

(File Original and 3 copies)

Docket No. _____
ICC Office Use Only

Sphera Optical Networks N.A., Inc. :
:
Application for a certificate of local exchange :
authority to operate as a reseller and facilities :
based carrier of telecommunications services :
in the State of Illinois. :

00-0617

CHIEF CLERK'S OFFICE
SEP 19 10 05 AM '00
ILLINOIS COMMERCE COMMISSION

APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER

GENERAL

1. Applicant's Name(including d/b/a, if any) FEIN # _____

Sphera Optical Networks N.A., Inc. d/b/a Sphera Networks

Address: Street 200 Madison Avenue, Suite 502

City: New York State/Zip: New York 10016

2. Authority Requested: (Mark all that apply) 13-403 13-404 13-405

3. Request for waivers/variances: In applications for exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting.

Part 710 Part 735 Section 735.180 Other

4. In what area of the state does the Applicant propose to provide service?

Chicago

5. Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application
- b) consumer issues
- c) customer complaint resolution
- d) technical and service quality issues
- e) "tariff" and pricing issues
- f) 9-1-1 issues
- g) security/law enforcement

6. Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

Please see Exhibit 1

16. How will Applicant bill for its service(s)?

Applicant will bill for its services on a monthly basis, one month in advance.

17. How does Applicant propose to handle service, billing, and repair complaints?

Applicant will maintain a toll-free, customer service number, 1-877-405-4142, that customers may call to register service, billing and repair complaints. Customers may also send written inquiries and complaints to Applicant at 200 Madison Avenue, Suite 502, New York, New York 10016. Applicant views customer satisfaction as critical to its success in the competitive market place and will address all service, billing and repair complaints and inquiries promptly. If Applicant is unable to resolve a complaint to a customer's satisfaction, Applicant will advise the customer of its right to file a complaint with the Illinois Commerce Commission.

18. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? YES NO

19. What telephone number(s) would a customer use to contact your company?

1-877-405-4142

20. What are your procedures to prevent unauthorized "slamming" of customers?

Applicant will comply with Illinois law and the Federal Communications Commission's ("FCC's") regulations regarding how carriers may change a consumer's primary carrier. Applicant will also comply with the FCC's regulations.

21. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

Initially, Sphera will offer data services only, no voice or residential services will be offered. With the exception of the request for waivers in question 3 of this Application, Sphera will abide by the Illinois Administrative Code Parts outlined in question 22.

YES NO (If no, please provide an explanation.)

22. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation? YES NO

FINANCIAL

23. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Applicant will rely on the financial support of its parent, Sphera Optical Networks, Inc. ("Sphera"). Please see Exhibit 4 for information related to Sphera's financial fitness.

TECHNICAL

24. Does Applicant utilize its own equipment and/or facilities? YES NO

If YES, please list:

Sphera intends to utilize its own facilities to provide competitive local carrier service and interexchange service to business customers and other carriers. Initially, Sphera's services will consist of Protected Optical Interconnection Channels ("POICs"), which provide transmissions over Sphera's network without regard to protocol formats such as ATM and IP. Sphera will provide POICs at line rates of 155 megabits per second ("OC-3"), 622 megabits per second ("OC-12"), 2.4 gigabit per second ("OC-48") and, when available, 10 gigabits per second ("OC-192"). In the future, Sphera may also offer non-SDH services (e.g. gigabit Ethernet, ESCON, fiber channel, etc.).

If NO, which facility provider(s)'s services does Applicant use?

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25. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).

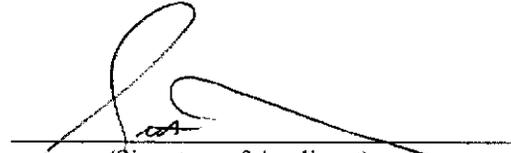
Sphera intends to provide facilities-based competitive local carrier service and facilities-based interexchange service to business customers and other carriers. Initially, Sphera will provide data transmissions only. As described above, Sphera's services will consist of Protected Optical Interconnection Channels ("POICs"), which provide transmissions over Sphera's network without regard to protocol formats such as ATM and IP. Sphera will provide POICs at line rates of 155 megabits per second ("OC-3"), 622 megabits per second ("OC-12"), 2.4 gigabit per second ("OC-48") and, when available, 10 gigabits per second ("OC-192"). In the future, Sphera may also offer non-SDH services (e.g. gigabit ethernet, ESCON, fiber channel, etc.).

26. Will technical personnel be available at all times to assist customers with service problems?

YES NO

27. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? _____ YES _____ NO

Not applicable.



(Signature of Applicant)

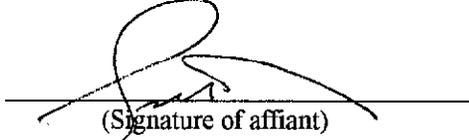
VERIFICATION

This application shall be verified under oath.

OATH

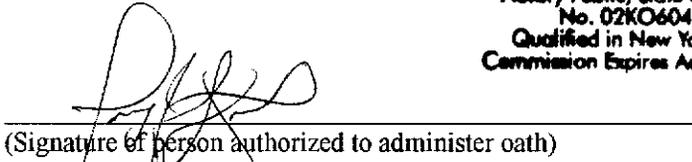
State of New York)
) ss:
County of New York)

Scott T. Ryan makes an oath and says that he is Vice President of Strategic Planning and General Counsel of Sphera Optical Networks N.A., Inc., that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.


(Signature of affiant)

Subscribed and sworn to before me, a Notary Public / _____
(Title of person authorized to administer oaths)

in the State and County above named, this 15th day of September, 2000.


(Signature of person authorized to administer oath)

TOMMY J. KOLTIS
Notary Public, State of New York
No. 02KO6046368
Qualified in New York County
Commission Expires Aug. 14, 2002

LIST OF EXHIBITS

- Exhibit 1** **Contact Persons To Work With Staff**
- Exhibit 2** **Articles Of Incorporation And
Certificate Of Authority To Transact Business In Illinois**
- Exhibit 3** **Resumes Of Key Personnel**
- Exhibit 4** **Current Income Statement And Balance Sheet**
*[Filed Separately Under Seal Pursuant to Section 200.430 of the Illinois
Administrative Code]*
- Exhibit 5** **Motion for Confidential Treatment**