

120295-TX

SignalPoint
communications

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175 The Great Road
Bedford, MA 01730

Phone: 1.781.613.6000

Fax: 1.781.280.0121

Toll Free: 1.877.928.3292

SignalPointCommunications.com

REDACTED

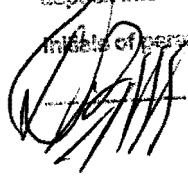
COMMISSION
CLERK

VIA OVERNIGHT UPS

November 16, 2012

Ann Cole, Commission Clerk
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Check received for \$100.00
to be used for deposit. Please to forward
deposit information to Records.

Initials of person who forwarded check:


RE: Signal Point Corp. Request for Confidential Information on Application Form for Authority to Provide Competitive Local Exchange Telecommunications Company Service within the State of Florida

Dear Clerk Cole:

According to the procedures contained in the Commission's rules,¹ Signal Point Corp. ("Signal Point") requests confidential treatment of financial information submitted with its Application Form for Authority to Provide Competitive Local Exchange Telecommunications Company Service within the State of Florida ("Application Form"). In particular, Signal Point submits that responses to Question 18 (information regarding its financial capability, specifically the balance sheet submitted with the Application Form), be kept confidential. In particular, the balance sheet states the current assets, liabilities and stockholders' equity of Signal Point.

The information that is requested by the Commission is confidential and is treated as such by Signal Point. This information is not known to the public or to Signal Point's competitors and is maintained by specifically authorized individuals within Signal Point. When it is necessary for Signal Point to release this information to a third party, it does so only under a strict Non-Disclosure Agreement signed by the receiving party placing them under a contractual duty to maintain confidentiality regarding Signal Point's competitive information. Furthermore, Signal Point has requested, and received, similar treatment for similar reports submitted to other State Public Utility Commissions.

The Commission requires Signal Point to divulge information that is competitively sensitive and confidential. It requests Signal Point to provide information that would provide detailed intelligence regarding the financial condition of Signal Point. Competitors may try to exploit this information to perhaps use it to their business advantage to undermine or unfairly target Signal Point's services or prices, to target customers, or duplicate Signal Point's business plan, among other actions they might take. Simply stated, maintaining the confidentiality of financial information is in the public interest and does not deprive the citizens of Florida of any vital information necessary for an informed choice.

Included with this letter is a sealed envelope containing originals of the Application with confidential balance sheet, with confidential information highlighted as required by the Commission's rules.

- COM _____
- AFD _____
- APA _____
- ECO _____
- ENG _____
- GCL _____
- IDM _____
- TEL** _____
- CLK _____

- _____ class of confidentiality
- _____ notice of intent
- request for confidentiality
- _____ filed by OPC

¹ Rule 25-22.006(5), F.A.C.

For DN 07746-12, which is in locked storage. You must be authorized to view this DN-CLK

DOCUMENT NUMBER DATE
07745 NOV 19 02
FPSC-COMMISSION CLERK

Also included are two hard copies of a redacted public version of the Application.

If you have any questions, feel free to contact me at (781) 613-9148 or by email at mtennis@sigpt.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Matthew Tennis', with a stylized flourish at the end.

Matthew Tennis
Sr. Legal Counsel

VIA OVERNIGHT DELIVERY

Ms. Ann Cole, Commission Clerk
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
T: (850) 413-6770

REDACTED

**Re: Application for Authority to Provide Competitive Local Exchange
Telecommunications Company Service within the State of Florida**

Dear Clerk Cole:

Pursuant to Chapter 25-24.815 of the Florida Administrative Code,¹ RNK, Inc. d/b/a RNK Communications, Inc. (“RNK”, Company Code TX942) and Signal Point Corp. (“Signal Point”) (collectively, the “Parties”) hereby respectfully request the Florida Public Service Commission (“Commission”) grant the approval or such authority as may be necessary to enable the Parties to consummate a transfer of RNK’s licenses and assets to Signal Point (collectively, “Transaction”).²

1. On February 17, 2012, RNK, its parent Wave2Wave, and its affiliates (collectively, the “Debtors”) filed for chapter 11 bankruptcy protection in the New Jersey federal courts.³ On February 17, 2012 (the “Filing Date”), the Debtors filed voluntary petitions for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”). Since the Filing Date, the Debtors have remained in possession of their assets and continued management of their business as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. On April 19, 2012, the Debtors filed a plan of reorganization (the “Plan”) and

¹ Chapter 25-24.815, F.A.C.

