

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

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 Records and Reporting
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 Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480

APPLICATION

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

OneStar Long Distance, Inc.

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

n/a

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

7100 Eagle Crest Boulevard
Evansville, Indiana 47715

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

6. Structure of organization:

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other | |

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:**
n/a

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

- (a) The Florida Secretary of State corporate registration number:
F99000000110

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:
n/a

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):

35-1874721

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.

None of OneStar Long Distance, Inc.'s officers, directors or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or may such actions result from pending proceedings.

(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.

OneStar Communications, LLC

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

(a) The application:

Name: Ami Larrison

Title: Director of Regulatory Affairs

Address: 7100 Eagle Crest Boulevard

City/State/Zip: Evansville, Indiana 47715

Telephone No.: 812-437-7790 Fax No.: 812-437-7988

Internet E-Mail Address: alarrison@onestarld.com

Internet Website Address: www.onestarld.com

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

Name: Ami Larrison

Title: Director of Regulatory Affairs

Address: 7100 Eagle Crest Boulevard

City/State/Zip: Evansville, Indiana 47715

Telephone No.: 812-437-7790 Fax No.: 812-437-7988

Internet E-Mail Address: alarrison@onestarld.com

Internet Website Address: www.onestarld.com

(c) Complaints/Inquiries from customers:

Name: Staci Market

Title: Compliance and Complaints Specialist

Address: 7100 Eagle Crest Boulevard

City/State/Zip: Evansville, Indiana 47715

Telephone No.: 812-437-7790 Fax No.: 812-437-7988

Internet E-Mail Address: regulatory_complaint@onestarld.com

Internet Website Address: www.onestarcom.com

17. List the states in which the applicant:

- (a) has operated as an alternative local exchange company.
Applicant or its affiliate operates as a competitive local service provider (CLEC) in Alabama, Georgia, Indiana, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Mississippi, New Hampshire, North Carolina, Rhode Island, Tennessee, Vermont, Virginia, and West Virginia
- (b) has applications pending to be certificated as an alternative local exchange company.
Applicant or its affiliate has applications pending to be certificated as a CLEC in Arizona, California, Colorado, South Carolina and Texas.
- (c) is certificated to operate as an alternative local exchange company.
Applicant is certificated as a CLEC in Alabama, Connecticut, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Nebraska, New Hampshire, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, Tennessee, Vermont, Virginia, Washington, West Virginia, and Wisconsin.
- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.
none
- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.
see Exhibit A
- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
none

18. Submit the following:

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

C. Financial capability. Filed as confidential pursuant to F.S. Sec. 364.183(1).

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.
See Exhibit D
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
See Exhibit D
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.
See Exhibit D

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. **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:

Ami Larrison
Print Name

Director of Regulatory Affairs
Title

812-437-7790
Telephone No.

Ami Larrison
Signature

1/22/03
Date

812-437-7988
Fax No.

Address: 7100 Eagle Crest Boulevard
Evansville, Indiana 47715

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."

UTILITY OFFICIAL:

Ami Larrison

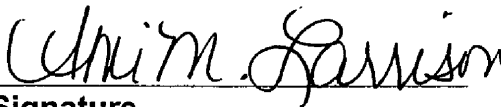
Print Name

Director of Regulatory Affairs

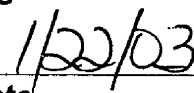
Title

812-437-7790

Telephone No.



Signature



Date

812-437-7988

Fax No.

**Address: 7100 Eagle Crest Boulevard
Evansville, Indiana 47715**

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) Laura Collier, (Title) Regulatory Manager of

OneStar Communications, LLC and current holder of Florida Public Service Commission

Certificate # 4847, have reviewed this application and join in the petitioner's

request for a:

() sale

(X) transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Laura Collier

Print Name

Regulatory Manager

Title

812-437-7791

Telephone No.



Signature

1-22-03

Date

812-437-7988

Fax No.

Address: 7100 Eagle Crest Boulevard

Evansville, Indiana 47715

OneStar Long Distance, Inc.

January 23, 2003

VIA OVERNIGHT MAIL

Ms. Blanca Bayo
Director, The Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399

Re: OneStar Long Distance, Inc. - Applications for Approval of Transfer of Existing
IXC and ALEC Certificates of OneStar Communications, LLC

Dear Ms. Bayo:

Enclosed for filing please find an original and six (6) copies of OneStar Long Distance, Inc.'s ("OneStar") Applications for Approval of Transfer of Existing ALEC and IXC Certificates of OneStar Communications, LLC. Also enclosed is a check in the amount of \$250.00 in payment of the filing fee.

These Applications are being filed to supplement OneStar's October 25, 2002 "Request to Clarify the Commission's Records in Light of the Liquidation of Network One" and pursuant to conversation with Florida Public Service Commission staff, Brenda Hawkins.

OneStar respectfully requests confidential treatment of its financial statements, as provided for in F.S. Sec. 364.183(1). The documents OneStar wishes to remain proprietary are contained in a sealed envelope labeled "Confidential."

