

DECLARATION OF QUINTIN LEW

EXHIBIT 37



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Our Story

TelePacific, a full-service business communications provider for seven major metropolitan markets in California and Nevada, has become one of the largest carriers in the West and a major player enjoying tremendous growth.

TelePacific has posted record sales numbers and growth throughout the past sixteen months. They acquired \$30 million dollars of equity in March of 2003, are currently building new switch sites in Southern California, and expanding its wire center availability in all its markets. While in 2002, they secured a \$40 million dollar equity infusion from its existing investors, and acquired assets from a Northern California telecommunications provider, including two switching facilities and 1,100 customers. Due to their impressive growth, the company has been hiring throughout all its markets.

"Service comes before all else. We have grown one customer at a time while remaining deliberate in how we proceed. We continue to consolidate networks with those of other small carriers to meet increasing demand. Our goal is to deliver the best possible service at a reasonable cost, so that our customers benefit the most."

~ CEO, Dick Jalkut, formerly CEO of NYNEX Telephone Companies

As service comes before all else, TelePacific is able to boast extremely high customer satisfaction. Employing best in class billing practices, they work to ensure a less than 1% error ratio. Averaging 94% first call resolution with 95% of all calls answered in 30 seconds or less, TelePacific is ready to respond to customers' needs.

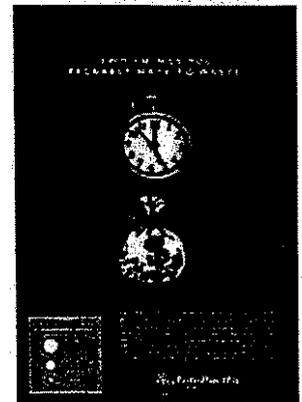
These are clearly times of growth for TelePacific.

Company History

- | | |
|----------------|---|
| April 2003 | Announced a \$30 million equity investment led by affiliates of Investcorp. |
| May 2002 | TelePacific Communications Expands Footprint With Purchase of Facilities from Advanced TelCom Group |
| March 2002 | Announced \$40 million equity investment led by affiliates of Investcorp, and named Dick Jalkut President and CEO |
| September 2000 | Announced \$19 million equity investment by the Hillman Company, GE Capital and Arena Capital Partners |
| April 2000 | Announced \$125 million equity investment by Investcorp |



Save Time and Money



Save Time and Money with TelePacific's Flex-T1 product. Scalable voice and Internet for businesses. (As seen in Fortune Small Business, Business Week, Fast Company, Mutual Funds, TIME and INC magazines. Also in local market Business Journals and the Wall Street Journal)

- Spring 2000 Launched full scale service in seven major metropolitan markets on the West Coast
- May 1999 Qualified as a Cisco Powered Network by Cisco Systems
- December 1998 Launched initial service in California and Nevada
- Nov 1998 Installed the world's most sophisticated switching platform, the Lucent 5ESS Switch®
- Mar 1998 Founded by Chairman of the Board David Glickman

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Investors



Rader Reinfrank & Co., LLC ("RRCO") manages a \$100 million Los Angeles-based private equity fund. The company provides long-term capital, management support, and financial expertise to emerging growth companies in the communications, media, and electronic commerce industries. RRCO focuses on identifying emerging technology and industry trends that will help drive future growth. They seek strong entrepreneurial management teams that they can actively partner with to achieve long-term capital appreciation and maximum enterprise value.



Online Quote

TelePacific's competitive rates and value-added services bring better solutions to your business. Click for a free online quote.

GE Capital

GE Equity, Structured Finance Group and Vendor Financial Services are all subsidiaries of GE Capital. GE Equity is the private equity arm of GE and is responsible for investments in a broad range of industries, often co-investing with other related GE businesses. Over two thirds of GE Equity's portfolio companies are strategic partners. GE Capital Structured Finance Group (SFG) is a leading provider of financial solutions for clients in the global communications, energy, transportation, and commercial and industrial sectors. A rapidly growing financier in the telecommunications sector, SFG has invested more than \$1 billion in telecommunications globally in the past two years alone. GE Capital Vendor Financial Services (VFS) is a global leader in providing private-label financing programs and specialty services to equipment manufacturers, distributors, dealers and end users through the creation of innovative sales and distribution financing programs.

INVESTCORP

Investcorp is a global investment group with offices in New York, London and Bahrain. The firm has four lines of business: corporate investment, real estate investment, asset management and technology investment. It was established in 1982 and has since completed transactions with an aggregate value of approximately US \$20 billion.

In the United States, Investcorp and its clients currently own investments that include Neptune, Jostens and Stratus Technologies. Investments that subsequently have been taken public by Investcorp include Prime Service, Tiffany & Co., Circle K Corporation, Saks Fifth Avenue and CSK Auto. In Europe, Investcorp and its clients currently own investments that include Avecia, Gerresheimer Glas AG and Welcome Break.



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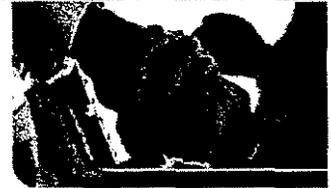
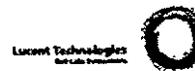
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Partners

TelePacific has partnered with the most technologically advanced companies in the industry. Our strategic alliances are designed to provide our customers with state-of-the-art, reliable technology and innovative communications solutions. This shared commitment to deliver customer centric solutions provides our customers with the most cutting-edge technology, simplified billing, cost-effective solutions and enhanced customer service.

Our Voice Services are supported by the Lucent SESS Switch®, the world's most sophisticated switching platform. Loaded with the most advanced software on the market, we provide redundancy to ensure reliability. We have also qualified as a Cisco Powered Network, which means that we've built our data and Internet network with Cisco equipment. As one of a select number of Cisco Powered Network providers, we can ensure our customers higher network availability, more reliable, scalable and secure services, and faster deployment of new world network services.

Call Sciences™



Online Quote

Intrigued with one of our products? Let us provide you with a free online quote.

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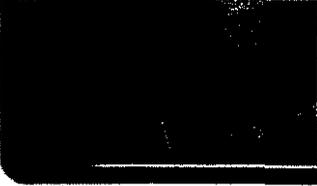
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Service Areas

TelePacific Communications is a broadband telecommunications provider delivering local, long distance voice, data and high-speed Internet services. Operating in seven major markets on the West Coast and headquartered in California, we are a single-source provider to business clients. Check back with us as we continue to expand!

Choose a city from the map below to download a detailed view of the region (pdf)



