



CROCKER & CROCKER, P.C.

ATTORNEYS AT LAW

PATRICK D. CROCKER
patrick@crockerlawfirm.com

June 22, 2009

Ann Cole
Office of the Commission Clerk
Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

090344-TX
COMMISSION CLERK
09 JUN 24 PM 3:57
RECEIVED-FPSC

Re: Elite Telnet, LLC

Dear Ms. Cole:

Enclosed herewith for filing with the Commission, please find an original and 1 (one) copy of the above captioned corporation's *APPLICATION FOR AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA*, along with checks in the amount of \$400.00 to cover filing fees relating to same.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Please contact me if you have additional questions or concerns.

Very truly yours,

CROCKER & CROCKER, P.C.

Patrick D. Crocker

PDC/pas

COM _____
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OPC _____
RCP _____
SSC _____
SGA _____
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CLK Nonny

DOCUMENT NUMBER-DATE

06338 JUN 24 8

FPSC-COMMISSION CLERK

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF REGULATORY COMPLIANCE
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 Compliance
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: Elite Telnet, LLC

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

Not applicable ("N/A")

4. Official mailing address:

Street/Post Office Box: 3307 Evergreen Way, Suite 770-395

City: Washougal

State: WA

Zip: 98671

5. Florida address:

Street/Post Office Box: N/A

City:

State:

Zip:

6. Structure of organization:

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

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: M09000001445

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): 20-4729719

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

(a) The application:

Name: Patrick D. Crocker
Title: Attorney
Street name & number: 107 W. Michigan Ave, 4th Floor
Post office box:
City: Kalamazoo
State: MI
Zip: 49007
Telephone No.: (269) 381-8893
Fax No.: (269) 381-4855
E-Mail Address: patrick@crockerlawfirm.com
Website Address: www.compliancelawfirm.com

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

Name: Jerry Cady
Title: Managing Director
Street name & number: 3307 Evergreen Way, Suite 770-395
Post office box:
City: Washougal
State: WA
Zip: 98671
Telephone No.: (360) 837-3851
Fax No.: (360) 843-1467
E-Mail Address: jcady@elitetel.net
Website Address:

(c) Complaints/Inquiries from customers:

Name: Jerry Cady
Title: Managing Director
Street/Post Office Box: 3307 Evergreen Way, Suite 770-395
City: Washougal
State: WA
Zip: 98671
Telephone No.: (360) 837-3851
Fax No.: (360) 843-1467
E-Mail Address: jcady@elitetel.net
Website Address:

16. List the states in which the applicant:

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

Applicant is authorized as a competitive local exchange telecommunications company in the State of Illinois.

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

Applicant is filing applications to be certificated as a competitive local exchange telecommunications company contemporaneously with this filing in the States of California, Georgia, New York, Pennsylvania, and Texas.

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

Applicant is certified to operate as a competitive local exchange telecommunications company in Illinois.

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

Applicant has not been denied authority to operate as a competitive local exchange telecommunications company in any jurisdiction.

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

Applicant has had no regulatory penalties imposed for violations of 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.

Applicant has not been involved in any civil court proceedings with in interexchange carrier, local exchange company, or other telecommunications entity.

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 have been adjudged bankrupt, mentally incompetent, or guilty of any felony or crime.

(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 have been granted or denied a competitive local exchange certificate in the State of Florida.

(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 are an officer, director, partner, or stockholder in any other Florida certificated or registered telephone company.

18. Submit the following:

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

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

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

Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and

descriptions of business relationships with financial institutions.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

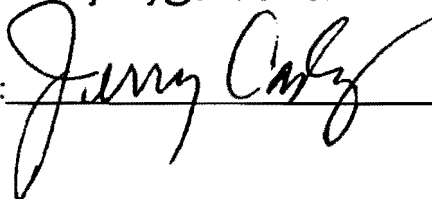
RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

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

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

Company Owner or Officer

Print Name: Jerry Cady
Title: Managing Director
Telephone No.: (360) 837-3851
E-Mail Address: jcady@elitetel.net

Signature:  _____

Date: 6/22/2009

EXHIBIT A

Articles of Organization



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 10, 2006

0182398-1

GARY P. HOLLANDER
30 NORTH LASALLE ST. STE 3900
CHICAGO, IL 60602-0000

RE ELITE TELNET, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

DUE TO STATUTORY CHANGES IN THE LIMITED LIABILITY COMPANY ACT, CERTIFICATES OF ORGANIZATION WILL NO LONGER BE ISSUED WITH THE ARTICLES OF ORGANIZATION.

