

LAW OFFICES OF
PARKER, POE, ADAMS & BERNSTEIN, L.L.P.

P.O. BOX 389
150 FAYETTEVILLE STREET MALL
SUITE 1400
RALEIGH, NORTH CAROLINA 27602-0389
TELEPHONE 919-828-0564 FACSIMILE 919-834-4564

LAYTH S. ELHASSANI
ASSOCIATE

May 25, 2000

DIRECT DIAL
(919) 890-4176

lse@parkerpoe.com
www.parkerpoe.com

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Application of Broadplex LLC for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Exchange Access Telecommunications Services Within Tennessee; Docket No. 0000173

Dear Mr. Waddell:

Broadplex LLC ("Broadplex" or "Applicant") hereby submits the original and fourteen (14) copies of a Letter Amendment to its application seeking authority to operate as a reseller and facilities-based provider of switched local exchange and exchange access services within the State of Tennessee. Please date-stamp two copies and return them to the undersigned in the postage paid envelope provided.

Broadplex, by and through its undersigned counsel, hereby responds to the six part Information Request from the TRA which was made on March 8, 2000, and the TRA's subsequent generic data request, by submitting the following supplemental information and documentation:

1. Attached hereto as **Exhibit A** is Broadplex's license to do business in the State of Tennessee.
2. Attached hereto as **Exhibit B** is the biography of Michael Ball, who is at this time the key executive in charge of accounting and financial affairs.
- 3, 4. Attached hereto as **Exhibit C** is Michael Ball's sworn pre-filed testimony. Included in that testimony is a statement that Broadplex will notify the TRA within sixty (60) days prior to voice services being offered along with applicable services such as 911, and that at that time the intraLATA Toll Dialing Parity Plan will be filed.
5. Broadplex will not require any Customer Provided Equipment (CPE) that is not already required by the ILEC.
6. Filed separately as **Exhibit D** are Balance Sheets and Cash Flows for years 2000, 2001 and

PPAB-RA1/173806.1

CHARLOTTE
704-372-9000

COLUMBIA
803-255-8000

SOUTH PARK
704-556-9600

SPARTANBURG
864-591-2030

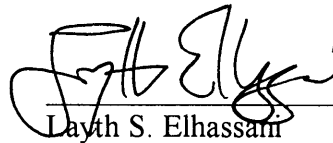
FRANKFURT
011-49-6196-750081

2002. Broadplex respectfully requests that the confidential financial information contained in Exhibit D not be made a part of the public record.

7. Attached hereto as Exhibit E is the TRA data request questionnaire with Broadplex's corresponding answers.

Should there be any questions or additional information required, please do not hesitate to contact April Ingram at (615) 252-2302 or Layth Elhassani at (919) 890-4176. We both look forward to hearing from you.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'Layth Elhassani', is written over a horizontal line.

Layth S. Elhassani
Parker, Poe, Adams & Bernstein, LLP

April Ingram
Boult, Cummings, Conners & Berry, PLC

Attorneys for Broadplex LLC

Enclosures

EXHIBIT LIST

Exhibit A	Broadplex's license to do business in the State of Tennessee
Exhibit B	Biography of Michael Ball
Exhibit C	Pre-filed testimony of Michael Ball
Exhibit D	Balance Sheets and Cash Flows
Exhibit E	Questionnaire

EXHIBIT A

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/24/00
REQUEST NUMBER: 3835-2245
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/23/00 1111
EFFECTIVE DATE/TIME: 02/23/00 1111
CONTROL NUMBER: 0385112

TO:
BROADPLEX, LLC
130 MINE LAKE CT.
SUITE 100
RALEIGH, NC 27615

RE:
BROADPLEX LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 02/24/00

FROM:
BROADPLEX, LLC
130 MINE LAKE CT.
SUITE 100
RALIEGH, NC 27615-0000

	FEE	
RECEIVED:	\$300.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$300.00
RECEIPT NUMBER:	00002627158	
ACCOUNT NUMBER:	00331806	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

Broadplex, LLC

FILED

STATE OF TENNESSEE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Broadplex LLC

If different, the name under which the certificate of authority is to be obtained is:
(same as above)

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).

