

Attachment C - Management & Technical Information

See Attached



TELEPACIFIC COMMUNICATIONS, A PIONEER IN VOICE OVER DSL ANNO

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to view individual profile.



David Glickman
Chairman of the Board
CEO



David Glickman
Chairman of the Board and CEO

About TelePacific



Ken Blaroff
Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
Of Operations



Michael Lee
Chief Technology

Mr. Glickman, founder, Chairman and CEO of TelePacific Communications is also the founder and Chairman of Justice Technology Corporation, a full service international telecommunications company that was ranked the fastest growing private company by Inc. Magazine. Mr. Glickman spearheaded the revenue growth from \$200,000 in 1993 to nearly \$100 million in 1999. Prior to entering the telecommunications industry, Mr. Glickman headed Special Projects for American Express in Argentina, directed Corporate Finance at Ad Rendon and founded Oliver D. World Imports, Inc. Mr. Glickman was selected as a finalist for Ernst & Young's Entrepreneur of the Year for Southern California in 1997. He is the youngest board member of the world famous Los Angeles Philharmonic, serves on the board of the Hollywood Bowl and was founder and Chairman of the Board of the California Association of Entrepreneurs. He was selected as Philanthropist of the Year by CARE International in 1997. Mr. Glickman earned his Bachelor of Science degree from the Wharton School of Business at the University of Pennsylvania and a Master of Arts degree in Psychology at the University of California, Los Angeles.


CALIFORNIA GOVERNOR PETE WILSON APPOINTED TO TELEPACIFIC BC

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David Glickman
Chairman of the Board
CEO



Ken Bisnoff
Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
of Operations



Michael Lee
Chief Technology
Officer



Ken Bisnoff

**Vice President
Sales and Marketing**

About TelePacific

Mr. Bisnoff has more than a decade of sales performance in the telecommunications industry. Prior to joining TelePacific, Mr. Bisnoff was Vice President of Carrier Sales for CallManage Inc., a developer of least call routing technologies for small to medium sized businesses. Previously, Mr. Bisnoff was a Senior National Account Manager with WinStar, a wireless facilities-based CLEC offering local voice and data. As one of WinStar's early employees, Mr. Bisnoff helped develop the companies' operational and marketing standards utilizing his knowledge of CLEC products, sales and engineering. From 1993 to 1995, Mr. Bisnoff was a Senior Account Executive with TCG-New York, where he sold competitive local voice and data services to a broad spectrum of business customers. Mr. Bisnoff began his telecommunications sales career with AT&T, where he rose from a Systems Consultant to National Account Manager. Mr. Bisnoff earned a Bachelor of Science Degree in Electrical Engineering from the University of Massachusetts-Amherst.



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David Gilckman
Chairman of the Board
CEO



Philip Puccio

Executive Vice President

About TelePacific



Ken Bisnoff
Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
Of Operations



Michael Lee
Chief Technology

Mr. Puccio, Executive Vice President, has 19 years of operations and engineering experience in the telecommunications and broadcast industries. Prior to joining TelePacific, Mr. Puccio spent 12 years at TCG and was Regional Vice President for TCG's Southwest market, which included Dallas, Houston, Kansas City and St. Louis. Mr. Puccio had P&L responsibility for the region along with operational responsibility for switch voice, data, private line and infrastructure activities. This included daily installation, maintenance and provisioning of these services. Mr. Puccio's prior positions at TCG included Director of Operations and Engineering for Dallas and Field Service Supervisor in TCG New York for voice data and satellite operations. Mr. Puccio earned a Bachelor of Science Degree in Financial Management from Dominican College. Mr. Puccio's team was responsible for firing up TelePacific's Los Angeles Lucent 5ESS switch in record time. The industry's most sophisticated switch was up and running in just four months.



