

SPECTRUMLINK NETWORKS, INC.

RECEIVED
JUL 13 2000
PUBLIC SERVICE
COMMISSION

July 12, 2000

Via Federal Express

Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, KY 40602-0615

Re: Application of SpectrumLink Networks, Inc. for Transfer of Ownership of
O1 Communications of Kentucky, LLC

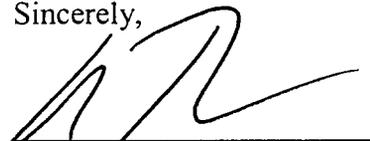
Dear Sir or Madam:

Enclosed herewith for filing are an original plus five copies of the Application of SpectrumLink Networks, Inc. for Transfer of Ownership of O1 Communications of Kentucky, LLC.

Please date-stamp one copy of the Application and return it to me in the enclosed, self-addressed envelope.

Please contact me with any questions regarding this Application.

Sincerely,



Rudolph J. Geist
President, General Counsel

Enclosures

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33305106
New
Address

BEFORE THE
KENTUCKY PUBLIC SERVICE COMMISSION

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APPLICATION OF SPECTRUMLINK NETWORKS, INC. FOR TRANSFER OF OWNERSHIP
OF O1 COMMUNICATIONS OF KENTUCKY, LLC

Pursuant to KRS 278.020(4) and (5) and 807 KAR 5:011, applicant SpectrumLink Networks, Inc., a Delaware corporation ("SpectrumLink"), respectfully petitions the Kentucky Public Service Commission for approval of its acquisition of O1 Communications of Kentucky, LLC, an authorized telecommunications carrier in the Commonwealth of Kentucky. In support of this Application, SpectrumLink submits the following:

1. Name, address, and telephone number:

SpectrumLink Networks, Inc.
62 North Chapel Street, Suite 203
Newark, DE 19711
(302) 456-9900 (voice)
(302) 456-9909 (fax)

2. Contact person for regulatory issues:

Rudolph J. Geist
62 North Chapel Street, Suite 203
Newark, DE 19711
(302) 456-9900 (voice)
(302) 456-9909 (fax)

3. Description of sale:

O1 Communications of Kentucky, LLC ("O1") is a wholly-owned subsidiary of O1 Communications, Inc., a California corporation. SpectrumLink has entered into a Purchase Agreement with O1 Communications, Inc., pursuant to which all of O1 Communications, Inc.'s right, title, and interest in O1 shall be sold to SpectrumLink, such that O1 would become a wholly-owned subsidiary of SpectrumLink.

4. O1's Articles of Organization as a Kentucky Limited Liability Company were attached as Exhibit 1 to its Notice of Intent to Provide Service, previously filed with the Public Service Commission

on December 3, 1999 and assigned docket numbers 60-1501 (local exchange service) and 60-1502 (long distance service).

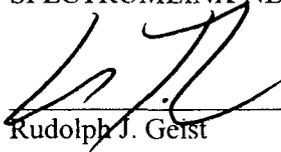
5. Following completion of the acquisition, O1 will continue to have the managerial and technical ability necessary to provide service in the Commonwealth of Kentucky by virtue of the combined experience of SpectrumLink's key employees in the fields of telecommunications, management, and marketing, as set forth in **Exhibit A** attached hereto. O1 will also continue to have the financial ability necessary to provide telecommunications services in the Commonwealth of Kentucky, as evidenced by the financial statements submitted herewith as **Exhibit B**.

6. An Adoption Notice pursuant to 807 KAR 5:011 is attached hereto as **Exhibit C**, providing for adoption of O1's Local Exchange Services Tariff effective January 4, 2000 and O1's Interexchange Services Tariff effective January 3, 2000.

DATED: July 12, 2000

SPECTRUMLINK NETWORKS, INC.

