



November 29, 2004

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

041348 - TX

Gentlemen and Ladies:

Please find enclosed our application for CLEC license and IXC registration form. We purchased the St. Johns County assets from Litestream Technologies at a bankruptcy auction May 21, 2004, which included the CLEC license. The current balance and income statement are unaudited, as the company just began operation in May.

We hereby affirm that the applicant has sufficient financial capability to provide and maintain the requested service in St. Johns County, and to service all leasing obligations.

Sincerely,

Paul Rhodes
Managing Member

PR/sal

cc: David Reid

Enclosures

DOCUMENT NUMBER-DATE

12703 NOV 30 04

500 AUSTRALIAN AVENUE SOUTH, SUITE 110, WEST PALM BEACH, FLORIDA 33401

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:

Litestream Holdings LLC.

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

Litestream Holdings, LLC.

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

500 S Australian Ave, Ste 120
West Palm Beach, FL 33401

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

500 S Australian Ave, Ste 120
West Palm Beach, FL 33401

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>LLC</u> | |

7. If individual, provide:

Name: N/A

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:

L04000037810

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

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

_____ N/A _____

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:

_____ G04148700083 _____

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

(a) The Florida Secretary of State registration number:

_____ N/A _____

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

Name: _____ N/A _____

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): _____ 20-1190153 _____

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.

_____ N/A _____

(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.

_____ N/A _____

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

(a) The application:

Name: Dave Reid
Title: General Manager
Address: 500 S Australian Ave, Ste 120
City/State/Zip: West Palm Beach, FL 33401
Telephone No.: (561) 659-5400 Fax No.: (561) 659-5671
Internet E-Mail Address: d.reid@lifestreamholdings.net
Internet Website Address: lslink.com

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

Name: Dave Reizl
Title: General Manager
Address: 500 S Australian, Ste 120
City/State/Zip: West Palm Beach, FL 33401
Telephone No.: (561) 659-5400 Fax No.: (561) 659-5671
Internet E-Mail Address: dreizl@lifestreamholdings.net
Internet Website Address: lslink.com

(c) Complaints/Inquiries from customers:

Name: Dave Reizl
Title: General Manager
Address: 500 S Australian, Ste 120
City/State/Zip: West Palm Beach, FL 33401
Telephone No.: (561) 659-5400 Fax No.: (561) 659-5671

17. List the states in which the applicant:

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

FL

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

N/A

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

N/A

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

N/A

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

N/A

N/A

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

18. Submit the following:

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

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.

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:

Paul Rhodes _____
Print Name Signature

Managing member _____
Title Date

561-659-5400 _____
Telephone No. Fax No.

Address: 500 Australian Ave So #120
W. Palm Beach FL 33401

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."

Paul
Print Name

_____ | _____

561-659-5400
Telephone No.

561-659-8671
Fax No.

Address: _____
_____ Lifestream Holdings LLC
_____ 500 Australian Ave So #120
_____ West Palm Beach FL 33401

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) 9801 Leo Maguire Rd 2) _____

St Augustine FL _____

3) _____ 4) _____

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

1) Leased Tagua switch 2) _____

9801 Leo Maguire Rd _____

3) St Augustine FL 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) _____

STATEMENT OF QUALIFICATIONS

David Reid
3415 East Compass Rose Drive
Jacksonville, Fla. 32216

Office: 904-443-2972
Cell: 904-294-3494
E-mail: dreid18@comcast.net

Objective

A challenging and high profile position in the economic development arena which would utilize interpersonal skills in project management, telecommunications, and media.

Profile

- Fifteen years experience as governmental lobbyist at the local, state, and congressional levels
- Twenty years management experience in cable television systems and television networks
- Extensive public relations and marketing background
- Accomplished manager of sales and fundraising efforts
- Proven ability to create and manage start-up businesses
- Strong interpersonal skills
- Ability to deal effectively with media outlets
- Understanding of governmental processes
- Strong “on-camera” presence. Nineteen years as television sports and news broadcaster

Experience

2/1/2002-Present

Senior Consultant

Effective Performance Solutions

Develop and service clients in the areas of marketing, public relations, and telecommunications. Creation of positive public relations events and news stories. Provide consultant services for contract negotiations, franchise acquisitions, legal services, city/county governmental affairs.

Partial List of Clients:

Litestream Technologies, LLC
Sporher, Wilner, Maxwell, and Mathews, P.A.
DeKalb County, Georgia
MediaComm Inc.
Brillante Enterprises
Affiliated Media Inc.

1998-2002

Vice President/Minority Partner

Florida's News Channel

- *Co-founder of state's only 24 hour statewide news network serving 1.5 million homes in Florida
- Managed the state's largest sports news gathering operation with budget in excess of \$5 million
- Negotiated network carriage agreements with cable television companies creating \$3.8 million annually to the company
- Operated sports division at 50% margin-most lucrative division with highest EBITA margins in the company
- Helped develop technology which allowed transportation of video, voice, and data, via ATM switched Broadband Network and utilized "virtual reality" news environments

1984-1998

Vice President of Corporate Affairs

Continental Cablevision/MediaOne

- Responsible for all external affairs of the company including public and governmental affairs. Responsible for working through a 1000 employee organization with numerous management layers and dozens of video, voice, and data product lines to coordinate the company's marketing, advertising, public relations, and governmental efforts into a coherent strategy
- Managed company's programming acquisition and creation. Negotiated carriage agreements with major cable networks as well as regional and local programming providers.
- Managed company's local programming operations
- Chief lobbyist for the company locally, in the state legislature, and in Washington. Responsible for the education of over 400 local, state, and Congressional officials on issues involving media. Successfully lobbied through to passage over 300 pieces of individual legislation.
- Created and managed the company's first public affairs division which was replicated nationally by Continental and subsequently replicated by competing cable television companies nationwide.
- Negotiated over 100 cable television franchise agreements between the company and local municipalities, including 20 year, 1.8 billion agreement in Jacksonville.
- Company spokesperson to media and business/civic organizations within the state of Florida.

