

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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April 21, 2011

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

Initials of person who forwarded check:

Florida Public Service Commission  
Office of Commission Clerk  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

Re: Application of Access Media 3, Inc. for Authority to Provide Competitive Local Exchange Service within the State of Florida

Dear Sir or Madam:

Please find enclosed for filing an original and three (3) copies of an Application for Authority to Provide Competitive Local Exchange Telecommunications Company Service within the State of Florida for Access Media 3, Inc. Also enclosed is a \$400 application fee as required by the Florida Public Service Commission and a draft Price List that will be finalized upon the approval of the Application.

Please date stamp the extra copy of this letter and return it in the envelope provided. Questions and correspondence regarding this filing may be directed to Julie M. Oost, Economic Analyst at Kelley Drye & Warren LLP, 333 West Wacker Drive, Chicago, Illinois 60606 or at telephone number (312) 857-2617.

Sincerely,

Julie Musselman Oost

COM \_\_\_\_\_  
APA \_\_\_\_\_ Enclosures  
ECR \_\_\_\_\_  
GCL \_\_\_\_\_  
RAD 2+ Cc: Rob Neumann, Access Media 3, Inc.  
SSC \_\_\_\_\_  
ADM \_\_\_\_\_  
OPC \_\_\_\_\_  
CLK Grant

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DOCUMENT NUMBER-DATE  
02799 APR 22 =  
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**FLORIDA PUBLIC SERVICE COMMISSION**

**DIVISION OF REGULATORY ANALYSIS**

**APPLICATION FORM**

for

**AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE  
TELECOMMUNICATIONS COMPANY SERVICE  
WITHIN THE STATE OF FLORIDA**

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**Instructions**

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **\$400.00** to:

**Florida Public Service Commission  
Office of Commission Clerk  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6770**

- E. A filing fee of **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).

- F. If you have questions about completing the form, contact:

**Florida Public Service Commission  
Division of Regulatory Analysis  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6600**

FORM PSC/RAD 8 (5/08)  
Commission Rule Nos. 25-24.810,  
and 25-24.815

Note: To complete this interactive form Required  
by using your computer, use the tab key to  
navigate between data entry fields.

- 1 -

CH01/OOSTJ/257107.1

DOCUMENT NUMBER-DATE

02799 APR 22 =

FPSC-COMMISSION CLERK

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 rather that apply for a new certificate.

**Approval of assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: Access Media 3, Inc.

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

Access Media 3, Inc.

4. Official mailing address:

Street/Post Office Box: 900 Commerce Drive, Suite 200

City: Oak Brook

State: Illinois

Zip: 60523

5. Florida address:

Street/Post Office Box: 6615 Boynton Beach Blvd., Suite 317

City: Boynton Beach

State: FL

Zip: 33437

6. Structure of organization:

Individual  
 Foreign Corporation  
 General Partnership  
 Other,

Corporation  
 Foreign Partnership  
 Limited Partnership

7. **If individual**, provide:

Name:  
Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F11000000863

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

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

Name:  
Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

14. Provide **F.E.I. Number**(if applicable): 20-8047001

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Rob Neumann  
Title: General Counsel and Vice President  
Street name & number: 900 Commerce Drive, Suite 200  
Post office box:  
City: Oak Brook  
State: Illinois  
Zip: 60523  
Telephone No.: 630-230-0555  
Fax No.: 630-230-0558  
E-Mail Address: rneumann@am3inc.com  
Website Address: <https://www.am3inc.com/>

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

Name: Scott Rediger  
Title: Chief Executive Officer  
Street name & number: 900 Commerce Drive, Suite 200  
Post office box:  
City: Oak Brook  
State: Illinois  
Zip: 60523  
Telephone No.: 630-230-0555  
Fax No.: 630-230-0558  
E-Mail Address: srediger@am3inc.com  
Website Address: <https://www.am3inc.com/>

(c) Complaints/Inquiries from customers:

Name: Rob Neumann  
Title: General Counsel and Vice President  
Street/Post Office Box: 900 Commerce Drive, Suite 2003  
City: Oak Brook  
State: Illinois  
Zip: 60523  
Telephone No.: 630-230-0555  
Fax No.: 630-230-0558  
E-Mail Address: rneumann@am3inc.com  
Website Address: <https://www.am3inc.com/>

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

(a) has operated as a Competitive Local Exchange Telecommunications Company.

Illinois and Minnesota.

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

Access Media 3 has no other pending certification applications at this time.

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

Illinois and Minnesota

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

Not applicable.

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

Not applicable.

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

Not applicable.

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

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

No.

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

No.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No.

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: 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: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. 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.

