

Docket # 99-00861
O1 COMMUNICATIONS OF TENNESSEE, LLC
Response to July 25, 2000 Data Request

General:

1. **Please provide a copy of your license to do business in the State of Tennessee.**

Please see O1 Communications of Tennessee, LLC's ("O1") Articles of Organization and Tennessee Secretary of State Acknowledgement of Formation documents attached at **Exhibit 1** hereto. O1 is a wholly owned subsidiary of SpectrumLink Networks, Inc., a Delaware Corporation.

Financial:

1. **Please provide proposed financial statements for the first three years of operations. If the proposed financial statements indicate losses for the first three years, please provide an explanation as to how the losses will be covered.**

The requested proposed financial statements are enclosed as **Exhibit 2**.

Numbering Issues:

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

Although O1 has not yet specifically planned its numbering plan for the State of Tennessee, the company anticipates it will require at least 2-4 NXXs per NPA, but no more than 10 codes per NPA in its initial year of operation in Tennessee. In devising its numbering plan in Tennessee, O1 will aim to utilize the minimum number of NXX codes per NPA to provide the greatest local calling area from its switch coordinates.

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

O1 does not anticipate requiring more than 2-4 NXX codes in the Memphis area (901) and 6-14 NXX codes in Nashville area (615 and 931 area codes) upon establishment of its service footprint. In devising its numbering plan in Tennessee, O1 will aim to utilize the minimum number of NXX codes per NPA to provide the greatest local calling area from its switching locations.

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

O1 anticipates establishing its service footprint in the Nashville and Memphis NPAs within 3-6 months after receiving certification and entering into interconnection agreements with all relevant ILECs (O1 is currently a party to a multistate agreement with BellSouth).

POSTED
8/15/00

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

Yes.

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

O1 will use careful analyses of Tennessee NPAs and local calling areas to determine methods for covering the largest population areas utilizing the least number of NXXs homed to its switching coordinates (inconsistent rate center methodology). We will not pattern our numbering plan after ILECs, whose use of numbers is inefficient. Further, the company will utilize LNP capable switching technology for routing 1000 block NXXs and will make available uncontaminated 1000 blocks for number pooling as may be required by the TRA. Further, O1 will cooperate with any TRA mandated number conservation measures, including participation in voluntary number pooling trials and submission of number usage and forecasting reports.

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

O1 internally uses a measurement of an 80% fill rate before ordering additional NXX codes. Notwithstanding, O1 will satisfy any minimum fill rate requirements mandated by the TRA or Federal Communications Commission before ordering new NXX codes in a particular NPA.

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.

O1 will provide toll-free county-wide calling. The company's switches and integrated billing system shall be programmed to treat all Tennessee county wide calls as local, irrespective whether the calls originate in one NPA-NXX and terminate within the same county at a rating point in another NPA-NXX traditionally treated as a toll rating point.

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?

Yes.

3. **Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?**

Yes.

4. **Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro area.**

O1's switches and billing system will be programmed to recognize specific NPA-NXX codes constituting the company's local calling areas, which will, at a minimum, mirror those of relevant ILECs (including recognizing county-wide toll-free calls).

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

Rudolph J. Geist (302) 456-9900.

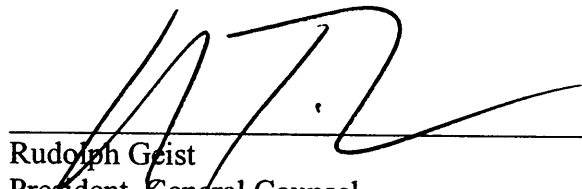
6. **Does the Company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* And Chapter 1220-4-11?**

The company does not have plans at this time to telemarket its services in Tennessee. Notwithstanding, O1 is aware of the cited statutes and regulations.

Financial Requirements:

O1 Communications of Tennessee, LLC will conform to the requirements of TCA §65-4-125 regarding corporate surety bond and/or irrevocable letter of credit requirements.