BY:



Rudolph J. Geist

**APPLICATION FOR TRANSFER OF OWNERSHIP OF
O1 COMMUNICATIONS OF KENTUCKY, LLC**

EXHIBIT A

MANAGERIAL AND TECHNICAL QUALIFICATIONS

William R. Stritzinger is the SpectrumLink Networks, Inc.'s co-founder, Chairman and CEO. Mr. Stritzinger has years of experience in the telecommunications and Internet industry, having sold his former company, The Data Place, Inc. ("DPI"), in mid 1998, to IXC Communications, Inc. (renamed Broadwing, Inc. subsequent to its recent merger with Cincinnati Bell Telephone) in a multi-million dollar deal. Previous to the sale transaction, DPI was a successful regional network systems engineering and integration firm, a regional ISP, and owner of high capacity fiber optic cable routes between New York, NY and Washington, DC. Upon its sale, DPI had in excess of \$10 million in annual revenues. Mr. Stritzinger has been subject to a non-competition clause since the sale of his company, but it has recently expired allowing him to freely seek gainful employment and make investments in new telecommunications and Internet ventures. Mr. Stritzinger's telecommunications experience ranges from constructing and operating next-generation Inter/IntraLATA telecommunications networks to arranging capital financing sources to fund business activities.

Rudolph J. Geist is the Company's co-founder, President and General Counsel. Prior to joining SpectrumLink, Mr. Geist was Executive Vice President, General Counsel of O1 Communications, Inc., a multi-state CLEC with existing operations in the Western U.S., and the company from which SpectrumLink is purchasing Applicant. Before joining O1 Communications and SpectrumLink, Mr. Geist practiced telecommunications law with the Washington, DC-based firm of Wilkes, Artis, Hedrick & Lane, where he specialized in defining and developing Internet and emerging telecommunications law, and represented ISPs and telecommunications carriers in state and federal policy and regulatory matters. Mr. Geist was also co-founder of U.S. Netway, Inc., an ISP servicing Pennsylvania. He regularly publishes in the areas of telecommunications and Internet regulatory policy, including columns for Boardwatch Magazine, CLEC Magazine, ISP Report: The Financial Newsletter for Internet Service Providers, and contributions to ISP Today Magazine, Rural Telecommunications, and UTC Journal. Mr. Geist also regularly lectures at ISPCON and IIR Interconnection. Mr. Geist received his law degree from the Communications Law Institute at Washington, DC-based Catholic University of America, where he served as lead articles editor of CommLaw Conspectus: Journal of Communications Law and Policy. He graduated magna cum laude and Phi Beta Kappa with an honors interdisciplinary degree in communications law from Temple University.

James R. Stritzinger is the Company's co-founder Chief Operating Officer and Chief Financial Officer. Previous to co-founding SpectrumLink, Mr. Stritzinger was founder, President and co-proprietor of DPI with William Stritzinger and oversaw all day-to-day activities of the business. Mr. Stritzinger has over 20 years of experience in the telecommunications and Internet industry.

The Company is currently recruiting other qualified executives and managers to execute its business plan.

**APPLICATION FOR TRANSFER OF OWNERSHIP OF
O1 COMMUNICATIONS OF KENTUCKY, LLC**

EXHIBIT B

FINANCIAL STATEMENTS

SpectrumLink Networks, Inc.