SINCERELY YOURS,

A handwritten signature in black ink that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-5.5**

June 2005

Illinois
Limited Liability Company Act
Articles of Organization

FILE # 0182-398-1

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
Room 351 Howlett Building
501 S. Second St.
Springfield, IL 62756
www.cyberdriveillinois.com

SUBMIT IN DUPLICATE
Must be typewritten.

This space for use by Secretary of State.

FILED

APR 10 2006

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State.

Filing Fee: \$500

Approved: 

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

1. Limited Liability Company Name: Elite Telnet, LLC

The LLC name must contain the words Limited Liability Company, L.L.C. or LLC and cannot contain the terms Corporation, Corp., Incorporated, Inc., Ltd., Co., Limited Partnership or LP.

2. Address of principal place of business where records of the company will be kept: (P.O. Box alone or c/o is unacceptable.) 2800 N. Lake Shore Drive, Unit 3306

Chicago, Illinois 60657

3. Articles of Organization effective on: (check one)

the filing date

a later date (not to exceed 90 days after the filing date): _____

Month, Day, Year

4. Registered Agent's Name and Registered Office Address:

Registered Agent: Gary P. Hollander
First Name Middle Initial Last Name

Registered Office: 30 North LaSalle Street Suite 3900
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Chicago, Illinois 60602
City ZIP Code County

5. Purpose(s) for which the Limited Liability Company is organized: (if more space is needed, attach additional 8 1/2" x 11" sheets.)

"The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act."

To develop, produce, provide, market, sell, and resell telecommunications services, internet services, and related services, and to conduct the transaction of any or all lawful business for which limited liability companies can be organized under the Illinois Liability Company Act, including the ownership of real property.

6. Latest date, if any, upon which the company is to dissolve: _____

(Leave blank if duration is perpetual.)

Month, Day, Year

LLC-5.5

7. (OPTIONAL) Other agreed upon events of dissolution and/or provisions for the regulation of the internal affairs of the Company: (if more space is needed, attach additional 8 1/2" x 11" sheets.)

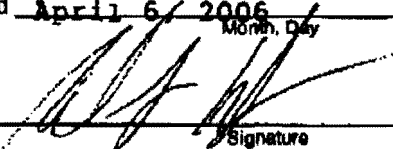
8. The Limited Liability Company: (Check either a or b below.)
 a. is managed by the manager(s) (List names and business addresses.)

Donald L. Winton
 2800 N. Lake Shore Drive
 Unit 3306
 Chicago, Illinois 60657

b. has management vested in the member(s) (List names and addresses.)

9. I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated April 6, 2006, 2006
Month, Day Year

1. 
Signature
Donald L. Winton, Manager
Name and Title (type or print)

Name if a Corporation or other entity

2. _____
Signature

Name and Title (type or print)

Name if a Corporation or other entity

1. 2800 N. Lake Shore Drive Unit 3306
Number Street
Chicago
City/Town
Illinois 60657
State ZIP Code

2. _____
Number Street

City/Town

State ZIP Code

Signatures must be in black ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.

State of Florida



Department of State

I certify from the records of this office that ELITE TELNET, LLC, is an Illinois limited liability company authorized to transact business in the State of Florida, qualified on April 16, 2009.

The document number of this limited liability company is M09000001445.

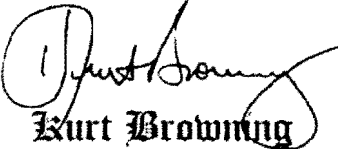
I further certify that said limited liability company has paid all fees due this office through December 31, 2009, and its status is active.

I further certify that said limited liability company has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of April, 2009



CR2EO22 (01-07)


Kurt Browning
Secretary of State

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ELITE TELNET, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Illinois 3. 20-4729719
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 10, 2006 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3307 Evergreen Way
Washougal, WA 98671
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:
Don Winton, 3307 Evergreen Way, Washougal, WA 98671

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To develop, produce, provide, market, sell and resell telecommunications services, internet services and related services.

