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August 17, 2004

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Gunter Bldg.
Tallahassee, Florida 32399-0850
(850) 413-6770

RECEIVED - PSC
AUG 18 AM 10:55
COMMISSION
CLERK

Re: Airespring, Inc.

To Whom It May Concern:

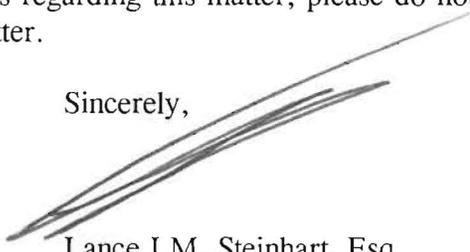
Enclosed please find one original and six (6) copies of Airespring, Inc.'s (Airespring) Application for Authority to Provide Local Exchange Telecommunications Service Within the State of Florida.

I also have enclosed a check in the amount of \$250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding this matter, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Lance J.M. Steinhart, Esq.
Attorney for Airespring, Inc.

RECEIVED & FILED

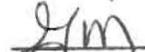
FPSC-BUREAU OF RECORDS

Enclosures
cc: Cynthia Firstman

RECEIVED - PSC
AUG 18 AM 10:13
DISTRIBUTION CENTER

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records. DOCUMENT NUMBER-DATE

Initials of person who forwarded check 9003 AUG 18



FPSC-COMMISSION CLERK

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

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

Instructions

This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).

Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.

Use a separate sheet for each answer which will not fit the allotted space.

Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480

APPLICATION

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

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

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Airespring, Inc.

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

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

6060 Sepulveda Blvd.

Ste. 220

Van Nuys

CA

91411

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

None

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: _____

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:**

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

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

F02000001958

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

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

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

(a) The Florida Secretary of State registration number:

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

Name: _____

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: _____

14. Provide F.E.I. Number(if applicable): ⁹⁵⁻⁴⁸⁶²⁹¹⁰ _____

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

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

No

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

No

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

(a) The application:

Name: Lance J.M. Steinhart

Title: Regulatory Counsel

Address: 1720 Windward Concourse

City/State/Zip: Alpharetta, Georgia 30005

Telephone No.: (770) 232-9200 Fax No.: (770) 232-9208

Internet E-Mail Address: lsteinhart@telecomcounsel.com

Internet Website Address: _____

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

Name: Cynthia Firstman
Title: Director of Finance
Address: 6060 Sepulveda Blvd. Ste. 220
City/State/Zip: Van Nuys CA 91411
Telephone No.: (818) 786-8990 Fax No.: (818) 786-9225

Internet E-Mail Address: cat@airespring.com
Internet Website Address: www.airespring.com

(c) Complaints/Inquiries from customers:

Name: David Lonstein
Title: Customer Service Supervisor
Address: 6060 Sepulveda Blvd. Ste. 220
City/State/Zip: Van Nuys CA 91411
Telephone No.: (818) 786-8990 Fax No.: (818) 786-9225

Internet E-Mail Address: david@airespring.com
Internet Website Address: www.airespring.com

17. List the states in which the applicant:

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

California

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

Arizona and Colorado.

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

California.

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

None

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

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

18. Submit the following:

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

See Attached biographical information.

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 Attached biographical information. In addition, the company will rely upon its underlying facilities-based carriers for technical maintenance.

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

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Avi Lonstein

Print Name

President

Title

(818) 786-8990

Telephone No.



Signature

8/12/05

Date

(818) 786-9225

Fax No.

Address: 6060 Sepulveda Blvd. Ste. 220

Van Nuys CA 91411

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

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

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

UTILITY OFFICIAL:

Avi Lonstein

Print Name

President

Title

(818) 786-8990

Telephone No.



Signature

8/12/04

Date

(818) 786-9225

Fax No.

Address:

6060 Sepulveda Blvd.

Ste. 220

Van Nuys

CA

91411

LIST OF ATTACHMENTS

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

STATEMENT OF FINANCIAL CAPABILITY

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

Management Profiles

Avi Lonstein, Chief Executive Officer

As the former President of ADDTEL Communications, Mr. Lonstein was directly responsible for taking ADDTEL from a start-up operation to a nationwide long distance reseller with over \$40 million in annualized revenues, and a highly respected agency network made up of over 140 agents in 17 states. Under Mr. Lonstein's direction, ADDTEL was recognized as one of the industries most innovative and well-managed companies, and experienced substantial growth during Mr. Lonstein's 8 year tenure. Mr. Lonstein is well known in the resale telecommunications industry, and was one of the founding members of the industry's trade association, the Association of Communications Enterprises (ASCENT). Prior to co-founding ADDTEL, Mr. Lonstein held the position of Assistant Controller at Michael Baybak and Company, a corporate public relations firm.

