

040831-TX

ORIGINAL

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FAX (269) 381-8822

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL D. O'CONNOR
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
GARY P. BARTOSIEWICZ
BLAKE D. CROCKER

ROBERT M. TAYLOR
RON W. KIMBREL
PATRICK D. CROCKER
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

OF COUNSEL
THOMPSON BENNETT
JOHN T. PETERS, JR.
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

August 6, 2004

Blanca Bayó
Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RECEIVED FPSC
AUG 10 AM 10:33
COMMISSION
CLERK

Re: Neutral Tandem-Florida, LLC

Dear Ms. Bayó:

Enclosed herewith for filing with the Commission, please find an original and 6 (six) copies of the above captioned corporation's APPLICATION FOR AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA, along with a check in the amount of \$250.00 to cover filing fees relating to same.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Please contact me if you have additional questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/pas

enc

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER - DATE
08669 AUG 10 2004
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EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

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enc

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

Initials of person who forwarded check:



04 AUG 10 9 41

DISTRIBUTION CENTER

**BEFORE THE
STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

Application of)
Neutral Tandem-Florida, LLC)
for Authority to Provide Alternative)
Local Exchange Service Statewide)

APPLICATION

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007

APPLICATION

1. This is an application for $\sqrt{\quad}$ (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a 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 approved the new controlling entity.

2. Name of Company:

Neutral Tandem-Florida, LLC

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

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

Two North LaSalle Street, Suite 1615

Chicago, IL 60602

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

None

6. Structure of organization:

- Individual Corporation
 Foreign Corporation Foreign Partnership
 General Partnership Limited Partnership
 Other - Limited Liability Company

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:

_____ N/A

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: **M04000002744**

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: N/A

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

15. Indicate of any of the officers, director, 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 have been adjudged bankrupt, mentally incompetent, or guilty of any felony or crime.

(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.

No

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

(a) The application:

Name: Patrick D. Crocker

Title: Attorney

Address: 900 Comerica Building

City/State/Zip: Kalamazoo, MI 49007

Telephone No.: 269-381-8844 Fax No.: 269-381-8822

Internet E-Mail Address: pcrocker@earlylennon.com

Internet Website Address: www.telecomattorney.com

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

Name: Ron Gavillet

Title: Executive Vice President

Address: Two North LaSalle Street, Suite 1615

City/State/Zip: Chicago, IL 60602

Telephone No.: 312-384-8000 Fax No.: 312-346-3276

Internet E-Mail Address: rgavillet@neutraltandem.com

Internet Website Address: www.netraltandem.com

(c) Complaints/Inquiries from customers:

Name: Jan Hewitt

Title: Vice President

Address: Two North LaSalle Street, Suite 1615

City/State/Zip: Chicago, IL 60602

Telephone No.: 312-384-8000 Fax No.: 312-346-1276

Internet E-Mail Address: jhewitt@neutraltandem.com

Internet Website Address: www.neutraltandem.com

17. List the states in which the applicant:

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

Applicant has operated as an alternative local exchange company in the State of Illinois.

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

Applicant is filing contemporaneously for local exchange authority in Indiana and Minnesota.

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

Applicant is certified to provide local exchange services in Illinois, Michigan, and Ohio.

- (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 in any jurisdiction.

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

Applicant has had no 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 any 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.**

See Exhibit C

- B. Technical ability: gives 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 C

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.*

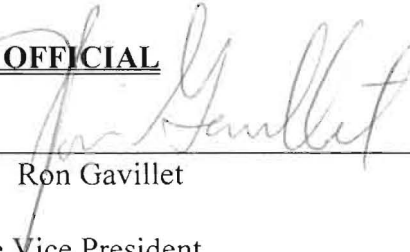
Further, the following (which included supporting documentation) should be provided:

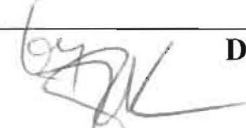
1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See Exhibit B.

**** APPLICANT ACKNOWLEDGMENT OF 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 

Signature Ron Gavillet **Date** 

Title Executive Vice President **Telephone No.** 312-384-8000

Address: Two North LaSalle Street, Suite 1615 **Fax No.** 312-346-6276

Chicago, IL 60602

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, ASSIGNMENT STATEMENT**
- B - INTRASTATE NETWORK**
- C - AFFIDAVIT**

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

Not applicable

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.

