

UNITED STATES OF AMERICA
BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

In the Matter of the Rural Broadband Experiments:
AirNorth Communications, Inc., provisional winner,

PETITION FOR WAIVER OF
AUDITED FINANCIAL STATEMENTS

NOW COMES, AirNorth Communications, Inc. (“AirNorth” or the “Company”), by and through its attorney, Kevin L. Tucker, and for its Petition for Waiver of Audited Financial Statements, respectfully states as follows:

AirNorth was selected by the Federal Communications Commission (“FCC”) as one of the provisional winners of the Rural Broadband Experiment in 18 census blocks in Charlevoix, Emmet and Cheboygan Counties in the Northern Lower Peninsula of Michigan.

AirNorth is a Michigan corporation having been incorporated in March of 2014. The Company was initially formed for the purpose of entering into the high speed wireless broadband internet industry. In June of 2014, AirNorth acquired the assets of a small wireless internet provider as an entry agent. Since that time, the Company experienced the problems attendant to wireless connectivity in the topographically challenged areas of the Northern Lower Peninsula of Michigan. The Company currently has 240 customers. It continues to grow and maximize its opportunities while realizing that wireless alone is not the answer to unserved and underserved residents in its service area of Charlevoix, Emmet, Cheboygan and Presque Isle counties.

AirNorth’ managers concluded that in order to reach these unserved and undeserved areas, it needed to change its approach to one that blends both wireless and wireline

technologies. This modification of its business plan requires AirNorth to become a competitive local exchange carrier, licensed by the Michigan Public Service Commission (“MPSC”) pursuant to §§ 301 and 302 of the Michigan Telecommunications Act (MTA), as amended, MCL 484.2301 and MCL 484.2302.

The CLEC license allows AirNorth to enter into interconnect agreements with incumbent local exchange carriers (“ILECs”) to access their telecommunications equipment. Such access allows the Company to connect wirelessly or through telephone lines to access points that provide copper line service to customer premises. If not all, substantially all potential customers in the 18 census blocks that the FCC provisionally awarded to AirNorth, already have copper telephone lines. This technology, described in greater detail in a later portion of AirNorth’s submission, is known as VDSL2+vectoring and AirNorth calls this and its other technologies, CyberBand™.

In that AirNorth has existed only since March 2014, it cannot meet the FCC’s requirement of 3 consecutive years of audited financial statements, including balance sheets, net income, and cash flow. The FCC anticipated that new entities may submit bids for Rural Broadband Experimental grants and allowed provisional winners to seek waivers from this financial requirement. As stated in the Rural Broadband Experimental Order, 29 FCC Rcd, the purpose of the financial statements is to assure the FCC that the recipients have the financial ability to comply with the program. For the reasons set forth hereafter, AirNorth meets the test.

AirNorth has submitted with this Petition for Waiver, its financial statements for the period ending December 16, 2014 reflecting its status of operations as a wireless high speed broadband internet provider. AirNorth will be submitting compiled financial statements as of and through December 16, 2014. Although the income from operations is negative for this

period, the Company's balance sheet is strong. AirNorth has \$850,000 of funds committed of which \$400,000 has already been deposited. The remaining commitment is posted as a Stock Subscription Receivable and will be available as cash when needed. Also evidenced on the balance sheet AirNorth reports debt free a 30,000 square foot building (a repurposed elementary school) to house its operations and has additional space available for lease. The building was conservatively conveyed into the corporation at \$250,000, well below its market value.

The Company is well on its way to achieving CLEC status with its application for permanent license set for hearing on January 8, 2015. No opposition has been filed to the CLEC application. AirNorth filed its application for Eligible Telecommunications Carrier designation, another pre-condition to the Grant program, on December 18, 2014 and expects prompt treatment of that application as well. Interconnect agreements have already been discussed with AT&T Michigan and Frontier North, Inc. The business plan anticipates that central office co-locations will be established in April of 2015 with remote locations connecting with customer copper telephone lines beginning in May of 2015.

AirNorth is owned and managed by a team of six (6) seasoned professionals in their respective areas of expertise. Following is a brief statement of the owners and managers qualifications:

Michael R. Witulski, President.

Mr. Witulski is a regionally recognized telecommunications expert with significant ties to industry leaders, network carriers, and government regulators. He is a highly technical, hands-on senior management professional with 25+ years of experience driving the Information Technology and Telecommunications Industry. He has a proven track record setting strategy and leading implementation while reporting to C-level executives. Mr. Witulski's strong business

acumen is derived from achievements in both Business and IT functions with large regional responsibilities to drive business growth and to transform business operations from cost to profit centers. He is driven by opportunities to build high performance teams that develop great products and services that differentiate from existing markets and he excels at securing high value business partnerships, deal negotiation with vendors and driving technology innovations that enhance customer experiences.