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this transmittal letter in the self-addressed, postage-paid envelope enclosed for this purpose.

Questions regarding this application may be directed to the undersigned at (812) 437-7642 or aliley@onestarld.com.

Sincerely,

April Liley

April Liley
Reports and Tariff Analyst

Enclosures

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 00772-03. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

DOCUMENT NUMBER - DATE

00769 JAN 24 8

FPSC-COMMISSION CLERK

EXHIBIT A

Minnesota

Re: Docket Nos. P3149/C-95-1271; P3149/C-95-1035; P3149/TC-95-1392

In the Matter of a Complaint Against Telstar Communications, Inc. for Offering Untariffed Rates and Engaging in Discriminatory Pricing

Rochester Telecom Systems, Inc. ("Rochester Telecom") filed complaints against Telstar Communications, Inc., now known as OneStar Long Distance, Inc. ("OneStar"), on September 27, November 17, December 4, and December 7, 1995. In each complaint, Rochester Telecom alleged that OneStar had offered customers untariffed rates in violation of Minn. Stat. § 237.74, subd. 1 (1994) and partook in discriminatory pricing of services in violation of Minn. Stat. § 237.74, subd. 2 (1994). Rochester Telecom provided copies of advertisements, promotional materials, price comparison sheets, and an invoice to the Minnesota Department of Public Service ("MNDPS").

The MNDPS, in a letter dated November 27, 1995, requested OneStar submit a copy of the tariff sheets reflecting the plans and rates offered and the date each was filed.

On December 8, 1995, OneStar responded that Minn. Stat. § 237.74, subd. 3, allows OneStar to offer individual pricing because of market conditions. OneStar claimed that the rates they were offering were discounted calling plans based on their Across America Rate Program and their Switched Business Customer Rate Program as currently on file with the Department.

On December 18, 1995, OneStar submitted new tariff sheets, which included 15 new calling plans.

On January 3, 1996, the Minnesota Department of Public Service ("MNDPS") filed a report on its preliminary investigation into allegations against OneStar by Rochester Telecom. The MNDPS submitted evidence of thirteen untariffed calling plans and an invoice (a fourteenth plan) with untariffed rates offered by OneStar. The MNDPS also found in bill comparisons, advertisements, and tariffed rates, evidence that OneStar was offering rates in a discriminatory manner, as no market justification had been established by OneStar in support of special pricing, nor had the Minnesota Public Utilities Commission ("MNPUC") established good cause for different rates prior to OneStar's marketing to the public. The MNDPS recommended that the MNPUC open an investigation into the discriminatory prices offered by OneStar.

On March 6, 1996, the Minnesota Public Utilities Commission ("MNPUC") issued its ORDER INITIATING FORMAL COMPLAINT PROCEEDING AND REQUIRING ANSWER, ordering a formal complaint proceeding, requiring the MNDPS to investigate the allegations and requiring OneStar to file an answer.

In response to the allegations of Rochester Telecom as well as the MNPUC's Order, the MNDPS reviewed OneStar's programs, tariff and bills of customers. The MNDPS found that from at least September 18, 1995 to April 10, 1996, OneStar was offering at least one program that was not tariffed. In response to MNDPS inquiry, OneStar filed new tariffs to reflect all of its programs and, in doing so, eliminated some programs and shifted customers of eliminated

programs to tariffed programs. With respect to the discriminatory pricing, the MNDPS found that OneStar was in compliance with Minnesota law.

On May 10, 1996 the MNPDS and OneStar filed a Joint Motion to Approve Settlement, Dismiss Complaint Proceeding, and Close Investigation (“the Settlement”). In the Settlement, OneStar admitted no liability but agreed to keep its tariffs updated to reflect its current practices and that it would otherwise comply with Minnesota law. As a condition of settlement, OneStar agreed to pay to the State of Minnesota the sum of \$5000.

On June 11, 1996 the MNPUC approved the settlement, dismissed the complaint proceeding and closed the investigation of allegations against OneStar.

West Virginia

Re: Case Nos. 01-0355-T-GI, 01-0355-T-PC
General Investigation Concerning OneStar Long Distance, Inc.

In 2001, the West Virginia Public Service Commission (“WVPSC”) investigated OneStar Long Distance, Inc. (“OneStar”) The areas of interest were as follows:

- OneStar’s practice of manually removing a monthly fee from customers’ accounts when said customers signed a term agreement.
- OneStar’s practice of charging a \$.30 per call payphone use charge on applicable West Virginia intrastate payphone-initiated calls.
- OneStar’s charging of increased fees before the tariff reflecting the increase was approved and effective.
- The name of OneStar’s Federal Universal Service Fund recovery fee, “USF and Access Fee.”

