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12 JAN 17 PM 3: 25

January 12, 2012

Via Overnight Mail

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

claim of confidentiality
 notice of intent
 request for confidentiality
 filed by OPC

COMMISSION
CLERK

For DN 00324-12, which
is in locked storage. You must be
authorized to view this DN.-CLK

120016-TX

Re: Application of 382 Networks, Inc. for Authority to Provide Competitive Local Exchange
Telecommunications Company Service within the State of Florida

Dear Madam/Sir,

Enclosed please find:

1. One (1) Original and One (1) Copy of the Application of 382 Networks, Inc. for Authority to Provide Competitive Local Exchange Telecommunications Company Service within the State of Florida (with Exhibits);
2. Envelope marked "CONFIDENTIAL" containing documentation reflecting applicant's financial capability to provide CLEC services in the State of FL*; and
3. Filing fee in the amount of \$400.00

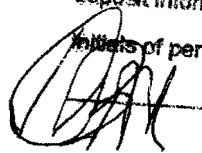
***382 Networks, Inc., a privately held corporation, respectfully requests confidential treatment of the highly sensitive information provided in the enclosed sealed envelope marked "CONFIDENTIAL" in response to item 18(c) of the CLEC application. 382 Networks, Inc. specifically requests that this information be held in confidence by Commission staff, not be published on the Commission website, and returned to 382 Networks, Inc. upon completion of its review of the enclosed application.**

Please call me at 617-639-9008 should you have any questions.

Best Regards,


Leah Barton
General Counsel
leah@382com.com

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

Initials of person who forwarded check


12 JAN 17 3:10 PM '10

COM _____
APA _____
ECR _____
GCL _____
RAD _____
SRC _____
ADM _____
OPC _____
CLK I-NG

400 Crown Colony Drive, 6th Floor, Quincy, MA 02169

DOCUMENT NUMBER-DATE

00323 JAN 17 09

FPSC-COMMISSION CLERK

REDACTED

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 than 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: 382 Networks, Inc.

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

382 Networks, Inc.

4. Official mailing address:

Street/Post Office Box: 400 Crown Colony Drive, 6th Floor
City: Quincy
State: MA
Zip: 02169

5. Florida address:

Street/Post Office Box: No Florida address.
City:
State:
Zip:

6. Structure of organization:

Individual
 Foreign Corporation
 General Partnership
 Other,

Corporation
 Foreign Partnership
 Limited Partnership

7. **If individual**, provide:

Name: N/A
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: N/A

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F11000005244

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: N/A

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

14. Provide **F.E.I. Number**(if applicable): 45-4094717

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

(a) The application:

Name: Leah Barton
Title: General Counsel
Street name & number: 400 Crown Colony Drive, 6th Floor
Post office box:
City: Quincy
State: MA
Zip: 02169
Telephone No.: 617-639-9008
Fax No.:
E-Mail Address: legal@382com.com
Website Address: www.382networks.com

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

Name: John Skinner
Title: CFO
Street name & number: 400 Crown Colony Drive, 6th Floor
Post office box:
City: Quincy
State: MA
Zip: 02169
Telephone No.: 617-639-9002
Fax No.:
E-Mail Address: john@382com.com
Website Address: www.382networks.com

(c) Complaints/Inquiries from customers:

Name: James Palmisano
Title: CFO
Street/Post Office Box: 400 Crown Colony Drive, 6th Floor
City: Quincy
State: MA
Zip: 02169
Telephone No.: 617-639-9003
Fax No.:
E-Mail Address: jim@382com.com
Website Address: www.382networks.com

16. List the states in which the applicant:

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

None.

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

None.

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

None.

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

None.

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

None.

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

None.

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.

None.

(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.

None.

(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.

Yes. Richard Koch and Joy Voke, directors of 382 Networks, Inc., were officers, directors and stockholders of RNK Inc. d/b/a RNK Telecom, Inc. ("RNK"), a Florida certificated company. Both Mr. Koch and Ms. Voke divested their ownership interests in RNK and are no longer associated with the company.

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.