Kenneth Ploeg, AirNorth Chief Network Engineer

Mr. Ploeg has considerable experience servicing the Telecommunications industry in various capacities. Mr. Ploeg has delivered incumbent local exchange carrier (LEC) access lines (suloops/fiber) beyond the local footprint to competitive local exchange carriers (CLECs). This includes, but is not limited to, collocating LEC remote terminals (RTs) to take advantage of the servicing area interfaces (SAIs) for delivery to VDSL2+Vectoring. He has also provided outside structural management to various projects, including analyzing pole lines, survey, permits, and equipment for the installation of RT and broadband xDSL repeaters, including fiber regenerators.

Mr. Ploeg has knowledge of traffic origination and termination to capitalize on carrier access billing services, including toll free tandem termination and 4xx calls. He also has knowledge of TCP/IP, SONET, ATM, Frame Relay xDSL, T1, T3, and Gr-303. Mr. Ploeg's experience includes work with digital & fiber multiplexes, class 5 switches and metallic testing, routers, aggregators, ATM switches, bridges, and of course DSL modems.

Mr. Ploeg also has worked on various cross-functional projects, including those involving field engineering, development, quality assurance, product management, marketing, operations, business development, and professional services through network build out. Through this

experience, he has developed a critical understanding of the business/residential telecom and technical requirements necessary to define project scope, deliverables and delivery commitments

David O’Grady. AirNorth’s Chief Sales and Marketing Officer

Mr. O’Grady established Telinet Services in 1988 developing Marketing Technologies based on Telephone, Computer and Video technologies. In 1995 he was recruited by AT+T gaining valuable experience working at AT+T supporting complex data, cloud, internet and voice related sales supporting Tier 1 and 2 accounts across the territory. While at AT+T David engaged in countless hours of Professional Education at AT+T School of Business and Technology. AT+T training focuses on Professional Development where David achieved ranking as a “Leader, Mentor” in AT+T’s WCSL (World Class Sales Leadership) training including development in leadership of your team as well as positioning and business communication skills addressing CEO’s, CFO’s, CTO’s, CSO’s and other Executives and Influencers in your clients organization. David has lead teams through recruitment, training and development including account executives, sales managers, directors and specialist. David successfully developed and launched technology and marketing products and services and supported projects through MDOT and Metro Airport and many SMB, Government, Education, Medical and Enterprise entities across the United States. David is well connected in the Community including Connected Nation, Connect Michigan and many Economic Development Authority teams across the region as well as countless Partner relationships including other Carriers, MSP’s and Vendors.

The Biographies of the following management team members are contained in Exhibit A.

Noah Leask - Chairman

Charles D. Hague - Chief Operating Officer.

Christopher Sangster, CPA, CFP, MST - Chief Financial Officer and Treasurer
Gregory Elliott, CPA, CFP – Controller and Chief Contract Compliance Officer
Kevin L. Tucker – General Counsel and Secretary

CONCLUSION

Although AirNorth does not have 3 years of audited financial statements to submit for the purpose of establishing its financial ability to achieve the objective of the Rural Broadband Experiment grants, it more than makes up for a lack of financial history in that it does have an (i) an operating business, (ii) a solid and experienced team of professionals in the telecommunications industry and related administrative support, (iii) the ability to obtain the necessary CLEC license and ETC designation and (iv) sufficient assets to drive the implementation of the grant program.

For the reasons set forth above, AirNorth respectfully requests that the FCC grant this Petition and waive the requirement of 3 years of audited financial statements in order to qualify for the Rural Broadband Experiments.

Respectfully Submitted

A handwritten signature in black ink, appearing to read "Kevin L. Tucker", written over a horizontal line.

Kevin L. Tucker (P44882)
General Counsel

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EXHIBIT A

**AIRNORTH MANAGEMENT TEAM
BIOGRAPHICAL INFORMATION**

MICHAEL R. WITULSKI

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EXECUTIVE SUMMARY

A regionally recognized telecommunications expert with significant ties to industry leaders, network carriers, and government regulators.

Highly technical, hands-on senior management professional with 25+ years of experience driving the Information Technology and Telecommunications Industry. Proven track record setting strategy and leading implementation while reporting to C-level executives. Strong business acumen derived from achievements in both Business and IT functions with large regional responsibilities to drive business growth and to transform business operations from cost to profit centers.