The foregoing Response to Data Request, dated August 9, 2000, has been prepared under my supervision.



Rudolph Geist
President, General Counsel
O1 Communications of Tennessee, LLC

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 1

ARTICLES OF ORGANIZATION

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

FILED

ARTICLES OF
ORGANIZATION
(LIMITED LIABILITY COMPANY)

For Office Use Only

The undersigned acting as organizer(s) of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, § 48-205-101, adopts the following Articles of Organization.

1. The name of the Limited Liability Company is:

OL COMMUNICATIONS OF TENNESSEE, LLC

(NOTE: Pursuant to the provisions of § 48-207-101, each limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

CORPORATION SERVICE COMPANY

(Name)

500 TALLAN BUILDING, TWO UNION SQUARE CHATTANOOGA

TN 37402-2571

(Street Address)

(City)

(State/Zip Code)

HAMILTON

(County)

3. List the name and complete address of each organizer of this Limited Liability Company.

Blanca Lozada

1013 Centre Road, Wilmington, DE 19805

(Name)

(Include: Street Address, City, State and Zip Code)

(Name)

(Street Address, City, State and Zip Code)

(Name)

(Street Address, City, State and Zip Code)

4. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

☐ Board Managed

☒ Member Managed

5. Number of members at the date of filing 1

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

Date _____, Time _____ (Not to exceed 90 days.)

7. The complete address of the Limited Liability Company's principal executive office is:

770 L. Street, Suite 960

Sacramento

CA 95814

(Street Address)

(City)

(State/Country/Zip Code)

8. Period of Duration: perpetual

9. Other Provisions:

10-4-1999

Signature Date

Executive Vice President

Signer's Capacity

Signature (manager or member authorized to sign by the Limited Liability Company)

Rudolph J. Geisk

Name (typed or printed)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/06/99
REQUEST NUMBER: 3749-2104
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/06/99 1046
EFFECTIVE DATE/TIME: 10/06/99 1046
CONTROL NUMBER: 0378091

TO:
TSIO
PO BOX 120598

NASHVILLE, TN 37212

RE:
OI COMMUNICATIONS OF TENNESSEE, LLC
ARTICLES OF ORGANIZATION -
LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE 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 DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF ORGANIZATION -
LIMITED LIABILITY COMPANY

ON DATE: 10/06/99

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

RECEIVED: FEES \$300.00 \$0.00

TOTAL PAYMENT RECEIVED: \$300.00

NASHVILLE, TN 37212-0000

- RECEIPT NUMBER: 00002557351
ACCOUNT NUMBER: 00000499



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 2

PROPOSED FINANCIAL STATEMENTS

Attached hereto is a copy of proposed Consolidated Pro Forma Income Statements for the first four years of operations of O1's parent company, SpectrumLink Networks, Inc. The statement assumes a network build-out beginning November, 2000 in twenty states, including Tennessee.

SpectrumLink Networks, Inc.
Consolidated Pro Forma Income Statement
For the Period January 1, 2000 through December 31, 2003

[illegible]

SpectrumLink Networks, Inc.
Consolidated Pro Forma Income Statement
For the Period January 1, 2000 through December 31, 2003