² Pursuant to Chapter 25-24.815, RNK has enclosed a completed Application Form for Authority to Provide Competitive Local Exchange Telecommunications Company Service within the State of Florida. RNK also holds a certificate to provide interexchange telecommunications service in Florida (Certificate No. 8265; Commission Order No. PSC-02-1807-PAA-TI), which it is seeking to transfer to Signal Point pursuant to this Application.

³ See *In re Wave2Wave Communications, Inc. et al.*, Case No. 12-13896 (DHS), District of New Jersey, Newark Vicinage (2012) (“Bankruptcy Proceeding”).

accompanying disclosure statement for the Plan. Subsequent to the filing of the Plan, the Debtors and their advisors evaluated the cash requirement necessary to confirm the Plan and determined that the Debtors were unable to raise the necessary exit financing and/or capital to fund the Debtors' exit from Chapter 11 under the Plan.

3. As a result, the Debtors and their advisors had several discussions with Robert DePalo, the Chief Executive Officer and Managing Member of Brookville Special Purpose Fund, LLC ("Brookville") and Veritas High Yield Fund, LLC ("Veritas"), the Debtors' first-lien and second-lien pre-petition lenders, respectively, and the managing member of The Robert DePalo Special Opportunity Fund, LLC, the Debtors' post-petition DIP financing lender. The Debtors and Mr. DePalo discussed, among other things, the possibility of an entity controlled by Mr. DePalo serving as the "stalking horse" for the sale of the Debtors' assets. Those discussions and ensuing negotiations among the Debtors and Mr. DePalo culminated in an Asset Purchase Agreement by and among the Debtors and Signal Point.

4. On August 20, 2012, the bankruptcy court approved sale procedures under Section 363 of the Bankruptcy Code to transfer substantially all of RNK and Wave2Wave's assets, including RNK's telecommunications licenses. The Debtors, upon court approval, entered into an Asset Purchase Agreement with Signal Point, which will transfer substantially all the assets and telecommunications licenses of RNK (the "Agreement"). The transfers are contingent upon regulatory approval. Upon consummation of the Transaction, the regulated entity will be Signal Point. On September 27, 2012, the court approved the sale⁴ and the Agreement closed on September 28, 2012.

⁴ See Bankruptcy Proceeding, *Order Authorizing the Debtors to Sell Substantially all of their Assets Free and Clear of All Liens, Claims and Interests; Authorizing the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases* (filed September 27, 2012)("Bankruptcy Sale Order").

The Parties provide the following information in support of this request:

I. THE PARTIES

A. Signal Point Corp.

Signal Point is a New York Corporation with headquarters located at 175 Great Road, 2nd Floor, Bedford, MA 01730. Signal Point is a wholly owned subsidiary of Signal Point Holding Corp., a privately held Delaware corporation. Signal Point Holding Corp. is majority owned by Robert DePalo, a United States citizen residing in New York.

B. RNK, Inc. d/b/a RNK Communications, Inc. (Company Code TX942)

RNK⁵ is a Massachusetts corporation with headquarters located at 175 Great Road, Suite 1, Bedford, MA 01730. RNK is a wholly owned subsidiary of Wave2Wave Communications, Inc., a Delaware communications provider (“Wave2Wave”). RNK is authorized by the Commission to provide interexchange telecommunications service (**Certificate No. 8265**) and competitive local exchange telecommunications service (**Certificate No. 8520**) in Florida. RNK is also the parent of RNK VA, LLC, a Virginia limited liability company with authority to provide facilities-based and resale competitive local exchange access telecommunications services.

RNK is a full-service network communications service provider that offers a variety of origination and termination products, services, and customized network solutions. RNK serves a wide range of communication service providers, including international tier one carriers, domestic interexchange carriers, competitive local exchange carriers (“CLECs”), Internet service providers (“ISPs”), and broadband providers. Some of the services RNK provides include intrastate presubscribed interexchange services, residential and business local exchange services,

⁵ The actual corporate name, as incorporated in Massachusetts, is **RNK, Inc.** Since that name is unavailable for use in Florida, RNK, Inc. has qualified to do business under the assumed name of RNK Communications, Inc.

and wholesale telecommunications services.⁶ RNK currently has approximately 140 business customers and no residential Florida Regulated Telecommunications customers in Florida.⁷ RNK does not have any employees in Florida.⁸

