

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
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 two (2) copies of this form along with a non-refundable application fee of **\$400.00** to:

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
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.).

COM _____
ECR _____
GCL _____
OPC I
RCP _____
SSC _____
SGA _____
ADM _____
CLK Dany

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

Florida Public Service Commission
Division of Competitive Markets and Enforcement
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

FORM PSC/CMP-8 (01/06)
 Required by Commission Rule Nos. 25-24.810, - 1 -
 and 25-24.815

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

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: Public Wireless, Inc.

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

Public Wireless, Inc.

4. Official mailing address:

Street/Post Office Box: 1325 McCandless Drive,
City: Milpitas
State: CA
Zip: 95035

5. Florida address:

Street/Post Office Box: 1200 South Pine Island Road
City: Plantation
State: FL
Zip: 33324

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, Foreign Limited Liability Company | |

7. **If individual**, provide:

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

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

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F09000001932. Public Wireless, Inc. is a foreign corporation authorized to do business in Florida and duly organized under the laws of Delaware. **See Exhibits A and B.**

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

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

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

Name: n/a
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:

E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: **n/a**
14. Provide **F.E.I. Number**(if applicable): 54-2156531
15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Scott Thompson & Jennifer M. Toland
Davis Wright Tremaine, LLP
Title: Regulatory Counsel
Street name & number: 1919 Pennsylvania Avenue, N.W., Suite 200
City: Washington
State: D.C.
Zip: 20006
Telephone No.: (202) 973-4200
Fax No.: (202) 973-4499
E-Mail Address: scottthompson@dwt.com jennifertoland@dwt.com
Website Address: <http://www.dwt.com>

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

Name: Richard Kerr
Title: Chief Executive Officer
Street name & number: 1325 McCandless Drive
Post office box:
City: Milpitas
State: CA
Zip: 95035
Telephone No.: (408) 263-4600
Fax No.: (408) 263-4700
E-Mail Address: rkerr@publicwireless.com
Website Address: <http://www.publicwireless.net/Start.asp>

(c) Complaints/Inquiries from customers:

Name: Macario Turqueza
Title: Chief Financial Officer
Street/Post Office Box: 1325 McCandless Drive
City: Milpitas

FORM PSC/CMP-8 (01/06)
Required by Commission Rule Nos. 25-24.810,
and 25-24.815

- 4 -

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

State: CA
Zip: 95035
Telephone No.: (408) 263-4600
Fax No.: (408) 263-4700
E-Mail Address: mturqueza@publicwireless.com
Website Address: <http://www.publicwireless.net/Start.asp>

16. List the states in which the applicant:

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

None.

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

Applicant has submitted applications in California, Hawaii, and Georgia. Applicant is also in the process of submitting applications in Massachusetts, Illinois, New Jersey, and Pennsylvania.

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

None.

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

None.

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

None.

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

None.

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

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

N/A

(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.

N/A

(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.

N/A

18. Submit the following:

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

(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. ***Please see Exhibit C.***

(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.

Please see Exhibit D.

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.

FORM PSC/CMP-8 (01/06)

Required by Commission Rule Nos. 25-24.810,
and 25-24.815

- 6 -

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

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.

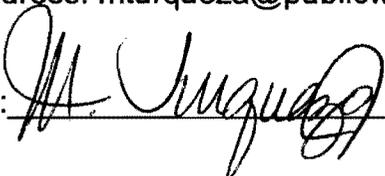
APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange 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

Public Wireless, Inc.

Print Name: Macario Turqueza
Title: Chief Financial Officer
Telephone No.: (408) 263-4600
E-Mail Address: mturqueza@publicwireless.com

Signature:  _____

Date: 5/20/09

CERTIFICATE SALE, TRANSFER,
OR
ASSIGNMENT STATEMENT

As current holder of Florida Public Service Commission Certificate Number _____, 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:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:

Signature: _____ N/A _____ Date: _____

EXHIBIT A

**(Applicant's Authorization to Transact
Business in the State of Florida)**



May 13, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PUBLIC WIRELESS, INC.
1325 MCCANDLESS DR
MILPITAS, CA 95035

Qualification documents for PUBLIC WIRELESS, INC. were filed on May 11, 2009 and assigned document number F09000001932. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

This document was electronically received and filed under FAX audit number H09000119070.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-4933 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section
Division of Corporations

Letter Number: 909A00016315

P.O BOX 6327 - Tallahassee, Florida 32314

EXHIBIT B

(Applicant's Certificate of Incorporation)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PUBLIC WIRELESS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PUBLIC WIRELESS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003.

3706396 8300

090427265

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7281611

DATE: 05-04-09

EXHIBIT C

(Evidence of Applicant's Managerial and Technical Capability)

Biographies of Key Personnel of Public Wireless

Richard Kerr, Chief Executive Officer

Mr. Kerr joined Public Wireless in March 2009 and has been in the communications industry for more than 25 years. Mr. Kerr has served in various roles in the industry from engineering, technology development, and management. While at Qualcomm, he was tasked with the initial CDMA system development and ASIC design. In 1995, after successfully delivering the technology, he was promoted to the General Manager of the ASIC division which he ran and grew from startup to over \$650M in revenue, and which is now Qualcomm QCT, the most successful division at Qualcomm. He also became the technology leader for the Qualcomm handset division, designing successful products and businesses. In 2001, he retired to private consulting, where he was on staff to many companies, such as Zyray Wireless (later sold to Broadcomm), Equitek Capital, Sunbridge Ventures, YXI Technologies. Recently he was in Business Development for Nextwave Wireless. Mr. Kerr holds degrees in Physics (BS) and Electrical Engineering (MSEE) from San Diego State University, and an MBA from University of California, San Diego. He serves on the board as SDSU and also is involved with many charities at the board level. Mr. Kerr has been a technical advisor to Public Wireless since 2004 and involved with business development for the company.

