilities as a provider of the telecommunications services described in this Application. CommPartners enjoys significant access to capital; Applicant was initially provided in September 2003 with \$3 million in Series A funding to begin rolling out its operations. CommPartners will be seeking additional Series B funding sometime in the third quarter of 2004.

CommPartners has the financial backing of multiple sophisticated funding operations including Circle F Ventures and Gallagher Investments. Applicant is already financially strong and independent and has cash assets in excess of \$1,700,000 as shown in the attached balance sheet. A statement of operations is also attached.

CommPartners, LLC
Balance Sheet
March, 26 2004

	<u>FY 03'</u>	<u>Current</u>
Assets		
Cash - NSB	\$ 2,464,063.95	\$ 1,747,565.53
PP&E	736,981.42	807,757.15
Accum Depr.	0.00	(28,848.48)
Deposits	0.00	6,403.82
Note Receivable	0.00	0.00
Total Assets	\$ <u>3,201,045.37</u>	\$ <u>2,532,878.02</u>
Liabilities		
Accounts Payable	\$ 389,915.38	\$ 0.00
P/R Taxes	13,924.26	0.00
Total Liabilities	\$ 403,839.64	\$ 0.00
Equity		
Common Stock	\$ 4,290,000.00	\$ 4,290,000.00
Retained Earnings	0.00	(1,492,794.27)
Net Income (Loss)	(1,492,794.27)	(264,327.71)
Total Liabilities & Equity	\$ <u>3,201,045.37</u>	\$ <u>2,532,878.02</u>

CommPartners, LLC
Statement of Operations
For Period Ended March, 26 2004

	<u>FY 03'</u>	<u>Mar. 26. 04'</u>
Revenue	\$ -	\$ -
COGS	-	-
Gross Profit	\$ -	\$ -
SG&A		
Depreciation	-	28,848.48
Salaries	63,175.71	63,924.20
P/R Taxes	22,652.32	23,546.68
Consulting - Legal	23,972.50	45,438.64
Consulting - General	24,500.00	16,500.00
Office	14,983.73	7,060.63
Rent	2,625.84	6,403.82
Stock Comp	1,290,000.00	-
Travel	6,744.45	10,719.12
Misc/Other	44,139.72	71,886.14
Total SG&A	<u>\$ 1,492,794.27</u>	<u>\$ 264,327.71</u>
EBIT	<u>\$ (1,492,794.27)</u>	<u>\$ (264,327.71)</u>

EXHIBIT 4

CERTIFICATE OF STATUS INFORMATION

Applicant has submitted an application to the Florida Secretary of State in compliance with the foreign limited liability company statute (Chapter 608.503.1). The application is attached. The Florida registration number will be submitted to the Florida Public Service Commission as soon as it is received.