Jerry Cody
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Jerry Cody Managing Director
Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 APR 16 AM 10:22

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ELITE TELNET, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Edwin F. Blanton

(Name)

810 Thomasville Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

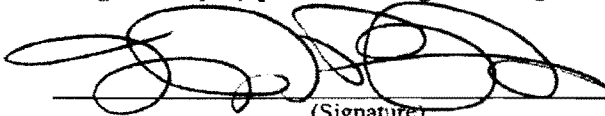
Tallahassee,

FL

32303

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

S 100.00	Filing Fee for Application
S 25.00	Designation of Registered Agent
S 30.00	Certified Copy (optional)
S 5.00	Certificate of Status (optional)

09 APR 16 AM 10:22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EXHIBIT B

Management Resumes

JERRY L. CADY
2106 NE 384th Ct
Washougal, WA 98671

Phone: (503) 545-9000

Jerry.cady@gmail.com

Home: (360) 837-3275

EXECUTIVE SUMMARY

Seasoned technology executive with a proven record of success leading organizations in start-up, growth and turn-around environments. Broad experience including general management, sales growth, product development, marketing, network operations, customer relationship management and strategic leadership. Participate in speaking engagements at industry events and conferences.

Business expertise:

- Financial Modeling
- Outsourcing Strategy & Implementation
- Margin Enhancement
- Cost Reductions
- Capital Formation
- New Business Initiatives
- Operational Efficiencies
- Customer/Service Enhancements
- Developing Profitable Operations
- Talent Development & Utilization

PROFESSIONAL EXPERIENCE

NEWEDGE NETWORKS, AN EARTHLINK COMPANY Vancouver, WA

2006 – 2007

Vice President Operations

Recruited by the founder and former CEO as successor with the intent of taking over as President CEO within 12 months. Earthlink's change in strategic direction caused a rethinking of plans for NewEdge Networks placing an Earthlink insider into the position. Initial staff of 125 with a budget of \$35M.

- Successfully launched three outsource call centers, one domestic and two offshore with a total of over 85 agents operating at 80/240 service levels for both customer service and technical support calls.
- Developed an atmosphere of accountability and established a customer centric culture.
- Upgraded talent level for critical technical and management positions.
- Reduced major account churn to the lowest levels in company history. Churn was reduced from over 2% per month to just over 1% per month with major account churn at well below 1% per month.
- Reduced staffing levels by ~35% by focusing on standardizing processes, reducing touch points, rewarding high performers and creating a culture of accountability.

iCORE NETWORKS, McLean, VA

2005 – 2006

Co-Founder, President and Chief Operating Officer

Retained under an 18-month management agreement by a hosted IP PBX market investor to provide the technical and operational expertise necessary to start a business. Also assisted in attracting additional investors.

- Developed five-year financial model that has proven accurate without modification to proceeding three years.
- Developed an operating plan including all aspects of the company infrastructure including customer activation and installation, billing system, financial systems, customer support, sales support, carrier interconnect agreements, vendor agreements, regulatory matters, product development and marketing. Formation of company to the first customer activation was achieved in less than six months.
- Reached positive EBITDA in less than 24 months.
- Successfully raised \$9M commitment in outside capital oversubscribing the \$7M raise.
- iCore is now one of the fastest growing VoIP Hosted PBX companies in the country, finishing 2007 at over \$12M in annual sales and growing at \$75K per month.

PINGTONE COMMUNICATIONS, Herndon, VA

2002 – 2005

President, Chief Executive Officer

Recruited by the Board of Directors and investors to turn the company around. Took over company when nearly \$5M had been invested with no meaningful results. Successfully led the company to gain a prominent position in the market and became one of the success models for the industry.

PINGTONE COMMUNICATIONS continued

- Re-engineered the deployment of the technology with an emphasis on reliability and product marketability.
- Developed a go to market strategy that leveraged the Cisco channels and management within Cisco. Strategy proved successful enough that Cisco used it as a national strategy following Pingtone's lead.
- Developed a product strategy that delivered higher than normal margins as compared to counterpart companies maintaining margins of over 50% on sales of over \$5M. The company currently maintains the same margins following the same product strategy and had 2007 sales of over \$7M.
- Worked closely with the Chairman and lead investor to secure additional angel investments totaling over \$7M.
- Obtained venture commitment of \$15M to \$25M to open new geographic markets, however, the board decided not to proceed in order to avoid dilution.
- Upon departure, company was EBITDA positive and remains profitable today with a free cash flow of approximately 10%.