II. DESCRIPTION OF TRANSACTION

The Transaction will be undertaken in essentially two phases. In Phase One, Signal Point will purchase substantially all of the assets of RNK, RNK VA and Wave2Wave upon approval of the bankruptcy court (the “Purchaser Assets”). The purchase price is \$3,500,000.00. Upon approval of the bankruptcy court, the Transaction will close within three (3) business days and the assets purchased by Signal Point will be transferred, including any personnel being transferred to Signal Point. Pursuant to the terms and subject to the conditions of the Agreement, the Debtors, subject to a Court-approved auction and sale process and any higher and better offers in accordance with the proposed bidding procedures approved by the Court, will sell to Signal Point their right, title and interest in and to the Purchaser Assets and, in connection therewith, assume and assign to Signal Point the contracts of the Debtors (the “Assigned Contracts”). Signal Point will purchase the Purchaser Assets and Assigned Contracts free and clear of any and all liens, Claims, Encumbrances and interests pursuant to Sections 363 and 365 of the Bankruptcy Code. After the Sale closes, the Debtors intend to file a motion to convert these Chapter 11 cases to cases under Chapter 7 of the Bankruptcy Code pursuant to Section 1112(a) of the Bankruptcy Code.

⁶ RNK is authorized to provide interexchange and intrastate telecommunications services in Connecticut, District of Columbia, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Virginia. RNK provides some of the described services in some of the states. Not all of the services are provided in every state in which RNK has authority to provide service.

⁷ RNK also provides Voice Over Internet Protocol services to customers in Florida.

⁸ RNK and RNK VA’s employees are all employed in Massachusetts.

The Parties have already begun implementation of Phase One of the Transaction. On September 27, 2012, the court approved the sale and the Agreement closed on September 28, 2012, pursuant to which Signal Point purchased substantially all the assets of the Debtors. Pursuant to the Agreement, Signal Point purchased the following assets from the Debtors: certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, certain real property interests, certain equipment and facilities, certain intellectual property, and subject to regulatory approval, the telecommunications licenses. The assets were purchased free and clear of any and all liens, Claims, Encumbrances and interests pursuant to Sections 363 and 365 of the Bankruptcy Code.⁹

In Phase Two of the Transaction, upon receipt of all applicable regulatory approvals, Signal Point will acquire the licenses of RNK and its subsidiary, RNK VA pursuant to the Agreement, and RNK and RNK VA will then be dissolved. In the interim between the receipt of the regulatory approvals and the closing of Phase I, Signal Point shall operate the remaining assets and licenses of RNK and RNK VA pursuant to a management agreement. On the Closing Date, the Debtors and Signal Point shall execute and deliver a management agreement (the "Management Agreement"). Pursuant to the Management Agreement, Signal Point shall agree to fund the continued operations of the Business as set forth in the Management Agreement, and the Debtors shall act as manager of the operations in each state or jurisdiction for which a FCC Consent or State Regulatory Consent has not been obtained on behalf of Signal Point, and at its direction, consistent with all applicable laws and regulations. The Management Agreement and the Agreement provide that no title or control of the licenses will transfer to Signal Point until the appropriate authorization has been obtained from the applicable regulatory agency.

⁹ See Bankruptcy Sale Order.

The Parties entered the Management Agreement on September 28, 2012. The Parties have entered the license transfer process, receiving authority to transfer licenses in Massachusetts and Rhode Island. License transfers are pending in Maryland, New Jersey, New York and Pennsylvania. The Debtors' Chapter 11 bankruptcy case was converted to a Chapter 7 case on November 13, 2012.

At the completion of the Transaction, Signal Point will continue to offer the same services at the same rates, terms and conditions pursuant to RNK's existing authorizations and tariffs. Customers will continue to receive the same service quality they have come to expect from RNK under the Signal Point name. Accordingly, the contemplated Transaction will be beneficial to customers.

III. PUBLIC INTEREST ANALYSIS

Approval of the Transaction is in the public interest and will ensure that another competitive alternative remains for Florida consumers. As indicated above, following approval of the Transaction, Signal Point will offer services at the same rates, terms, and conditions to Florida customers such that the Transaction will be transparent to customers. It will also encourage the development and deployment of other innovative product offerings, at cost effective rates for Florida consumers and facilitate an orderly transfer of services. Written notices will also be provided to current customers of the change in provider.

Finally, the proposed Transaction does not present any anticompetitive issues. After consummation of the Transaction, Signal Point's total share of the intrastate interexchange and local exchange telecommunications market will be less than ten percent (10%). In addition, there are many other competitive local exchange service carriers and interexchange carriers operating throughout Florida.

