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** FLORIDA PUBLIC SERVICE COMMISSION **

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DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

RECORDS AND
REPORTING

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

000 211-TX

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment of transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ 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 Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

FORM PSC/CMU 8 (11/95)
Required by Commission Rule Nos. 25-24.805,
25-24.810, and 25-24.815

RECEIVED & FILED
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

02275 FEB 18 8

FPSC-RECORDS/REPORTING

APPLICATION

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.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority on 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:

BroadSpan Communications, Inc.

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

Primary Network Communications, Inc.

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

11756 Borman Drive, Suite 101

St. Louis, Missouri 63146

Telephone: (314) 214-0000 Facsimile: (314) 569-7110

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

In the event BroadSpan may establish an office in Florida, it will provide the

Address to the Commission.

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: Not applicable

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:**

Not applicable.

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

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

F99000005252; also see Exhibit 1

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name state (Chapter 865.09, FS) to operate in Florida:

(a) **The Florida Secretary of State fictitious name registration number:**

G99294900002; also see Exhibit 1

11. **If a limited liability partnership**, provide proof of registration to operate in Florida:

(a) **The Florida Secretary of State registration number:**

Not Applicable

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

Name: Not applicable

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:** Not applicable

14. Provide **F.E.I. Number** (if applicable): 43-1798000

15. Indicate if any officers, directors, or any of the ten largest shareholders 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 BroadSpan's officers, directors, or ten largest shareholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or crime nor are any such proceedings pending.

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

None of BroadSpan's officers, directors or stockholders are associated with any other Florida certificated telephone company.

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

(a) The application:

Name: C. Everett Boyd Jr.

Title: Counsel for the Applicant; Ervin, Varn, Jacobs and Ervin

Address: 305 S. Gadsden Street

City/State/Zip: Tallahassee, Florida 32302

Telephone No.: (850) 224-9135 **Fax No.:** (850) 222-9164

Internet E-Mail Address: evje@nettally.com

Internet Website Address: Not available

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

Name: Susan Butler

Title: Vice President - Operations

Address: 11756 Borman Drive, Suite 101

City/State/Zip: St. Louis, Missouri 63146

Telephone No.: (314) 214-0099 **Fax No.:** (314) 569-7110

Internet E-Mail Address: sbutler@primarynetwork.com

Internet Website Address: http://www.primarynetwork.com

(c) Complaints/Inquiries from customers:

Name: Susan Butler

Title: Vice President - Operations

Address: 11756 Borman Drive, Suite 101

City/State/Zip: St. Louis, Missouri 63146

Telephone No.: (314) 214-0099 **Fax No.:** (314) 569-7110

Internet E-Mail Address: sbutler@primarynetwork.com

Internet Website Address: http://www.primarynetwork.com

17. List the states in which the applicant:

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

Missouri

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

Arkansas, Kentucky, Indiana

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

Missouri, Kansas, Oklahoma, Illinois, Wisconsin, Tennessee

- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

Applicant has never been denied authority to operate as an alternative local exchange company in any jurisdiction, nor is any such action pending.

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

Applicant has never had regulatory penalties imposed for violations of any telecommunications statutes.

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

None.

18. Submit the following.

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet;
2. income statement, and
3. statement of retained earnings.

Note: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which 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 2

2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.

See Exhibit 2

3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See Exhibit 2

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

See Exhibit 3

- 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 3

APPENDICES

APPENDIX A	Applicant Acknowledgment Statement
APPENDIX B	Certificate Transfer, or Assignment Statement
APPENDIX C	Intrastate Network (if available)
	Affidavit

EXHIBITS

EXHIBIT 1	Certificate of Authority to Transact Business and Fictitious Name Registration
EXHIBIT 2	Financial Qualifications Statement
EXHIBIT 2 - SUPPLEMENT	Financial Statements (filed under seal)
EXHIBIT 3	Managerial and Technical Capability

**** 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:

<u><i>Aman Z Butts</i></u>	<u>2-17-00</u>
Signature	Date
<u>Vice President</u>	<u>314-214-0099</u>
Title	Telephone No.
Address: <u>11756 BORMAN DRIVE, Suite 101</u>	<u>314-569-7110</u>
<u>St. Louis, MO 63146</u>	Fax No.

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - INTRASTATE NETWORK
- C - AFFIDAVIT

CERTIFICATE SALE, TRANSFER OR ASSIGNMENT STATEMENT

***Not applicable. BroadSpan is applying for original authority**

I, (Name) _____,

(Title) _____ of

(Name of Company)

and current holder of Florida Public Service Commission Certificate Number

_____, have reviewed this application and join in the
petitioner's request for a:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL

***Not applicable.**

Signature -

Date

Title

Telephone No.