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Executive
Vice President
Of Operations



Michael Lee
Chief Technology
Officer



Michael Lee

Chief Technology Officer

Mr. Lee has more than 10 years of experience in the high technology and Internet industries. Prior to joining TelePacific, Mr. Lee founded DigitalVelocity™, a Los Angeles-based Internet Service Provider that provides superior connectivity to multiple backbone carriers. Mr. Lee developed network methodology, marketing, and operational plans, and assembled a technical and management team to fully develop and deploy the service. DigitalVelocity™ was successfully launched in Los Angeles in 1998 and was acquired by TelePacific in April 1999. Mr. Lee previously served as National Director of Internet Sales for TCG Corporation and with CERFnet, one of the original commercial ISP's. As National Sales and Marketing Director for the Advanced Technology Operation (ATO) of Canon Computer Systems Inc., Mr. Lee was instrumental in developing and marketing one of the first Internet hosting and HTML content development hardware systems, the ObjectStation. Mr. Lee managed large-scale deployment of ObjectStations for several Fortune 1000 corporations. Mr. Lee earned a Bachelor of Science Degree in Systems Engineering from the University of Arizona.

About TelePacific

Lucas Pettorini, Vice President of Operations & Engineering

Mr. Pettorini has more than 8 years of telecommunications experience and is one of the original members to the TelePacific team. Since joining TelePacific, Mr. Pettorini's responsibilities have included the implementation and maintenance of TelePacific's operational infrastructure, which encompasses Network and Switch Operations, Engineering and Planning, Service Delivery, New City Development, and the Network Operations Center. Prior to joining TelePacific, Mr. Pettorini was the Engineering Manager for ICG Telecom in San Diego where he oversaw the engineering and implementation of their ISP and OSP infrastructure, central office planning, and was also accountable for the markets capital budget. Prior to ICG, Mr. Pettorini was the Project Manager for TCG San Francisco where he was responsible for network construction and maintenance of the Northern California Market. Mr. Pettorini started his career in the telecommunications construction arena designing and constructing networks for numerous telecommunication providers. Mr. Pettorini earned a Bachelor of Arts Degree in Communications from California State University of Los Angeles.

Cleata Zelenka, Executive Director of Switch Operations and Engineering

Ms. Zelenka has over 24 years of experience in the telecommunications industry and possesses extensive operational and engineering knowledge of telephony. Most recently Ms. Zelenka spent four years with TCG as Manager of Switch Engineering in TCG's Western Market where she was responsible for the design and implementation of all Lucent 5ESS switched network elements. Ms. Zelenka's territory included the cities of Seattle, Portland, San Francisco, Oakland, Sacramento, Los Angeles and San Diego where she was the prime interface between TCG, PacBell, GTE and U S WEST for all matters concerning network trunking and E911 services. Prior to joining TCG, Ms. Zelenka spent 12 years with Mountain Bell Communications, Inc. ("Mountain Bell") and over nine years with U S WEST, Inc. ("U S WEST"). While with Mountain Bell, Ms. Zelenka supervised network engineering groups that were responsible for central office switched trunking throughout Colorado and Wyoming. At U S WEST Ms. Zelenka participated in multiple central office conversions from analog switches to Lucent 5ESS switches and designed and implemented many remote switch sites. Ms. Zelenka earned a Bachelors of Science Degree from the University of Wyoming.

Lee Tracy, Senior Translation Engineer

Mr. Tracy has more than 34 years of telephone switching systems experience. Mr. Tracy joined TelePacific from TCG-Los Angeles, where as a Senior Translations Specialist he was responsible for routing, switch upgrades, maintenance and customer translations. Mr. Tracy has over 500 hours of formal classroom training on the Lucent 5ESS switch, over 300 hours on the Nortel DMS-100 switch and over 250 hours of training in network facility related courses. Mr. Tracy's expertise extends to switch turn-ups, software retrofits, engineering and implementation of ISDN, call routing as well as switched lineside and trunkside translations. Mr. Tracy began his career at Ohio Bell in 1964 as a switching technician and moved to PacBell in 1976.

Attachment D – ITAC & UTAC Membership Forms

MEMBERSHIP APPLICATION AND AGREEMENT
UNIVERSAL TELEPHONE ASSISTANCE CORPORATION

Name of Applicant: US TelePacific Corp. d/b/a TelePacific Communications

Address of Applicant: 515 S. Flower Street: 49th Floor
Los Angeles, CA 90071

Name, title, address, and telephone number of responsible individual with applicant to whom communications should be sent:

Jane Delahanty

Assistant VP Regulatory Affairs

515 S. Flower Street: 49th Floor

Los Angeles, CA 90071

(213) 213-3288

The applicant hereby applies for membership in the Universal Telephone Assistance Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the Corporation, the Corporation will accept and execute this application in the space provided below, and will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as defined in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the Corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-301.1 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-301.1 of the PUA (including income therefrom and appreciation thereon) as the Commission may from time to time order or as the corporation may from time to time request in accordance with orders of the Commission.