As a result of the investigation, a “Joint Stipulation of OneStar Long Distance, Inc and the Staff of the Public Service Commission of West Virginia” was devised by OneStar and the WVPSC staff. It represented a mutual resolution of the issues delineated in the above section. The resolution was effected in the following manner:

- OneStar agreed to develop a software-based method of removing the monthly fee from customers’ accounts when said customers signed a term agreement.
- OneStar reduced the amount of its West Virginia intrastate payphone use charge to \$.20 per call. This decreased amount will be in effect until such time as \$5,500.00 is recouped.
- OneStar changed the name of its Federal Universal Service Fund recovery fee to “Universal Connectivity Charge.”

The WVPSC approved the Joint Stipulation in 2001. Upon its approval, the investigation was closed and the proceeding was removed from the WVPSC’s active docket.

North Carolina

Re: Docket No. P-1113, SUB 3

Petition for Order to Show Cause and Require Report

On July 25, 2001, OneStar Communications, LLC ("OneStar Com"), OneStar, and CRG International, Inc. ("Network One") filed a proposed joint venture with the North Carolina Utilities Commission ("NCUC"), which set out a plan wherein OneStar's long distance authority and Network One's local authority would be united under a new company, OneStar Com.

On April 18, 2002, Network One filed an Emergency Notice of Discontinuance of Operations. Network One, effective April 18, 2002, ceased all of its local exchange and interexchange operations in the United States due to the lack of funds. Having functioned as Network One's underlying carrier, OneStar agreed to provide service to Network One customers to ensure that Network One's customers did not lose service. Network One requested that an official approval of the migration of its customers to OneStar be issued by the NCUC. Accordingly, because of the imminent loss of service to customers, OneStar moved forward with the provision of local and long distance service to the affected customers.

On June 20, 2002, OneStar filed a Request to Clarify Records with the NCUC. In this Request, OneStar notified the NCUC that the proposed transfer of assets from Network One and OneStar to OneStar Com would not proceed due to Network One's filing of Chapter 7 bankruptcy.

On July 5, 2002, the NCUC issued an Order to Show Cause, Requiring Report, and Ruling on OneStar's Requests. The Commission ordered OneStar to do the following:

- File an application for Certificate of Public Convenience and Necessity to Offer Local Exchange and Exchange Access Telecommunications as a Competing Local Provider if it intended to pursue such authority.
- Show cause why it should not be required to pay a penalty for providing telecommunications services in North Carolina without proper certification.
- File a report describing the process OneStar used in the migration of customers from Network One to OneStar's network and providing the status of the transfer of the assets and control of Network One and OneStar Long Distance, Inc. to OneStar Com.

OneStar filed a new application to provide local exchange and exchange access service with the NCUC on August 6, 2002. In addition, OneStar has filed answers to miscellaneous questions regarding OneStar's provision of local service in North Carolina.

In December 2002, OneStar filed a proposed agreement in which it offered the following:

- To make an initial contribution of \$10,000.00 to the NCUC after OneStar has been granted authority to provide local exchange and exchange access service in North Carolina.
- To make four subsequent contributions of \$2,500.00 each.

In return, the NCUC would do the following:

- Vacate the July 5, 2002 Order to Show Cause and close these dockets upon satisfaction of the contribution payments.
- Construe the agreement as a full settlement of all claims and possible claims.

OneStar has not admitted any liability for any of its activities or for those alleged by the NCUC staff.

On December 18, 2002 said agreement was approved by the NCUC.

EXHIBIT B

Alan J. Powers, Chief Executive Officer

A graduate of Indiana University at Bloomington, Mr. Powers holds a B.S. in Accounting and is a Certified Public Accountant. He was previously a partner in the accounting firm of Harding, Shymanski & Company from 1969 to 1981.

From 1978 to 1990, Mr. Powers was part owner in the Godfather's Pizza Restaurants in Indiana, Ohio, and Tennessee.

In 1983, he entered the resell telephone business. Mr. Powers held the position of President of TeleMarketing Investments, Inc., which was a general partner of TeleMarketing Investments, Ltd. TeleMarketing Investments, Ltd. provided telecommunications service in six states including Ohio, Nebraska, South Dakota, Iowa, Pennsylvania and West Virginia. TeleMarketing Investments, Ltd. achieved sales of \$25 million and was sold to WorldCom's predecessor, LDDS in 1992.

Mr. Powers also served as President of Rhode Management Corporation, which was a general partner of Providence TMC, Ltd. Providence TMC, Ltd. provided telecommunications service in the states of Rhode Island, Massachusetts and Connecticut. Providence TMC, Ltd. d/b/a TMC Long Distance became Telstar Communications, Inc. in 1992. Telstar Communications, Inc. has been known as OneStar Long Distance, Inc. since 1996.

Mr. Powers oversees all aspects of OneStar Long Distance, Inc. with specific attention to the Legal, Regulatory, Accounting, Human Resources, Mergers and Acquisitions, and Business Development Departments.

Michael W. Hanus, Chairman of the Board of Directors

A graduate of the University of Wisconsin at Milwaukee, Mr. Hanus holds a B.S. in Economics. He was a member of the Reserve Management Group for Sears, Roebuck & Company from 1972 to 1984. During his years of employment with Sears Roebuck & Company, Mr. Hanus' responsibilities included the areas of sales, marketing and retail management.