Tony C. Lonstein, Executive Vice President

As the former co-founder and Chairman of ADDTEL Communications, Mr. Lonstein was responsible for the overall strategic direction for ADDTEL. Over and above successfully raising start-up funding at ADDTEL's inception, Mr. Lonstein was involved in extensive negotiations with major carriers, including AT&T and MCI Worldcom, as well as with major customers, which included such companies as Earthlink Network. Mr. Lonstein's prior experience includes the complex structure of several multinational trading agreements, as well as international import/export and commodities trading.

Michael Baybak, Advisory Board

Mr. Baybak is principal of Michael Baybak and Company, Inc., headquartered in the Los Angeles area. The company, founded May 1, 1979, services a diversified North American clientele of financial advisors and public companies.

The company has a distinguished history as the national PR firm acting for the passage of the Balanced Budget/Tax Limitation Amendment in the U.S. Senate, 1981-5, working with Dr. Milton Friedman's National Tax Limitation Committee. Clients have included numerous financial institutions, including Oppenheimer & Co., Imperial Bancorp, Permanent Portfolio Family of Funds, Charles Allmon of GSO Trust, and others. The firm has also been the long-term advisor for many prominent financial advisors. The company has long acted for emerging companies in a variety of industries, many of which it has prominently profiled in U.S. business media.

Mr. Baybak graduated from Columbia University and attended Yale Law School. Before entering the financial public relations field in 1977 as an account executive, he was a business writer for a number of organizations including McGraw-Hill and The Christian Science Monitor.

Dr. Aharon Friedman, Advisory Board

Mr. Friedman co-founded Fortress Technologies, Inc., a wireless network security company with headquarters in Tampa, Florida in 1995. He possesses over 20 years of computer science and networking experience. Formerly, he served as a Senior Scientist at Brookhaven National Laboratory, where he designed and supervised the construction of one of the largest distributed control systems in the world. Formerly, he managed a research and development project on aircraft unstructured modeling for the US Air Force while employed at Science Applications International Corporation. He has been recognized for significant contributions to particle accelerator research and published over 40 papers in various scientific journals. Dr. Friedman holds a doctorate in Physical Electronics and Physics from Tel-Aviv University.

Matthew Feshbach, Advisory Board

Matthew Feshbach was the Managing General Partner of Feshbach Bros., an investment management firm, from 1982 through 1996.

During this time Feshbach Bros. grew assets under management from \$20,000 to a peak of \$1 Billion and performed in the top 1% of all money managers in the United States, equity or debt, according to a survey by Piper Jaffrey. Since 1996 Mr. Feshbach has principally been a private investor. Mr. Feshbach also serves as the chairman of FatpipeU, a broadband outsourced training skills company, headquartered in Orange County, California.

Richard M. Torre, Advisory Board

After twenty years of diversified national and international business experience on both coasts, Dick Torre founded the predecessor to Global Vantage, Ltd., sixteen years ago. The firm specializes in mergers and acquisitions, corporate debt and equity financing, merchant banking, captive finance/leasing and cross-border financing.

Dick is an active board member for a variety of public and private firms and civic organizations. He is currently Vice Chairman, Pacific Mercantile Bank (NASDAQ); Chairman, Exceed Capital Holdings, Ltd. (CDN); Vice-Chairman, JLiv Foodservices, Inc.; Vice-Chairman, E-Books Interactive, Inc. and is the former Chairman of the Forum for Corporate Directors. Dick is also a member of the Executive Board, Graduate School of Management at the University of California, Irvine and a member of the Association for Corporate Growth.

A summa cum laude graduate of Fordham University, Physics, in 1963, he has been a guest lecturer or faculty member at Pepperdine University, the U.S. Naval Institute, City College of New York, Woodbury University, the New York Institute of Credit and Melbourne University on topics as diverse as business/finance and the strategy and tactics of the Pacific War 1937-1945.

Pete Summers, Advisory Board

Mr. Summers was the co-founder and director of Anaserve Inc., a California based Web hosting firm. After growing Anaserve to a customer base of more than 10,000 web sites, the company was purchased by Concentric Networks in 1997. Concentric Networks has since been purchased by XO Communications. Prior to his tenure at Anaserve, Mr. Summers founded Software Central, a software distribution firm servicing major business accounts throughout the U.S. Software Central was sold to a consortium of investors in 1987. Mr. Summers is currently a private investor.

STATEMENT OF FINANCIAL CAPABILITY
Airespring, Inc.

Applicant has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Applicant's stated financial capability, a copy of its Balance Sheets as of December 31, 2001, December 31, 2002, December 31, 2003 and May 31, 2004, and Profit & Loss Statement for the period from inception (May 24, 2001) through May 31, 2004 is attached to its application. Applicant intends to fund the provision of service through internally generated cash flow. Applicant also has the ability to borrow funds, if required, based upon its financial capabilities, to provide service in the State of Florida.