	1	2	3	4	5	6	7	8	9	10	11	12	Total
REVENUE:	Jan-01	Feb-01	Mar-01	Apr-01	May-01	Jun-01	Jul-01	Aug-01	Sep-01	Oct-01	Nov-01	Dec-01	Total
Lines sold	600	1,200	1,800	2,400	3,000	3,600	4,700	5,800	6,900	8,000	9,100	10,200	10,200
Wholesale Data	16,000	32,000	48,000	64,000	80,000	96,000	128,000	160,000	192,000	224,000	256,000	288,000	1,584,000
Voice	2,000	4,000	6,000	8,000	10,000	12,000	14,000	16,000	18,000	20,000	22,000	24,000	156,000
DSL	4,000	8,000	12,000	16,000	20,000	24,000	32,000	40,000	48,000	56,000	64,000	72,000	396,000
Total revenue	\$ 22,000	\$ 44,000	\$ 66,000	\$ 88,000	\$ 110,000	\$ 132,000	\$ 174,000	\$ 216,000	\$ 258,000	\$ 300,000	\$ 342,000	\$ 384,000	\$ 2,136,000
COST OF SALES:													
C.O. Facilities	7,718	8,103	8,509	8,934	9,381	9,850	10,342	10,859	11,402	11,972	12,571	13,200	122,840
Transport	20,213	22,234	24,457	26,903	29,593	32,552	35,808	39,388	43,327	47,660	52,426	57,669	432,230
SS7 Network Access	5,775	6,353	6,988	7,687	8,455	9,301	10,231	11,254	12,379	13,617	14,979	16,477	123,494
Unbundled Network Elements	3,000	6,000	9,000	12,000	15,000	18,000	23,000	28,000	33,000	38,000	43,000	48,000	276,000
Telecom Utility Taxes	1,320	2,640	3,960	5,280	6,600	7,920	10,440	12,960	15,480	18,000	20,520	23,040	128,160
DSL	3,000	6,000	9,000	12,000	15,000	18,000	24,000	30,000	36,000	42,000	48,000	54,000	297,000
Tower Leases	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	-
Total cost of sales	\$ 81,025	\$ 91,330	\$ 101,913	\$ 112,803	\$ 124,029	\$ 135,623	\$ 153,821	\$ 172,462	\$ 191,589	\$ 211,250	\$ 231,496	\$ 252,385	\$ 1,379,724
Gross margin	\$ (59,025)	\$ (47,330)	\$ (35,913)	\$ (24,803)	\$ (14,029)	\$ (3,623)	\$ 20,179	\$ 43,538	\$ 66,411	\$ 88,750	\$ 110,504	\$ 131,615	\$ 756,276
OPERATING EXPENSES:													
CO Build-out	-	-	-	-	-	-	-	-	-	-	-	-	-
Capital expenditures (1)	6,600	13,200	19,800	26,400	33,000	39,600	52,200	64,800	77,400	90,000	102,600	115,200	640,800
SG&A	6,600	13,200	19,800	26,400	33,000	39,600	52,200	64,800	77,400	90,000	102,600	115,200	640,800
Total operating expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
CASH FLOW													
Net cash flow from operations	(65,625)	(60,530)	(55,713)	(51,203)	(47,029)	(43,223)	(32,021)	(21,262)	(10,989)	(1,250)	7,904	16,415	(364,524)
Cumulative net cash flow from operations	\$ 5,822,145	\$ 5,761,616	\$ 5,705,902	\$ 5,654,699	\$ 5,607,670	\$ 5,564,447	\$ 5,532,427	\$ 5,511,165	\$ 5,500,176	\$ 5,498,927	\$ 5,506,831	\$ 5,523,246	\$ 5,523,246
(1) Capital equipment costs:													
CapitalEx - CS2000													0
CapitalEx - BSN-5000													0
CapitalEx - PP 1500 MSS													0
CapitalEx - UAS													0
CapitalEx - Router													0
CapitalEx - Modern Equipment													0
CapitalEx - Base Station Equip													0
Total capital costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

SpectrumLink Networks, Inc.
Consolidated Pro Forma Income Statement
For the Period January 1, 2000 through December 31, 2003