Address:

Fax No.

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

***NOT AVAILABLE**

1. POP: Addresses where located, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. SWITCHES: Addresses where located, by type of switch, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

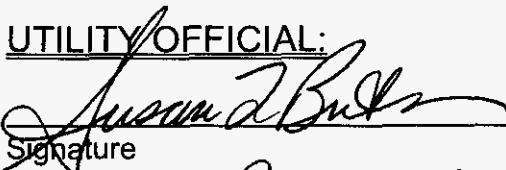
	<u>2-17-00</u>
Signature	Date
<u>Vice President</u>	<u>314-214-0099</u>
Title	Telephone No.
Address: <u>11756 Borman Dr Suite 101</u>	<u>314-569-7110</u>
<u>St. Louis, MO 63146</u>	Fax No.

EXHIBIT 1

Certificate of Authority to Transact Business

and

Fictitious Name Registration



Department of State

I certify the attached is a true and correct copy of the application by BROADSPAN COMMUNICATIONS, INC., a Missouri corporation, authorized to transact business within the State of Florida on October 8, 1999 as shown by the records of this office.

The document number of this corporation is F99000005252.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twelfth day of October, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Application For Registration of Fictitious Name of PRIMARY NETWORK COMMUNICATIONS, INC., registered with the Department of State on October 21, 1999, as shown by the records of this office.

The Registration Number of this Fictitious Name is G99294900002.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-first day of October, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

EXHIBIT 2

Financial Qualifications - Statement

BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. ("BroadSpan") possesses the financial qualifications required of applicants for the authority herein. During an initial transition period, BroadSpan may rely upon the sizable financial assets of its parent company, Primary Network Holdings, Inc. ("PNH") to ensure that it has sufficient capital to maintain its operations. As indicated in the enclosed financial statements, attached hereto under seal, BroadSpan has access to sufficient capital to fund its proposed telecommunications operations in Florida and other states. Moreover, BroadSpan raised over \$2 million in additional capital through the issuance of preferred stock. As BroadSpan's revenues increase through the acquisition of new customers, BroadSpan's revenues will supplement PNH's assistance. PNH is a privately held corporation formed in 1999 and does not yet have audited financial statements. PNH is not publicly traded and therefore does not issue an annual report.

EXHIBIT 2 (Cont'd)

(Supplement)

Financial Statements

[Filed Under Seal]

Note: BroadSpan was in the development stage for the period from October 16, 1997 (date of inception) to October, 1998. Accordingly, the Company had no operating revenue and incurred operating losses and operating cash flow deficits during that period. The Company had no assets, liabilities, or financial activity prior to 1998.

Given this, Applicant has submitted (under seal) its lone audited financial statement. Financial statements for fiscal year 1999 will be available in approximately one month and will be provided (under seal) upon request.

Financial Statements

BroadSpan Communications, Inc.

*Year ended December 31, 1998
with Report of Independent Auditors*

BroadSpan Communications, Inc.

Financial Statements

Year ended December 31, 1998

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Report of Independent Auditors

The Board of Directors and Stockholders
BroadSpan Communications, Inc.

We have audited the accompanying balance sheet of BroadSpan Communications, Inc. as of December 31, 1998 and the related statements of operations, stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BroadSpan Communications, Inc. at December 31, 1998 and the results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles.

May 10, 1999

Ernst & Young LLP

BroadSpan Communications, Inc.

Balance Sheet

December 31, 1998

Assets

Current assets:

Cash and cash equivalents

\$

Accounts receivable

Accounts and notes receivable – other

Total current assets

Property and equipment, net

Prepaid billing services

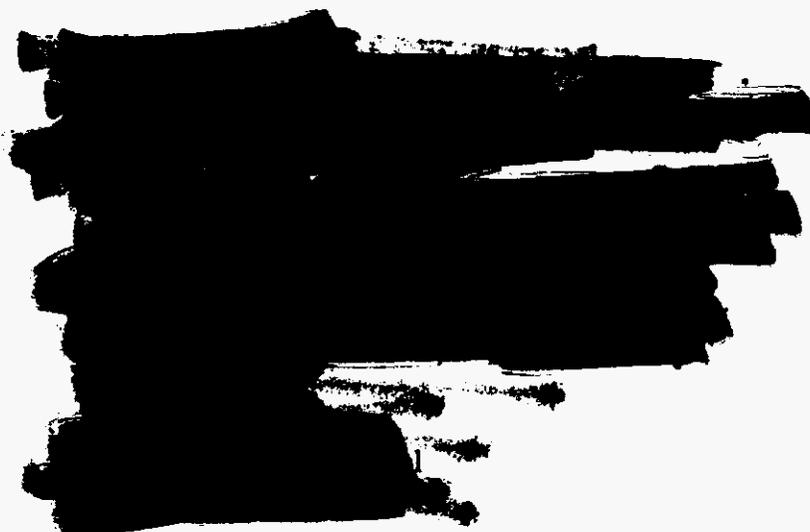
Liabilities and stockholders' equity

Current liabilities:

Accounts payable

Accrued expenses

Total current liabilities



See accompanying notes.

BroadSpan Communications, Inc.

Statement of Operations

Year ended December 31, 1998

Revenues from communications services	\$
Cost of communication services	
Gross margin	
Selling, general, and administrative expenses	
Depreciation and amortization expense	
-Loss from operations	
Other income (expense):	
Interest expense	
Other income, net	
Loss before income taxes	
Provision for income taxes	
Net loss	
<i>See accompanying notes.</i>	

BroadSpan Communications, Inc.

Statement of Stockholders' Equity

	Preferred Stock		Class A Common Stock		Due From Stockholder	Additional Paid-In Capital
	Shares Issued	Amount	Shares Issued	Amount		
Balance at December 31, 1997	-	\$ -	-	-	\$ -	\$ -
Sale of common stock	-	-	-	-	-	-
Stock awards to employees	-	-	-	-	-	-
Stock options exercised	-	-	-	-	-	-
Sale of preferred stock	-	-	-	-	-	-
Payment of amount due from stockholder	-	-	-	-	-	-
Balance at December 31, 1998	-	\$ -	-	-	\$ -	\$ -

See accompanying notes.

BroadSpan Communications, Inc.

Statement of Cash Flows

Year ended December 31, 1998

Operating activities

Adjustments to reconcile net cash used by operating activities:

Depreciation and amortization

Stock-based compensation expense

Changes in operating assets and liabilities:

- Accounts receivable

- Account and notes receivable - other

Accounts payable

Accrued expenses

Net cash used by operating activities

Investing activities

Purchases of property and equipment

Purchase of prepaid billing services

Net cash used by investing activities

Financing activities

Proceeds from issuance of preferred stock

Proceeds from issuance of common stock

Payments of amount due from stockholder

Net cash provided by financing activities

Net increase in cash and cash equivalents

Cash and cash equivalents at beginning of year

Cash and cash equivalents at end of year

Supplemental cash flow information

Cash paid during the year for:

Interest

Noncash investing and financing transaction:

Issuance of preferred stock

See accompanying notes.

\$

BroadSpan Communications, Inc.

Notes to Financial Statements

December 31, 1998

1. Organization

BroadSpan Communications, Inc. (the Company) was incorporated for the purpose of providing facilities-based and resold basic local telecommunications service, dedicated/non-switched local exchange telecommunications services, and intrastate interexchange telecommunications services. The Company's targeted markets include residential and business customers primarily in Missouri. The basic local service is classified as competitive by the State of Missouri Public Service Commission (PSC) and is provided in portions of Missouri that are currently served primarily by Southwestern Bell Telephone Company (SWBT).

The Company was in the development stage for the period from October 16, 1997 (date of inception) to October 1998. Accordingly,

The Company had no assets, liabilities, or financial activity prior to 1998.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Company has _____ and had _____ Management's
and has _____ operational and financing plans to address these conditions include, but are not limited to,

Subsequent to
December 31, 1998, the Company

The telecommunications markets are highly competitive. The Company believes that existing competitors, incumbent local exchange carriers and other competitive local exchange carriers,

The accompanying financial statements have been prepared on a basis that contemplates the realization of the assets and satisfaction of liabilities in the normal course of business.

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

Property and Equipment

Prepaid Billing Services

Impairment of Long-Lived Assets

Periodically, management determines whether any property or equipment or any other assets have been impaired based on the criteria established in Statement of Financial Accounting Standards (SFAS) No. 121, *Accounting for the Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of*. The Company made no adjustments to the carrying values of its assets during the year ended December 31, 1998.

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Revenue Recognition

Costs of Services

Advertising Costs

Income Taxes

The provision for income taxes is computed using the liability method. Deferred income taxes are provided to reflect the tax effects of temporary differences between the book and tax basis of assets and liabilities.