2. The state or country under whose law it is formed is: North Carolina3. The date of its organization is: September 3, 1999 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

130 Mine Lake Ct., Suite 100Raleigh, NC27615

Street

City/State

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

530 Gay St.Knoxville, TNKnox37902

Street

City/State

County

Zip Code

The name of its registered agent at that office is: CT Corporation System6. The number of members at the date of filing 57. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) upon approval

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

2-17-2000

Signature Date

Manager

Signer's Capacity

Broadplex, LLC

Name of Limited Liability Company

Michael L. Ball

Signature

Michael L. Ball

STATE OF NORTH CAROLINA



RECEIVED
STATE OF TENNESSEE
00 FEB 23 AM 11:11
Department of The
Secretary of State
SECRETARY OF STATE

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

BROADPLEX, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 3rd day of September, 1999, with its period of duration ending DEC 2050.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 9th day of February, 2000.

Elaine F. Marshall

Secretary of State

EXHIBIT B

Michael Ball

Michael Ball, President of BroadPlex, currently has primary responsibility for the financial affairs of the Company, including the preparation of financial forecasts that are the key financial activity in the Company's current startup phase, prior to the commencement of business operations. Operations-level accounting personnel have been hired to commence work at the commencement of business operations, and a CFO is currently being recruited and is also expected to be on board upon the commencement of business operations.

Michael Ball obtained his undergraduate and law degrees from UNC-Chapel Hill. In addition to coursework in accounting, he has broad experience in a variety of management disciplines including financial management, with extensive experience in the preparation and analysis of financial forecasts. He is a veteran of the telecom industry, with 15 years successful experience in a variety of roles, from regulatory attorney to strategic and general management. Early in his career, he practiced tax law in Raleigh, North Carolina. He later emerged as a leading attorney in the area of state telecommunications regulation, first at the North Carolina Utilities Commission Public Staff and then with Sprint. He then moved into management, directing Sprint's alternate channel marketing to consumers and driving 400% revenue growth through marketing partnerships in 3 years. In this role, he had both revenue and margin responsibility (equivalent to P&L responsibility except for allocated costs such as network, etc.). Subsequently, he led strategic planning and marketing alliance development for Sprint's interactive services unit at the outset of the Web explosion in the early to middle 90's.

His recent management experience includes co-founding EnterIT.com with Rocco DiSanto as well as involvement in key roles with other ventures. At EnterIT.com, where he served as President, he was responsible for total company operations including the preparation of financial forecasts as well as general accounting and financial management.

EXHIBIT C

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

NASHVILLE, TENNESSEE

APPLICATION OF BROADPLEX LLC FOR A)	
CERTIFICATE OF CONVENIENCE AND)	PRE-FILED TESTIMONY
NECESSITY TO PROVIDE FACILITIES-BASED)	OF MICHAEL L. BALL
AND RESOLD LOCAL EXCHANGE AND)	
EXCHANGE ACCESS TELECOMMUNICATIONS)	
SERVICES WITHIN TENNESSEE		

I, Michael L. Ball, do hereby testify as follows in support of the application of Broadplex LLC ("Broadplex") for a certificate of convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee.

Q. PLEASE STATE YOUR FULL NAME, BUSINESS ADDRESS AND TITLE.

A. My name is Michael Ball and my business address is 130 Mine Lake Ct., Suite 100
Raleigh, North Carolina 27615.

**Q. ARE ALL STATEMENTS IN BROADPLEX'S APPLICATION FOR A
CERTIFICATE OF CONVENIENCE AND NECESSITY FILED BEFORE THE
TENNESSEE REGULATORY AUTHORITY TRUE AND CORRECT TO THE
BEST OF YOUR KNOWLEDGE, INFORMATION AND BELIEF?**

A. Yes.

Q. PLEASE DESCRIBE THE CURRENT CORPORATE STRUCTURE OF BROADPLEX.

A. Broadplex is a limited liability company organized under the laws of the State of North Carolina and has authority to transact business in Tennessee. Broadplex is a start-up company, which has no parent, subsidiary or affiliate companies.

Q. DOES BROADPLEX POSSESS THE REQUISITE MANAGERIAL, FINANCIAL, AND TECHNICAL ABILITIES TO PROVIDE THE SERVICES FOR WHICH IT HAS APPLIED FOR AUTHORITY?