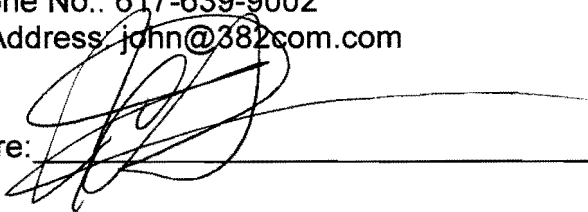
APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange 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: John Skinner
Title: CFO
Telephone No.: 617-639-9002
E-Mail Address: john@382com.com

Signature: _____



Date: _____

1/12/12

EXHIBIT 18(a)

Please find the resumes of Daniel Koch, CEO of 382 Networks, Inc., John Skinner, CFO of 382 Networks, Inc., and James Palmisano, COO of 382 Networks, Inc, demonstrating their substantial managerial experience. All three individuals are also officers of 382 Communications Corporation, 382 Networks, Inc.'s parent corporation.

Daniel Koch, CEO, 382 Networks, Inc.

Dan Koch has been involved in the telecommunications industry for over 12 years. As part of the founding team of RNK Communications, a Massachusetts-based provider of telecommunications services, Koch helped build RNK from inception. Koch went on to work for MCI Communications as a national account representative; managing some of the largest Boston based major accounts including Harvard University, Bose, and Beth Israel Deaconess Medical Center. After 6 years with MCI, Koch returned to RNK to build the company's VoIP platform and lead the sales effort for VoIP services, resulting in exponential growth in RNK's subscriber base and broad private label wholesale distribution of RNK's VoIP offerings. For the last 6 years, Koch has been the Director of Business Development for RNK Communications as well as helping Richard Koch develop and implement the company's goals and direction. Koch is an expert in wired and wireless technologies and his vision will direct the goals and future plans of 382 Communications. Koch holds a B.A. in international business and marketing from George Washington University.

John Skinner

Chief Financial Officer at 382 Communications

john@382com.com

Summary

An experienced, results-oriented leader with demonstrated ability to meet and exceed the ever broadening requirements of the top financial role in today's dynamic operating environments. Extensive background across multiple industries and types of organizations combined with a high level of expertise in financial systems and modeling. A deep understanding of GAAP, establishing best practices in the accounting function, and working with external audiences. Possesses not only the ability to manage the procedural and technical aspects of the financial and accounting organization, but also the ability to use financial information as a tool to maximize shareholder value and economic benefit. Well credentialed -- MBA and CPA designations as well as a member of the Massachusetts Society of Certified Public Accountants. Established relationships with numerous capital sources and area accounting and legal firms.

Specialties

- Auditing
 - Banking Relationships
 - Budgeting and Cost Allocation
 - Consolidations
 - Due Diligence
 - Financial Modeling
 - Financial Reporting
 - Financial Systems
 - Process Automation
 - Regulatory Compliance
 - Scenario Analysis
 - Strategic Planning
-

Experience

Chief Financial Officer at 382 Communications

October 2010 - Present (1 year 4 months)

VP of Finance at RNK Communications

2000 - 2010 (10 years)

- As the top financial executive and risk officer, directed overall financial planning and accounting practices for RNK, including treasury, accounting, budget, tax, and audit activities

- Directed due diligence activities for numerous M&A transactions, both from the buy and sell side with entities ranging from commercial banks to private equity to corporations
- Developed and maintained external relationships with sources of funding, including establishing an \$12MM credit facility with a well known commercial bank and a \$50MM credit facility with a private equity firm
- Provided comprehensive financial reporting and forecasting across all business segments
- Developed and maintained revenue and cost allocation methodologies for 20+ business segments
- Evaluated potential customer and supplier opportunities for fit with current business needs and acceptable levels of risk
- Managed financial staff of 12 encompassing accounting, billing, financial analysis, and sales administration areas of operations
- Created, maintained, and utilized billing applications to capture revenue due the company pursuant to state and federal regulations and interconnection agreements with multiple telecommunications providers
- Developed and maintained multiple interfaces between the general ledger and external database applications for the purposes of automation
- Managed required state and federal regulatory filings

Senior Financial Analyst at Eaton Corporation

1998 - 2000 (2 years)