Balance Sheet

As of June 30, 2000

	<u>Jun 30, '00</u>
ASSETS	
Current Assets	
Checking/Savings	
1000 Checking - Wilmington Tst	-25,419.47
1010 Sweep Reserve - Wilm Trust	1,495,336.00
2510 Short Term Loan	-25,000.00
Total Checking/Savings	<u>1,444,916.53</u>
Total Current Assets	1,444,916.53
Fixed Assets	
1620 Equipment	
Original Cost	13,585.00
1620 Equipment - Other	32,631.97
Total 1620 Equipment	<u>46,216.97</u>
Total Fixed Assets	<u>46,216.97</u>
TOTAL ASSETS	<u><u>1,491,133.50</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 Accounts Payable - Trade	12,585.73
Total Accounts Payable	<u>12,585.73</u>
Credit Cards	
AMEX Gold Card	853.68
Total Credit Cards	<u>853.68</u>
Other Current Liabilities	
2100 Payroll Liabilities	
2110 Federal Taxes Withheld	126.40
2140 Del Income Tax Withheld	3,319.47
2170 Accrued Del Unemp Tax	459.00
2190 NC Income Tax Withholding	124.50
Total 2100 Payroll Liabilities	<u>4,029.37</u>
Total Other Current Liabilities	<u>4,029.37</u>
Total Current Liabilities	<u>17,468.78</u>
Total Liabilities	17,468.78
Equity	
2710 Preferred Stock	1,600,000.00
Net Income	-126,335.28
Total Equity	<u>1,473,664.72</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,491,133.50</u></u>

SpectrumLink Networks, Inc.

Profit & Loss

January through June 2000

07/12/00

	<u>Jan - Jun '00</u>
Ordinary Income/Expense	
Income	
3201 Interest Earned	11,547.28
Total Income	<u>11,547.28</u>
Expense	
4999 Salary Related Expenses	
5040 Contract Labor	1,050.00
5050 Payroll Taxes	5,733.40
5060 Officer Group & Med Ins	3,437.46
5080 Auto Allowances	2,000.00
4999 Salary Related Expenses - Other	65,200.00
Total 4999 Salary Related Expenses	<u>77,420.86</u>
5999 General Expenses	
6060 Telephone	1,984.38
6070 Heat & Electricity	24.95
6080 Office Supplies	823.65
6090 Office Expense	309.21
6100 Rent	2,499.00
6110 Bank Service Charges	217.27
6120 Licenses & Permits	91.25
6130 Legal Fees	6,396.33
6140 Accounting Fees	75.00
6160 Travel	11,267.45
6170 Meals	1,216.31
6175 Entertainment	31.00
6230 Postage & Delivery	459.20
6240 Printing & Reproduction	161.20
6300 Connection Fees & Charges	5,664.65
6400 Miscellaneous	490.85
Total 5999 General Expenses	<u>31,711.70</u>
6105 State Filing Fees	3,750.00
6270 Short Term Loan Repayment	25,000.00
Total Expense	<u>137,882.56</u>
Net Ordinary Income	<u>-126,335.28</u>
Net Income	<u><u>-126,335.28</u></u>

**APPLICATION FOR TRANSFER OF OWNERSHIP OF
O1 COMMUNICATIONS OF KENTUCKY, LLC**

EXHIBIT C

ADOPTION NOTICE NO. 1

SpectrumLink Networks, Inc. hereby states that it adopts, ratifies, and makes its own all rates, rules, classifications and administrative regulations of O1 Communications of Kentucky, LLC on file with the Kentucky Public Service Commission, effective at the time of transfer of ownership of O1 Communications of Kentucky LLC from O1 Communications, Inc. to SpectrumLink Networks, Inc.

SPECTRUMLINK NETWORKS, INC.

BY:



Rudolph J. Geist

AFFIDAVIT

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

I, RUDOLPH J. GEIST, swear as follows:

I am the President of SpectrumLink Networks, Inc., applicant herein. As such, I am authorized to make this affidavit on its behalf.

I have read the foregoing Application and know the content thereof, and the same is true, accurate and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.

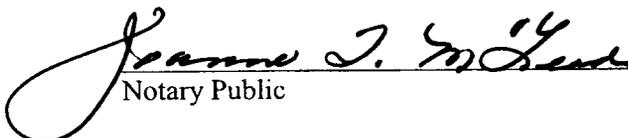
Executed on July 12, 2000 at Newark, Delaware.



RUDOLPH J. GEIST

Subscribed and sworn to before me this
12th day of July, 2000.

[SEAL]



Notary Public

Joanne T. McLeod
Notary Public
New Castle County, DE
My Comm. Expires 02-01-2002