INDEPENDENT CONSULTANT, Seattle, WA**2001 – 2002****Chief Restructuring Officer, Ardent Communications**

2001 - 2002

Ardent was a publicly traded company (formerly NASDAQ ARDT) that entered bankruptcy October 2001. Retained by the board initially to assess options for the outcome of the bankruptcy. Developed a plan to position the intact assets for sale as a viable ongoing entity, maximizing the value to creditors.

- Reduced expenses bringing the company to an EBITA positive state allowing for an orderly sale.
- Developed a comprehensive due diligence package for potential buyers.
- Successfully sold the company to a division of Hong Kong Telephone.
- Improved cash position to a higher level on the sale date.
- Stayed on to integrate the organizations, attaining full integration in less than four months.

Acquisitions

2001

Formed a partnership group to raise capital for the acquisition of distressed assets.

- Performed six months due-diligence and business plan development for the potential acquisition of Winstar Communications.
- Successfully attracted \$100M in equity capital and a commitment for another \$100M in debt in order to bid on the assets of Winstar.

BAZILLION, Seattle, WA**1999 – 2001****Chief Operating Officer**

2000 - 2001

Worked closely with the board, CEO, primary investor and potential "B round" institutional investors and venture capital firms. In addition, continued to lead the Engineering and Operations teams.

Executive Vice President of Engineering and Operations

1999 – 2000

Led the Engineering and Operations teams of this early VoIP start-up from early development through launch.

- Up-graded engineering talent and management leading to launch of Internet-based toll quality voice service.
- Implemented operating environment that allowed the company to quickly scale following launch.

ELECTRIC LIGHTAVE, Vancouver, WA**1997 – 1999****Executive Vice President of Engineering and Operations**

1998 - 1999

Led Engineering organization tasked with gaining control of a major build that was significantly over budget.

- Successfully led the completion of the 3300-mile fiber build and brought costs under control.

Executive Vice President of Operations

1997 - 1998

Hired to turn around the dysfunctional back-office and operations organizations. Upon joining the company order flow, customer satisfaction and network management were the primary inhibitors to sales growth and customer churn was excessive.

- Created an environment of accountability at every level in the organization.

ELECTRIC LIGHTAVE continued

- Reorganized operations to ensure minimal hand-off between teams leading to greater than 10 fold improvement in order cycle time.
- Made improvements while reducing staff by ~15% by creating a culture of positive reinforcement, accountability and eliminating work group silos.
- Identified ~\$25M in sunk inventory, which was then recovered and redeployed in new customer locations.
- Re-organized and automated Customer Service, which led to high customer satisfaction.
- Reduced customer churn to well below industry average.

PACNET - MIDCOM COMMUNICATIONS, Seattle, WA**1992 - 1997****Vice President Engineering and Operations, Midcom****1996 - 1997**

Following the success of PacNet, led all Engineering, Operations and all independent business units of Midcom.

- Completed the deployment of 5 T-1 carrier switches nationwide transitioning Midcom from a long distance reseller to a facilities-based carrier.
- Increased profitability and achieved significant growth in all independent business units during this time.
- Improved Back-office operations thus eliminating the need for additional staff as company grew.

Vice President Operations, General Manager PacNet**1994 - 1996**

After the departure of the founder of PacNet, was brought in to run all of PacNet operations.

During this time PacNet became a model in the industry for product innovation and market penetration.

- Developed a strategy that emphasized quality with a price premium for that quality. The pricing strategy placed PacNet 15% higher than AT&T.
- Achieved customer churn that was far below industry average at <1% per year.
- Successfully managed division providing 12% free cash flow.

Regional Sales Director, Midcom**1993 - 1994**

After PacNet's acquisition by Midcom, assumed the roll as Regional Sales Director in order to develop a strategy that would maximize the Midcom sales force.

- Led the sales team from the bottom producer to the top-producing region in the country. Took team from attaining ~70% of sales target to attaining >120% of an increased sales target.
- Determined that the methods needed to obtain high volumes of long distance customers was inconsistent with selling complex networks. Developed a referral program instead of launching Frame Relay to the long distance sales force.