- Developed and maintained revenue and cost allocation models used to track product line profitability
- Performed monthly budget variance analysis and maintained rolling forecast
- Created a comprehensive set of financial reports in newly implemented Oracle general ledger and fixed asset systems
- Tracked the performance and progress of capital spending projects
- Performed monthly job cost reconciliations and adherence to established company benchmarks
- Performed monthly closing activities, including journal entries, account reconciliations, and

miscellaneous supporting schedules

- Trained personnel on the use of the newly implemented Oracle general ledger and fixed asset systems

Education

Bentley College

BA, Accounting, 2007 - 2008

W. Carolina University

MBA, Finance, 1998 - 2000

North Carolina State University - College of Management

BA, Business Administration, 1992 - 1995

James Palmisano
Malden, Ma 02148

Global Phone: 978-476-2747
Global Fax: 617-507-2582
Jim.palmisano@gmail.com
Aim: jim@382.com
Follow Me: @jpalmsano

**Chief Operating Officer
382 Communications**

Dates: 3/11 to Present

March 2011 – Present (11 months)

Oversee all aspects of daily operations for a multi-national communications firm with a focus on innovation and high quality management and deployment of communication services.

Marshaling limited resources to the most productive uses with the aim of creating maximum value for the company's stakeholders

Developing and cascading the organization's strategy/mission statement to the lower-ranking staff, and implementing appropriate rewards/recognition and coaching/corrective practices to align personnel with company goals

Planning by prioritizing customer, employee and organizational requirements

Maintaining and monitoring staffing, levels, Knowledge-Skills-Attributes (KSA), expectations and motivation to fulfill organizational requirements

Driving performance measures for the operation (including a consideration of efficiency versus effectiveness), often in the form of dashboards convenient for review of high level key indicators

www.382com.com

Vice President Customer Relations / Operations

Dates: 1/06 to 3/11

Company: RNK / Wave2Wave Communications
City, State Dedham, MA

www.rnkcom.com

www.wave2wave.com

<http://www.rnkcom.com/index.cgi?section=leadership> - BIO

Scope of Responsibility:

My daily responsibilities include the creation and operational deployment of all aspects of Customer Relations activities. These operations include two 24/7 call center operations as well as NOCC deployment. W2W/RNK provides 24/7 support via multiple channels including phone, chat, email and self support portals. I currently have 90 employees reporting to my groups with the organization. The expertise and systems I have deployed have increased CSAT numbers while reducing CPC numbers with the entire organization. I believe in being on the bleeding edge of Customer Relations techniques and use technology to right channels customers to innovative support opportunities.

In addition to my CR activities I am also the executive sponsor for the Product Development groups and in 2009 have deployed Mytempnumber.com, ReVoS.com, Phonenumbersbank.com and co-created and launched multiple mobile applications including two iPhone apps.

Dates: 11/00 to 12/05

Customer Relations – Divisional coordinator eSupport program – New England

Company: Comcast
City, State Chelmsford, MA

Scope of Responsibility:

Oversee daily operations of "Best in Class" all product E-care team for all of the New England footprint including Classic properties. Provide daily reporting and forecasting. Create and/or monitor various projects that support other Customer Support departments. Coaching, mentoring and motivating of agents on the team to ensure continued excellence. Creation of training curriculums specific to eSupport.

Specific Accomplishments:

- * Created new template submission system.
- * Initiated the creation of a department website.
- * Rapid-fire Team - Electronic fulfillment system that works with RapidMail.
- * Connected Living Team - Monthly HSI newsletter feedback.
- * Reworked entire reporting system to better forecast and report performance.
- * Cross trained representatives in other departments to create support team.
- * Work with E-Care around the country to establish Template standards.
- * Several projects to foster increase in E-care usage as well as performance enhancements.
- * Constant maintenance and fine tuning of Kana mail system.
- * Successful launch of Chat support team that is fast becoming "Best in Class"
- * SME for various CHSI projects and eSupport
- * Host other divisions to showcase "Best in Class" operations

Additional Professional Experience:

*Telecommunications coordinator and SME for crisiscommons.org (Current)

* Manager Fleet/TCA: Solved logistic problems at head office. Managed intercept staff to ensure swift and professional service to Fleet executive offices. Manage daily operations and workflow of 20 logistics operators and courier drivers. Managed logistics databases and software. Provided IT to RR Donnely Logistics systems. 2 Years

* Manager General Electric: Ensured smooth transitions of 60,000 lbs. of freight between NY and MA hubs on a nightly basis. Efficiently resolved any nightly problems or concerns regarding efficiency quota. Manage 25 drivers and dock workers. 28 months

Education Training Programs:

* MCSE, A+ NET +,MCP, Smartforce

*Salesforce.com

*University of Phoenix – Currently taking night classes for MBA

*CRM deployment

* Management skill, Communicating effectively. Project management, Time utilization.