	1	2	3	4	5	6	7	8	9	10	11	12	Total
	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02	Aug-02	Sep-02	Oct-02	Nov-02	Dec-02	Total
REVENUE:													
Lines sold	11,800	13,400	15,000	16,600	18,300	19,800	21,400	23,000	24,600	26,200	27,800	29,400	29,400
Wholesale Data	336,000	384,000	432,000	480,000	528,000	576,000	624,000	672,000	720,000	768,000	816,000	864,000	7,200,000
Voice	26,000	28,000	30,000	32,000	34,000	36,000	38,000	40,000	42,000	44,000	46,000	48,000	444,000
DSL	84,000	96,000	108,000	120,000	132,000	144,000	156,000	168,000	180,000	192,000	204,000	216,000	1,800,000
Total revenue	\$ 446,000	\$ 508,000	\$ 570,000	\$ 632,000	\$ 694,000	\$ 756,000	\$ 818,000	\$ 880,000	\$ 942,000	\$ 1,004,000	\$ 1,066,000	\$ 1,128,000	\$ 9,444,000
COST OF SALES:													
C.O. Facilities													0
Transport													0
SS7 Network Access	14,519	15,971	17,569	19,325	21,258	23,384	25,722	28,294	31,124	34,236	37,660	41,426	310,489
Unbundled Network Elements	55,000	62,000	69,000	76,000	83,000	90,000	97,000	104,000	111,000	118,000	125,000	132,000	1,122,000
Telecom Utility Taxes	22,300	25,400	28,500	31,600	34,700	37,800	40,900	44,000	47,100	50,200	53,300	56,400	472,200
DSL	63,000	72,000	81,000	90,000	99,000	108,000	117,000	126,000	135,000	144,000	153,000	162,000	1,350,000
Tower Leases	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	400,000
Total cost of sales	\$ 194,819	\$ 215,371	\$ 236,069	\$ 256,925	\$ 277,958	\$ 299,184	\$ 320,622	\$ 342,294	\$ 364,224	\$ 386,436	\$ 408,960	\$ 431,826	\$ 3,254,689
Gross margin	\$ 251,181	\$ 292,629	\$ 333,931	\$ 375,075	\$ 416,042	\$ 456,816	\$ 497,378	\$ 537,706	\$ 577,776	\$ 617,564	\$ 657,040	\$ 696,174	\$ 6,189,311
OPERATING EXPENSES:													
Capital expenditures (1)	133,800	152,400	171,000	189,600	208,200	226,800	245,400	264,000	282,600	301,200	319,800	338,400	2,833,200
SG&A	\$ 133,800	\$ 152,400	\$ 171,000	\$ 189,600	\$ 208,200	\$ 226,800	\$ 245,400	\$ 264,000	\$ 282,600	\$ 301,200	\$ 319,800	\$ 338,400	\$ 2,833,200
Total operating expenses													
CASH FLOW													
Net cash flow from operations	117,381	140,229	162,931	185,475	207,842	230,016	251,978	273,706	295,176	316,364	337,240	357,774	2,876,111
Cumulative net cash flow from operations	\$ 5,640,626	\$ 5,780,855	\$ 5,943,786	\$ 6,129,261	\$ 6,337,103	\$ 6,567,119	\$ 6,819,097	\$ 7,092,803	\$ 7,387,979	\$ 7,704,342	\$ 8,041,583	\$ 8,399,357	\$ 8,399,357
(1) Capital equipment costs:													
CapitalEx - CS2000	0												0
CapitalEx - BSN-5000	0												0
CapitalEx - PP 1500 MSS	0												0
CapitalEx - UAS	0												0
CapitalEx - Router	0												0
CapitalEx - Modern Equipment	0												0
CapitalEx - Base Station Equip	0												0
Total capital costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

SpectrumLink Networks, Inc.
Consolidated Pro Forma Income Statement
For the Period January 1, 2000 through December 31, 2003