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Financial Instruments and Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and accounts receivable. The cash is held by a high-credit-quality financial institution.

and such losses have been within management's expectations. The net carrying amount of the receivables approximates their fair value.

Significant Suppliers

Although management believes alternative telecommunications providers could be found in a timely manner, any disruption of these services could have an adverse effect on operating results.

3. Property and Equipment

Property and equipment consist of the following at December 31, 1998:

Less accumulated depreciation and amortization	-
------------------------------------------------	---

4. Related Party Transactions

respectively, and are included in accounts receivable and accounts payable in the accompanying balance sheet.

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

4. Related Party Transactions (continued)

The value of the services, labor, and equipment provided to the Company has not been determined.

5. Employee Benefit Plan

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

6. Commitments, Contingencies, and Uncertainties

Local Services

In August 1998, the Company entered into an Interconnection Agreement (the "agreement") with SWBT. The agreement establishes the terms and conditions by which the Company and SWBT interconnect their local networks and by which the Company gains access to unbundled elements of SWBT's network pursuant to the Telecommunications Act of 1996. This access allows the Company to compete effectively with SWBT in reselling local telephone service. SWBT has appealed the PSC orders which established the agreement. There is a risk that an adverse court ruling could leave the Company with no effective means by which to interconnect with SWBT's network for some period of time, which could significantly affect the Company's ability to provide services. The Company is currently negotiating with SWBT to preclude such an interruption of service. The Company's management and its external legal counsel are unable to estimate the probability of outcome or the potential economic impact on the Company.

Long Distance Services

Billing Services

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

6. Commitments, Contingencies, and Uncertainties (continued)

Guarantees

7. Stockholders' Equity

Common Stock

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

7. Stockholders' Equity (continued)

(continued)

Stock Option Plan

Under SFAS No. 123, the Minimum Value method may be used by nonpublic companies to value an option. This includes estimating the risk-free interest rate, the expected dividend yield, and the life of the options. Based on this option valuation model, the weighted average fair value of options granted and the total pro forma compensation expense to be disclosed as prescribed under SFAS No. 123 for the year ended December 31, 1998 are

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

7. Stockholders' Equity (continued)

8. Income Taxes

The components of deferred tax assets are as follows as of December 31, 1998:

Vacation accruals
Start-up costs capitalized for tax purposes

Valuation allowance
Total deferred taxes

\$ -

Under existing tax laws, all operating expenses incurred prior to a company commencing its principal operations are capitalizable for income tax purposes.

The Company's
December 31, 1998 and expire in 2013.

December 31, 1998

9. Subsequent Events (Unaudited)

In March 1999, the Company's Board of Directors authorized management to enter into a

In addition, all of the stockholders of

Additionally, on April 23, 1999,

BroadSpan Communications, Inc.

Notes to Financial Statements (continued)

9. Subsequent Events (Unaudited) (continued)

10. Year 2000 Issue (Unaudited)

The Company has developed a plan to modify its information technology to be ready for the year 2000 and has begun converting critical data processing systems. The Company currently expects the project to be substantially complete by mid-1999 and estimates the cost to be immaterial. This estimate includes internal costs, but excludes the costs to upgrade and replace systems in the normal course of business. The Company presently believes the year 2000 issue will not pose any significant operational problems for its computer systems or other information technology-based equipment. The Company has initiated formal communications with its significant vendors to determine the extent to which the Company's operations are vulnerable to those third parties' failure to remediate their own year 2000 issues.

EXHIBIT 3

Managerial and Technical Qualifications

Managerial and Technical Qualifications of Key Personnel for Applicant

Richard S. Phillips, President

Mr. Phillips has been President and a director of the company since May 1998. Mr. Phillips has over thirteen years experience in the telecommunications industry. Prior to joining BroadSpan, Mr. Phillips held a number of senior management positions with Maritz Inc, a \$2billion privately held firm. Most recently, he served as Vice President, Technology Infrastructure, responsible for Maritz' comprehensive infrastructure technology environment. He has also served as Division Vice President - Communication Services, Division Vice President - Technology Services, and Division Vice President - Network Services.

Mr. Phillips has a strong track record in taking communications projects from concept to design to successful implementation. He guided development of Maritz' Computer Telephony Integration (CTI) architecture and "universal" call center platforms, helped re-engineer Maritz' voice communications service delivery model and implemented a 600-seat client/server call center environment. Mr. Phillips was also responsible for the planning, design and implementation of Maritz' corporate voice and data networks, supporting in excess of 5,000 nodes; both projects yielded multi-million dollar savings, improved client service delivery, and provided Maritz competitive advantage in pursuit of technologically-sophisticated clients. Mr. Phillips holds a B.S Electrical Engineering from the University of Missouri - Rolla, a Master of Information Management from Washington University and a Master of Business Administration from Webster University.