Dated: MAY 9, 2000

By: [Signature]

Title: Assistant VP Regulatory Affairs

SPACE BELOW TO BE COMPLETED BY UTAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Universal Telephone Assistance Corporation

By: _____

Title: _____

MEMBERSHIP APPLICATION AND AGREEMENT
ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION

Name of Applicant: US TelePacific Corp. d/b/a TelePacific Communications

Address of Applicant: 515 S. Flower Street: 49th Floor
Los Angeles, CA 90071

Name, title, address, and telephone number of responsible individual with applicant to whom communications should be sent:

Jane Defahanty

Assistant VP Regulatory Affairs

515 S. Flower Street: 49th Floor

Los Angeles, CA 90071

(213) 213-3288

The applicant hereby applies for membership in the Illinois Telecommunications Access Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the corporation, the corporation will accept and execute this application in the space provided below, and will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as defined in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-703 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-703 of the PUA (including income therefrom and appreciation thereon) as the Commission may from time to time order or as the corporation may from time to time request in accordance with orders of the Commission.

Dated: April 27, 2000

By: 

Title: Assistant VP Regulatory Affairs

SPACE BELOW TO BE COMPLETED BY ITAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Illinois Telecommunications Access Corporation

By: _____

Title: _____

Attachment E - Financial Information

See Attached

Attachment F – Network Information

Focused on small and medium-sized businesses, utilizing Voice Over DSL technology, the company provides a comprehensive package of telecom and high-speed Internet services, including DSL access, web hosting and site development. TelePacific utilizes the Lucent 5ESS switch, combined with leased fiber-optic capacity to give customers flexibility and reliability in its network. Current business and network plans call for market entry via resold LEC and IXC facilities. When customer demand warrants, TelePacific will provide the LEC services via the installation of the Lucent 5ESS local switching platform and utilize a combination of self and third party provided network elements (e.g., interoffice transport, unbundled loops). TelePacific is a “smart-build” CLEC that owns and operates its own switches but leases network facilities from other carriers. Currently the Applicant utilizes Lucent #5ESS switches and can use whatever transmission media will support the service/product requirement. The Lucent switches are coupled with data switches converged through a gateway and delivered to the end user customer usually through DSL or T-1 transport. The Applicant is also testing and plans to utilize a collapsed switch technology, where appropriate, which allows for the combination of voice and data over one switch. It is anticipated that this switch will be located at a carrier neutral collocation site and be connected via DS3 facilities to the company’s DSLAM at the ILEC central office and via DSL loops to the end user customer. The facilities may be used for both switched and private line traffic and shall include the provision of business switched local exchange service. The facilities constructed by the Applicant may be used separately or in conjunction with similar facilities provided by or obtained from other entities.

Attachment G – Prefiled Direct Testimony

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

US TelePacific Corp. :
d/b/a TelePacific Communications :
Application for a certificate of :
local and interexchange authority :
to operate as a reseller and facilities :
based carrier of telecommunications :
services throughout the :
State of Illinois. :

1. Q. Please state your name and business address.
A. Jane Delahanty, 515 S. Flower Street; 49th Floor; Los Angeles, CA
90071.

2. Q. By whom are you employed, and what is your position?
A. I am employed by TelePacific Communications as Assistant Vice
President, Regulatory Affairs.

3. Q. Please provide the name, address, telephone, and fax number of the
person at your company that will be responsible for working with the
Commission's Consumer Services Division for complaint resolution?
A. Jane Delahanty
Asst. Vice President, Regulatory Affairs
515 S. Flower St. – 49th Floor
Los Angeles, CA 90071
213-213-3000
213-213-3100 (fax)

4. Q. Is your company seeking any waivers or variances of certain Commission rules and regulations in this proceeding that pertain to local exchange service? Please provide evidence as to why your company is seeking any waiver or variance.