A. Yes.

Q. PLEASE DESCRIBE BROADPLEX'S FINANCIAL QUALIFICATIONS.

A. Broadplex is financially qualified to provide facilities-based and resold local exchange and exchange access telecommunications services in Tennessee and elsewhere. Broadplex has provided the TRA with its business plan, which demonstrates that Broadplex has the financial resources necessary to meet its financial obligations in Tennessee.

Q. PLEASE DESCRIBE BROADPLEX'S MANAGERIAL TECHNICAL QUALIFICATIONS.

A. Broadplex possesses the managerial and technical qualifications to provide telecommunications services in Tennessee. As described in the biographical information accompanying its application, Broadplex's management team has extensive management and

business experience in telecommunications and other industries. Broadplex's current management and employees have technical abilities and experience that will enable the company to engineer, construct and manage its telecommunications network.

Broadplex proposes to begin by providing telecommunications services on a resold basis in Kingsport, Johnson City and Bristol. Broadplex will not require Tennessee consumers to purchase CPE that cannot be used with the incumbent local exchange carrier's systems.

Q. WHAT SERVICES WILL BROADPLEX OFFER/

A. Broadplex seeks authority to provide a full-range of local exchange and exchange access telecommunications services throughout the State of Tennessee. Broadplex ultimately intends to offer this broad range of telecommunications services through the use of its own facilities, resold services and through a combination of these provisioning approaches. Also, although Broadplex will begin by only offering data services, eventually Broadplex intends to offer voice services as well. Broadplex will notify the TRA at least sixty days before it commences offering voice service in Tennessee. Broadplex seeks certification to provide all of the services that can be provided by a local exchange company under the Tennessee Regulatory Authority's Rules. Broadplex will offer these services to all customers in its certificated area. Broadplex either directly or through arrangements with other carriers or companies will provide those services required by TRA Rule 1220-4-8-.04(3)(b).

Broadplex will, upon certification and before offering service, file its initial tariff with the TRA setting forth the rates, charges and regulations for its services.

**Q. WILL THE GRANTING OF A CERTIFICATE OF CONVENIENCE AND
NECESSITY TO BROADPLEX SERVE THE PUBLIC INTEREST AND NEED?**

A. Yes. The grant of a certificate of public convenience and necessity to Broadplex to provide facilities-based and resold services within Tennessee will benefit the public because it will increase competition and customer choice for users of exchange access and local exchange services. By increasing competition, Broadplex's provision of service is expected to improve the price and quality of telephone service in Tennessee. Moreover, Broadplex's entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. To the contrary, the presence of another authorized carrier will provide additional consumer choice, promote competition, lower prices and stimulate development of additional telecommunications services. As opportunities for economic growth continue to shift toward information services and technology, the quality of Tennessee's communications will determine the state's ability to attract and maintain jobs because a modern telecommunications infrastructure attracts industry and lowers production costs.

**Q. HAS BROADPLEX FILED ITS SMALL AND MINORITY-OWNED BUSINESS
PARTICIPATION PLAN?**

A. Yes.

Q. WILL BROADPLEX COMPLY WITH TENNESSEE'S TOLL DIALING PARTY PLAN REQUIREMENT?

A. Yes. Broadplex will file a toll dialing party plan sixty (60) days before commencing voice-grade local exchange service in Tennessee.

Q. WILL BROADPLEX OFFER TELECOMMUNICATIONS SERVICES IN AREAS SERVED BY RURAL TELCOS OR TELEPHONE COOPERATIVES?

A. Broadplex seeks statewide authority to the extent permitted by law. Unless otherwise permitted by federal or state law, Broadplex does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. Broadplex also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Broadplex reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

Q. HAS BROADPLEX APPLIED FOR CERTIFICATION TO PROVIDE TELECOMMUNICATIONS SERVICES IN ANY OTHER STATES?

A. Yes. Broadplex has applied for certification to provide local exchange services in North Carolina, Georgia, South Carolina and Virginia.

Q. WHO IS KNOWLEDGEABLE ABOUT BROADPLEX'S OPERATIONS AND WILL SERVE AS BROADPLEX'S REGULATORY AND CUSTOMER SERVICE CONTACT?

