

**BEFORE THE
UTAH PUBLIC SERVICE COMMISSION**

Application of)
)
CommPartners, LLC)
) Docket No. _____
For a Certificate of Public Convenience and)
Necessity to Provide Switched and Dedicated,)
Resold and Facilities-Based Local Exchange)
And Facilities-Based Interexchange Services)
within the State of Utah)

APPLICATION

CommPartners, LLC (“CommPartners” or “Applicant”), by its undersigned counsel and pursuant to Chapter 8b of Title 54 of the Utah Code; the Commission’s Rules of Practice and Procedure, Utah Admin. Code §§ 746-100 et seq.; and the federal Telecommunications Act of 1996, 47 U.S.C. §§ 151 et seq., hereby applies to the Utah Public Service Commission for a certificate of public convenience and necessity authorizing Applicant to operate as a provider of resold and facilities-based, switched and dedicated local exchange and facilities-based interexchange telecommunications services in the State of Utah. Concurrent with this application, CommPartners is also filing a letter of registration notifying the Commission of its intent to provide resold intrastate interexchange services. In support of its application, CommPartners provides the following information pursuant to Utah Admin. Code R746-349:

1. Applicant’s legal name is CommPartners, LLC. Applicant may be reached at its principal place of business:

CommPartners, LLC
3291 N. Buffalo Drive, Suite 8
Las Vegas, Nevada 89129
Telephone: (702) 367-8647
Facsimile: (702) 365-8647

2. CommPartners is a limited liability company organized on December 31, 2003, under the laws of Nevada.

Copies of CommPartners's Articles of Organization and its certificate of authority to transact business as a foreign corporation in Utah are attached hereto as Exhibit A.

3. Correspondence or communications pertaining to this Application should be directed to:

Kristopher E. Twomey
Law Office of Kristopher E. Twomey
2501 Ninth Street, Suite 102
Berkeley, CA 94710
Telephone: (415) 577-4241
Facsimile: (415) 680-1595

4. Questions concerning the ongoing operations of Applicant following certification should be directed to:

David Clark
President
CommPartners, LLC
3291 N. Buffalo Drive, Suite 8
Las Vegas, Nevada 89129
Telephone: (702) 367-8647
Facsimile: (702) 365-8647

5. Applicant's registered agent in the State of Utah is:

Corporation Service Company
One Utah Center, 201 S. Main St.
Salt Lake City, Utah 84111

6. CommPartners's toll-free number for customer inquiries is (877) 297-0926.

7. R746-349-3(A)(3). Facilities to be used. CommPartners does not currently own property in the State of Utah and has not yet completed any plans for construction of facilities in Utah. CommPartners will deploy a voice over Internet protocol network to provide carrier-class voice services. Initially, CommPartners proposes to provide service through its own electronic

equipment collocated at ILEC central offices, through the use of unbundled network elements leased or purchased from other certificated carriers, and/or through the resale of the services of other carriers. CommPartners may later construct its own switching and transmission facilities as market conditions warrant. CommPartners proposes to establish a nationwide network with hubs in four regional locations: Las Vegas, Nevada; Atlanta, Georgia; Chicago, Illinois; and New York, New York. The hubs will be connected to CommPartners' main network operations center in Las Vegas, Nevada. Utah customers traffic will primarily be processed by CommPartners' point of presence in Las Vegas, Nevada.

8. R746-349-3(A)(4). Services to be offered. Applicant requests authority to provide the full range of local exchange and interexchange services, as well as data services to permit flexibility in the expansion of its service offerings. CommPartners' communications services will be available on a full-time basis, 24 hours a day, seven days a week. CommPartners seeks authority to provide all forms of facilities-based and resold local exchange and facilities-based interexchange services and switched access services. Once voice services are initiated, CommPartners customers will be able to originate and terminate calls to other customers served by CommPartners as well as customers served by all other authorized carriers.

8. (a) R746-349-3(A)(4)(a). Classes of customers. CommPartners seeks to enter the Utah market as a broadband applications service provider. Essentially, CommPartners intends to provide turn-key voice telephony services on a wholesale basis to small and medium-sized cable system operators. CommPartners will use a combination of traditional circuit-switched telephony and voice over Internet protocol ("VoIP") technologies. Through such arrangements, CommPartners' wholesale cable company customers will be empowered to provide telephony to their retail end user subscribers without expensive and time-consuming installation of telecommunications equipment. In addition to its private cable operator customers, Applicant

will offer wholesale telephony and data communication services for multiple service organizations (“MSOs”), Internet service providers, fiber-to-the-home overbuilders, and municipal fiber systems. These wholesale customers will be responsible for determining the actual configuration and combination of services for their retail end user customers.

