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KRISTEN L. GETTING

OF COUNSEL
JOHN T. PETERS, JR.

THOMPSON BENNETT
(1912 - 2004)
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

July 5, 2005

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

Re: Acceris Management and Acquisition LLC

050463-JX

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.

Applicant is requesting confidential treatment of its financial statements and includes a Motion for Protective Order.

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/tlb

DOCUMENT NUMBER-DATE

06368 JUL-7 05

FPSC-COMMISSION CLERK

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

Acceris Management and Acquisition 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 (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 approve the new controlling entity.

2. Name of Company:

Acceris Management and Acquisition LLC

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

Acceris Management and Acquisition LLC

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

60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

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:

Limited liability company- M05000003575

2. 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:

10. If a limited liability partnership, provide proof of registration to operate in Florida:
- (a) The Florida Secretary of State registration number:
11. 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:
12. 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
13. Provide F.E.I. Number (if applicable): 20-2855923
14. 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

15. 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: Drew Backstrand

Title: General Counsel

Address: 60 South Sixth Street, Suite 2535

City/State/Zip: Minneapolis, MN 55402

Telephone No.: 612-465-0260 Fax No.: 612-455-1022

Internet E-Mail Address: backstrand@ncequity.net

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Drew Backstrand

Title: General Counsel

Address: 60 South Sixth Street, Suite 2535

City/State/Zip: Minneapolis, MN 55402

Telephone No.: 612-465-0260 Fax No.: 612-465-1022

Internet E-Mail Address: Backstrand@ncequity.net

Internet Website Address: _____

16. List the states in which the applicant:

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

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

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

Applicant is filing contemporaneously for local exchange authority in Massachusetts, New Jersey, New York, and Pennsylvania.

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

Applicant is not certified to provide local exchange services in any jurisdiction.

- (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. 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.

- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experience of each.

See Exhibit C.

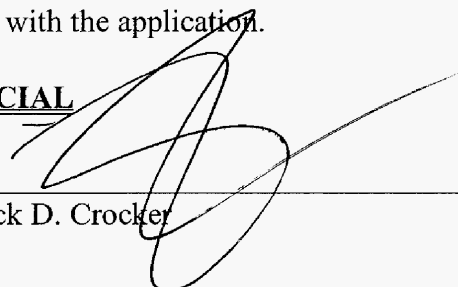
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

See Exhibit C.

**** 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



July 5, 2005

Signature Patrick D. Crocker

Date

Attorney

269-381-8844

Title

Telephone No.

Address: 900 Comerica Building

269-381-8822

Fax No.

Kalamazoo, MI 49007

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) _____

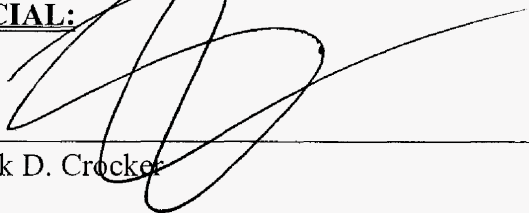
4) _____

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 Patrick D. Crocker **Date** July 5, 2005

Attorney 269-381-8844
Title **Telephone No.**

Address: 900 Comerica Building

Kalamazoo, MI 49007
Fax No.

EXHIBIT A

Certificate of Authority to Transact Business



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 28, 2005

TERESA MAGEE
CORPORATION GUARANTEE AND TRUST COMPANY
3331 STREET ROAD, SUITE 110
BENSALEM, PA 19020

Qualification documents for ACCERIS MANAGEMENT AND ACQUISITION LLC were filed on June 22, 2005, and assigned document number M05000003575. 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 contact this office at the address given below.

Michelle Hodges
Document Specialist
Registration/Foreign Qualification
Division of Corporations

Letter Number: 405A00043617

State of Florida



Department of State

I certify from the records of this office that ACCERIS MANAGEMENT AND ACQUISITION LLC on June 22, 2005, is a Minnesota limited liability company authorized to transact business in the State of Florida, qualified on June 22, 2005.

The document number of this limited liability company is M05000003575.

I further certify that said limited liability company has paid all fees due this office through December 31, 2005, and its status is active.

I further certify that said limited liability company has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-eighth day of June, 2005



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. ACCERIS MANAGEMENT AND ACQUISITION LLC
(Name of Foreign Limited Liability Company)

2. Minnesota 3. 20-2855923
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 10, 2005 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 60 South 6th Street, Suite 2535
Minneapolis, MN 55402
(Street Address of Principal Office)

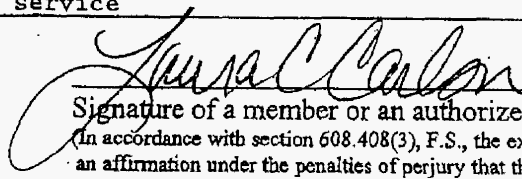
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Elam Baer, 60 South 6th Street, Suite 2535, Minneapolis, MN 55402

Laura Conradi Carlson, 60 South 6th Street, Suite 2535, Minneapolis, MN 54402

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
sales and service


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.)

Laura Conradi Carlson, VP-Finance and Manager of North Central Equity LLC, the sole member of
Typed or printed name of signee Acceris Management and Acquisition LLC

**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:

ACCERIS MANAGEMENT AND ACQUISITION LLC

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

Edwin F. Blanton

(Name)

825 Thomasville Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

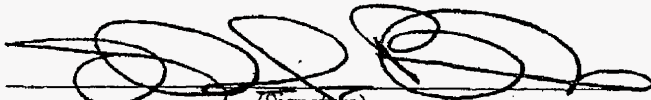
Tallahassee

FL

32303

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, Florida Statutes.


(Signature)

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

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

Acceris Management and Acquisition LLC)
for Authority to Provide Alternative)
Local Exchange Service Statewide)

EXHIBIT B

Financial Capability

(Filed Under Seal)

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

ACCERIS is a wholly owned subsidiary of North Central Equity LLC (“NCE”). NCE will act as guarantor for the financial ability of ACCERIS. The audited financial statements for NCE are being filed in a sealed envelope marked confidential and the Company requests that the Commission keep this information private and not open to the public for disclosure.

1. Applicant's guarantor 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's guarantor 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's guarantor 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

Principal Managers and Officers of Acceris Management and Acquisition LLC

- Elam Baer, Chief Executive Officer/Chief Manager
 - Responsibilities: Management of Acceris Management and Acquisition LLC. Additional duties include deal sourcing, new investment screening, assisting portfolio companies, and negotiating transactions.
 - Age 45, Mr. Baer has founded and grown a number of successful companies since starting his business career in 1992. These companies include QAI, Inc. (U.S. based telecommunications reseller), QAI Australia, Inc. (telecommunications reseller), QuikPage, Inc. (web page directory), NewTel Germany (telecommunications reseller), and NewTel Holdings LLC (telecommunications reseller in Ireland, United Kingdom, Switzerland, Spain and Australia). Prior to his business career, Mr. Baer was a lawyer. He received his bachelor's and juris doctorate degrees from the University of Minnesota.
- Laura Conradi Carlson, Chief Financial Officer/ Secretary/Manager
 - Responsibilities: All financial reporting, financial statement preparation, cash management, investment valuation, tracking and analysis of portfolio performance, preparing and executing due diligence plans
 - Age 34, Ms. Carlson served as controller or CFO of various companies founded by Elam Baer prior to joining North Central. Ms. Carlson also spent five years with Ernst & Young LLP as a senior auditor and two years with a telecom firm as Director of Accounting. Ms. Carlson is an honor's graduate from the University of St. Thomas, where she received a B.A. in Accounting in 1992, and received her CPA in 1993.