IV. SPECIAL CONSIDERATION¹⁰

The Parties respectfully request special consideration due to the imminent business failure of RNK. As described in Section II of the Application, RNK is currently under Chapter 7 bankruptcy, and has sold substantially all of its assets to Signal Point pursuant to the bankruptcy court order. This included RNK's customers, employees, and licenses, pending regulatory approval.

Though RNK has sold substantially all of its assets, it is necessary to keep RNK operational during the transition period in order for Signal Point to continue servicing customers, as Signal Point is not currently a licensed telecommunications carrier, and RNK still holds those licenses. According to Phase Two of the Transaction, the Parties will obtain regulatory approvals, the licenses will be transferred to Signal Point, RNK will enter chapter 7 bankruptcy, and a U.S. bankruptcy trustee will take control of RNK and liquidate its remaining assets. RNK's Chapter 11 case was converted to Chapter 7 on November 13, 2012. Therefore, in order to continue servicing customers and effect an orderly transition from RNK to Signal Point, RNK must not be dissolved prior to the transfer of its licenses.

The Transaction is potentially jeopardized by the impending liquidation of RNK. If RNK is liquidated prior to the transfer of RNK's licenses to Signal Point, the Parties will be unable to execute Phase Two of the Transaction, and Signal Point will be unable to service a significant portion of its customers, and would experience a significant reduction in revenues. Such an occurrence would seriously threaten the ongoing operations of Signal Point, potentially

¹⁰ Signal Point has not provided a foreign corporation registration number as requested in question No. 9 of the Application Form as it has not yet acquired this information. In light of the imminent business failure of RNK, as described in this Section, the Parties have submitted the Form without this information in the interest of starting the transfer process as quickly as possible. Signal Point is currently in the process of filing for authority to conduct business in Florida as a foreign corporation, and will supplement this Application with its corporate registration number as soon as it is available.

causing the loss of service for thousands of its customers, loss of revenues, and necessitating a significant reduction in its workforce.


Therefore, the Parties respectfully request that the Commission give the Application special consideration, and approves the transfer of RNK's assets and licenses in as expeditious a manner as possible under the circumstances, to ensure that Signal Point is able to continue to provide service to its Florida customers.

V. CONCLUSION

The Parties respectfully request that the Commission grant approval of the Transaction described herein and any other relief the Commission determines is appropriate. The Parties are seeking confidential treatment of the financial information submitted to demonstrate the financial capability of Signal Point in accordance with question 18 of the Application Form via a separate letter enclosed with the Application. In accordance therewith, a sealed, unredacted original and two (2) redacted copies of this filing are enclosed, along with a check in the amount of \$400 for the Application filing fee. Please date-stamp the enclosed copy marked duplicate and return it in the self-addressed, postage-paid envelope provided. Should the Commission have any questions, please contact the undersigned.

Respectfully submitted,

RNK, INC.


Michael Tenore
Attorney for RNK, Inc.

RNK, Inc.
175 Great Rd, Suite 1
Bedford, MA 01730
(781) 613-6100

SIGNAL POINT CORP.


Matthew Tennis
Attorney for Signal Point Corp.

Signal Point Corp.
175 Great Rd, Suite 1
Bedford, MA 01730
(781) 613-6100

DATED: November 13, 2012

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**

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**

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: Signal Point Corp.

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

Signal Point Corp.

4. Official mailing address:

Street/Post Office Box: 175 Great Road, Suite 1

City: Bedford

State: MA

Zip: 01730

5. Florida address:

Street/Post Office Box: 155 Office Plaza Drive, Suite A

City: Tallahassee

State: FL

Zip: 32301

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: *(See Application Letter Section IV., Footnote 10).

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): 460793352

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

(a) The application:

Name: Michael Tenore
Title: Acting General Counsel
Street name & number: 175 Great Road, Suite 1
Post office box:
City: Bedford
State: MA
Zip: 01730
Telephone No.: 781-613-6119
Fax No.: 781-297-9836
E-Mail Address: mtenore@rnkcom.com
Website Address: www.rnkcom.com

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

Name: Micheal Tenore
Title: Acting General Counsel
Street name & number: 175 Great Road, Suite 1
Post office box:
City: Bedford
State: MA
Zip: 01730
Telephone No.: 781-613-6119
Fax No.: 781-297-9836
E-Mail Address: mtenore@rnkcom.com
Website Address: www.rnkcom.com

(c) Complaints/Inquiries from customers:

Name: Chris Broderick
Title: COO
Street/Post Office Box: 175 Great Road, Suite 1
City: Bedford
State: MA
Zip: 01730
Telephone No.: 201-968-9797 ext. 255
Fax No.: 781-297-9836
E-Mail Address: cbroderick@sigpt.com
Website Address: www.signalpointcommunications.com

16. List the states in which the applicant:

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

MA, RI

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

MD, NJ, NY, PA

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

MA, RI

(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.