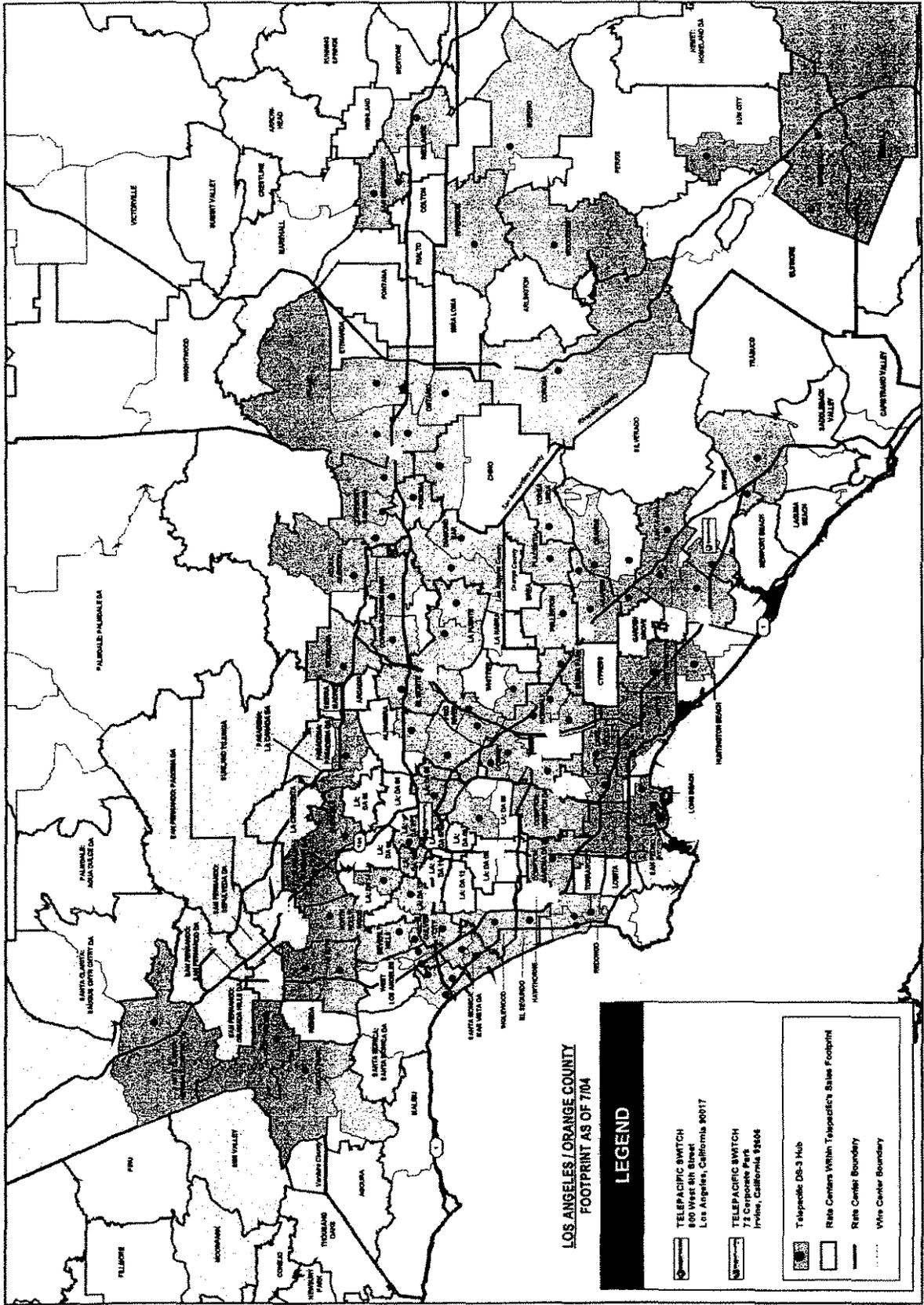
Online Quote

Ever seen a simple, easy to read bill? Once you order our products you will. Simplify and save--we'll show you how with a free comparative cost analysis.

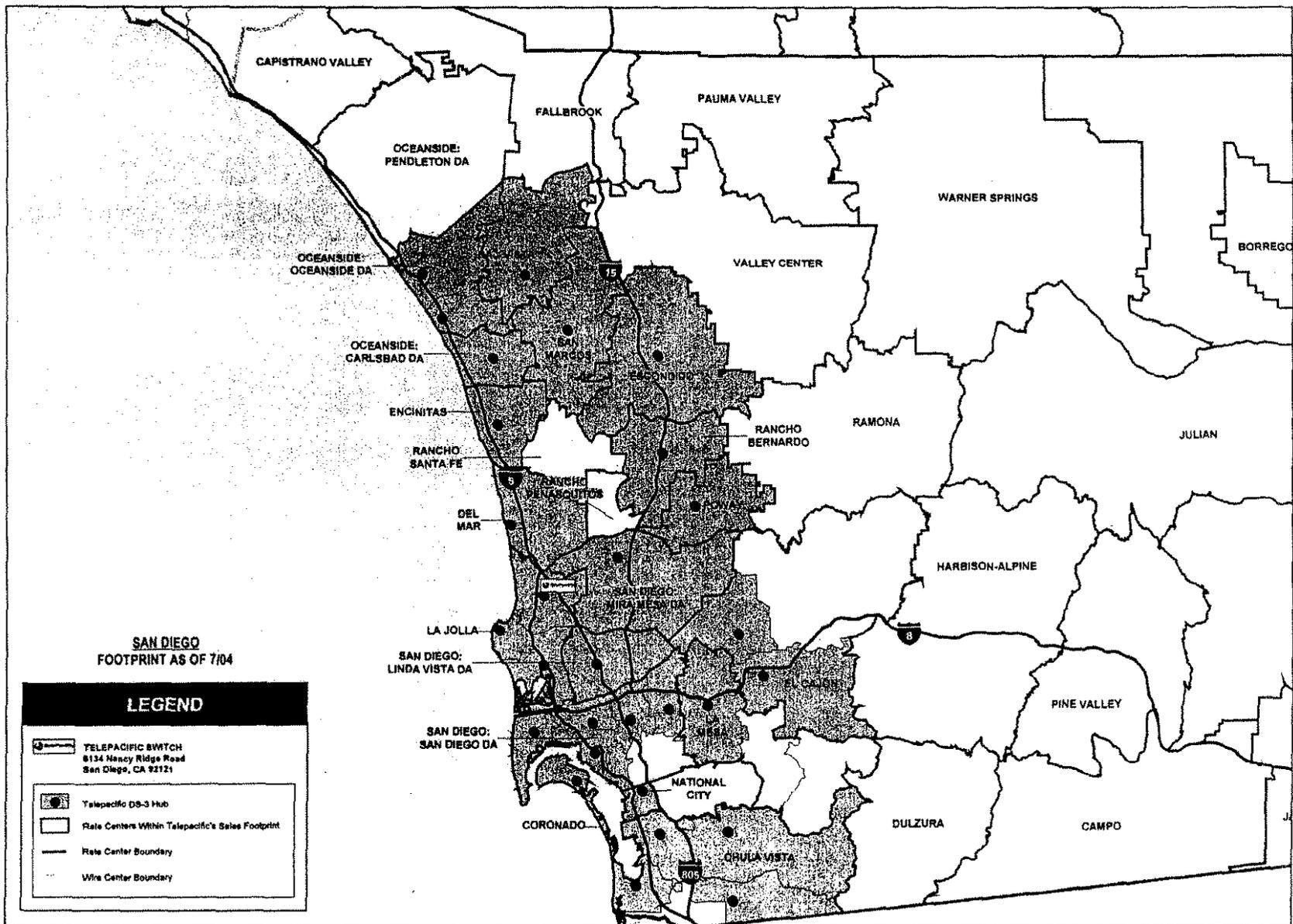
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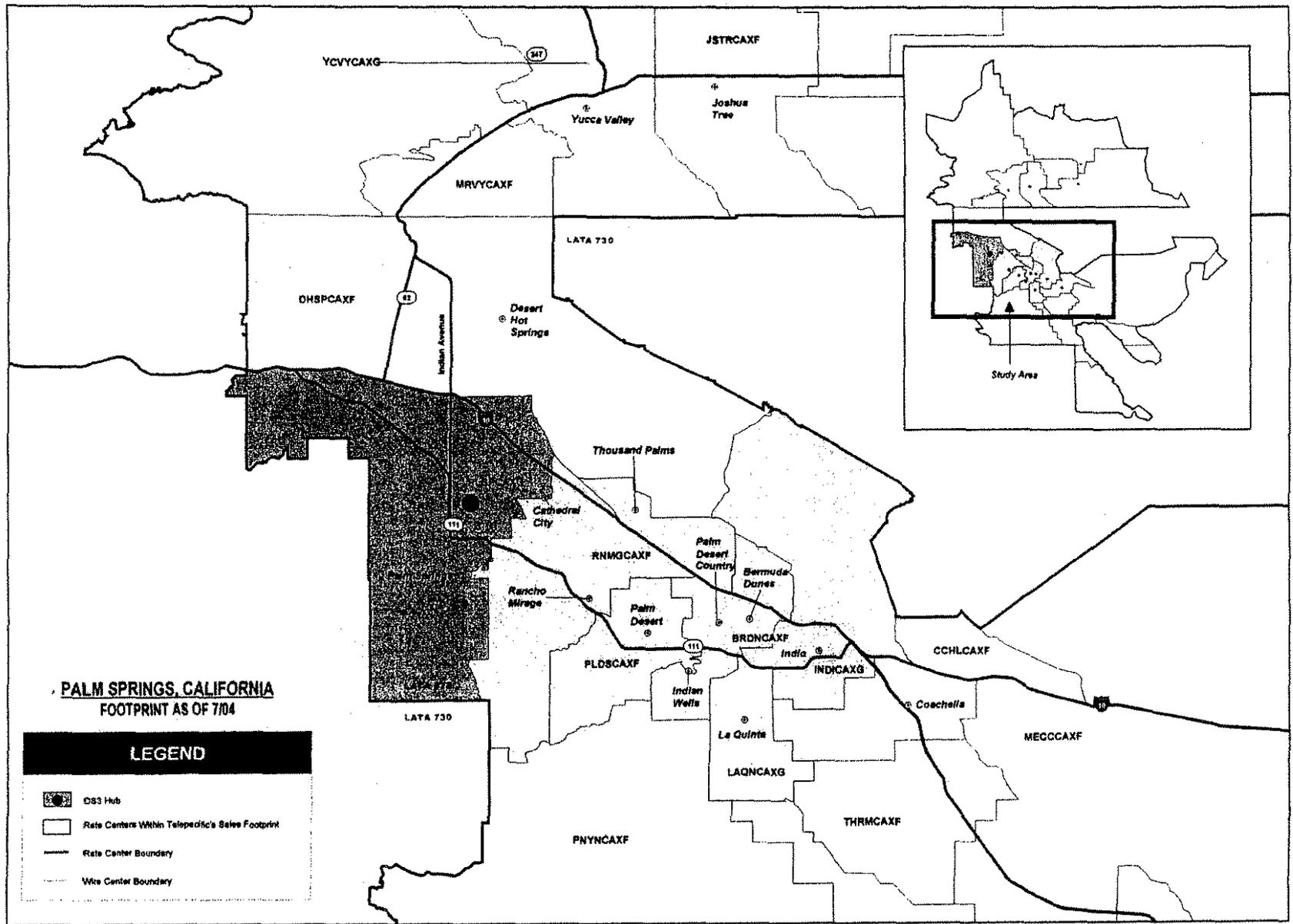
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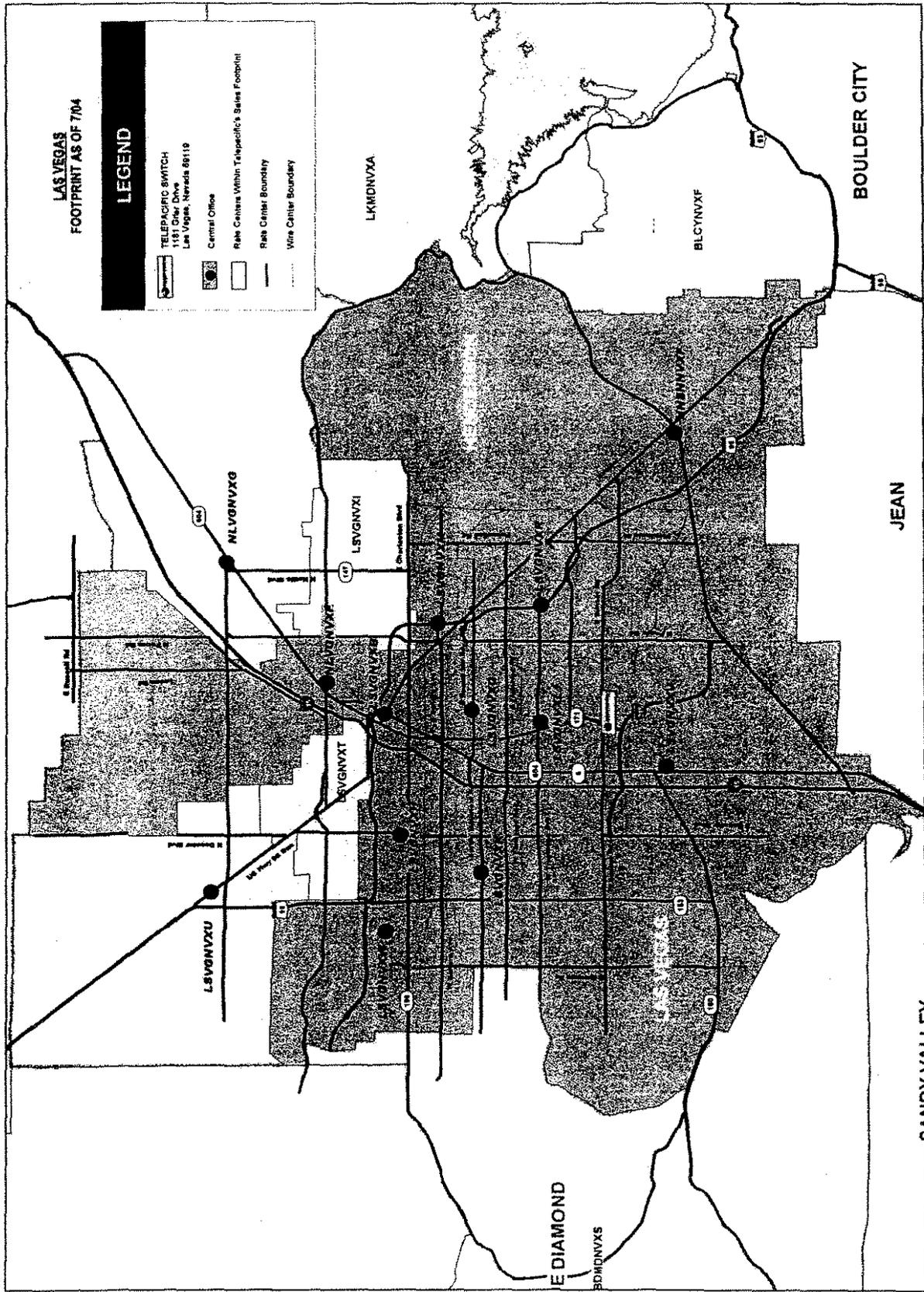
TELEPACIFIC PHONE, FAX AND DATA SERVICE, PROVIDED BY: Network Planning and Engineering (800) 720-004