From 1984 to 1992, Mr. Hanus was employed by TeleMarketing Investments, Ltd. where he held the position of General Manager. He served in many capacities, including sales program development, marketing, management and networking. He was appointed President of Telstar Communications, Inc. in 1993, and continued in that position through Telstar's transition to OneStar Long Distance, Inc.

Mr. Hanus directly oversees the Board of Directors.

William R. Stapleton, President

Mr. Stapleton was educated at Syracuse University, The University of Pennsylvania, and MIT. He was a Captain in the United States Air Force.

Mr. Stapleton was employed by AT&T from 1961 to 1995. While there, he worked in several areas including sales, marketing, and senior management. Mr. Stapleton was involved with several important projects at AT&T including the effort to formalize AT&T's pricing strategies for several of its most competitive products in 1984 and the turn-around of AT&T's computer business in 1991. In 1995, he started his own consulting firm. In February 2000, Mr. Stapleton was appointed Executive Vice President of Business Management at OneStar Long Distance, Inc. In March 2001, Mr. Stapleton was appointed Chief Operations Officer at OneStar Long Distance, Inc. In October 2002, Mr. Stapleton was appointed President of OneStar Long Distance, Inc.

Mr. Stapleton's responsibilities at OneStar Long Distance, Inc. include coordinating the Operations and Mergers and Acquisitions Departments and directly overseeing the Marketing and Sales Departments.

Mark W. Powers, Executive Vice President

A graduate of the University of Southern Indiana, Mr. Powers holds a B.S degree in Accounting and is a Certified Public Accountant. He served as Controller and Treasurer for Midwest Equipment & Supply Company and The Daviess County Farm Bureau from 1975 to 1988.

In 1988, Mr. Powers joined TeleMarketing Investments, Ltd. as Controller. In this position, he was responsible for the data processing and accounting matters. Mr. Powers was appointed Vice President and Treasurer of Telstar Communications, Inc. in 1993 and continued in that position through Telstar's transition to OneStar Long Distance, Inc.

Mr. Powers' responsibilities at OneStar Long Distance, Inc. include coordinating and directly overseeing the Revenue Assurance Department.

Martin Huebschman, Chief Financial Officer and General Counsel

Mr. Huebschman has a history of extensive operations and financial leadership roles with both public and private companies. Mr. Huebschman has spent the past ten years in the telecommunications industry where he served as Sr. Vice President and Chief Financial Officer of Teltrust as well as President, COO and CFO of Voice-Tel Enterprises, the world's largest independent voice messaging service bureau until its sale to a public company. His experience includes various executive management positions with companies in the healthcare and computer industries in addition to almost twenty years in manufacturing where he was responsible for taking two companies public including Met-Coil Systems where he served as its President and Chief Executive Officer. Mr. Huebschman accepted his current position with the company in 2001. He received a Bachelor of Administration Degree in Accounting from Cleveland State University and a Juris Doctorate from Cleveland Marshall Law School. He is licensed to practice law in Ohio and is a member of ABA. He has held various board positions and is a member of several professional organizations including FEI, TEI, NACD, NIRI, and RIMS.

EXHIBIT C

David Gibson, Vice President Network Operations

Mr. Gibson joined OneStar in 1995 in the position consisting of network data entry. He comes from a background weighed heavily in accounting and systems support. After two months with OneStar he had automated his job functions and moved more into a systems support position. While gaining knowledge of the systems and automating many of the CARE, Network load, CABS and back office functions, he also gained a very strong telecommunications knowledge. Mr. Gibson moved into the Network Department in 1997 dealing primarily with the Network costing, design and efficiency. As OneStar has grown, Mr. Gibson's responsibilities have also grown to include RespOrg, Engineering, Switch Operations, Costing, CABS, and NOC. Mr. Gibson is Seimen's certified, and has attended various other training sessions pertaining to Network components. During his tenure at OneStar he has been responsible for the integration of 3 new switches to the network, 3 new installations and certifications, 2 switch decommissions, and crucial to establishing all supporting systems to the network. Mr. Gibson's current duties have been refocused to include the key Network areas of engineering, operations, and optimization, while he continues to provide input and direction to various other areas.

Michael Sibrel, Director of Network Operations

Mr. Sibrel joined OneStar in 1999 as a project manager after serving as a Regional Operations Manager for KLF Business Communication Systems. As a regional operations manager for KLF, Mr. Sibrel had responsibility for installation/service of customer equipment throughout a multi-state region and Mexico. Prior to his involvement with KLF he served in various capacities in Public Safety/Law Enforcement. Mr. Sibrel's migration to telecommunications was a logical step after serving from 1990 – 1996 as Director of a Public Safety Communications E9-1-1 Center. In that capacity, Mr. Sibrel implemented a communications center and E9-1-1 system to provide emergency services to a jurisdiction that provided services to twenty-eight emergency service agencies, including police, fire, and EMS, as well as, implementing a first of it's kind E9-1-1 system utilizing multiple telecom switches. In 2000, he was named as OneStar's NOC Manager and charged with the implementation of a functional Network Operations Center. In 2002, he was promoted to Director of Network Operations.