	1	2	3	4	5	6	7	8	9	10	11	12	Total
REVENUE:	Jan-03	Feb-03	Mar-03	Apr-03	May-03	Jun-03	Jul-03	Aug-03	Sep-03	Oct-03	Nov-03	Dec-03	Total
Lines sold													
Wholesale Data	31,500	33,600	35,700	37,800	39,900	4,200	44,100	46,200	48,300	50,400	52,500	54,600	54,600
Voice	928,000	992,000	1,056,000	1,120,000	1,184,000	1,248,000	1,312,000	1,376,000	1,440,000	1,504,000	1,568,000	1,632,000	16,944,000
DSL	50,000	52,000	54,000	56,000	58,000	60,000	62,000	64,000	66,000	68,000	70,000	74,000	740,000
	232,000	248,000	264,000	280,000	296,000	312,000	328,000	344,000	360,000	376,000	392,000	408,000	3,840,000
Total revenue	\$ 1,210,000	\$ 1,292,000	\$ 1,374,000	\$ 1,456,000	\$ 1,538,000	\$ 1,620,000	\$ 1,702,000	\$ 1,784,000	\$ 1,868,000	\$ 1,950,000	\$ 2,032,000	\$ 2,114,000	\$ 19,940,000
COST OF SALES:													
C.O. Facilities	17,301	18,166	19,074	20,028	21,029	22,080	23,184	24,344	25,561	26,839	28,181	29,590	275,376
Transport	52,800	58,080	63,888	70,277	77,304	85,035	93,538	102,892	113,181	124,500	136,950	150,645	1,129,090
SS7 Network Access	25,344	27,878	30,666	33,733	37,106	40,817	44,898	49,388	54,327	59,760	65,736	72,309	541,963
Unbundled Network Elements	141,000	150,000	159,000	168,000	177,000	186,000	195,000	204,000	214,000	223,000	232,000	241,000	2,290,000
Telecom Utility Taxes	60,500	64,600	68,700	72,800	76,900	81,000	85,100	89,200	93,400	97,500	101,600	105,700	997,000
DSL	174,000	186,000	198,000	210,000	222,000	234,000	246,000	258,000	270,000	282,000	294,000	306,000	2,860,000
Tower Leases	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	400,000
Total cost of sales	\$ 510,945	\$ 544,724	\$ 579,328	\$ 614,837	\$ 651,340	\$ 688,932	\$ 727,721	\$ 767,824	\$ 810,469	\$ 853,598	\$ 898,466	\$ 945,244	\$ 8,113,429
Gross margin	\$ 699,055	\$ 747,276	\$ 794,672	\$ 841,163	\$ 886,660	\$ 931,068	\$ 974,279	\$ 1,016,176	\$ 1,057,531	\$ 1,096,402	\$ 1,133,534	\$ 1,168,756	\$ 11,826,571
OPERATING EXPENSES:													
Capital expenditures (1)	5,270,000												5,270,000
SG&A	338,800	361,760	384,720	407,680	430,640	453,600	476,560	499,520	523,040	546,000	568,960	591,920	5,583,200
Total operating expenses	\$ 5,608,800	\$ 361,760	\$ 384,720	\$ 407,680	\$ 430,640	\$ 453,600	\$ 476,560	\$ 499,520	\$ 523,040	\$ 546,000	\$ 568,960	\$ 591,920	\$ 10,853,200
CASH FLOW													
Net cash flow from operations	(4,909,745)	385,516	409,952	433,483	456,020	477,468	497,719	516,656	534,491	550,402	564,574	576,836	493,371
Cumulative net cash flow from operations	\$ 3,489,612	\$ 3,875,128	\$ 4,285,080	\$ 4,718,563	\$ 5,174,583	\$ 5,652,051	\$ 6,149,770	\$ 6,666,426	\$ 7,200,916	\$ 7,751,318	\$ 8,315,892	\$ 8,892,728	\$ 8,892,728
(1) Capital equipment costs:													
CapitalEx - CS2000	2,000,000												2,000,000
CapitalEx - BSN-5000	2,420,000												2,420,000
CapitalEx - PP 1500 MSS	3,670,000												3,670,000
CapitalEx - UAS	1,600,000												1,600,000
CapitalEx - Router													
CapitalEx - Modern Equipment													
CapitalEx - Base Station Equip													
Total capital costs	\$ 5,270,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,270,000
													0