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

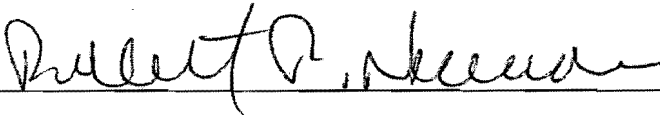
**RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

**APPLICANT ACKNOWLEDGEMENT:** 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 competitive local exchange telecommunications 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.**"

Company Owner or Officer

Print Name: Rob Neumann  
Title: General Counsel and Vice President  
Telephone No.: 630-230-0555  
E-Mail Address: rneumann@am3inc.com

Signature: 

Date: Apr 21, 2011



**Access Media 3, Inc.**

**Proof of Authority to Operate in Florida and Articles of Incorporation**



February 28, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ACCESS MEDIA 3, INC.  
900 COMMERCE DRIVE, SUITE 200  
OAK BROOK, IL 60523

Qualification documents for ACCESS MEDIA 3, INC. were filed on February 25, 2011 and assigned document number F11000000863. Please refer to this number whenever corresponding with this office.

Your corporation is now authorized to transact business in Florida.

This document was electronically received and filed under FAX audit number H11000051496.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

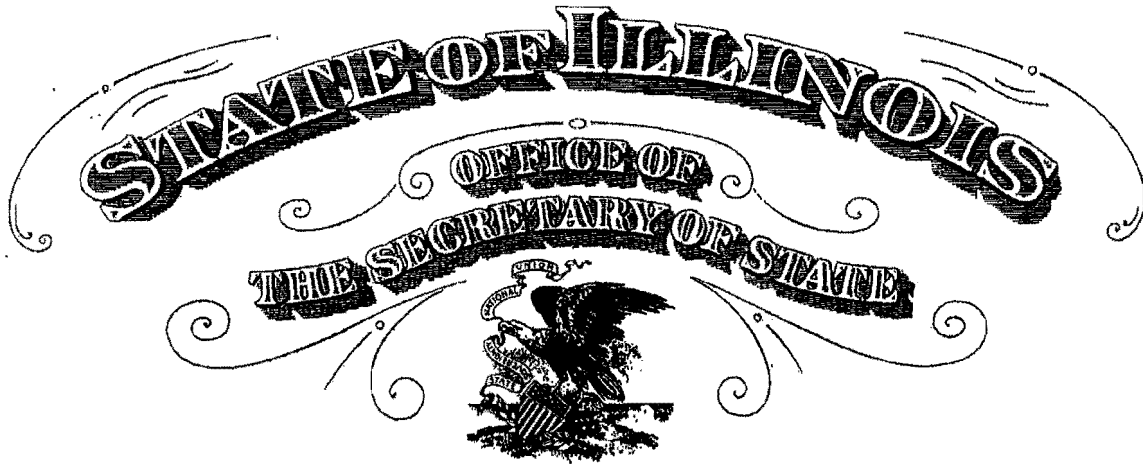
A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to [www.irs.gov](http://www.irs.gov). Please notify this office if the corporate address changes.

Should you have any questions regarding this matter, please contact this office at (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section  
Division of Corporations

Letter Number: 711A00004948

File Number 6525-538-3



*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

ACCESS MEDIA 3, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 07, 2006, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1105801488

Authenticate at: <http://www.cyberdriveillinois.com>

*In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 25TH day of FEBRUARY A.D. 2011*

*Jesse White*

SECRETARY OF STATE

## **Access Media 3, Inc.**

### **Managerial and Technical Capability**

Access Media 3 is a leading provider of digital media, data and telecommunications solutions including design, installation, maintenance, and management services for multi-dwelling unit buildings (apartment and condo buildings). Access Media 3 has deep skills in Internet, telephony and TV engineering in complex, large residential buildings. Its staff includes engineers and administration personnel who are dedicated to continued and strong operations of the network to each buildings. This includes a dedicated call center and 24/7 on call personnel.

Access Media 3 prides itself on offering flexible tailor-made solutions through strong project management and property specific solutions based upon wiring and technology needs. Its satellite television is provided through its account partnership with DIRECTV which awarded Access Media 3 its Highest Year-Over-Year Growth Award in 2010. Scott Rediger is CEO and Founder of AM3 since January 2007. Scott has extensive experience building successful companies that deliver exceptional products. Scott was Chief Operating Officer of CIMCO Communications, Inc., co-founder of Ovation Communications (sold to McLeodUSA for \$400M within two years on an initial \$12M investment) and a key employee at MFS Communications which grew to a billion dollar corporation. Scott currently serves on the DirecTV MDU Board of Advisors and other industry boards. The senior leadership team of Access Media 3 has been in the data and voice industries for more than 20 years and has advanced knowledge of developing and managing complex data and voice networks for large and small customers. Please see the following biographies of the key Access Media 3 employees.