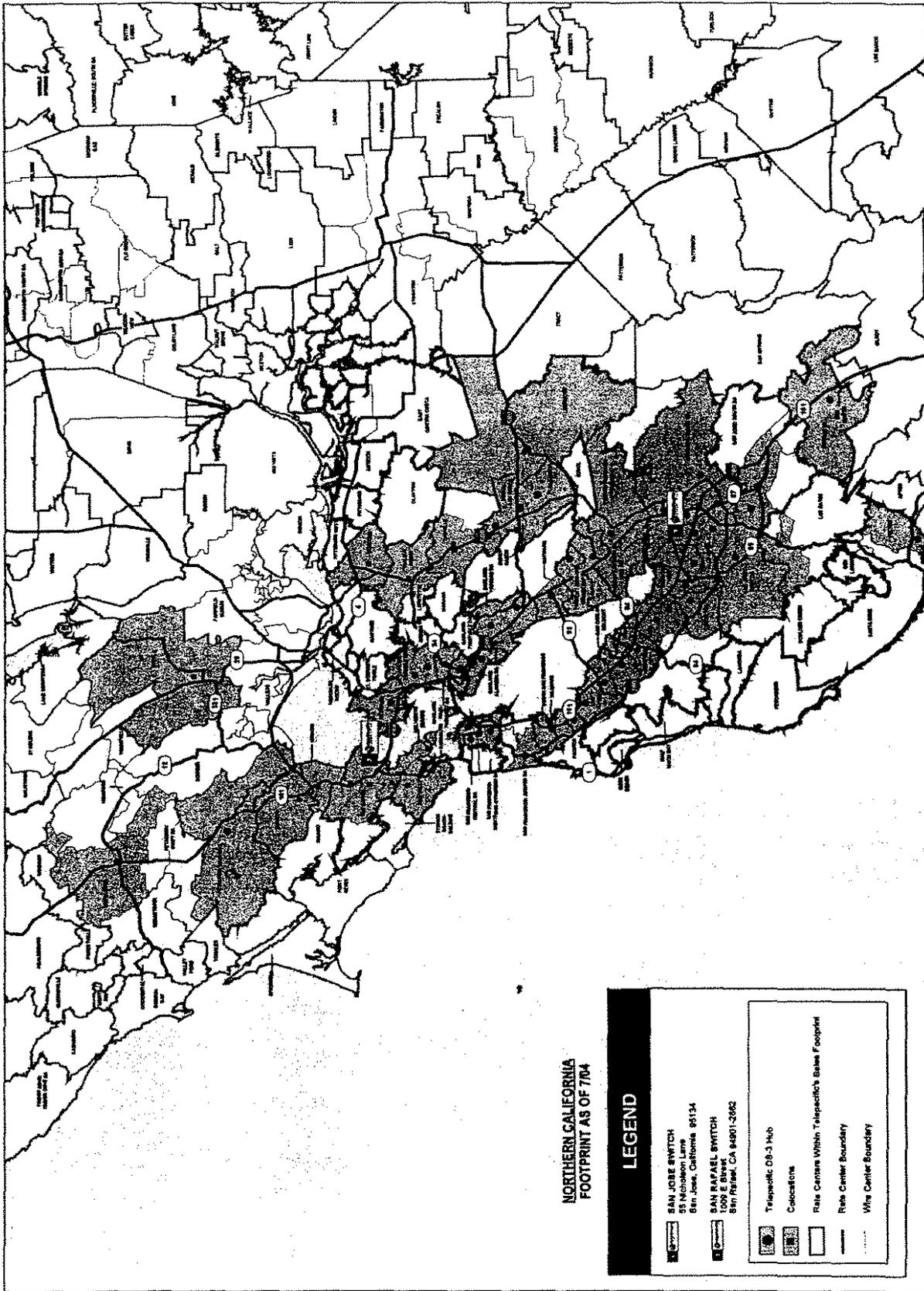
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TELEPACIFIC PROPRIETARY AND CONFIDENTIAL, PREPARED BY: Network Planning and Engineering (7/17/2004)



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Why We're Different

Headquartered in California, TelePacific is a single source provider of converged services, including local and long distance voice and data solutions, Internet access, web hosting, colocation, one-number-follow-me service, and fax to e-mail.

We are focused on the deployment of leading-edge technologies providing "best-in-class" communications services, including packet-based switching.

Customer service - our #1 priority

Our experienced customer consultants truly care about your success - from our Account Managers who customize a solution for your business to our Project Coordinators who assist with all phases of the installation process. Our Customer Care department is available to answer any service or billing questions Monday-Friday, 8AM-6PM Pacific Time. In addition, our Customer Technical Support Center (CTSC) is available 24 hours a day/7 days a week to assist existing customers with any technical or maintenance-related issues. Call the CTSC Hotline at (877) 487-8349.

Personalized custom solutions

We provide a consultative approach that will guide you in making informed decisions about your current and future business communications needs.

A full suite of telecommunications services

Whether you need voice and data services, high-speed Internet access, website hosting, or cost-effective calling features, TelePacific will design a solution for your business.