None

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: Robert DePalo
Title: President
Telephone No.: 212-446-0006
E-Mail Address: rpdepalo@optonline.net

Signature:  _____

Date: 11/13/2012

CERTIFICATE SALE, TRANSFER,
OR
ASSIGNMENT STATEMENT


As current holder of Florida Public Service Commission Certificate Number 8520, I have reviewed this application and join in the petitioner's request for a

- sale
- transfer
- assignment

of the certificate.

Company Owner or Officer

Print Name: Chris Broderick
Title: COO
Street/Post Office Box: 175 Great Road, Suite 1
City: Bedford
State: MA
Zip: 01730
Telephone No.: 781-613-6000
Fax No.: 781-297-9836
E-Mail Address: cbroderick@sigpt.com

Signature: 

Date: 11/12/12

Responses to Question 18 (a) and (b)

[Information Demonstrating Managerial and Technical Capability]

Robert DePalo, President and CEO

Mr. DePalo is registered as an approved person with FSA, registered with FINRA and participant of MSRB and is CEO and Chairman of Arjent LLC, Chairman of Arjent Limited UK, Managing Member of The Robert DePalo Special Purpose Fund, Managing Member of Veritas High Yield Fund and Managing Member of The Brookville Special Purpose Fund as well as other investment holding Companies. Mr. DePalo has over 32 years of experience in the financial markets with extensive experience in nurturing early stage companies through various stages of financing. With his experience in capital formation and emerging growth strategies, he has lead or participated in numerous private placements and IPO's within various industries, including technology, healthcare and financial services.

Eric Mann, Chief Financial Officer

Mr. Mann has 14 years of corporate banking experience, with a focus in leverage finance and the telecommunications industry. From April 1998 to April 2000, Mr. Mann worked for Mitsubishi Trust and Banking Corporation as a Vice President in Leverage Finance, with a concentration on the Telecommunications industry. As Vice President, Mr. Mann worked for Merita Bank, first in the Leverage Finance Group from 1990 to 1995, and then in telecommunications Finance 1995 to 1998. From 1988 to 1990, he worked in the leverage finance group at Fuji Bank. Mr. Mann began his banking career with Chemical Bank, where he successfully completed the bank's training program and worked from 1986 to 1988 as an analyst. Mr. Mann received his MBA in Finance from Pace University and his BBA from The University of Massachusetts in Amherst.

Christopher Broderick, Chief Operating Officer

Having 30 years of experience in the telecommunications industry, Mr. Broderick is responsible for the worldwide network operations of wired and wireless topologies, for voice, data, internet products and services. He is also the operational leader for the development and build-out of the company's future network expansion. Prior to joining Signal Point, Mr. Broderick served as Senior Director of Business Client Services for FairPoint Communications from 2008 to October 2011. Mr. Broderick was responsible for Retail Business segment, outside sales support, billing, and SMB sales and service across Northern New England. Previously, Mr. Broderick served as Chief Operating Officer and Vice President of Operations at IntelliSpace & Wave2Wave from February 2000 to January 2008. Mr. Broderick was responsible for the design, implementation and day-to-day US and UK operations of the company. Mr. Broderick spent most of his career at New York Telephone, NYNEX, and Bell Atlantic where he was highly successful in running all facets of the telephone company's central offices, including voice/data switching, carrier, and outside plant facilities in New York City business districts. He also led sales and service "mega" call-center operations, supporting high-volume, complex business accounts. In addition to his technical background, Mr. Broderick has an extensive education, and implementation skills in quality process management, systems improvement and design.

Michael Tenore, Vice President Regulatory Affairs and Interim General Counsel

Mr. Tenore will act a Vice President of Regulatory Affairs for the company. Prior to joining the company, he held various legal and regulatory positions at RNK Inc. Mr. Tenore started at RNK in 2002 and served as its Vice President Regulatory Affairs and Interim General Counsel since 2008. Prior to his appointment as Interim General Counsel, Mr. Tenore served as Assistant General Counsel and in various other legal and regulatory positions during his tenure in the industry. Mr. Tenore is a member of the adjunct faculty of Suffolk University Law School teaching telecommunications law and policy and belongs to the Federal Communications Bar Association and Association of Corporate Counsel. Mr. Tenore received his B.A. in Communications from Emerson College and his J.D. from Suffolk University Law School.