Specifically, CommPartners will bundle local, long distance, Internet access, data transport, web hosting, billing services, and back office support for its partner wholesale customers on a monthly subscription basis. Monthly subscription rates will vary based on the level of service provided. CommPartners may also provide these services on a retail basis to small and medium-sized businesses in areas not served by its wholesale customers.

8. (b) R746-349-3(A)(4)(b). Location of service. CommPartners will provide service to and from all points in Utah.

9. R746-349-3(A)(5). Access to standard services. Once voice services are initiated, CommPartners will provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, and emergency services such as 911 and E911 either through its own operations or by purchasing those services from underlying carriers.

10. R746-349-3(A)(6)–(7). Professional experience and education of managerial personnel and personnel responsible for Utah operations. CommPartners does not plan to operate an office within Utah. Responsibility for Utah operations will be handled by Applicant’s current management team from its headquarters in Las Vegas, Nevada. Descriptions of the extensive telecommunications and managerial experience of Applicant’s key personnel are attached hereto as Exhibit B.

11. R746-349-3(A)(1), R746-349-3(A)(8)–(10). Financial abilities. CommPartners is financially qualified to provide local exchange telecommunications services in Utah. In particular, CommPartners has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application. Financial information can be found at Exhibit D.

11. (a) R746-349-3(A)(8). Chart of accounts. CommPartners’s chart of accounts including account numbers, names, and brief descriptions is attached hereto as Exhibit C.

11. (b) R746-349-3(A)(9)(a)–(d). Balance sheet. Attached hereto as Exhibit D are the most recent balance sheets of CommPartners, LLCartners, and as Exhibit E a letter from Daniel St. John, the Vice President, Financial, attesting to the accuracy, integrity, and objectivity of the balance sheet and attesting that the balance sheet was prepared in accordance with Generally Accepted Accounting Principles. In accordance with R746-349-3(A)(10), this balance sheet shows that CommPartners has a positive net worth and that CommPartners has sufficient cash flow to provide its proposed services. 11. (c) R746-349-3(A)(2), R746-349-3(A)(10)(c). Bond requirement.

Prior to or concurrent to the filing of any tariff provision relating to the collection of customer

deposits, CommPartners will file proof of a bond in the amount of \$100,000 in order to protect customer deposits and other liabilities.

12. R746-349-3(A)(11). Five-year projection of expected operations.

12. (a) R746-349-3(A)(11)(a). Income and cash flow statements. Please find attached as Confidential Exhibit F a five-year projection of expected operations including pro forma income statements and pro forma cash flow statements.

12. (b) R746-349-3(A)(11)(b). Types of technology to be deployed. CommPartners will continue to deploy the technology specified above in Paragraph 7 of this Application. A graphical depiction of CommPartners' planned network can be found at Exhibit G.

12. (c) R746-349(A)(11)(c). Maps of facilities locations. As stated in Paragraph 7 above, CommPartners has not yet completed its facilities construction plans for Utah; therefore, the exact location of future facilities and descriptions of the specific facilities to be deployed are not determined. See also Exhibit G.

13. R746-349-3(A)(6), R746-349-3(A)(12). Implementation schedule. CommPartners intends to initiate interconnection negotiations with Qwest during the third quarter of 2004, and will make provisions for collocating its electronic equipment at incumbent carrier central offices and purchasing unbundled loops. CommPartners intends to begin marketing its services during this same time frame.

14. R746-349-3(A)(1), R746-349-3(A)(13). Technical and managerial abilities. CommPartners's officers have the necessary managerial and technical resources and qualifications necessary to execute its business plan, to provide its proposed telecommunications services, and to operate and maintain CommPartners's facilities over which such services will be deployed. CommPartners's management team has extensive experience in the telecommunications industry. Biographies of CommPartners's key personnel are attached hereto as Exhibit B.

CommPartners is seeking similar authorizations in all fifty states and the District of Columbia. Applicant has not received any authorizations as of this date. CommPartners has not been denied requested certification in any jurisdiction, nor has it had a permit, license, or certificate revoked by any authority.

15. R746-349-3(A)(7). Employees. CommPartners's Utah operations will be directed by its management team located at CommPartners's headquarters in Las Vegas, Nevada. In lieu of an organizational chart, CommPartners offers the biographies of its key personnel set forth in Exhibit B to satisfy R746-349-3(A)(7).

16. R746-349-3(A)(1), R746-349-3(A)(14). Public interest. Approval of CommPartners's application will serve the public interest by creating greater competition in the local exchange marketplace, and the high-speed data market in particular. The public convenience and necessity, therefore, will be served by the issuance of a Certificate of Public Convenience and Necessity to Applicant authorizing it to provide the services described in this application.