**Scott Rediger, Chief Executive Officer**, has been the CEO since AM3's inception in January of 2007. AM3 is a triple-play provider (Internet, TV and Voice) in the metro Chicago and Twin Cities are of Minneapolis / St. Paul, MN. Under Scott's leadership, AM3 has grown to over 300 buildings and 33,000 served RGUs.

Scott has extensive experience helping build successful companies that deliver exceptional products. Most recently the Chief Operating Officer of Oak Brook Terrace, Ill.-based CIMCO Communications, Inc., Scott co-founded and developed Ovation Communications - a competitive local exchange carrier business offering facility-based local, long distance, and data services to medium and large sized businesses in the metropolitan areas of Chicago, Minneapolis/St. Paul, Milwaukee and Detroit. After much growth and success in just two years, Ovation Communications was sold to McLeod USA in 1999 for \$402 million. After the sale, Scott served as a Senior Vice President of Products and Development for McLeod USA, developing the company's still-strong presence in the Midwest.

Prior to his success with Ovation, Scott worked with MFS Communications, one of the pioneers of the telecommunications revolution, where he held various managerial positions, worked and lived in London assisting with the companies' U.K. launch, and helped develop MFS' entry

strategy into Canada. Scott has been actively involved in fund raising activities which has produced \$100m debt financing and \$100m of equity. Scott also served as an investor and board member of Advocate Networks, an Atlanta-based communication services firm, and held key executive positions as President and Chief Operating Officer of Dantis, a Chicago-based web hosting and managed services firm.

**Ines C. LeBow, Sr Vice President of Engineering and Operations**, is responsible for service delivery, field operations, customer service, network operations, engineering, project management, and IT. Ines is an accomplished Senior Operations Executive with a fast-track career in the telecommunications industry. She has a rich background in domestic and international wireless and wireline services including satellite and terrestrial communications systems. Ines is highly experienced in start-ups, turnarounds, rapid growth, and Mergers & Acquisitions. Prior to working for AM3 Ines held many executive positions including Vice President of Next Generation Service Program at SkyTerra, Senior Vice President of Engineering & Operations at Xspedius Communications, Executive Vice President of Operations & Engineering at Conversent Communications, Vice president of Global Network Operations at Viatel, and Vice President of network implementation at Brooks Fiber Properties for Worldcom.

Ines has had many achievements throughout her telecommunication's career. She created \$614 million in revenue through on-time service delivery and achieved \$67 million in cost savings. She held an integral role in turning around a recently acquired bankrupt company boosting revenue from \$100 million to \$215 million and moving margin from 0% to 51%. Directed a start-up organization and delivered \$43 million in revenue in one year. She also led the integration of seven mergers and acquisitions as well as helped to secure \$187 million in venture funding.

**Dean Matt, CFO**, previously served as Chief Operating Officer of AFN, LLC, in which all functions reported to him. Other prior professional assignments include President of his privately held consulting firm; ConAgra, a leading branded food company, where he served as Director of Business Development and was responsible for strategy and mergers and acquisitions for a \$13 billion business unit; Wizdom Systems and Wizdom Controls where Mr. Matt was Chief Financial Officer (concurrently) for these privately held software companies. In this role he executed an exit strategy for the owners leading to the sale of the company to a Fortune 100 company.

Prior to the Wizdom companies, Mr. Matt served as VP-Controller and was the third executive on board United Waste Systems, a start-up solid waste consolidation play where he was responsible for developing the accounting and IT infrastructure prior to and after its December 1992 IPO. From 1982 to 1989 Mr. Matt served in various capacities at Waste Management including Division Controller and Region Chief Information Officer. Mr. Matt received his Bachelor of Science in Accountancy from the University of Illinois at Urbana-Champaign,

and he received his MBA from The University of Chicago Booth School of Business. Mr. Matt is also a Certified Public Accountant and registered with the State of Illinois.

**Jim Johnson, Sr. Vice President of Sales**, is responsible for Direct Sales, Channel Sales and strategic alliances at Access Media 3. Jim brings 25 years experience developing and leading high-performance sales teams and effective go-to-market strategies in the telecom industry.

Prior to joining Access Media 3, Jim has served as Vice President and General Manager at AT&T Wireless in Chicago and the Great Lakes where he was responsible for delivering all measures including P&L. He developed the AT&T Wireless Central Region "Go to Market" distribution strategy, building and launching the Chicago, Detroit, and Cleveland markets. He grew the Chicago market from start-up to \$650M in revenue by 2005. He also led the integration of the Indianapolis market acquired from Cingular. Jim spent 10 years with Ameritech Cellular in a variety of increasingly senior sales and management positions, serving as Regional General Manager for both Detroit and Chicago markets.