Driven by opportunities to build high performance teams that develop great products and services that differentiate from existing markets. Excels at securing high value business partnerships, deal negotiation with vendors and driving technology innovations that enhance customer experiences.

INDUSTRY-SPECIFIC SKILLS

- Telecommunications and information systems leader with 25+ years of experience planning, implementing, and managing network deployment
- Proven track record taking concept through roll-out and to profit-sustaining operations
- Demonstrated success in planning and large-scale deployment of system-wide initiatives.
- Excellent communicator with likeable interpersonal skills. Has created strong “long term,” trusting relationships with business leaders and partners, yielding long-term results.
- Established relationships with industry experts; government; network carriers; global and local telephone companies; and leading voice, video and data hardware and software manufacturers.
- Systems Architecture
- SDLC Methodology & Management
- Software Engineering
- IT Strategy & Thought Leadership
- High Performance Team Management
- IT Operations Transformation

TELECOMMUNICATIONS EXPERIENCE

AirNorth Communications, Inc., *President and Founder*

March 2014

- Founded a wireless Internet and telecommunication services company to construct a 7,317 square mile 4G LTE network across Michigan.
- Established significant public-private partnerships with local, state and federal government personnel to improve access to wireless broadband services in rural communities.

General Responsibilities

- Corporate formation; secure private equity investment; establish corporate governance; manage board; business plan creation; setting up IT and sales operations; IT architecture; selecting vendor technologies for CRM, OSS and BSS; website development; brand management and trademark filings.

Specific Projects

- Developed a financial model, business plan, and 5-year Proforma that was accepted by the United States Department of Agriculture (USDA) as financially feasible for \$26,000,000 in federal funding.

Cloudaccess.Net, LLC, *Vice President Business Development*

March 2009 – Present

- Provide mobile strategy and IT consulting services for corporate R&D function that was chartered to drive mobile solution innovation in consumer hosting and mobile APIs.

- Lead workshops with cross-functional team of thought leaders to create a five-year mobile technology strategy and IT roadmap.
- Augmented reality applications, including near field communications (NFC) and peer-to-peer payments using mobile devices and PayPal adaptive API's.
- Managed mobile application development on leading operating systems, including Apple iOS, HP webOS, Google android/chrome, RIM QNX, and Microsoft WP7.
- Directed client services with application store providers, including Microsoft Application Marketplace, Google Chrome Web Store, and the Amazon App Store.

Cynergy Communications, Inc., *President*

April 2004 – March 2009

- Began as network engineer and within 2 months assumed full responsibility to reinvent a failing CLEC in a post UNEP environment. Redesigned network, switch configuration and protocols, trunking and ICAs.
- Administered new billing platform and interoffice business process protocols.
- Created agent channel and sales techniques and practices that led the company from bankruptcy at end user line count of 400 to over 12,000 in a three-year window.

TriLakes Wireless, Inc., *President and Founder*

March 1997 – February 2004

- Led WISP from start-up thru profitability, including network design and hardware acquisition, implementation, and deployment.
- Sold operations to competitor at a significant financial gain for investors.

Northern Michigan Online, *Network Engineer and Sales Manager*

January 1990 – February 1997

- Deployed northern Michigan's first dial-up ISP.
- Negotiated with upstream bandwidth provider to ensure cost-efficient contractual partnerships.
- Designed and implemented company sales system.

EDUCATION & PROFESSIONAL CERTIFICATION

North Central Michigan College, Petoskey, MI

- Business Administration

Macomb Community College, Warren, MI

- Liberal Arts

Cisco Service Provider Mobility UMTS to LTE Specialist Certification

The Cisco Service Provider Mobility UMTS to LTE Specialist certification validates a Service Provider Network engineer's knowledge and skills required to understand technologies, components, architectures, and products that are found in Universal Mobile Telecommunications System (UMTS) packet core networks, specifically in the migration to Long-Term Evolution (LTE) Evolved Packet Systems (EPS), including Evolved Packet Core (EPC) networks and radio access networks (RANs).



Noah Leask, Co-Founder, Chairman, and CEO
ishpi Information Technologies, Inc. (DBA ISHPI)

Noah T. Leask, co-founder, Chairman, and CEO of *ISHPI*, is an award winning entrepreneur — changing technology with vision and hard work — who is committed to applying his talents and resources to the betterment of the organizations and communities to which he belongs.