Sue Butler, Vice President - Operations

Ms. Butler joined BroadSpan Communications, Inc. as Vice President in June 1998 with fifteen years experience in the telecommunications industry. Prior to joining the company, she held the position of Vice President, Telecommunications for a \$2.1 billion company where she was responsible for global communications deployment including premise-based hardware and integrated voice and data networks.

Ms. Butler began her career in telecommunications managing complex call center technology supporting Citicorp's geographically disbursed customer care centers. Since that time, she has actively participated in the design and implementation of numerous sophisticated call center technologies in addition to defining new advanced routing services now deployed by large telecommunication providers. Ms. Butler has an impressive track record negotiating customized tariffs with the major telecommunication companies surpassing \$200 million throughout her career.

Beth Malm, Director of Operations

Ms. Malm has thirteen years experience in the telecommunications industry, most of which has been focused on the design and implementation of sophisticated customer care operations for Fortune 500 firms. Prior to joining BroadSpan, Ms. Malm served as Telecommunications Manager for Convergys, formerly Matrixx Marketing. In this capacity, she assisted in the acquisition and integration of a large teleservices division of a multi-billion privately held firm. Her responsibilities included managing a 24x7 technical and customer service staff, providing advanced telecommunications support to a sophisticated client base, and overseeing a multi-million dollar capital expenditure budget. Ms. Malm has a strong understanding of communications equipment at the technical level, and has proven adept at applying that understanding to meet customer-specific needs; in so doing, she has leveraged new technologies to enhance service delivery while improving operating efficiencies.

**Managerial and Technical Qualifications of
Key Personnel for Applicant**

Page 2 of 2

Roy C. Amelung, Director of Regulatory Affairs

Mr. Amelung joined BroadSpan in June 1998. Mr. Amelung has over 22 years experience in the communications industry, including 17 years with Southwestern Bell Telephone Co. As Communications Consultant in National Accounts, Mr. Amelung was responsible for covering a five state region, working with numerous Fortune 500 companies to address their communications needs.

Prior to joining BroadSpan, Mr. Amelung served as Director of Operations for Navigator Telecommunications, a startup Competitive Local Exchange Carrier based in Little Rock, Arkansas. In this capacity he was instrumental in the design and development of processes and procedures used in day to day operations, ranging from service and sales to development of tariff filings to establishing relationships with prospective clients. Mr. Amelung's experience gives him a unique ability to identify and address the specific needs of communications users.

S. Blake Ashby, Vice President

Mr. Ashby, a founder of BroadSpan, has over six years experience in business development. As a consultant, Mr. Ashby prepared the first full business plan and financial models for SAVVIS Communications, a startup nationwide Internet backbone provider and also worked with Mashie-Niblick, a computer Bulletin Board Service (BBS) which eventually became GOLF.COM.

Other projects have included working with companies involved in the development of early fax/file transfer protocols and Special Mobile Radio (800MHz and 900MHz dispatch fleet radio). Through his experience with technology startups, Ashby has a unique understanding of the technical and regulatory issues of the communications industries as well as the process of creating and growing a technology-based company.

Darrell Gentry, Network Engineer

Darrell Gentry, a founder of BroadSpan, has over seven years experience in network and systems administration. He directed the installation of high-speed data circuits for Internet and Intranet connectivity at SAVVIS Communications and served as Manager of Information Technology for JP Communications where he administered the Web Design division. Gentry was a founder of The Next Level, Inc., St. Louis' first retail multiplayer computer gaming center. He also established the Internet site DAR.NET, which hosts one of the most popular Internet-based multiplayer game servers in the world.

Dan Pinkard, Network Administrator

Mr. Pinkard, a founder of BroadSpan, has seven years of experience in networking, systems support, end user maintenance, and network operations. He has performed systems administration, network and hardware consultation, managed internal database applications, and worked with a rapidly growing ISP as a customer support engineer. Pinkard has developed numerous online systems including a complete online financial and insurance advisor package, and a medical imaging and collaboration system. Other efforts include the design and implementation of Intranet and Extranet information systems. Mr. Pinkard was a founder of The Next Level, Inc., and continues to assist with the administration of DAR.NET and its Internet-based multiplayer game servers.

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