Network Operations:

OneStar Network Management has determined the need to convert the existing DCO TDM network to a packet based IP/ATM network. Network management has developed a three-phased approach:

- (1) Convert the "core" backbone network (IMT or switch-to-switch transport) to a packet network
- (2) Add Class 5 telephony features to the network and build out to the "edge" (end office and customer premise) of the network
- (3) As a component of the network migration utilize network configuration opportunities such as Verizon's IP gateway, NNI and peering connections to expand backbone footprint, and other LEC/CLEC/Carrier solutions to accelerate the eventual deconstruction of the existing TDM network

The current OneStar Network consists of Siemens DCO switches located in Portland, Maine; Boston, Massachusetts; Richmond, Virginia; Indianapolis, Indiana; Rochester, Minnesota; and Seattle, Washington. With the addition of network facilities from Network One, an additional switch will be added in Washington, D.C. These switches are all trunked together, as well as, an extensive FGD network to the various LEC Tandems. Roughly 80% of all of OneStar traffic originates or terminates via these switches and on the FGD network.

Network Implementation:

Based upon the analysis of various vendors and deployments of other carriers, OneStar has decided to implement ATM in the backbone environment as the core transport. OneStar shall utilize the ATM network for the Quality of Service (QoS) capabilities and the call management attributes evident in this backbone technology. All services, during the early stages of implementation, will be transported over the ATM backbone (VoIP over ATM, VoATM). As the technology is developed OneStar's network will migrate segments of traffic to a "pure" IP backbone that can provide higher value MPLS/QoS capabilities. With optical technology, this migration will also compliment or replace portions of traffic onto the DWDM layer thereby completely bypassing the IP/ATM layer from a routing perspective. These decisions will be considered and made as OneStar's exposure to the technology increases, and the technology becomes available.

Due to market analysis, the initial installation of ICP facilities shall be directed to Portland, Maine. The plan is to immediately build-out the network into the remaining New England states, except for Connecticut. Factors relating to existing customer densities (both local resell and long distance), customer opportunity density, existing competitive influences, potential partnerships with Utility companies and or other companies to allow for Bell bypass to the last mile (including wireless loop technology), have been considered and have influenced the Company's direction.

There is little doubt with regard to the influence the LECs will have in obtaining the "last mile" to the subscriber, however, there are opportunities that will allow OneStar to bypass the LEC for the last mile solution. Choices for LEC bypass are utility and cable companies, wireless loop applications, along with other CLEC and ILEC wholesalers. While there is a huge push in the utility and cable companies to provide some of the traditional telephony services, as well as new broadband solutions, there is also an emerging opportunity with CLECs offering wholesale access

to network elements. OneStar's network build strategy includes partnering, merging, and when advantageous, acquiring relationships.

The utilization of smart build strategies, including the installation of IP switching solutions, and core optical and ATM/IP access equipment within the utilities infrastructure, sets the stage for low cost local services at very attractive profit margins. By combining the local features with the application side of Internet, cable and other content-based services, there becomes an entrenched revenue-producing customer base utilizing a broad mixture of OneStar and Utility services.

OneStar has concluded that the smart build strategy will be utilized initially in Maine and Massachusetts, while the Company will deliver local services through resell methods in New Hampshire, Vermont and Rhode Island. Specifically, the Company will provide subscribers facility-based local services in Maine from the Portland, South Portland, Lewiston, Bangor, Augusta, and Biddeford end offices. In Massachusetts, OneStar shall distribute services from the Boston, Back Bay - 2, Boston - Harrison Avenue, Boston - Bowdoin - 2, Lawrence, Worcester, Fall River, Brookline, New Bedford, Brockton, and Newton end offices.

The following diagrams represent OneStar's deployment of ATM Core Sites, (figure 1) a representative display of a OneStar regional co-location site, (figure 2) and the regional configurations utilizing the legacy Siemens DCO switches (figure 3).