A superior management team

We have invested in the company's most valuable resource - its people. Our executive team has nearly 100 years of telecom experience, and many have worked together in the past. Our exceptional technical, business and professional expertise is visible throughout all levels of the organization.

One of a select number of Cisco Powered Network™ providers

Our data and Internet network was built with Cisco equipment. As a Cisco Powered Network™ provider, we can ensure our customers higher network availability, more reliable, scalable, and secure services, and faster deployment of network services.

Voice services supported by the Lucent 5ESS Switch®

The Lucent 5ESS Switch® is loaded with the most advanced software on the market and a redundancy process to ensure



Latest News

TelePacific Communications Expands Sales Territories In Los Angeles, Orange County Markets - Due to increasing customer demand for competitive telecommunication services, TelePacific has expanded... [\(read more\)](#)



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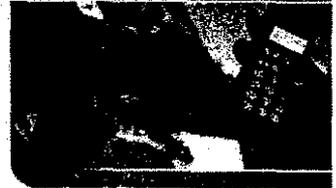
Products

● [California Products](#)

● [Nevada Products](#)

Our Services

TelePacific currently provides customized services to businesses in [California](#) and [Nevada](#). Select the state where your business is located to view highlights of our available voice, data and Internet products.



Flex-T1

Flex-T1 bundles offer scaleable solutions that combine voice and Internet access on a single T1 line. The Flex-T1 can be customized to provide just the right mix of voice lines and Internet bandwidth to fit your business' needs, giving you the speed and reliability of T1 without the expense of one.

[Flex-T1 California](#)
[Flex-T1 Nevada](#)

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- Shadow PA
- Conference Calling

● **Data & Internet**

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- Bonded T1
- Colocation
- Web Hosting
- Network Protection
- VPN
- Remote Storage

● **Special Promotions**

● **Testimonials**

● **Request Info**

California

TelePacific currently provides service in several California markets including San Diego, Orange County, Los Angeles, San Francisco, San Jose and San Rafael. With our corporate headquarters in Los Angeles and local offices in our serving markets, we truly understand the communications needs of California businesses and are available to serve you.

- [California Voice Services](#)
- [California Data & Internet Products](#)
- [California Special Promotions](#)



Flex-T1

Flex-T1 bundles offer scaleable solutions that combine voice and Internet access on a single T1 line. The Flex-T1 can be customized to provide just the right mix of voice lines and Internet bandwidth to fit your business' needs, giving you the speed and reliability of T1 without the expense of one.

- [Flex-T1 California](#)
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● Special Promotions

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California Voice Services

For business customers who want to combine local calling with domestic and international long distance, TelePacific is your one source for all your company's communications needs.

- **Local Calling** - Competitive rates and volume discount plans.
- **Long Distance Calling** - Rates as low as 4.8 cents per minute.
- **International Calling** - Servicing more than 240 destinations, all at great low rates including Canada and the United Kingdom for less than 10 cents per minute.
- **SuperTrunk (T1), DID Only SuperTrunk, DID Only Analog Trunk, Voice Only PRI, Point-to-Point, Integrated Voice and Data Bundles, Basic Phone Lines and Trunks, Feature Packages**



1 Flex-T1

Flex-T1 bundles offer scaleable solutions that combine voice and Internet access on a single T1 line. The Flex-T1 can be customized to provide just the right mix of voice lines and Internet bandwidth to fit your business' needs, giving you the speed and reliability of T1 without the expense of one.

Flex-T1 California
Flex-T1 Nevada

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Local/Long Distance Service

Basic Business Lines and Trunks - Whether your business is looking for basic lines or trunks, TelePacific offers three (3) unique feature packages, with a broad range of features, depending on your needs.

Long Distance/International Service - TelePacific provides Interstate Long Distance to all 50 U.S. states as well as Guam. TelePacific also provides International calling to more than 240 destinations and U.S. territories. View [Interstate and International Long Distance Rates / Regulations](#).

Flex-T1 Bundles - These integrated voice and data products allow our customers to purchase both their phone services and Internet access from a single source provider. The integrated bundles are ideal for companies requiring between 4 to 20 phone lines and high-speed Internet access with dedicated bandwidth ranging from 256 Kbps to 768 Kbps.

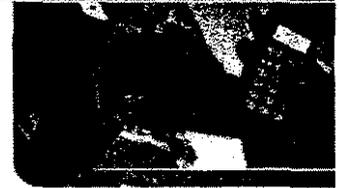
SuperTrunks (T1) - TelePacific's SuperTrunks bring the power and performance of high-speed digital networking to meet the needs of today's business. The high capacity, end-to-end digital voice connectivity allows for 24 simultaneous calls. By combining calling plans, customers can take advantage of volume discounts. SuperTrunk options include **DID Only** (Direct Inward Dialing) and **two-way** (Inbound-Outbound) SuperTrunks.

Voice Only PRI - PRI (Primary Rate Interface) provides digital transmission of voice service that allows caller identification (name and number) of the calling party across an ISDN phone. This allows the called party to either accept or reject the call. TelePacific's Voice Only PRI provides better PBX utilization, superior bandwidth and faster connectivity. Combine the Voice Only PRI calling plan with other TelePacific voice services and take advantage of greater volume discounts.

Toll Free Service - Our service provides nationwide coverage. TelePacific offers several routing options, including day of week, holiday, time of day, geographical and percentage allocation.

Calling Features - TelePacific offers Voicemail, Line Hunting, Call Forwarding (variable, busy and no answer), Remote Access to Call Forwarding, Three-way Calling, Call Transfer, Call Waiting, Speed Calling and Caller ID. Ask us about our calling plans and the features they include.

Voicemail - TelePacific provides traditional voicemail service and more advanced features including one number, follow-me services



Simplify and Save



Did you know you can get extremely competitive rates with TelePacific's long distance service? With our prepaid long distance plans, customers can pay as low as **2¢ per minute**. To arrange a prepaid minute plan for your business or to learn more about prepaid plans, [give us a call](#).

like the Shadow Personal Assistant (PA).

Calling Cards - Calling Cards designed with features you need when away from the office, including fax mail, speed dial and voicemail. Easy to use from any location within the United States, any time, at great domestic and international rates.

Feature Packages

TelePacific's Feature Packages combine basic Business Lines with predefined groups of telephony features. (A La Carte features are also available for business lines and trunks).

Package I	Package II	Package III
Line Hunting	Line Hunting	Line Hunting
Call Forward Variable	Call Forward Variable	Call Forward Variable
Three-Way Calling	Three-Way Calling	Three-Way Calling
Call Waiting	Call Waiting	Call Waiting
Cancel Call Waiting	Cancel Call Waiting	Cancel Call Waiting
Speed Call 8	Speed Call 8	Speed Call 8
Speed Call 30	Speed Call 30	Speed Call 30
	Call Transfer	Call Transfer
	Station-to-Station Single-Rate Center Dialing	Station-to-Station Single-Rate Center Dialing
	Six-Way Calling	Six-Way Calling
	Call Pickup Group	Multiple Call Pickup Group
	Directed Call Pickup	Directed Call Pickup
	Call Hold	Call Hold
	Call Park	Call Park
	Remote Access to Call Forwarding	Remote Access to Call Forwarding

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Flex-T1 Bundle

TelePacific's Integrated Voice and Data Bundle also known as "Flex-T1" offers scaleable solutions that combine voice and Internet access on a single T1 facility. This service is provisioned to support Business lines or digital trunks, depending upon your company's need. The Flex-T1 Bundles support customer growth through its flexible design, which is easily adjusted to provide additional voice lines or Internet bandwidth when you need it.

[Flex-T1 Line Bundle](#)

[Flex-T1 Trunk Bundle](#)

Flex-T1 Line Bundle

Flexibility is the cornerstone of the Flex-T1 Bundles. The Flex-T1 Line Bundle allows customers to purchase analog voice and high speed Internet access together in one product, all on one easy to read bill. The table below highlights the line bundle variations available to California businesses. Customers simply choose one option from each column. The minimum number of Flex Voice Lines is six (6). There is no maximum voice line requirement.

	Flex Lines	Internet Access
	6 or more analog Lines	256 Kbps
		512 Kbps
		768 Kbps

For the **Flex-T1 Line Bundle**, choose as many lines as your business needs within the available range options for one price. Add more lines later as you need them.

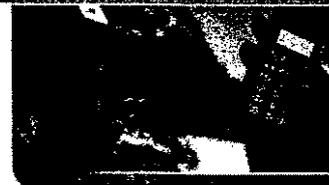
At no additional charge, customers can configure any of their voice lines as basic business lines with no features or basic business lines with the Flex Feature Package and/or any of the Flex a la Carte Features. Voice lines may also be configured as DID Only Analog Trunks. Additional voice and data features are available. One directory assistance listing is also included per service location.