As an entrepreneur, Noah and his wife, Lisa, established *ISHPI* in 2006 as a company that specializes in providing the cyber and information technology needs of the United States Department of Defense, Department of Homeland Security, intelligence community, and federal agencies. Noah has been directly responsible for *ISHPI*'s vision, strategy, and financial strength, while developing client relations and strategic partnerships. Under his leadership and day-to-day management, *ISHPI* has gained a firm foothold in an exceedingly competitive market and has led *ISHPI*'s rapid revenue growth to make *ISHPI* one of the world's fastest growing companies. With a philosophy of sustainable growth, Leask has *ISHPI* under contract to perform \$100M worth of work through 2018.

Noah is a highly decorated service-disabled Navy veteran with over 10 years of wartime service. During his military career, he was a deployed member of the U.S. Naval Security Group Command and the National Security Agency, for which he conducted global operations to support the national defense and played a critical role in providing the U.S. Navy and nation with cyber, information, signals, and technology dominance. His cyber and information technology experience was honed during this time while working at the forefront of cyber operations and Y2K preparations. With a pursuit of excellence and an attention to detail setting the foundation of his work ethic, Noah earned the Navy Commendation Medal in 2001 and four Navy Achievement Medals between 1991 and 2002.

As a proud member of the Sault Ste. Marie Tribe of Chippewa Indians, Nee-gon-ee-me-gwun-ahbay — Noah's spirit name which translates to Leading Eagle Feather — has dedicated himself toward honoring his Native American heritage and serving his people. When he named his company, Noah drew from the Chippewa language for *ishpi*, which means "to move forward." He shares his experience and knowledge with other Native American entrepreneurs while serving as the executive vice president of the American Indian Chamber of Commerce of South Carolina, of which he has been a member since 2010 and a past president. He and his family also have set up the Noah Thomas Leask Family Scholarship which provides educational opportunities to members of the Chippewa nation. Through 2014, the scholarship fund has helped 33 college-bound recipients with \$34,000 in funding.



Achievements

- 2014 Strayer University Outstanding Alumni Award Recipient
- 2013 CEO of the Year Award Winner CEO World Awards
- 2013 SBA National Small Business Person of the Year First Runner-up
- 2013 SBA South Carolina Small Business Person of the Year
- 2011 and 2012 Inc. Top 10 American Indian Entrepreneur
- 2009 SBA Veteran Small Business Champion of the Year for South Carolina and the Southeast Region
- 2005 Joint Meritorious Service Award from the Director of National Intelligence
- 2004 Director's Certificate of Recognition Award from the Director of NRO
- 2004 Meritorious Unit Award from the Director of NGA
- 2003 Operation Iraqi Freedom Support Award from the Director of NGA
- 2003 Superior Service Award from the Director of Acquisition, NGA
- 2001 Navy Commendation Medal
- 1991-2002 Four-time recipient of Navy Achievement Medal

ISHPI recognition under Noah

- Three-time Diversity Business National Top Business In America Award, 2011-14 (#1 in SC)
- Three-time Inc. 500|5000 Fastest Growing Company, 2011-13
- Two-time Washington Technology FAST 50 (50 fastest growing Government Contractors), 2012-13
- Two-time Inc. Magazine Hire Power (national leader in job creation), 2012-13
- South Carolina's 25 Fastest Growing Companies (No. 7), 2013
- 2013 South Carolina Biz News Roaring Twenties (One of SC's Top 5 best-performing large businesses)
- 2012 South Carolina Biz News Roaring Twenties (One of SC's best-performing small businesses)
- 2011 American Indian Chamber of Commerce of South Carolina (AICCC) Small Business of the Year



Noah Leask, Co-Founder, Chairman, and CEO
Ishpi Information Technologies, Inc. (DBA ISHPI)

Noah is an active member of the defense industry, concerned with elevating the best practices and ethical standards of its professionals as well as developing a pipeline of future talent for cyber security. He served on the Charleston Defense Contractors Association board of directors from 2009-2012. He currently serves on The Citadel's Cyber Security Advisory Board. As a member of the Lowcountry CYBER Security Campaign, he is actively working with other businesses on developing a Cyber Security Center of Excellence to help expand employment opportunities in the Charleston area. He is a member of the board of advisors for EPCI College of Technology where he focuses on the high-tech educational requirements for veterans and students. He is a founding member of the Advanced Security Technology Research Alliance.

Within the Charleston-area community, Noah is an entrepreneurial mentor at the Harbor Accelerator, a business accelerator program. In addition, he keeps an active schedule as a leader and contributor among many local organizations. Noah serves as chairman of the board for Tri-County Autism Puzzle Piece Academy; as an executive member of the board of directors and treasure for Special Olympics South Carolina; as a member of the College of Charleston Realizing Educational and Career Hopes Program advisory board; as a member of the Bishop England High School Options Program Parent Advisory Team, and as a member of the Lowcountry Special Olympics and Unified Athletics committees. He recently served as the Chairman of the Board for Rein and Shine, an equine-assisted therapy facility serving people with disabilities from 2010-2011. He was awarded the 2008 Volunteer Coach of the Year and 2007 South Carolina Parent of The Year by the South Carolina Recreation and Parks Association for his work with Unified Athletics and the Special Olympics.