Robert Reagan, President

Mr. Reagan is founder of the Company and serves as the President of Public Wireless. Mr. Reagan manages the ongoing activities of Public Wireless. Prior to the founding of Public Wireless, Mr. Reagan served in various roles directing or supporting various buy-side investment activities. Most recently, Mr. Reagan was the managing director of Chaos Venture Partners, L.P., a private investment fund located in Southern California. Previously, Mr. Reagan co-founded and served as manager of investment funding at FortuneLab, LLC, an incubator and venture investment fund. Mr. Reagan also served as a Senior Associate with Consolidation Partners, a private equity firm and merchant bank, and spent time working at Morgan's Stockbroking, an Australian investment bank and securities dealer. Mr. Reagan has served as an advisor or director to Public Wireless, SkyPipeline, Extreme Copper, AirCover, CIAO Wireless, Chaos Development, Thetawave, MCCI, VRVS Global, Red Swoosh, Majestic Entertainment, Resonic NDT Systems, 11eleven, Preservation Systems, ShareHorse, Beehive Wireless, Niagara Broadband, I-Connect, Sandbox Development Group, WEBei, LendingApps, and Orca Ventures, LLC. Mr. Reagan is a graduate of Pepperdine University.

Macario Turqueza, Chief Financial Officer

Mr. Turqueza joined Public Wireless in May 2009. He brings more than 18 years of finance and administration experience to the company. Prior to joining Public Wireless, Mr. Turqueza served as an acting CFO at Eksigent Technologies. Eksigent develops systems that produce highly precise and accurate flow for medical device applications. Prior to Public Wireless, he was the Controller at Polaris Networks. Polaris developed optical transport switch that combines the functions of SONET ADM with a Wideband, Broadband and Super-broadband Digital Cross-connect System (DCS) in a single consolidated footprint. He held key Finance positions at Abbott Labs, Sears, GigaLabs, FlowWise Networks and Greenbriar Homes. Mr. Turqueza holds a bachelor's of science degree in Finance from CSUH and is working on his C.P.A requirements through UCLA.

EXHIBIT D

(Evidence of Applicant's Financial Capability)

PUBLIC WIRELESS, INC. (FORMERLY AMBER NETWORKS, INC.)
Balance Sheets for the Years ended

	<u>15-Dec-2008</u>	<u>31-Dec-2007</u>	<u>31-Dec-2006</u>
Balance Sheet			
Cash	\$		
Receivables			
Inventory, net of reserves			
Other current assets			
Equipment used in house, net of depreciation	REDACTED	REDACTED	
DAS field equipment, net of depreciation			
Other field equipment, net of depreciation			
	<u>\$</u>	<u></u>	<u></u>
Current liabilities	\$		
Deferred Revenue, net of amortization			
Deferred expenses			
Common Stock at par, less notes receivable			
Convertible Notes	REDACTED	REDACTED	
Accrued Note interest, convertible into Stock			
Retained earnings/)accumulated deficit)			
	<u>\$</u>	<u></u>	<u></u>

These Financial Statements are Unaudited

PUBLIC WIRELESS, INC. (FORMERLY AMBER NETWORKS, INC.)

December 15, 2008

Statements of Operations for the Years ended

	<u>YTD - 2008</u>	<u>31-Dec-2007</u>	<u>31-Dec-2006</u>
Revenue	\$	REDACTED	REDACTED
Cost of Revenue		REDACTED	REDACTED
Gross contribution		REDACTED	REDACTED
Operating expenses		REDACTED	REDACTED
Operating result before tax		REDACTED	REDACTED
Income taxes		REDACTED	REDACTED
Net loss for the year	\$	REDACTED	REDACTED

These Financial Statements are Unaudited

PUBLIC WIRELESS, INC. (FORMERLY AMBER NETWORKS, INC.)
Statements of Changes in Cash Flows for Years ended

	<u>YTD - 2008</u>	<u>31-Dec-2007</u>	<u>31-Dec-2006</u>
Cash Flow from Operations			
Operating income (expense) \$			
add back depreciation on in-house equipment			
add back depreciation on other field equipment			
add back depreciation on Site DAS			
add back change in inventory reserves			
less allocation of deferred revenue			
Changes in working capital			
Receivables			
Other current assets			
Inventory			
Current liabilities			
Deferred Revenue-General			
Deferred Revenue -DAS			
Deferred Long term Expenses			
Net cash provided (used) by operating activities			
Cash Flow from Investing activities			
Purchase of house equipment			
Purchase of other field equipment			
Purchase of DAS field equipment			
Net cash used by investing activities			
Cash Flow from Financing Activities			
Net cash from sale or purchase of common stock			
Net cash from sale of Convertible Notes			
Increase in accrued Note interest			
\$			
Net cash increase (decrease) for year			
Cash beginning of year			
\$			
Cash at end of year			
\$			