Flex Feature Package (no charge)

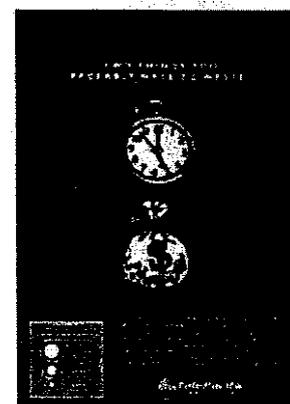
- Three-Way Calling
- Six-Way Calling
- Speed Call 8
- Call Transfer
- Call Hold

Flex a la Carte Features (no charge)

- Line Hunting
- Speed Call 30
- Call Park
- Call Waiting
- Cancel Call Waiting



Save Time and Money



Save Time and Money with TelePacific's Flex-T1 product. Scalable voice and Internet for businesses. (As seen in Fortune Small Business, Business Week, Fast Company, Mutual Funds, TIME and INC magazines. Also in local market Business Journals and the Wall Street Journal)

Call Forward Variable	Station-to-Station Single-Rate Center Dialing
Remote Access to Call Forwarding	Station-toStation Multi-Rate Center Dialing
	Call Pickup Group
	Directed Call Pickup Group
	Multiple Call Pickup Group

Flex-T1 Trunk Bundle

Flexibility is the cornerstone of the Flex-T1 Bundles. The Flex-T1 Trunk Bundle allows customers to purchase digital voice and high speed Internet access together in one product, all on one easy to read bill.

The Flex-T1 Trunk Bundle comes standard with the following features. Additional voice and data features may be purchased. One directory assistance listing is also included per service location.

- 20 DID Numbers
- Automatic Channel Selection & Hunting
- Wink Signaling
- Dual Tone Multi-Frequency or Multi-Frequency
- Line Code Option AMI or B8ZS
- Framing Options SF or ESF

The table below highlights the trunk bundle variations available to California businesses. Customers simply choose one option from each column below. The minimum number of Flex Fractional SuperTrunks is ten (10). The maximum number of combined Voice and Internet Access channels is twenty-four (24).

Flex Fractional SuperTrunks	Flex Internet Access
10 or more Fractional SuperTrunks (DS0)	256 Kbps
	512 Kbps
	768 Kbps

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Dedicated Long Distance

TelePacific Connect is our dedicated long distance product offering discounted usage rates and reduced facility costs for high-volume customers. TelePacific Connect is designed for businesses that send more than 75,000 minutes of long distance traffic over a single T1.

TelePacific Connect can be provisioned using either a SuperTrunk or a Voice Only PRI circuit and comes standard with the features normally provisioned with a SuperTrunk or Voice Only PRI, including:

- 20 DID numbers *
- Automatic Channel Selection and Hunting*
- Wink Signaling
- Dual Tone Multi-Frequency or Multi-Frequency
- Line Code Option of AMI or B8ZS
- Framing Options SF or ESF
- One Directory Assistance Listing per service location*
- Calling Party's Number Identification (Caller ID) **

*Features of BOTH SuperTrunks and Voice Only PRI

**Feature unique toVoice Only PRI

Depending upon the Commitment Level - \$2,500 or \$5,000 - different per-minute rates are available for IntraLATA Toll, Intrastate, and Interstate for both standard outbound and inbound toll free. TelePacific's maintains some of the most competitive rates in the market.

[Call us for more information or request a free online quote.](#)



Flex-T1

Flex-T1 bundles offer scalable solutions that combine voice and Internet access on a single T1 line. The Flex-T1 can be customized to provide just the right mix of voice lines and Internet bandwidth to fit your business' needs, giving you the speed and reliability of T1 without the expense of one.

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Point-to-Point

If your business has multiple locations, TelePacific's **Metro Private Line or point-to-point service** will provide you with a more efficient means of conducting business between your offices. Metro Private Line reduces local usage costs between your offices and allows you to maximize access to your network and the Internet. TelePacific offers standard point to point service between two or more locations within the same metropolitan area (IntraLATA), delivered over DS1 circuits. Metro Private Line is available to TelePacific customers as a compliment to other core services.

Simplify your business communications by using TelePacific for all your local and long distance calling and Internet service needs.



Customer Referral Program

Reduce your phone bill by \$200! TelePacific's referral program rewards customers. [More info...](#)

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- **California Products**

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- Pre-Paid Minutes
- Flex-T1
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- Conference Calling

- **Data & Internet**

- Flex-T1
- Internet T1
- Bonded T1
- Colocation
- Web Hosting
- Network Protection
- VPN
- Remote Storage

- **Special Promotions**

- **Testimonials**

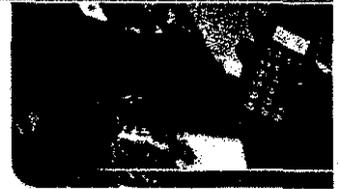
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California Data & Internet Services

TelePacific is a leading business to business Internet Service Provider offering the best in speed, quality and reliability. As one of a select number of Cisco Powered Network® Providers, we can ensure our customers higher network availability, scalable and secure services and faster deployment of network operations.

We're helping businesses get connected and stay connected.

- **Flex-T1 Line/Trunk Bundles- Scalable Internet and Voice services in one product**
- **Internet T1**
- **Bonded T1**
- **Micro-T1 - Fractional T1 Internet (Bandwidth available: 256K, 512K, 728K)**
- **Colocation**
- **Web Hosting**
- **Network Protection**
- **VPN**
- **Remote Storage**



Flex-T1

Flex-T1 bundles offer scaleable solutions that combine voice and Internet access on a single T1 line. The Flex-T1 can be customized to provide just the right mix of voice lines and Internet bandwidth to fit your business' needs, giving you the speed and reliability of T1 without the expense of one.
[Flex-T1 California](#)
[Flex-T1 Nevada](#)

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T1 Internet Access

Full T1 Internet Access

If your business requires high capacity Internet connectivity, then TelePacific's T1 high bandwidth of 1.544 Mbps access service is the perfect solution.

- T1 connection is designed for medium and large-sized organizations that require high capacity Internet connectivity for office locations.
- TelePacific delivers a turnkey solution that incorporates service provisioning, configuration of customer premise equipment, installation and primary Domain Name Service.
- Provides a connection that is always on - Never shared!
- Router and Local loop included in TelePacific's Internet T1 service.
- Lease of Customer Provided Equipment (CPE)
- One Low, Flat monthly rate.

Micro-T1: Fractional Internet T1 Access

TelePacific provides incremental bandwidth for connection to the Internet. Our **Micro-T1** is a customized solution that fits the specific needs of smaller businesses. Unlike traditional dial-up, ISDN or DSL, Micro-T1 is a dedicated, secure Internet connection that is "always on."

Standard Features Include:

- Lease of Customer Provided Equipment (CPE)

Data Bandwidth	Amount of IP Addresses	Amount of Email Addresses
256K	8	32
512K	8	64
768K	8	64
1.54M	16	128



● **Customer Referral Program**

Reduce your phone bill by \$200! TelePacific's referral program rewards customers. [More info...](#)

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Colocation

Colocation can increase network reliability and drive down telecommunication costs.

Our Colocation product offers customers the option to lease space in TelePacific's POP (Point of Presence) to securely place your own telecommunications equipment, such as automatic call distributors, modem banks, and voice response units. Our POP is maintained, environmentally-conditioned, and secured by TelePacific. Heating, cooling, and state of the art fire prevention systems (FM200) provide the customer with the highest guarantee of equipment protection. By establishing a physical presence in TelePacific's POP, your company can purchase on-net voice and data telecommunications services from TelePacific and obtain a higher network quality at a reduced cost.

Colocation Product Description and Customer Benefits:

- TelePacific offers cabinet space only.
- Cabinet Dimensions: 84 x 29 x 36.
- Flexible rack configurations accommodate standard 19" or 23" inch equipment.
- 1/2 cabinets are also available for rent.
- Choose power requirements that most closely meet your specifications (circuits available from 10 amps to 5 amp increments).
- Secured cabinet with individual access, surge protection and heat exhaust.
- TelePacific offers robust security, card access, video monitoring, and independent key override with combination access.
- Through the on-net presence provided by Colocation, your company's costs for voice and data services are often lower through hubbed, or integrated networks, and avoidance of long distance toll calls.



Flex-T1

Flex-T1 bundles offer scaleable solutions that combine voice and Internet access on a single T1 line. The Flex-T1 can be customized to provide just the right mix of voice lines and Internet bandwidth to fit your business' needs, giving you the speed and reliability of T1 without the expense of one.

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Press Releases

For Release: Immediately
 Date: 7/28/2004
 Contact: Rebecca Levin,
 Phone: 213-213-3622



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TelePacific Communications Posts Positive EBIDTA in Second Quarter of 2004

Los Angeles, California, 7/28/2004 - TelePacific Communications, a leading provider of business telecommunications solutions providing local, long distance, data and Internet services to businesses in California and Nevada, today reported that it generated positive earnings before interest, taxes, depreciation and amortization (EBITDA) in the second quarter of 2004.

The company also highlighted the following other operational developments:

- Exited April 2004 with more than 200,000 lines in service;
- Received a \$12 million equity investment in April from Investcorp, the company's largest shareholder;
- Launched its new data product suite capitalizing on its MPLS IP backbone;
- Added more than 57,700 new lines in service since January 2004; and
- Grew revenue 66% and line count 72% in 2003.