Figure 1 – Network Topology ATM Core Sites

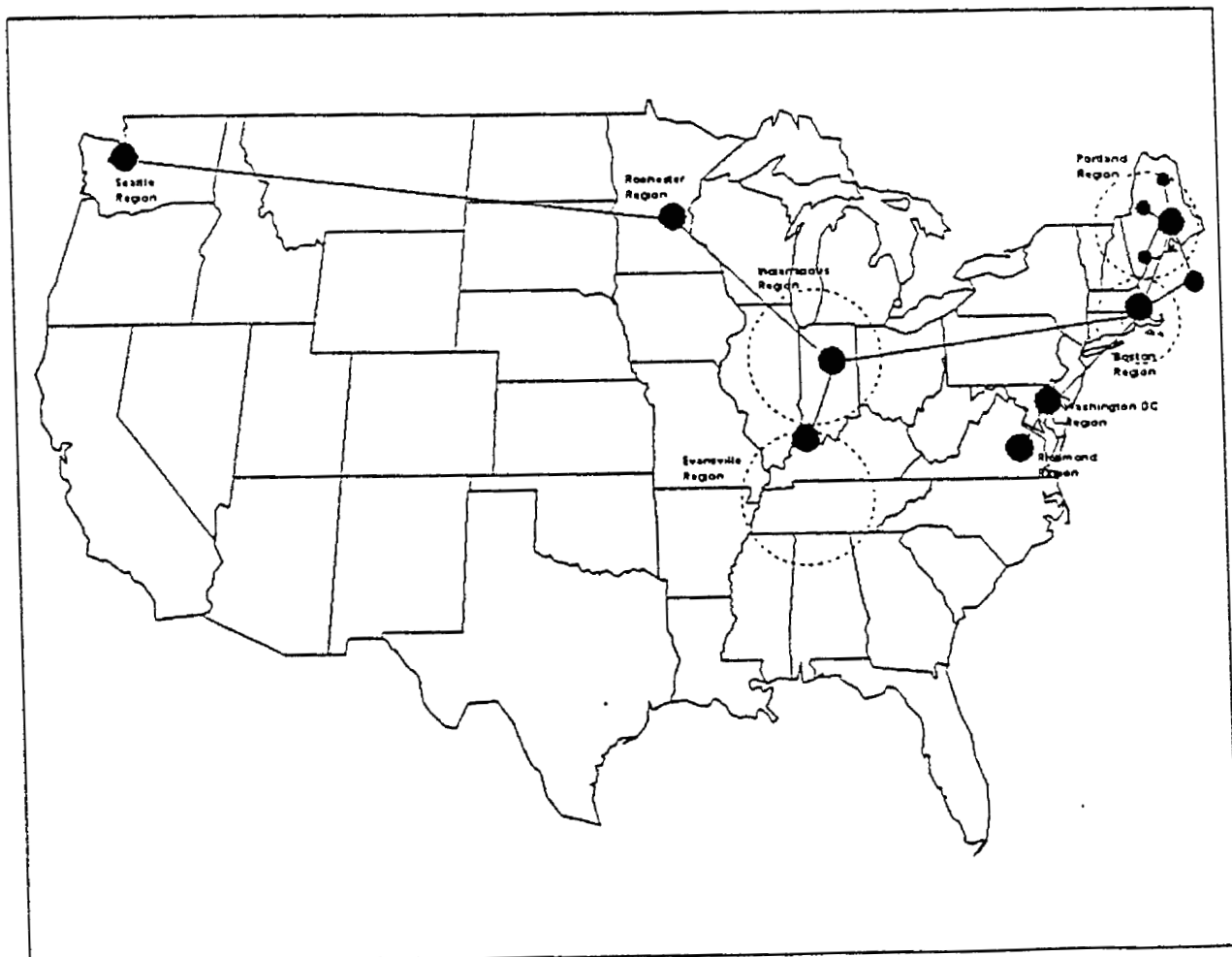


Figure 2 – Co-locate and OneStar Regional CO Equipment Overview (Portland, Maine)