Program Manager, PacNet**1992 - 1993**

Developed a plan for the company to enter the Frame Relay Market. Subsequently launched the product and implemented the plan.

- The product launch was successful and had its foundation in an industry leading go to market plan and product strategy.
- Maximized market penetration by developing a wide but controlled channel partner strategy.
- Developed innovative tactics including implementing the first inter-carrier interfaces to share network.
- Founded UniSPAN, a consortium of regional Frame Relay providers joined together creating the largest Frame Relay network in the world.

EDUCATION & PROFESSIONAL DEVELOPMENT

Financial and Business Management college coursework

Organizational Change Management

Leadership Management

Member, Frame Relay Forum

Business Owner

EXHIBIT C

Financial Capability

Elite Telnets, LLC is a wholly owned subsidiary of Service Manager Holdings, Inc.

Elite Telnets does not have financials and is submitting the financial information for its parent company.

BALANCE SHEET

**Service Manager Holdings, Inc.
Business Plan**

	Opening Balance	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Year 2009	Year 2010	Year 2011
Fixed Assets																
IT / Office Equipment										3,917	7,752	11,507	15,184	15,184	101,388	166,041
Plant & Machines									122,396	119,846	117,349	237,900	232,356	232,356	1,111,767	1,771,325
Intangible Assets (Development)															900,000	2,475,000
Other Fixed Assets																
									122,396	123,763	126,101	248,807	247,540	247,540	2,113,155	4,412,366
Current Assets																
Cash			451	37,390	138,079	325,461	229,075	45,609	50,652	72,902	56,655	211,924	211,924	2,413,366	9,258,047	
Trade Debtors				25,000	150,000	275,000	425,000	575,000	725,000	875,000	1,025,000	1,175,000	1,175,000	1,175,000	1,175,000	
Stock																
			451	12,390	288,079	600,461	653,075	620,609	775,652	947,902	1,081,655	1,386,924	1,386,924	3,588,388	10,433,047	
Current Liabilities																
Trade Creditors & Accruals			-	- 3,748	- 521	- 5,030	- 25,176	- 43,879	- 66,322	- 49,689	- 96,357	- 108,275	- 126,193	- 126,193	- 607,615	- 1,232,942
VAT Creditor (Debtor)																
Other Creditors																
			- 3,748	- 621	- 5,030	- 25,176	- 43,879	- 66,322	- 49,689	- 96,357	- 108,275	- 126,193	- 126,193	- 607,615	- 1,232,942	
Net Current Assets			4,199	11,869	293,108	625,637	896,954	686,931	825,341	1,043,259	1,190,130	1,513,117	1,513,117	4,196,003	11,665,989	
Total Assets less Current Liabilities			4,199	11,869	293,108	625,637	896,954	809,327	949,104	1,168,360	1,438,837	1,760,667	1,760,667	6,309,158	16,078,355	
Long Term Creditors																
Long Term Loans				60,000	100,000	500,000	900,000	990,000	1,065,000	1,155,000	1,245,000	1,335,000	1,425,000	1,425,000	1,425,000	300,000
Loans from Directors																
Other Creditors due after 1 year																
				60,000	100,000	500,000	900,000	990,000	1,065,000	1,155,000	1,245,000	1,335,000	1,425,000	1,425,000	1,425,000	300,000
NET ASSETS			- 55,801	- 111,869	- 206,892	- 274,363	- 293,046	- 266,673	- 208,896	- 76,640	103,937	335,667	335,667	4,884,158	15,778,355	
SHAREHOLDERS FUNDS																
Share Capital & Premium																
Profit & Loss Account				32,521	111,869	206,892	274,363	293,046	266,673	208,896	76,640	103,937	335,667	335,667	4,884,158	15,778,355


PROFIT & LOSS ACCOUNT

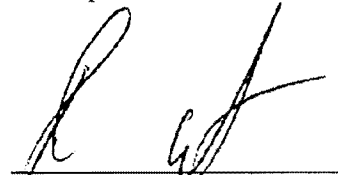
**Service Manager Holdings, Inc.
Business Plan**