"TelePacific achieved the positive milestone by remaining focused on the basics: serving customers, meeting the objectives of our business plan, driving revenue and containing costs," said Dick Jalkut, president and CEO of TelePacific Communications. "We are well positioned to build on our substantial client base."

TelePacific continues to add new customers at record rates and maintains a retention rate greater than 99%, a reflection of the company's commitment to provide an exceptional customer experience.

While TelePacific already has established a strong competitive position, we will continue to seek ways to build on our success in serving customers better than any other provider in our markets," said Jalkut.

About TelePacific Communications

TelePacific Communications is a leading provider of business telecommunications network solutions providing local, long-distance,

data and Internet services to businesses in California and Nevada. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California. With local consultants, service, support, and facilities, TelePacific offers solutions, provisions services and provides customer service where its customers do business. For more information, visit www.telepacific.com.
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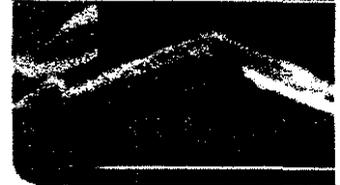
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Press Releases

For Release: Immediately
 Date: 4/30/2004
 Contact: Rebecca Levin,
 Phone: 213-213-3622



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TelePacific Celebrates Over 200,000 Lines in Service

Los Angeles, CA, 4/30/2004 - TelePacific Communications, a leading provider of business telecommunications solutions today reported that it has surpassed over 200,000 lines installed in the second quarter of 2004 to its target market of small and medium sized businesses throughout California and Nevada. Additionally, the company's announcement highlights that its customer base has grown over 100% in the past 16 months.

"TelePacific's management team continues to execute on its business plan and show impressive growth in its target markets," said Jonathan Glass, senior vice president for GE Equity, which made a minority equity investment in 1999. TelePacific is now one of the largest telecommunications companies headquartered in California.

During 2003, TelePacific grew its revenue from business customers over 66 percent. In that time it grew its line count 72%. The success is attributed to TelePacific's growing presence in its markets, strong first quarter sales, and its ability to execute on its value proposition of providing a superior customer experience as key drivers in reaching this milestone.

"In a very challenging market, TelePacific has been able to distinguish itself by demonstrating to its customers that they can get the type of service they deserve," said Dick Jalkut, President and Chief Executive Officer of TelePacific. "Our customer churn is among the lowest in the industry, our sales and provisioning are hitting record numbers, and our financial discipline has allowed us to continue the momentum that we generated in 2003."

In April 2004, TelePacific announced a \$12 million equity investment from Investcorp, the company's largest shareholder. The company plans to use the new capital to support its growth by further reinforcing its network and product capabilities. The company expects to turn EBITDA positive during 2004 and cash flow positive in early 2005.

With a full suite of voice, data and Internet access services, along with its continued success in serving and retaining customers, it becomes clear why business customers seeking a communications provider are choosing TelePacific.

About TelePacific Communications

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Press Releases

For Release: Immediately
 Date: 4/16/2004
 Contact: Rebecca Levin,
 Phone: 213-213-3622

TelePacific To Use \$12 Million Equity Investment to Support Continued Growth

TelePacific Communications, announced today that it received a \$12 million equity investment led by affiliates of Investcorp, a global investment firm that is the company's largest shareholder.

Los Angeles, CA, 4/16/2004 - TelePacific Communications, announced today that it received a \$12 million equity investment led by affiliates of Investcorp, a global investment firm that is the company's largest shareholder.

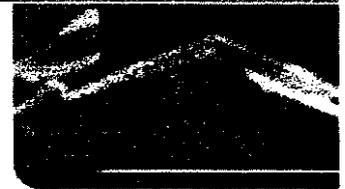
A leading provider of business telecommunications network solutions, TelePacific offers local, long-distance, data and Internet services to small-to-medium sized businesses in Nevada and California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California with California markets in Los Angeles, Orange County, San Diego, Palm Springs, San Jose, San Francisco, Oakland, Napa Valley, and Las Vegas in Nevada.

The company plans to use the new capital to support its growth by further reinforcing its network and product capabilities.

"Investcorp prides itself in making smart business decisions on behalf of its investors. TelePacific is such a decision. TelePacific has shown measured and consistent growth over the past two years, when many of its competitors filed bankruptcy and consolidated assets," said Lars Haegg, Managing Director of Investcorp. "In 2003, TelePacific proved to be one of a handful of companies in the industry that showed strong growth maintaining excellent customer satisfaction. We at Investcorp are extremely pleased with the success of TelePacific."

During 2003 TelePacific grew its revenue 66 percent. In that time it grew its line count 72 percent, expanded into the Palm Springs/Coachella Valley market, opened an additional switching facility in Irvine, CA and recently announced the availability of VPN to its service offering. Future product plans call for data storage, enhanced email services and managed firewall services.

Positioned for long term growth, TelePacific has exceeded customer



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and investor expectations as it continues to achieve record sales, provisioning, and excellent customer service metrics.

"TelePacific is a telecommunications company whose business is service," said President and CEO Dick Jalkut. "Customers choose TelePacific because of our great reputation installing services and providing support. Customers stay with TelePacific because the organization works tirelessly to continuously improve the customer experience and do what is right for the customer. All of us at TelePacific are very pleased that Investcorp continues to show its confidence in the business, our employees and the TelePacific management team."

The additional investment increases the amount of equity raised by TelePacific to almost \$300 million. The company expects to turn EBITDA positive during 2004 and cash flow positive in early 2005.

TelePacific provides to all of its customers a level of service that is typically only given to the largest corporate accounts. With local consultants, service, support and facilities, TelePacific offers a solution based approach, provisions services, and provides customer service where its customers do business.

About Investcorp

Investcorp is a global investment group with a 20-year history of private equity and venture capital investments in North America and Europe. Investcorp's transactions to date have an aggregate value of more than \$25 billion.

In addition to TelePacific Communications, Investcorp's existing and past technology and telecommunications investments include Stratus Technologies, ECI Conference Call Services, 4thpass and Mobileway. Investcorp's existing private equity investments include Aero Products, PlayPower and MW Manufacturers in the U.S., and Avecia, Gerresheimer Glas and Hilding Anders in Europe. Further information on Investcorp is available at www.investcorp.com.

About TelePacific Communications

TelePacific Communications is a leading provider of business telecommunications network solutions providing local, long-distance, data and Internet services to small-to-medium sized businesses in Nevada and California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California. With local consultants, service, support, and facilities, TelePacific offers solutions, provisions services and provides customer service where its customers do business. For more information, visit www.telepacific.com.

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Press Releases

For Release: Immediately
 Date: 4/1/2004
 Contact: Rebecca Levin,
 Phone: 213-213-3622

TelePacific Introduces a New Suite of Data Products Utilizing its MPLS Backbone

Capitalizing on the development of its MPLS Private IP Network, TelePacific has announced the launch of a new suite of data products.

Los Angeles, CA, 4/1/2004 - Capitalizing on the development of its MPLS Private IP Network, TelePacific has announced the launch of a new suite of data products. The products will roll out in a phased approach throughout the second quarter of 2004. The new line of products will compliment TelePacific's existing voice and Internet access services, and allow TelePacific to offer a more comprehensive service offering to its customers.

To implement the product suite, TelePacific's Executive Vice President of Marketing, Cardi Prinzi has announced the addition of a new member to the product development team at TelePacific. Leading the strategy and development for the new product line is David Zahn, Director of Product Marketing - Data Services. Mr. Zahn joins TelePacific with over 10 years of industry experience and most recently held a product development position at AT&T. Previous to AT&T he worked with Northpoint Communications, WorldCom and MFS.

Using MPLS technology, TelePacific will be rolling out network based VPN with Remote Access as the first initiative in the new product suite. MPLS provides for a highly secure VPN, comparable to that of ATM and Frame Relay. With MPLS, customers get a high-performance VPN without the need for encryption. Because encryption is not required, TelePacific's VPN product will provide decreased latency. TelePacific's customers will be able to leverage their existing Internet connections, without the need to invest capital in additional equipment. Remote Access will allow customers to access their LAN from offsite locations including hotels and work-at-home offices. Using any Internet connection, dial-up, DSL, cable, etc., remote access users have access to their company's network.

"Virtual Private Networks (VPNs) offer a secure and economical way to facilitate communications between corporate sites, and between the corporate network and remote or traveling employees," said Mr. Zahn. "Significantly reducing communication costs, VPNs do not use leased lines to connect sites, or dial-in lines and modem banks for



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remote employees.”

Operating its own Tier 1 network within the TelePacific footprint, and connecting to other Tier 1 providers nationally, TelePacific offers the best routes to the Internet. The TelePacific IP network supports aggressive service levels using transport-redundant, dynamically routed, multiple-path and fully meshed network architecture.

As part of the IP network optimization, TelePacific deployed MPLS, (Multi Protocol Label Switching), which enables multi-location customers to connect seamlessly and securely to each other as if they are at the same location. MPLS allows TelePacific to use the IP addresses for each of the customer's locations to identify their network. Only the IP addresses that belong to the network can connect to one another.