17. R746-349-3(A)(16)–(17). Unauthorized switching, solicitation of new customers, and prevention of unauthorized switching. No complaints have been made nor has any investigation been undertaken against CommPartners or any of its affiliates for unauthorized switching (“slamming”) or any other illegal activities. When CommPartners offers voice services, it will prevent unauthorized switching of customers by obtaining a signed letter of authorization from all new customers. CommPartners will comply with Utah law and the Federal Communications Commission's (“FCC's”) regulations regarding how interexchange carriers may change a consumer's Primary Interchange Carrier (“PIC”). CommPartners will also comply with the FCC's regulations regarding how carriers may change a consumer's primary local exchange provider.

WHEREFORE, CommPartners, LLC, respectfully requests that the Utah Public Service Commission issue a Certificate of Public Convenience and Necessity authorizing CommPartners to provide resold and facilities-based, switched and dedicated local exchange telecommunications services in the State of Utah.

Respectfully submitted,

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Counsel for CommPartners, LLC

Dated: April 22, 2004

LIST OF EXHIBITS

EXHIBIT A	Articles of Organization and Certificate of Authority to Transact Business in Utah
EXHIBIT B	Managerial and Technical Qualifications
EXHIBIT C	Chart of Accounts
EXHIBIT D	Financial Statements
EXHIBIT E	Letter of Daniel St. John in Support of Financial Statements
EXHIBIT F	Five-Year Projection of Expected Operations
EXHIBIT G	Expected National Network Architecture
VERIFICATION	

EXHIBIT A

**Articles of Organization and
Certificate of Authority to Transact Business in Utah**

EXHIBIT B

Managerial and Technical Qualifications

CommPartners is a newly established company, but its management team has deep experience in the telecommunications industry in general, and in operations as a competitive local exchange carrier specifically. Applicant's management team looks forward to using their managerial and technical experience to operate another successful carrier. CommPartners submits that the substantial experience and expertise demonstrated by these individuals ensures that it is fully capable of carrying out its proposal to bring new and economically priced telecommunications options to the local exchange and long distance marketplace.

David Clark, President

For the past seven years, CommPartners' President, David S. Clark, has been involved with businesses spanning telecommunications, Internet applications service providers, and specialty technology companies. Mr. Clark was part of the original management team at the telecommunications carrier MGC Communications (now Mpower Communications). His responsibilities included sales and marketing, product/pricing strategies and vendor analysis/selection. Mr. Clark also was an executive with North American InTeleCom (NAI), a private Pay Telephone, Inmate Phone System and Retail Communications Products provider. Mr. Clark headed NAI's involvement with the British military providing satellite communications to British troops in Bosnia in conjunction with the UN's peace-keeping efforts. Mr. Clark serves as a director of ATCi in Phoenix, AZ.

Patrick Chicas, Vice President and Chief Technology Officer

Mr. Clark is joined by another former member of MGC Communications, Patrick Chicas. Mr. Chicas is serving as CommPartners' Vice President and Chief Technology Officer. Mr. Chicas has twenty-three years of advanced technological experience in telephony, data, and wireless communications. Mr. Chicas successfully implemented

systems on fraud control for PacTel Cellular as well as advanced network security and network performance standards for GTE Mobilnet. Mr. Chicas also established an ISP in Hawaii, as well as an ISP founded to serve rural communities. Mr. Chicas then served as Vice President, Data Services for MGC Communications.

James H. Thompson, Vice President and Chief Integration Officer

James H. Thompson works as CommPartners' Vice President and Chief Integration Officer. Mr. Thompson spent nine years at VeriFone where he was a key designer of the communications infrastructure that has allowed VeriFone to become the worldwide leader in point-of-sale transactions. Mr. Thompson's prior work has included a posting as vice president of technology for Knight-Ridder's Viewtron service and various joint projects with AT&T Bell labs where he assisted in the development of the NAPLPS protocol and the AT&T videotext terminal. Mr. Thompson assisted Mr. Chicas with their ISPs and continues to consult for numerous ISPs.

Mitch Allee, Vice President and Chief Systems Operator

Mitch Allee is serving in the role of Vice President and Chief Systems Officer for CommPartners. Mr. Allee has been aligned with CommPartners' executives and investors in numerous business endeavors. As president and owner of CMS Solutions, a software operating company located in Fresno, California, Mr. Allee authored the operating system for ValuJet which pioneered the use of "ticketless" travel in the airline industry. Mr. Allee also pioneered the integrated back-office system used by Mpower Communications. The CMS platform is currently used by businesses throughout various industry segments across the United States. Mr. Allee's intimate knowledge of telephony operating systems

combined with the open-architected, Web-based CMS platform will provide CommPartners with an un-paralleled OSS platform.

EXHIBIT C

Chart of Accounts

EXHIBIT D

Financial Statements

EXHIBIT E

Letter of Daniel St. John in Support of Financial Statements

EXHIBIT F

Five-Year Projection of Expected Operations

EXHIBIT G

Expected National Network Architecture

VERIFICATION