A. Yes. The company is seeking waivers of Part 710 (Uniform System of Accounts), Part 735.180 (directories), Part 735 (directories), and 83 Illinois Administrative Code Part 250 (books and records). USOA would warrant a departure from the company's basic accounting system which utilizes GAAP. Customers will be listed in the ILEC's directories. The company's principal office is located in the California, and therefore, it would be burdensome for the company's books and records to be kept in the State of Illinois.

5. Q. Will your company comply with 83 Illinois Administrative Code Part 772, Pay-Per-Call Services, including Part 772.55(a)(1), Billing and Part 772.100(d) Notices?

A. **The company will block such calls.**

6. Q. Will your company comply with 83 Illinois Administrative Code Part 705, Preservation of Records of Telephone Utilities?

A. Yes, to the extent that they apply to Competitive Local Exchange Carriers.

7. Q. Will your company abide by 83 Illinois Administrative Code Part 735, "Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois"?

A. **Yes, except to the extent any waivers are granted, specifically Part 735.10 (local exchange service) and Part 735 (interexchange service).**

8. Q. Who will provide customer repair service for your company?

A. The company will provide its own customer repair service.

9. Q. How many people does the company employ?

A. Approximately 350 as of 5/5/00.

10. Q. Will your company meet the requirements as they pertain to the Telephone Assistance Programs imposed by Sections 13.301 and 13.301.1 of the Illinois Public Utilities Act and 83 Illinois Administrative Code Part 757?
- A. Yes, when applicable.
11. Q. Will your company solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?
- A. Yes.
12. Q. Does your company plan on filing to become an Eligible Telecommunications Carrier?
- A. No.
13. Q. Does the company realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link Up Programs if it is not an eligible carrier?
- A. Yes.
14. Q. Will your company offer all of the waivers associated with the Universal Telephone Service Assistance Programs (UTSAP)?
- A. Yes.
15. Q. Will your company abide by the regulations as prescribed in 83 Illinois Administrative Code Part 755, "Telecommunications Access for Persons with Disabilities," 83 Illinois Administrative Code Part 756 "Telecommunications Relay Service," and Sections 13-703 of the Illinois Public Utilities Act?
- A. Yes.
16. Q. Will the company's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?
- A. **The Company's billing system is not currently capable of distinguishing between resale and facilities-based service. Special service order and/or billing system modifications may be required to accommodate any such requirement.**

17. Q. Has your company signed and return the Universal Telephone Assistance Corporation ("UTAC") and the Illinois Telecommunications Access Corporation ("ITAC") to Commission staff?
- A. Yes.
18. Q. Please describe your company's internal process for complaint resolution, the escalation process within your company, and when a customer is notified that they may contact the Illinois Commerce Commission for assistance.
- A. *The company focus is to provide unparalleled customer service. We are currently building an internal communications system that will measure customer responsiveness. We have a staff of 7 Customer Consultants in our Customer Care Center that handle inbound call pertaining to billing, questions, services and general issues. The plan is to double headcount by year end. Calls will be answered in 60 seconds. We have a Network Operations Center for trouble calls that is staffed 24 hours/7 days. Customers are provided with an escalation list if their issue requires a higher level of involvement. The customer is our priority and we are working to measure every action with the customer service yardstick.*
19. Q. Will the company file tariffs for all services and charges associated with providing local telephone service.
- A. The Company will comply with all tariff filing requirements of the Commission for regulating services.
20. Q. How does your company plan to solicit customers once it begins to provide local service.
- A. TelePacific Communications conducts sales using four internal methods:
1) Web-based sales
2) Telesales
3) Direct Sales
4) Strategic marketing to large accounts
There are two external methods:
1) Agents
2) Wholesalers
21. Q. Will your company abide by federal and state slamming laws?
- A. The company will abide by all applicable laws.