POP-to-POP

OWNERSHIP

1) _____

2) _____

3) _____

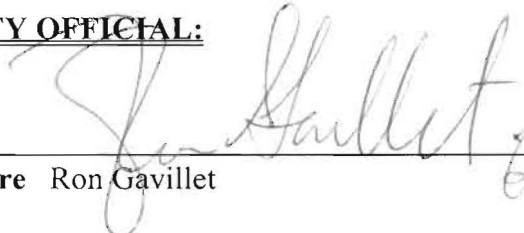
4) _____

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:



Signature Ron Gavillet **Date** _____
Executive Vice President 312-384-8000
Title _____ **Telephone No.** _____
Address: Two North LaSalle Street, Suite 1615 312-346-6276
Chicago, IL 60602 _____ **Fax No.** _____

EXHIBIT A

Certificate of Authority to Transact Business

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "NEUTRAL TANDEM-FLORIDA, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 2004, AT 8:17 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3809274 8100

040402251

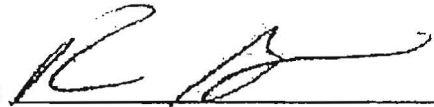
AUTHENTICATION: 3142364

DATE: 05-28-04

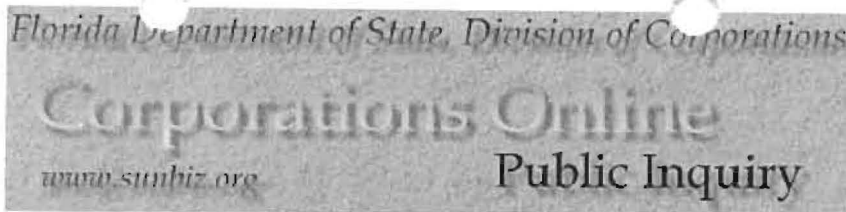
STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

- **First:** The name of the limited liability company is Neutral Tandem-Florida, LLC
- **Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road Suite 400 in the City of Wilmington, DE 19808.
The name of its Registered agent at such address is Corporation Service Company
- **Third:** *(Use this paragraph only if the company is to have a specific effective date of dissolution.)* "The latest date on which the limited liability company is to dissolve is _____."
- **Fourth:** *(Insert any other matters the members determine to include herein.)*

In Witness Whereof, the undersigned have executed this Certificate of Formation of Neutral Tandem-Florida, LLC this 27 day of May, 2004.

BY: 
Authorized Person(s)

NAME: Ronald Gavillet
Type or Print



Foreign Limited Liability

NEUTRAL TANDEM-FLORIDA, LLC

PRINCIPAL ADDRESS

2 NORTH LASALLE STREET, SUITE 1615
CHICAGO IL 60602

MAILING ADDRESS

2 NORTH LASALLE STREET, SUITE 1615
CHICAGO IL 60602

| | | |
|--|---------------------------|---------------------------------|
| Document Number M04000002744 | FEI Number NONE | Date Filed 07/13/2004 |
| State DE | Status ACTIVE | Effective Date NONE |
| Total Contribution 0.00 | | |

Registered Agent

| Name & Address |
|--|
| CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525 |

Manager/Member Detail

| Name & Address | Title |
|--|-------|
| NEUTRAL TANDEM, INC. 2 NORTH LASALLE STREET, SUITE 1615 CHICAGO IL 60602 | MGR |

Annual Reports

| Report Year | Filed Date |
|-------------|------------|
|-------------|------------|

EXHIBIT B

Financial Capability

(Filed Under Seal)

Neutral Tandem is a closely-held corporation engaged in the provision of telecommunications services which are highly competitive. The public disclosure of financial statements of Neutral Tandem could be injurious to its business and financial position.

Neutral Tandem is filing its financial information in a sealed envelope marked confidential and requests that the Commission keep this information private and not open to the public for disclosure.