Following the launch of the VPN products, TelePacific plans to add Remote Storage and enhanced email services including Spam Filtering and Virus Protection. Content Filtering, Firewall, Network Reporting and Device Monitoring products are also in development and expected to roll out during the second quarter.

“TelePacific is excited to bring VPN services as well as the other data services on the horizon to the small and medium-sized business marketplace. These additional data offerings are essential for businesses to grow and manage their operations, and allows TelePacific to be a single source provider of voice, data, and Internet access services,” said Cardi Prinzi, Senior Vice President of Marketing.

About TelePacific Communications

TelePacific Communications is a leading provider of business telecommunications network solutions providing local, long-distance, data and Internet services to small-to-medium sized businesses in Nevada and California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California. With local consultants, service, support, and facilities, TelePacific offers solutions, provisions services and provides customer service where its customers do business. For more information, visit www.telepacific.com.
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WALL STREET REPORTER

INTERVIEW

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Private Equity



Dick A. Jalkut
President and
Chief Executive Officer

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URL: www.telepacific.com Phone: 800-890-4604

Dick A. Jalkut, President and Chief Executive Officer, spoke with Wall Street Reporter Magazine on August 9, 2004.



Currently, we have an approximate revenue run rate of \$150 million.

WSR: For those members in the audience not familiar with TelePacific, can you begin with a general overview and brief timeline in the company's evolution?

JALKUT: The company is six years old and privately held. Today, we have over 600 employees. We are a facilities-based provider, meaning that we have all of our own network and switches and we operate exclusively in California and Nevada. Today, we are rapidly approaching 9,000 accounts, we have over 230,000 access lines in service, and the company's focus is the business customer. We offer our

solutions over T1 technology, which gives us the ability to offer multiple voice and data solutions over a single pipe to customer locations. Currently, we have an approximate revenue run rate of \$150 million. We are primarily owned by three large investors: GE Capital has a minority interest in the company; an LA-based media and telecom company by the name of Clarity Partners which also has minority interest; and the majority holder of the company's stock is Investcorp, a \$20 billion private equity company headquartered in New York and in London. The company has about \$55 million worth of debt on the balance sheet, almost all of it held by GE Capital. Equity sponsors have put in about \$300 million, and we have a small private equity investor, a fellow who you

may be familiar with, by the name of Peter Lynch.

WSR: Can we talk about the core product offerings and customized services? Perhaps, we could begin with California and then we will branch out to Nevada.

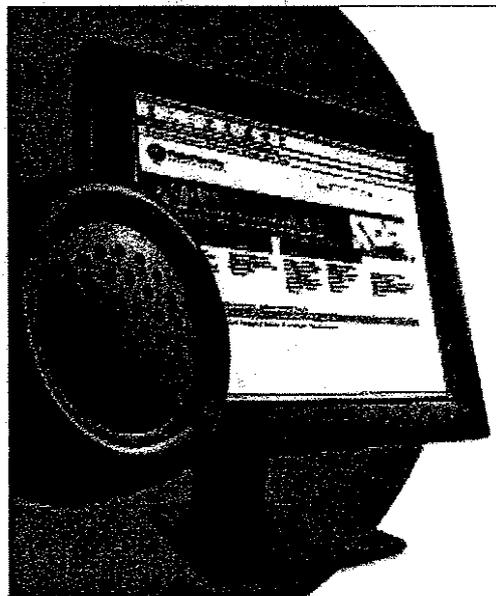
JALKUT: Our strategy in both states is pretty much the same. We want customers in the upper half of the small business space and the entire spectrum of the medium space to get all of the same products and services from us that they could get from SBC, Verizon or from Sprint. Our product lines are as robust as their product lines. In fact in some cases, we probably have a few more bells and whistles than

they do. We are an entrepreneurial company. We move very quickly. In California, we compete with Verizon and with SBC. In Nevada, we serve the City of Las Vegas, and compete with Sprint. We have focused on these two states primarily because of their growth. California is the fifth largest economy in the world. Las Vegas is the fastest growing city in the United States. There is plenty of business for everybody to have, and we want to get more than our fair share.

WSR: Give us an idea of some of the trends and opportunities the company is seeing in the industry or in the marketplace that will really continue to drive this success.

JALKUT: We think California and Nevada are tremendous marketplaces, and today we have between 3% and 4% market share in the areas where we compete with about 230,000 lines in service, which will be up over 260,000, 270,000 by the end of the year. All of the markets that we serve from San Diego to Los Angeles, on up to Oakland, San Francisco, and San Jose, and out to Las Vegas, for the most part, are tremendous sources of growth for small and medium business, the kind of business that we like to go after. To be frank about it, the technology

is the same as everybody else's technology. We have six Lucent Class 5 switches in our network and the products that we offer are just as good, if not better, than what you can get from the larger providers. What makes us different and creates the value proposition for our customers is the unusual level of customer service that they get from us. We are interested in doing a couple of things with our customers. First of all, giving them the kind of a customer experience that they've never had with anybody else and then secondly building a relationship with them, so that as they grow, we grow with them. We find ways to help them make their businesses more profitable and that formula has worked very nicely for us.



WSR: Can you give us an idea of your strategy, not only in '04, but really in the beginnings of '05 as well?

JALKUT: We are a very conservatively run company. We have six circuit switches in our network, all TDM technology. We will be moving into Voice-over-IP enabled types of technologies with the soft switch and the media gateways in all of our switching centers in the next 18 months or so. As we forecast out, the next 18-24 months, our customers are going to be looking for more complex data solutions. For example, we just rolled out our virtual private network suite of data products for our customers on our private IP network and that has proven to be a very popular product. We see the world of voice getting stronger and stronger, and we see more and more data applications coming in to play. We see customers in our niche, primarily with 12 or more lines per location, looking for more data solutions as time goes by, so that they can make their businesses more efficient. Our strategy is to have our technology there on a just-in-time basis for them.

WSR: Can you give us an idea of some of the partners the company currently has relationships with?

JALKUT: Our two strongest partners are Lucent on the switch side and Cisco on the data side. We also use Zhone Technologies and Tellabs. Lucent, Cisco, Zhone and Tellabs are the four most common brand names that you would find in our network and all provide very fine products.

WSR: Can you take some time and talk a little bit about the assets that a couple of the key members bring to the table?

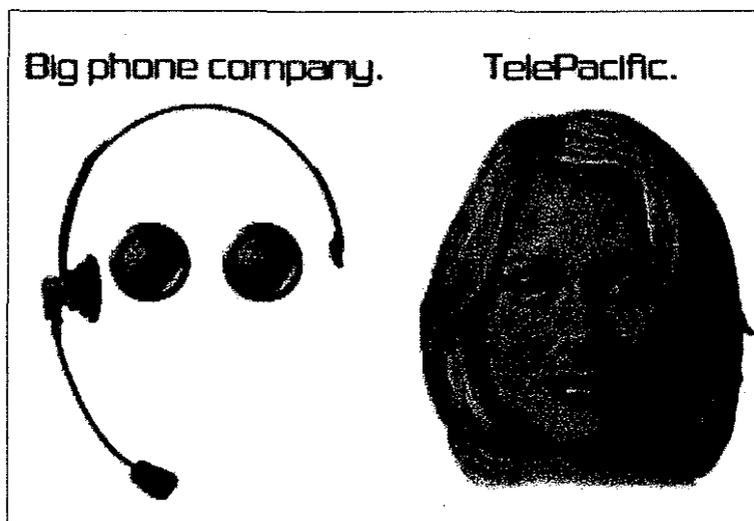
JALKUT: I will start with the Board of Directors. We have a traditional Board that consist primarily of private equity guys. Governor Pete Wilson has been a Director here for over three years and does an excellent job chairing our audit committee. He takes it very seriously. You may remember that he was Governor Schwarzenegger's Campaign Chairman in addition to having been a two-term Governor here in the State of California. Myself, for many years, I was the President and CEO of NYNEX Telephone Companies. NYNEX is now Verizon. After we completed the merger with Bell Atlantic in 1997-1998, I left and went to Washington DC to start a company by the name of Pathnet. I was on the Board of Directors here at TelePacific and was asked by the Board to come in and become the CEO to take the company to the next level. That was a little over two years ago, and we've grown somewhere between 150,000 and 175,000 access

lines during that time; something we are very proud of. Our senior vice president of network engineering is Dan Rudd, who has significant experience with BellSouth. Our senior vice president of customer experience is Mike James. He is very well traveled in the industry. Our president of sales on the direct side is Brad Mitchell, again very well traveled in the industry. Ken Bisnoff, our senior vice president of strategic opportunities, runs the agent channel. He spent many years at Teleport and later at TCG, when the company changed its name. Our CFO, Gene Welsh worked at LA Cellular, which then became AT&T Wireless. We have ten industry veterans helping us run this business. We've been blessed with a strong team of managers here and a very strong middle management team as well.

WSR: What is your vision for the company? Where do you expect a company like TelePacific to be positioned in the marketplace two to three years out?