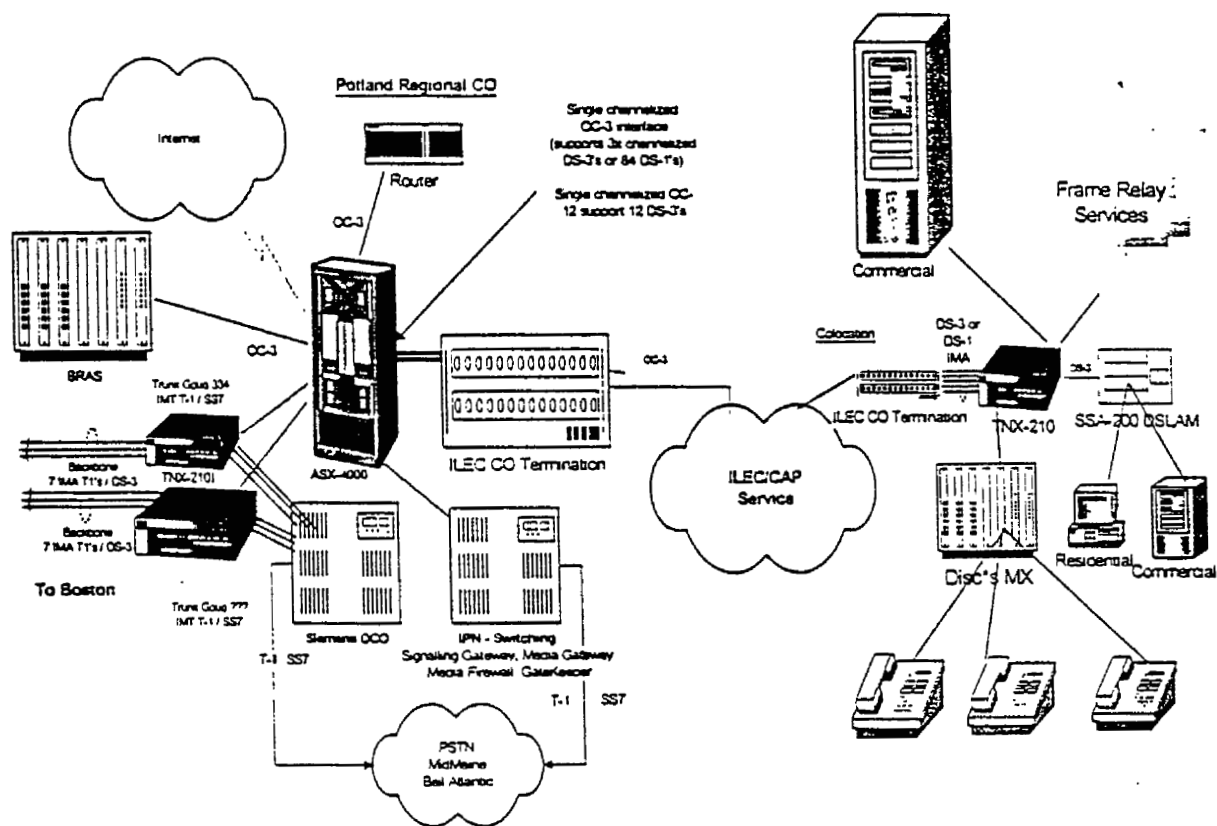
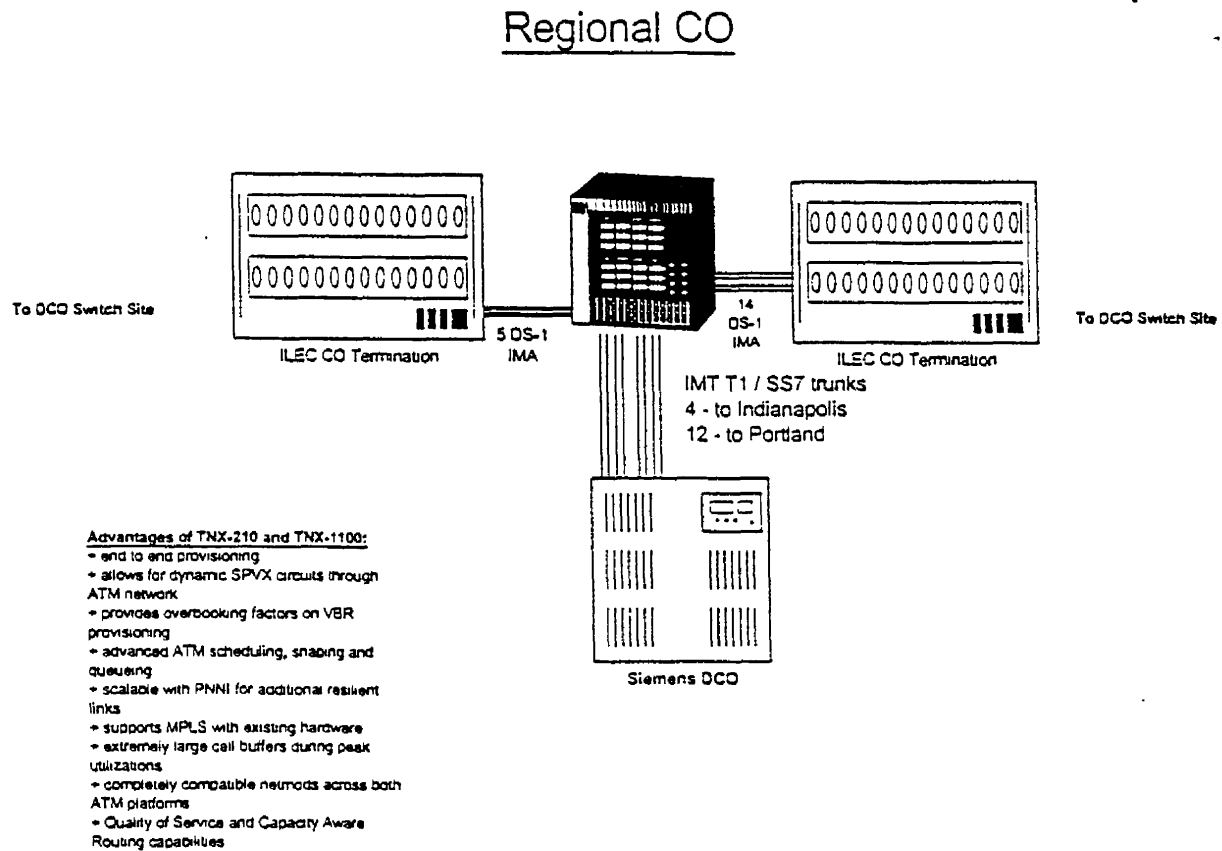
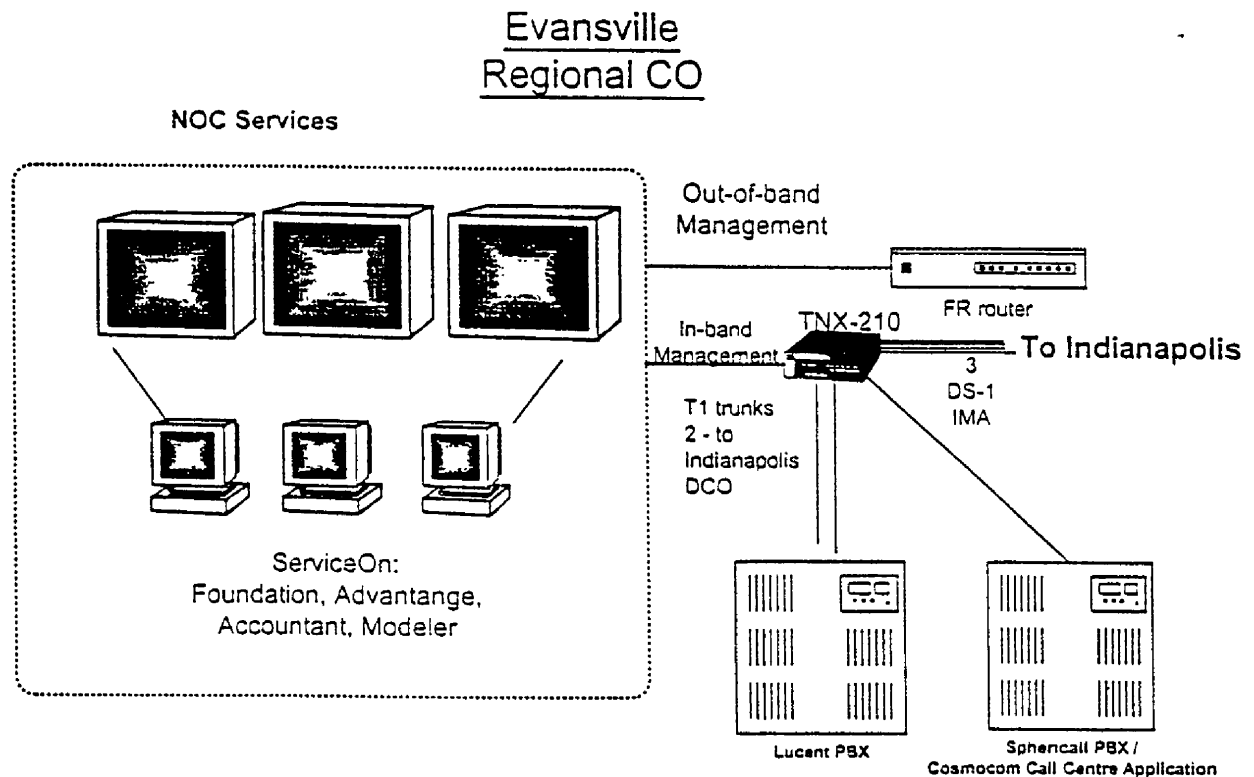