*Numerous technology and skills training

Language Proficiency: English

Community Activities:

* Big Brother 2006-Current

*Crisiscommons.org

* Volunteer catering

Professional Memberships:

- MENSA
- Contact Center World
- CTIA
- CRM

EXHIBIT 18(b)

Please find the resume of Fred Wemyss, 382 Networks, Inc.'s Director of Infrastructure Delivery, demonstrating his extensive technical experience. While Mr. Wemyss is more than capable of establishing 382 Networks, Inc.'s technical presence in the State of FL, the applicant is prepared to hire switch technicians and other technical staff as needed to properly oversee and maintain the applicant's network and facilities-based operations.

Fred Wemyss
fredl@rnktel.com
14C Shore Drive
Peabody, MA 01960
978-854-2196

Employment:

382 Communications Corporation, Quincy, MA – March 2011 to present.

- **Director of Infrastructure Delivery**

Fred Wemyss has been at the forefront of software development and infrastructure delivery for the telecommunications industry for over 15 years. An authoritative expert in a wide array of programming languages and telecommunications protocols, Wemyss oversees all technical aspects of 382's network and related mission-critical administrative support and network monitoring systems.

RNK Telecom, Dedham MA – February 2000 to March 2011.

- **Director of Infrastructure Delivery**

- Manage RNK's internal software development team.
- Architectural and operational responsibility for all of RNK's customer facing systems, wholesale, retail, and on-line commerce.
- Responsible for developing, maintaining and productizing RNK's VOIP systems, wholesale and retail.
- Responsible for creating, maintaining and updating billing, collection and administration for wholesale and retail operations.
- Responsible for monitoring and alerting for PSTN and IP based systems.
- Created mechanisms for providing circuit utilization over time for provisioning, to allow forecasting of future bottlenecks based on current utilization plus arbitrary growth.

- **Director Of Customer Network Integration**

- Created and managed systems for doing capacity planning to avoid bottlenecks for RNK's VOIP based programs, to cover PSTN and VOIP equipment.
- Developed and maintain methods for offering DID/LCR route/wholesale access methods for VOIP via SBC, covering creation of procedures for new customer turnups, routing, billing, performance tracking and reporting.
- Created systems for automatic switch routing based on price lists by vendors.

- **Manager of Software Development**

- Created and maintained systems for offering residential, white label VOIP service, from scratch. Architectural and operational responsibility covering everything required for the service, covering the selection of the call carrying platform, creation of user level features, building web portals, building credit card based signup systems for end users, authenticated systems for in-house and authorized resellers, admin tools for the administration of users,

billing for retail/wholesale, account aging, E911 call delivery, registration methods, and reporting requirements, integration of CDR/CPNI information with third party reseller software, and the acquiring, building and maintaining of the hardware required for all of the above.

- Created and maintained systems for number administration, covering routing, allocation, and direct customer based ability to self-provision as needed.

- **Senior Software Developer**

- Created and maintained systems for working with calling card access platforms, created methods and interfaces for Customer Service to be able to view calling card pins, call detail records, add credits and place credit card based recharges on pin basis.
- Created brandable, end user systems for credit card based signup and recharges for calling cards.
- Built custom, branded admin portals for wholesale customers to create, manage and bill for their own custom calling card products.
- Created POSA system to allow chain stores to activate RNK calling cards at their registers, worked with third party developers to integrate RNK's software with the registers, and created a tracking/billing system to manage POSA/Activation based billing, inventory management, and standard reporting for RNK's calling card applications.

EXHIBIT 18(c)

Applicant's financial capability has been demonstrated through submission of the following documents:

Balance sheet, income statement and statement of retained earnings of 382 Networks, Inc.'s parent company, 382 Communications, Inc.