A. I will serve as the responsible regulatory officer for the TRA to contact regarding Broadplex filing requirements subsequent to approval. Anne Hill, Customer Service Manager, is knowledgeable about Broadplex's operations. Ms. Hill will possess ultimate responsibility for monitoring and overseeing Broadplex's maintenance and repair systems in Tennessee. In addition, customers may contact Ms. Hill at (888) 225-6005 for service problems.

Q. HAS BROADPLEX BEEN INVOLVED IN ANY PERTINENT MERGERS OR ACQUISITIONS?

A. No.

Q. WILL BROADPLEX COMPLY WITH ALL APPLICABLE STATUTES, RULES AND ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE?

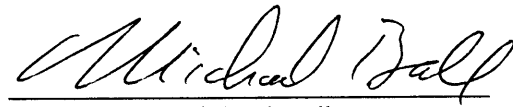
A. Yes.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes.

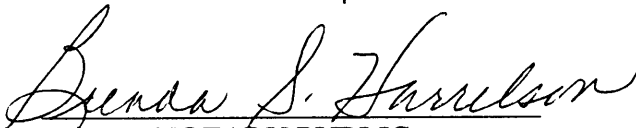
VERIFICATION

Michael Ball, first being duly sworn, deposes and says that he is the President of Broadplex LLC, that he has read the foregoing PREFILED TESTIMONY OF MICHAEL BALL, and that the same is true to his own knowledge, except as to the matters and things therein set forth on information and belief, and as to those he believes them to be true.



Michael Ball

Sworn to and subscribed before me
this the 10 day of ~~April~~^{May}, 2000.


NOTARY PUBLIC

My Commission Expires: 7-5-2004

EXHIBIT D

Projected Financials for Broadplex LLC

NOTE: This Exhibit contains confidential and proprietary information and is being filed separately under seal.

EXHIBIT E

TRA Data Request

Numbering Issues

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

Answer: One (1).

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Answer: One (1) in Tennessee.

3. When and in what NPA do you expect to establish your service footprint?

Answer: 423.

4. Will the company sequentially assign telephone numbers within NXXs?

Answer: Yes, unless a customer requests a specific number.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Answer: Broadplex will use relatively few NXXs and it will assign numbers sequentially.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Answer: The percentage fill used will depend on the rate of exhaustion and the then-current lead time for assignment of a new NXX. At the outset, the Company expects to use an 80% fill factor.

Tennessee Specific Operational Issues

1. How does the company intend to comply with TCA § 65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee?

Answer: Broadplex will initially provide only data (i.e. DSL) services, and thus will not be completing voice calls, eliminating the need initially to implement free county-wide calls. The Company will not initiate facilities-based voice service until it has implemented a no-bill process for county-wide calls. Generally, this will involve the use or establishment of a database of NXX pairs for which no charge will be imposed.

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Answer: Broadplex has become aware of the TCWC database, and will have the appropriate staff people trained in the relevant procedures prior to initiating facilities-based voice service.

3. How does your company intend to provide metro area toll-free calling ("MAC") around Memphis, Nashville, Knoxville and Chattanooga?

Answer: Broadplex does not plan to provide service initially in those metropolitan areas. When and if the Company does decide to initiate facilities-based voice service in those areas, it will use or establish an appropriate database of NXX pairs for no-bill purposes.

Is the company aware of the MAC database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Answer: Broadplex has become aware of the MAC database, and will have the appropriate staff people trained in the relevant procedures prior to initiating facilities-based voice service in those metro areas.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer service complaints.

Answer: Ms. Anne Hill will be responsible for working with the TRA on resolving customer service complaints. Ms. Hill's telephone number is (888) 225-6005.

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA § 65-4-401 *et seq.* And Chapter 1220-4-11?

Answer: Broadplex has not finalized its detailed marketing plans for its services in Tennessee, but it is possible that the Company will telemarket its services. The company is aware of various regulatory requirements concerning telemarketing practices, including those mentioned, and will comply with all such requirements.

Financial Requirements

F. TCA § 65-4-125 amendment states that by September 1, 2000, all telecommunications service provider subject to the control and jurisdiction of the authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to Tennessee Code Annotated, § 65-4-301(b), or any telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million

(\$5,000,000), shall file with the authority a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding, brought under this title or the Consumer Telemarketing Protection Act of 1990, by or on behalf of the authority.

Answer: Broadplex will comply with this and all other legal requirements.