Neutral Tandem, Inc.
Balance Sheet
Summary of All Units
For the Month Ending January 31, 2004

ASSETS

Checking
Restricted
Short-Term Investments
Total Cash

Other Receivables
Net Accounts Receivable

Security Deposits
Current Assets

Switching Equipment
Software
Computer Equipment
Office Equipment
Furniture & Fixtures
Less Accumulated Depreciation
Net Fixed Assets

TOTAL ASSETS

LIABILITIES AND SHAREHOLDERS' EQUITY

Accounts Payable
Total Current Liabilities

Notes Payable
Long-Term Liabilities
Total Liabilities

Convertible Preferred Stock
Common Stock
Additional Paid-In Capital
Year-to Date Income
Retained Earnings
Shareholders' Equity

TOTAL LIABILITIES AND EQUITY

Neutral Tandem, Inc.
Income Statement
Summary of All Units
For the Month Ending January 31, 2004

| | <u>January</u> | <u>YTD</u> |
|---|----------------|------------|
| Cost of Goods Sold | ██████████ | ██████████ |
| Gross Margin | ██████████ | ██████████ |
| Salaries and Wages | ██████████ | ██████████ |
| Bonuses | ██████████ | ██████████ |
| Health Insurance Expense | ██████████ | ██████████ |
| Long Term Disability Insurance | ██████████ | ██████████ |
| FICA Tax Expense | ██████████ | ██████████ |
| SUTA Tax Expense | ██████████ | ██████████ |
| FUTA Tax Expense | ██████████ | ██████████ |
| Office Supplies | ██████████ | ██████████ |
| Dues & Subscriptions | ██████████ | ██████████ |
| Repairs & Maintenance | ██████████ | ██████████ |
| Rent | ██████████ | ██████████ |
| Utilities | ██████████ | ██████████ |
| Casualty Insurance | ██████████ | ██████████ |
| Postage | ██████████ | ██████████ |
| Telephone-Local | ██████████ | ██████████ |
| Telephone-LD | ██████████ | ██████████ |
| Telephone-Cellular | ██████████ | ██████████ |
| Internet Access | ██████████ | ██████████ |
| Travel-Airfare | ██████████ | ██████████ |
| Travel-Meals | ██████████ | ██████████ |
| Travel-Lodging | ██████████ | ██████████ |
| Travel-Ground Transportation | ██████████ | ██████████ |
| Meals & Entertainment | ██████████ | ██████████ |
| Bank Fees | ██████████ | ██████████ |
| Advertising Expense | ██████████ | ██████████ |
| Consulting Fees | ██████████ | ██████████ |
| Web Hosting | ██████████ | ██████████ |
| Payroll Processing | ██████████ | ██████████ |
| Legal Fees | ██████████ | ██████████ |
| Licenses & Fees | ██████████ | ██████████ |
| Total Operating Expenses | ██████████ | ██████████ |
| EBITDA | ██████████ | ██████████ |
| Depreciation Expense-Furniture & Fixtures | ██████████ | ██████████ |
| Depreciation Expense-Computer Equipment | ██████████ | ██████████ |
| Depreciation Expense-Software | ██████████ | ██████████ |
| Depreciation Expense-Switch Equipment | ██████████ | ██████████ |
| Depreciation Expense-Tools & Test Equipment | ██████████ | ██████████ |
| Miscellaneous Expense | ██████████ | ██████████ |
| Interest Income | ██████████ | ██████████ |
| Net Income | ██████████ | ██████████ |

Neutral Tandem, Inc.
Cash Flow Statement
Summary of All Units
For the Month Ending January 31, 2004

| | January | Year to Date |
|---|------------|--------------|
| CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Income from Operations | ██████████ | ██████████ |
| Add Back Non-Cash Expenses: | | |
| Depreciation & Amortization | ██████████ | ██████████ |
| Net Cash Flow from Operations | ██████████ | ██████████ |
| <i>Sources (Uses) of Cash:</i> | | |
| Accounts Receivable | ██████████ | ██████████ |
| Accounts Payable | ██████████ | ██████████ |
| Accrued Liabilities | ██████████ | ██████████ |
| <i>Total Sources (Uses) of Cash</i> | ██████████ | ██████████ |
| Net Cash Flow from Operating Activities | ██████████ | ██████████ |
| CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Additions to Fixed Assets | ██████████ | ██████████ |
| Net Cash Flow from Investing | ██████████ | ██████████ |
| CASH FLOW FROM FINANCING ACTIVITIES: | | |
| <i>Net Increase (Decrease) in Cash</i> | ██████████ | ██████████ |
| Cash at Beginning of Period | ██████████ | ██████████ |
| Cash and Equivalents at End of Period | ██████████ | ██████████ |
| Check Total - Ending Cash Per Books | ██████████ | ██████████ |