AIRNORTH MANAGEMENT TEAM BIOGRAPHICAL INFORMATION

Vice President and Chief Operating Officer – Charles D. Hague

Mr. Hague is a highly technical and analytical, executive management professional with over 15 years in the financial and technology services. He brings several years of business and leadership experience to the AirNorth team. Mr. Hague received his Bachelors in Business Administration as a triple major in Management, Banking & Finance and Economics from Northwood University and quickly climbed the corporate ladder to Chief Financial Officer and Managing Director of CloudAccess.net, LLC, a data storage and hosting technology company. His well-rounded and hands on experience and knowledge with company financial statements and reports, human resources, and managing teams of people, are a powerful combination and a welcomed asset to the AirNorth team.

Mr. Hague also serves on several boards including the March of Dimes and Bay Winds Federal Credit Union.

Vice President, Treasurer and Chief Financial Officer – Chris Sangster

Mr. Sangster graduated in April 1984 with a Bachelor of Business Administration at Western Michigan University and in April 1994 received a Master of Science in Taxation from Walsh College of Accountancy and Business Administration. Awarded his CPA license in May 1990, Mr. Sangster has been practicing in Public Accounting for 29 years and is a member of the Michigan Association of Certified Public Accountants (MACPA). He received his CFP designation in March 2004. Mr. Sangster serves on several area Boards of Directors and is active in his community. He has served as CPA for telecommunication businesses.

Vice President, Controller and Chief Contract Compliance Officer - Greg Elliott

Mr. Elliott graduated from Western Michigan University in April of 1985 with a Bachelor of Business Administration Degree. He was licensed as a Certified Public Accountant in April of 1992 and has been in Public Accounting for 28 years. He received his CFP designation in February of 2005. Mr. Elliott is a member of the Michigan Association of Certified Public Accountants. He and Chris Sangster formed the firm of Elliott & Sangster, PC in 1994 to provide services in the Public Accounting arena. Greg has represented the largest employer in the City of Cheboygan as both Controller and Chief Financial Officer and was a key figure in the turnaround of this \$20 million business.

Mr. Elliott is heavily involved in community economic development activities, including acting as treasurer and Director of the Port of Cheboygan, a local effort to turn the port into a world wide facility which will be the linchpin of economic development in Northern Michigan.

The AirNorth broadband initiative is a prime example of the work that Mr. Elliott has done and intends to do for his community. He has served for 10 years on the Boards of United Way and Habitat for Humanity.

Vice President, Secretary and General Counsel - Kevin L. Tucker

Mr. Tucker is a practicing attorney with an office in Indian River, Michigan. After receiving his undergraduate degree from American University and his law degree from The University of Toledo, Mr. Tucker began his practice of law with a firm in Concord, New Hampshire in 1972. Since then he has worked for Fortune 100 companies as well as privately held businesses and participated in management leveraged buyouts, holding such positions as Executive Vice President, General Counsel, Secretary and Director of Human Relations. In 1990, Mr. Tucker returned to the private practice of law, as a sole practitioner, in southeastern Michigan. For many years since, he maintained an office in Bloomfield Hills, Michigan as well as his Indian River office. In his 40 years of practice, Attorney Tucker has become well experienced in general corporate and business matters as well as complex business and personal litigation and real estate, business formation and operation issues. He currently is the immediate past President of the Indian River Chamber of Commerce and a member of the Board of Directors of the Cheboygan Economic Development Group and The Cheboygan Communities Foundation.

Joint Participation of Management Team:

Mr. Witulski and Mr. Hague have successfully established a strategic lease through the public school system to support North Central Michigan College through Cloudsccess.net, LLC. They also set up a call center to support customers using a Cloud Based Subscription Platform and proactively work on outbound sales.

Chris Sangster, Greg Elliott and Mike Witulski have worked together on numerous projects for the past 15 years. They have worked in the hospitality industry and rental housing markets.

Kevin L. Tucker, as a director of the Cheboygan Economic Development Group and Cheboygasn Communities Foundation, has worked with Mr. Witulski and Mr. Sangster in the development of the Cheboygan Campus of North Central Michigan College and with Mr. Elliott in the development of the Port of Cheboygan for ocean going freight.