22. Q. Has your company written guidelines to prevent the unauthorized slamming of local exchange customers?
- A. Yes.
23. Q. Has your company provided service under any other name?
- A. No.
24. Q. Have any complaints or judgements been levied against the company? (Instate, out-of-state, or FCC).
- A. No.
25. Q. Please provide the name, address, telephone and fax number of the 911 contact person for your company.
- A. Stephanie Ferreira
515 S. Flower Street 49th Floor
Los Angeles, CA 90071
213-213-3462
213-213-3100 (fax)
26. Q. Will your company ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?
- A. Yes.
27. Q. Will your company contact and establish a working relationship with the 911 systems when you begin to provide local telephone service?
- A. Yes.
28. Q. Will your company coordinate with the incumbent LEC(s) and local 911 systems to provide transparent service for your local exchange customers?
- A. Yes.

29. Q. Who will be responsible for building and maintaining the 911 database for your local exchange customers?
- A. The company will work with the incumbent local exchange carrier to build and maintain its portion of the 911 database.
30. Q. How often will your company update the 911 database with customer information?
- A. On an as needed by customer basis.
31. Q. Will your company's billing system have the ability to distinguish between facilities based and resale for the collection of the 911 surcharge?
- A. Yes.
32. Q. Does your company have procedures for the transitioning of the 911 surcharge collection and disbursement to the local 911 system?
- A. The company will establish such procedures based on state rules prior to providing service.
33. Q. Will your company's proposal require any network changes to any of the 911 systems?
- A. No.
34. Q. Will your company be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes?
- A. Yes.
35. Q. Does your company plan to file for a waiver of Part 725.500(o) and 725.620(b) in the future?
- A. The company may file for such a waiver when its becomes facilities based.

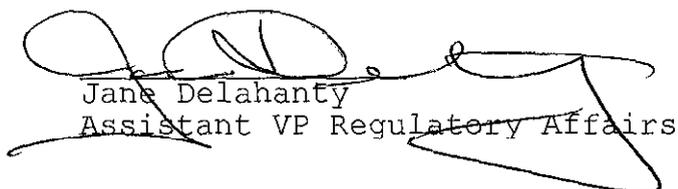
36. Q. What circumstances warrant a departure from the prescribed Uniform System of Accounts ("USOA")?
- A. TelePacific Communications is a Competitive Local Exchange Carrier that utilizes GAAP for record maintenance.
37. Q. Will records be maintained in accordance with Generally Accepted Accounting Principles ("GAAP")?
- A. Yes.
38. Q. Will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?
- A. Yes.
39. Q. Will applicants accounting procedures maintain or improve uniformity in substantive results as among similar telecommunications companies?
- A. Yes.
40. Q. Will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes?
- A. Yes.
41. Q. Does the accounting system currently in use by applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns? Yes. What specific accounts or sub-accounts provide this data?
- A. **Yes the accounting system can provide sufficiently detailed data for the preparation of the Illinois Gross Receipts Tax returns. Specific accounts or sub accounts have not established as yet because we have no Illinois revenue to account for as yet. Such accounts will be established as needed.**
42. Q. If a waiver of Part 710 is granted, will applicant provide annual audited statements or all periods subsequent to granting of the waiver?
- A. Yes.

STATE OF CALIFORNIA

COUNTY OF ~~ORANGE~~ ^{Los Angeles}
S.N

AFFIDAVIT

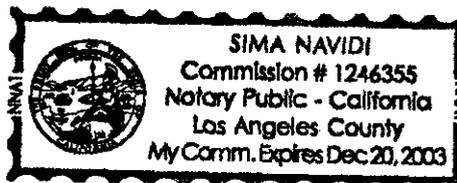
I, Jane Delahanty, first being duly sworn upon oath depose and say that I am the Assistant VP Regulatory Affairs for U.S. TelePacific Corp. dba TelePacific Communications, the Applicant, and that I have read the above and foregoing prefiled testimony by me subscribed and know the contents thereof, which testimony was filed in support of U.S. TelePacific Corp. dba TelePacific Communications' Application for a Certificate of Interexchange and Local Exchange Service Authority to Operate as a Provider of Resold and Facilities-Based Telecommunications Services within the State of Illinois; that said contents are true in substance and in fact, except as to matters stated upon information and belief, and as to those, I believe the same to be true.


Jane Delahanty
Assistant VP Regulatory Affairs

Sworn to and subscribed before me
this 9th day of March, 2000.

Sima Navdi
Notary Public

My Commission Expires:
Dec. 20th, 2003



IL CLEC