Figure 3 – OneStar Regional Locations (Boston, Massachusetts; Rochester, Minnesota; Seattle, Washington; Richmond, Virginia; Indianapolis, Indiana; and Washington, D.C.)



NOC Implementation:

The Network Operations Center implementation will be combinations of outsource and in house resources. The NOC will include all fault management and prevention, fraud management, and escalated trouble issues. To assist in management issues and staffing levels during early implementation, OneStar will contract support from selected vendors' Professional Services Divisions.



Advantages of TNX-210 and TNX-1100:

- + end to end provisioning
- + allows for dynamic SPVX circuits through ATM network
- + provides overbooking factors on VBR provisioning
- + advanced ATM scheduling, shaping and queueing
- + scalable with PNNI for additional resilient links
- + supports MPLS with existing hardware
- + extremely large cell buffers during peak utilizations
- + completely compatible netmods across both ATM platforms
- + Quality of Service and Capacity Aware Routing capabilities

It is anticipated that vendor-based Professional Services will be utilized heavily in the first few months and less during the latter stages of deployments and on-going support. During the transition, OneStar will hire, acquire and train existing staff to handle all of these duties. It is envisioned that the vendors' services will be used to help manage the "off" hours of coverage in the late evenings and weekends as supplemental coverage to OneStar staff, in lieu of OneStar staffing these functions in the early stages of deployment.

EXHIBIT D

Financial Capability Showing

OneStar Long Distance, Inc. contends that it possesses the financial resources to provide and maintain the requested services and facilities at the same or better standard of quality as OneStar Communications, LLC. As proof, OneStar Long Distance, Inc. submits its most recent audited financial statements, filed as "Confidential", pursuant to F.S. Sec. 364.183(1).