Additionally, Jim's entrepreneurial interests have led him to leadership roles in three privately owned companies, driving market penetration through strategic alliances and partnerships and developing high-performance teams. He served as Vice President of Sales and Customer Care at Revol Wireless, a carrier in the pre-paid, flat-rate wireless market operating in Ohio and Indiana. Previously he served as Vice-President of Worldwide Sales at Spotwave Wireless, the leading indoor wireless repeater firm, signing a key "rainmaker" alliance with Verizon Wireless's CTO.

And Jim served as Vice President of Sales and Marketing at CCG Communications, a pioneering "triple-play firm – wireless voice, commercial dial tone and Internet services, serving the commercial markets in Chicago.

**Rob Neumann, General Counsel and Vice President**, Rob brings many successful years of experience in law, regulation, consulting and technology. As Access Media 3's General Counsel he is responsible for all legal and regulatory matters.

Rob's work includes mergers and acquisitions with twenty years experience leading strategic initiatives, acquisition integration and government regulatory oversight. His management consulting experience includes initiatives at Fortune 500 companies as well as companies in the energy, telecom and technology industries. Prior to joining Access Media 3, Rob was a Senior Vice President of Consulting and IP at a large, competitive telecommunications carrier in Chicago. Rob has also served as General Counsel at a technology-consulting firm working with clients on technology initiatives and managing the Telecom Practice and the Compliance and Risk Groups. He also held a leadership role in Accenture's Strategy Practice as a Senior Manager. He has an MBA from the University of Chicago – Booth School of Business, a JD from IIT-Chicago-Kent College of Law and undergraduate degree from University of Wisconsin - Madison.

**Eric Welles, Vice President Business Development**, Eric is currently head of product management, technical evaluations, and customer relationship management. In this role, Eric is critical to rolling out Access Media 3's product offering, and managing our existing client base thru his Customer Relationship Management (CRM) team. Eric has been with Access Media 3, Inc. (AM3) since October of 2007, when AM3 acquired the satellite television assets of Tunnel Vision Technology. Under Eric's prior role as Vice President of Sales, AM3 has grown to over 300 buildings and 33,000 served RGUs. Prior to his time with Tunnel Vision Technology, Eric has held management positions at several traditional CPG companies, including management with Procter and Gamble, category management with Del Monte and national account management with The Guinness Bass Import Company-where he managed the national account team's launch of Smirnoff Ice-which became the most widely distributed product in the company's history. During his twenty year career in packaged goods, Eric has successfully sold every food, drug or mass merchant in the US. Eric has worked with DirecTV for eight years, and he was the sales and operational leader, while at Tunnel Vision Technology. During his tenure there, Tunnel Vision Technology grew its revenues over 300% in two years, and he also helped to propel Tunnel Vision to become one of Lutron's top three shade distributors, nationwide.

**Christine C. Kidder, SPHR, Director of Human Resources & Employee Relations**, is responsible for all human resources matters including recruitment, employment, employee relations, benefits, compensation, and overall strategic management of the Human Resource function.

Christine started her career in financial analysis after receiving her Bachelor of Science degree in Accounting from DePaul University and passing the Illinois CPA exam. After working in financial analysis and forecasting for a number of years, Christine used this experience to become an accounting/finance recruiter for Fortune 500 companies in the Chicago area. Prior to working for Access Media 3, Ms. Kidder was a Human Resource Manager at A.M. Castle & Co. a +\$1 billion international metals distributor headquartered in the Chicago area. In her role at Castle her responsibilities included recruitment, employee relations, labor relations, benefits, training and development, international employment, expatriate assignments, and succession planning. She is a Senior Human Resource Professional (SPHR) as designated through the Human Resource Certification Institute(SHRM).

**Access Media 3, Inc.**

**Financial Capability**

Access Media 3 is financially qualified to provide telecommunications services within the State of Florida. In particular, Access Media 3 has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. Please find in the enclosed envelop the three (3) years of audited financial statements, which Access Media 3 requests be keep under seal as they contain confidential materials.



State of Florida



**Public Service Commission**  
CAPITAL CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD  
TALLAHASSEE, FLORIDA 32399-0850

**Julie Musselman Oost**  
333 W. Wacker Drive  
Suite 2600  
Chicago IL 60606

**Re: Acknowledgement of Confidential Filing in Docket No. 110124-TX**

**This will acknowledge receipt by the Florida Public Service Commission, Office of Commission Clerk, of a CONFIDENTIAL DOCUMENT filed on April 22, 2011, in the above-referenced docket.**

**Document Number 02801-11 has been assigned to this filing, which will be maintained in locked storage.**

**If you have any questions regarding this document, please contact Kim Peña, Records Management Assistant, at (850) 413-6393.**