Frank Elenio, Vice President of Finance

Mr. Elenio has been a financial and accounting professional for nearly 25 years where he has served as chief financial officer and a member of executive management for approximately 15 years. Mr. Elenio is currently the Vice President of Finance for SignalPoint Holding Corp. Previously, Mr. Elenio was the Chief Financial Officer of Wilshire Enterprises, Inc. ("WOC"), a publicly traded real estate investment company. Mr. Elenio was a strategic and financial advisor to Premier Wealth Management, Inc., a wealth management company located in Lugano, Switzerland ("PWMG") that managed in excess of \$500 million. Additionally, Mr. Elenio has been Chief Financial Officer of GoAmerica, Inc. ("GOAM") and RoomLinX, Inc. ("RMLX"), both publicly traded entities. While at GoAmerica, Mr. Elenio was directly involved in the Company's initial public offering through Bear Stearns, where the Company raised \$160 million in April 2000. Prior to GoAmerica's IPO, the Company raised over \$40 million in private equity under Mr. Elenio's financial and accounting leadership. Mr. Elenio began his career with Ernst & Young LLP (then Ernst & Whinney) in the entrepreneurial services area and then KTI, Inc., a waste recycling company, where he was corporate controller and ultimately vice president of finance. While at KTI, Mr. Elenio was instrumental in KTI's move to NASDAQ by means of a reverse merger with a computer software company. After successfully transitioning KTI's financial operations to Maine, Mr. Elenio joined Bogen Communications, Inc. as controller in 1997. While at Bogen, Mr. Elenio helped move the company from the American Stock Exchange to the NASDAQ National Market. Additionally, Mr. Elenio helped procure a \$20 million acquisition line of credit. Mr. Elenio also served as a member of the Board of Directors of Xplore Technologies Corp., a company engaged in the development, integration and marketing of rugged wireless computers. Mr. Elenio holds an MBA in Finance from Seton Hall University and is a Certified Public Accountant. In addition, Mr. Elenio is an adjunct professor at Seton Hall University where he teaches Finance at the graduate and undergraduate level.

Christopher Cramb, Manager of Switching and Facilities

In May of 1998 Christopher Cramb Joined RNK Communications as Operations Engineer. Having 20 plus years of experience in the communications industry, Mr. Cramb has held several positions in the company and he currently is the Manager of Switching and facilities. Mr. Cramb is primarily responsible for managing and maintaining the company's wired/Optical network and maintaining our Point of Presence or POP's. Prior to joining RNK Chris was the Sr. Field Engineer at The Internet Access Company (TIAC). Previously Mr. Cramb Served in the United States Air Force.

Response to Question 18(c)

[Information Demonstrating Financial Capability]


**Signal Point Corp. was formed July 11, 2012, and is in the process of obtaining Florida corporate and utility licensing. The financial information available for this company is therefore limited due to its relatively recent formation, and consists of the balance sheet provided. Signal Point will work with the Commission to provide any other financial information required to transfer RNK's licenses to Signal Point . If the Commission wishes to review financial information for RNK, which is currently in Chapter 7 bankruptcy, this information can be provided upon request.*

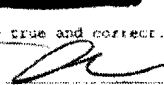
Redacted Copy

SignalPoint Holdings, Inc. Consolidating Balance Sheet (Unaudited) September 30, 2012	
	Consolidated Total
Assets	
Current assets:	
Cash and cash equivalents	\$
Accounts receivable (net of allowance)	
Inventory	
Prepaid expenses and other current assets	
Deferred income taxes - short term	
Total current assets	
Net property, equipment and software	
Other assets:	
Restricted Cash	
Notes receivable - related parties (reclassified to equity)	
Investment in RNC	
Goodwill	
Other assets	
Total other assets	
Total assets	\$
Liabilities and stockholders' equity	
Current liabilities:	
Accounts payable	\$
Current portion of long-term debt	
Other current liabilities	
Total current liabilities	
Other liabilities:	
Capital leases, less current portion	
Other long-term liabilities	
Total non-current liabilities	
Total liabilities	
Members' equity:	
Common stock	
Additional paid-in capital	
Retained earnings	
Total stockholders' deficit	
Total liabilities and stockholders' equity	\$

The accompanying notes are an integral part of these consolidated financial statements.

The consolidated financial statements are true and correct.


Robert DePaola
CEO
11/14/12


Eric Mann
CFO
11/14/12