- Founder of Florida Distance Learning Consortium, a partnership involving four local school districts, three community colleges, two universities, and competing technology businesses.
- Negotiated sports programming rights for the company.
- Managed company culture transitions from Continental to MediaOne.

1988-1998 (Concurrent with Continental Cablevision/MediaOne)

- 1988: Founded Sunshine Network, the nation's second largest regional sports programming network serving over 5 million homes in Florida. Organized, negotiated, and placed into being a twelve-company partnership of competing cable companies, regional sports programmers, and University Athletic Associations. Negotiated ten year Joint Venture Agreement and Affiliate Agreements between the network and cable affiliates.
- Negotiated "buy-sell" agreements between cable companies and the Fox Network which allowed for ownership changes.
- Ten year member of Sunshine Network Board of Directors
- Play by play announcer for hundreds of sporting events for Sunshine during this period, including University of Florida, Florida State, University of Miami, Major League Baseball. Five year host of "Sportstalk Live"

1981-1984

General Manager

Area Cablevision

Jacksonville, Fla.

Management responsibility for 400 employee organization Grew new-build cable system from 40,000 to 80,000 subscribers.

Responsible for all divisions within the company including operations, marketing, customer service, repair, programming, engineering, human resources

1978-1981

Durham Cablevision (Time Warner)

- Vice President of programming and marketing
- Grew system from zero customers to 18,000 customers in 18 months

Highlighted Community/Business Awards and Activities

- Three-time National "Beacon" Award winner for Excellence in Public Affairs
- Two-time National Cable Telecommunications Association "Ace" Award winner for excellence in local programming

- National Reader's Digest Foundation Award winner for Commitment to Local Education
- Two-time "EDDY" Award winner from the Duval County Public Education Foundation
- Four Statewide Business Education Partnership Awards from the Commissioner of Education
- Board of Directors of Florida Cable Telecommunications Association
- Board of Directors and founding member of Jacksonville Communities in Schools Program.

10:39 AM
11/29/04
Accrual Basis

Litestream Holdings LLC
Balance Sheet
As of November 29, 2004


	<u>Nov 29, 04</u>
ASSETS	
Current Assets	
Checking/Savings	
1000000 · Checking & savings	50,522.77
Total Checking/Savings	50,522.77
Accounts Receivable	
1200000 · Accounts receivable	83,481.58
Total Accounts Receivable	83,481.58
Other Current Assets	
1230000 · Inventory	9,663.80
1250000 · Due from David Reid	15,000.00
1260000 · Due from Princeton Homes	682.90
1290000 · Employee Advances	149.99
Total Other Current Assets	25,496.69
Total Current Assets	159,501.04
Fixed Assets	
1300000 · Property Plant & Equipment	2,172,398.45
Total Fixed Assets	2,172,398.45
Other Assets	
170000 · Other Assets	67,562.95
1990000 · Suspense	-27,709.26
Total Other Assets	39,853.69
TOTAL ASSETS	<u>2,371,753.18</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
2100000 · Payroll Liabilities	11,200.30
2130000 · Accrued taxes	8,482.00
2350000 · Advanta Credit Card	-15,500.97
2400000 · Notes payable	924.63
Total Other Current Liabilities	5,105.96
Total Current Liabilities	5,105.96
Total Liabilities	5,105.96
Equity	
3000000 · Members' Capital	2,687,049.88
Net Income	-320,402.66
Total Equity	2,366,647.22
TOTAL LIABILITIES & EQUITY	<u>2,371,753.18</u>



11:06 AM
11/29/04
Accrual Basis

Litestream Holdings LLC
Profit & Loss
January through December 2004

	<u>Jan - Dec 04</u>
Income	
4000000 · Operating Income	425,993.88
Total Income	425,993.88
Cost of Goods Sold	
5000000 · Cost of goods sold	172,634.37
Total COGS	172,634.37
Gross Profit	253,359.51
Expense	
5400000 · Other customer service expenses	3,796.91
6000000 · Operating Expenses	75,125.25
6400000 · Cable/Wire Expense	5,512.86
6450000 · Network Operations Expense	102.36
6600000 · Payroll Expenses	279,307.71
7000000 · General & admin salaries	26,526.85
7120000 · Bank Fees	1,707.29
7140000 · Late Fees	39.00
7320000 · Developer Payments	41,575.26
7340000 · Dues and Subscriptions	880.25
7360000 · Entertainment	2,359.89
7600000 · Interest Expense	9.04
7700000 · Licenses and Permits	38.42
7750000 · Maintenance & repairs	615.40
7900000 · Meals	3,869.29
7920000 · Mileage	3,223.11
7950000 · Miscellaneous	83.79
8000000 · Office Supplies	3,695.36
8050000 · Operating Telco Switch Lease	3,500.07
8070000 · Penalty Expense	459.60
8110000 · Postage and Delivery	1,365.34
8200000 · Printing and Reproduction	788.59
8240000 · Professional Fees	77,011.25
8480000 · Rent	1,177.43
8560000 · Telephone	5,385.66
8600000 · - Telephone - Cell	9,196.43
8640000 · Travel & Lodging	19,253.56
8680000 · Utilities	7,156.20
Total Expense	573,762.17
Net Income	<u><u>-320,402.66</u></u>


Paul Rhodes
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