	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Year 2009	Year 2010	Year 2011
Sales				25,000	150,000	275,000	425,000	575,000	725,000	875,000	1,025,000	1,175,000	5,250,000	25,071,000	44,871,000
Cost of Sales				12,750	76,500	136,043	210,248	284,453	358,658	432,863	507,068	581,273	2,599,853	12,034,080	20,591,950
Gross Profit				12,250	73,500	138,958	214,753	290,548	366,343	442,138	517,933	593,728	2,650,148	13,036,920	24,279,050
Administrative Expenses															
Offices & Rates					1,000	1,000	1,000	1,000	4,000	4,000	4,000	4,000	20,000	116,000	194,000
G&A Salaries & Load			50,126	50,126	102,690	120,675	134,599	139,821	139,821	139,821	139,821	139,821	1,257,573	2,674,568	3,474,038
Sales Salaries & Load					29,500	37,367	37,367	37,367	49,167	56,050	56,050	63,917	366,785	767,004	767,004
Utilities					200	200	200	200	200	800	800	800	3,400	5,400	5,400
Telephones										1,200	1,200	1,200	3,600	26,000	60,000
Insurance					500	500	500	500	500	500	500	500	4,000	13,200	15,840
Stationery & Post			200	350	350	350	500	500	500	500	500	500	4,250	9,000	13,500
Office Equipment Rental								500	500	500	500	500	2,500	12,000	15,000
Website Costs				75	75	75	75	75	25,000	250	250	250	26,125	35,000	43,750
Accountancy Costs					400	400	400	400	400	400	400	400	3,200	19,200	48,000
Legal & Professional Fees			1,000	5,000	5,000	5,000	10,000	10,000	10,000	10,000	10,000	10,000	76,000	180,000	270,000
Travel & Subsistence			3,500	1,200	3,000	3,000	3,000	3,000	4,000	4,000	4,000	4,000	32,700	105,600	158,400
Motor Expenses			75	75	150	150	150	500	500	700	700	700	3,700	21,000	31,500
Other Expenses															
Bank Charges				325	325	400	400	400	400	400	400	400	3,450	7,200	10,800
Network Operating Costs				10,000	20,000	20,000	20,000	20,000	30,000	30,000	40,000	40,000	230,000	900,000	2,340,000
Marketing Costs			500	500	500	2,000	2,000	2,000	3,000	3,000	3,000	8,000	24,500	96,000	144,000
Research Costs														183,000	270,000
Provision for Bad Debts							375	2,250	4,125	6,375	8,625	10,875	32,625	1,002,840	1,794,840
			55,401	67,651	183,690	191,117	210,568	218,513	272,113	258,496	270,746	285,863	2,094,408	6,170,012	9,646,072
Sales & Distribution Costs					1,500	9,000	16,500	25,500	34,500	43,500	52,500	61,500	244,500	1,504,260	2,692,260
Depreciation								2,604	2,633	2,662	5,294	5,267	18,460	704,385	1,470,789
Operating Profit (EBIT)			- 55,401	- 55,401	- 91,690	- 61,160	- 12,314	43,931	57,097	137,480	189,393	241,098	292,780	4,658,263	10,869,929
Interest Payable															
Overdraft Interest (Interest Received)						312	230	542	380	76	84	122	1,124	4,238	48,268
Loan Interest Payable			400	697	3,333	6,000	6,600	7,100	7,700	8,300	8,900	9,500	58,500	114,000	24,000
Profit Before Corporation Tax			- 55,801	- 56,068	- 95,022	- 67,471	- 18,683	37,373	49,777	129,256	180,578	231,720	235,404	4,548,502	10,894,197
Corporation Tax															
Net Profit / (Loss)			- 55,801	- 56,068	- 95,022	- 67,471	- 18,683	37,373	49,777	129,256	180,578	231,720	235,404	4,548,502	10,894,197
Dividends Payable															
Profit to Reserves			55,801	56,068	95,022	67,471	18,683	37,373	49,777	129,256	180,578	231,720	235,404	4,548,502	10,894,197

Statement of Financial Accuracy

Financial projections and financial statements provided have been reviewed by the officers of Elite Telnet, LLC and are accurate and based on the best information available from market understanding, research and years of direct experience.


Jerry Cady, Managing Partner
Date: 6/9/2009


Don Winton, Partner
Date: 6-9-09