1. Applicant has sufficient financial capability to provide the requested service in the geographic areas proposed to be served. Applicant's operating revenue will provide Applicant with sufficient financial resources to provide service in the proposed areas.
2. Applicant has sufficient financial capability to maintain the requested service in the geographic areas proposed to be served. Applicant's operating revenue will provide Applicant with sufficient financial resources to maintain service in the proposed areas.
3. Applicant will operate as a resold provider. Applicant has sufficient financial capability to meet lease or ownership obligations in the geographic areas proposed to be served. Applicant's operating revenue will provide Applicant with sufficient financial resources to meet lease or ownership obligations in the proposed areas.

EXHIBIT C

Management Resumes

Senior Management Experience

Jim Hynes is the President and Chief Executive Officer of Neutral Tandem-New Jersey, LLC and its parent, Neutral Tandem, Inc. Mr. Hynes has over 30 years of experience in the Systems and Telecom business. Most recently, Mr. Hynes was the Group Managing Director at Fidelity Ventures, focusing in the areas of telecommunications and technology. In addition, Mr. Hynes personally directed the establishment in Europe of COLT Telecommunications in 1992 and was the first CEO of that organization until moving to the role of Chairman at the time of COLT's IPO in 1996. Prior to joining Fidelity Ventures, he was with Chase Manhattan as Vice President and Division Executive for Global Telecommunications Services and worked in various positions at Continental Corporation, Bache & Co. and New York Telephone. Mr. Hynes currently serves on the Board of Directors of Granite Systems of Manchester, New Hampshire; Mountain Telecom based in Alexandria, Virginia; and Looking Glass Networks based in Chicago, Illinois.

John Barnicle is the Chief Operating Officer of Neutral Tandem-New Jersey, LLC and its parent, Neutral Tandem, Inc. Mr. Barnicle was a cofounder, director, and COO of Focal Communications Corporation from May 1996 through October 2002. In this role, he was responsible for all day-to-day activities for the company and was involved in securing more than \$1 billion to launch and grow Focal. In 1999, John was named Regional Entrepreneur of the Year by Ernst & Young. With more than 15 years of telecommunications experience, Mr. Barnicle has held senior positions at such companies as MFS Communications (now part of WorldCom), Duff & Phelps Credit Rating Company (now part of Fitch Ratings) and Centel Corporation (now part of Sprint).

Ron Gavillet is the Executive Vice President of External Affairs of Neutral Tandem-California, LLC and its parent Neutral Tandem, Inc. Most recently, Ron served as Executive Vice President of Strategy and External Affairs and General Counsel for MCG Capital Corp.'s Biznessonline.com, Inc. In addition, after 5 years in private practice with the law firm Skadden, Arps, Slate, Meagher & Flom, Ron held senior legal & strategy positions with MCI, Universal Access, Vertex Broadband Corp., and USN Communications, Inc. Ron has authored several articles on telecommunications and was the Founder and Co-Chair of the Federal Communications Bar Association Midwest Chapter. Ron has both a B.A. in Communications and a B.S. in Political Science from Southern Illinois University; a J.D. from the Columbus School of Law at Catholic University of America; and Masters in Management from the Kellogg Graduate School of Management at Northwestern University.

Rob Junkroski is the Chief Financial Officer of Neutral Tandem-California, LLC and its parent, Neutral Tandem, Inc. Mr. Junkroski was most recently Vice President of Finance with Focal Communications. His responsibilities included managing all the working capital functions within the company including accounts payable and receivable, credit and collections, carrier and end-user billing, regulatory compliance and real estate management. Mr. Junkroski previously served as Treasurer and Controller and was responsible for all the accounting, revenue assurance, audit, cash and risk management and customer credit functions. Mr. Junkroski was also involved with capital raising activities at Focal totaling \$1 billion. Before joining Focal, Mr. Junkroski was Controller for Brambles Equipment Services, Inc. and Focus Leasing Corporation.