JALKUT: We have two strategies; the first strategy is organic growth and unlike a lot of companies who end up with unachievable business plans that look like hockey sticks, our plan quite frankly is pretty boring. We expect to have the same levels of growth through the year 2007. We are selling 110,000 to 120,000 lines a year. We are

provisioning almost that same number of lines a year and our churn, which has to be in the top quartile in the industry, has been below 1% for 10 or 11 months in a row. In fact, it is about eight-tenths of 1%. We are very proud of that. If we keep doing that every year out to the year 2007, we will be throwing out EBIDTA in the \$60 million range by the year 2007. We will have close to half a million access lines in service, which ought to make us capable of taking the company public. In the meantime, we have a second business plan and that is to be opportunistic. There are a lot of companies out here in California who have not had the success that we have had. They do have some valuable customer bases and in some cases they have some pretty good networks. As they find difficulty achieving their financial model, we would like to have some conversations with them about bringing one or several companies together. Then we can build the California rollup, accelerate the growth and become a million-line company. We are in active discussion with several companies as we speak and hopefully when the moon and the stars and the sun all line up, we will be able to find a way to really become a serious competitor to the SBCs, the Verizons, and the Sprints of the world. ■



As Seen In... U.S. News & World Report

Swimming Against the Tide

A Rare Success Story, TelePacific Communications Defies Industry Trends

Outlook:
San Diego
Business Profiles

TelePacific Communications is a survivor — a remarkable achievement, given telecom's recent woes. A full-service business communications provider for seven major metropolitan markets in California and Nevada, TelePacific has become one of the largest carriers in the West and a major player enjoying tremendous growth.

A Road Less Traveled:

Embracing the Traditional Business Model

TelePacific has avoided troubles by doing business differently. Following the Telecommunications Act of 1996, competitive local exchange carriers (CLECs) began to explode onto the scene, building huge networks — before any customers were brought on board.



Governor Pete Wilson has been a member of TelePacific's board since 1999.

In effect, many CLECs attempted to build their businesses backwards.

Adhering to old-fashioned business practices with an eye toward cautious growth, TelePacific built itself from the ground up. CEO Dick Jalkut explains TelePacific's distinct approach. "Service comes before all else. We've grown one

customer at a time while remaining deliberate in how we proceed. We continue to consolidate networks and overhead with those of other small carriers to meet increasing demand. Our goal is to deliver the best possible service at a reasonable cost, so that our customers benefit the most. That's how it should be."

Jalkut knows what a successful company looks like, after serving as CEO of the NYNEX Telephone Companies during his 32-year tenure with NYNEX and its predecessor companies. Jalkut brings tremendous leadership, and he's already had a significant impact on TelePacific's performance.

TelePacific has posted record sales numbers and growth this year, and made headlines in March when it secured a \$40 million equity infusion from its existing investors. Then in May, TelePacific acquired assets from a Northern California telecom provider, including two switching facilities and 1,100 customers.

Due to TelePacific's impressive growth, the company has been bucking the trend by hiring throughout its markets. If past and recent performance is any indication, these are clearly "all-hands-on-deck" times for growing TelePacific.

TelePacific Communications is a full-service telecommunications provider delivering converged services, including local and long distance voice, data and high-speed Internet access to businesses in California and Nevada. To learn more, visit www.telepacific.com or call 877-GO-AGENT and press option #1.



Industry veteran Dick Jalkut brings more than 35 years of telecom experience to TelePacific Communications.

A Distinguished Board Member Weighs in

Pete Wilson, having recently completed a long political career as two-term governor of California, U.S. senator and San Diego mayor, had a number of job offers to consider when he completed his second term as governor in 1999. Within six months of his departure, he accepted an invitation to serve on the TelePacific board, a decision he's quite content with.

"TelePacific is an exception to the rule," he says. "The company has always been realistic in terms of growth and offers old-fashioned good service to achieve it."

Wilson also believes that the attitude shared by the company's more than 400 employees has had an equal hand in TelePacific's success. "Like the company's dedicated leadership, the employees' energy and optimism complement their technical proficiency. Their collective vision will continue to take TelePacific to great heights."



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Featured Articles

Thursday, April 24, 2003

TelePacific to expand into Irvine

By JIM FINKLE
The Orange County Register

Closely held TelePacific Communications of Los Angeles plans to open a regional switching center in Irvine, using a portion of \$30 million it has just raised in a private stock sale.

As part of its plan to expand its local phone and high-speed Internet services to businesses, it will spend more than \$6 million transforming a former Web-hosting site in Irvine that it bought from Exodus Communications Inc.

TelePacific has about 1,000 business customers in Orange County. The company plans to move its O.C. staff of about 70 employees to Irvine from their current location in Anaheim when the new switching plant is completed this summer.

It will cost from \$6.5 million to \$8 million to upgrade the facility, said spokesman Chase Campen. The previous owner, Exodus, was the world's largest Web-hosting company before it filed for bankruptcy in 2001.

TelePacific competes with dozens of companies, including Verizon and SBC, the two largest U.S. phone companies, in selling local phone services and broadband Internet access to businesses.

It will use the new switching center to serve clients in Orange County, who are now handled through a switching center in Los Angeles. It also will use the additional capacity to enter new markets, such as Palm Springs.

The funding was provided by current investors, including Investcorp, TelePacific's biggest shareholder.

It will be the company's sixth switching center. TelePacific has similar facilities in Los Angeles, San Jose, San Rafael, San Diego and Las Vegas.



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From Las Vegas Business Press

November 11, 2002 **Firms can capitalize on competition**

By Dick Jalkut, Special to the Business Press

The Telecommunications Act in 1996 meant one important thing for business consumers: from that point forward they had a choice in telecom providers.

Today, competition is on the rise and companies are seeking communications solutions - whether high-speed Internet, long-distance calling or unified messaging - that add value to their business. The key is that many businesses would prefer to get these solutions from one company, on one bill. Internet service, long distance and other communications services providers have come out of the woodwork of late - leaving consumers with a myriad of options from which to choose.

Choice is a good thing - but not if it provides an accounting nightmare. That is why companies are seeking a single communications provider who can deliver all the solutions they need.

Once you get past the issue of getting the services you need - you run into the issue of the quality of service. Competition has created a consumer friendly environment, and you can go out and seek the best price you can find. But a caveat goes with that: no one ever got promoted who saved their company 10 percent on telecommunications services, only to watch their network crash. So there is an important balance between price, service and solutions that a business has to find.

Just as competition is now prevalent, so too are the types of services available. Telecom is much more than a phone line and Internet connection. Providers now boast an army of creative engineering and R&D personnel who convert typical telephony services into efficient communications tools for businesses.

First you saw DSL, which is much faster than dial-up service. But some areas either cannot use DSL or can only get it at a slow speed. So now you see Internet service delivered over a T1 (a digital transmission that has 24 channels that can be allocated for voice or Internet traffic) mixing it with voice service, and allowing the customer to choose the exact level of bandwidth they need. This type of T1 service was unavailable to small businesses until recently because of prohibitive costs, but with technology improvements,



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even the corner grocery store can get into the T1 market today.

No matter what size company you are, you have certain requirements of your telecom provider - are they being met? If you're a take-out food restaurant, you likely receive many more calls than you make. Your needs would be different from a law firm, which will make many calls and send large files via e-mail. A law firm might also like to have account codes, to charge phone calls back to its clients. Even though it all falls under the umbrella of "telecommunications service," there are many service options to choose from, and each business has its own needs.

How bad is it?

When the dot-com boom started to fizzle out two years ago, telecom went with it. Former "must-own" stocks were now trading for pennies - or worse. We've all heard the stories of once mighty telecom providers going bankrupt - but the question is why? Are things really as bad as they seem?

A few companies were able to quickly take advantage of the Telecom Act in 1996, and hit the ground running to provide competition to the previous monopoly providers. These start-ups became so successful, so quickly, that they were purchased for billions of dollars.

The blueprint quickly became: build a network, get funding from Wall Street, quickly expand to as many markets as you can, and you'll be the next billion-dollar prize winner. But one critical element was lost in the melee - the customer. In their rush to become large overnight, many new providers spent their capital on expanding a nationwide footprint, without taking care of their own customers.

Today, as expectations are realigned, and telecom providers focus on what's important - the customer - the outlook for the industry is good. It's easy to forget among the bad news you hear, that voice traffic continues to grow between 7 - 10 percent annually, and Internet use grows more than 20 percent per year. That kind of growth is not associated with an industry on the downside.

Take control

As a business consumer, there is no sense in having a choice unless you are willing to exercise that choice. Is your service reliable? Is your provider easy to do business with? When you call them, do you get a live person on the phone, who can actually help solve your issue? Does your provider make you feel like a big fish in a small pond? Worse yet, a small fish in a big pond? Some companies are more equipped to handle enterprise accounts, while others specialize in small and medium sized businesses; are you matched up with the right provider for your company's needs?

Hopefully, before you signed your contract, your provider sent a telecommunications consultant to analyze your business and the way it uses communications services. Whether you're a law firm, a call center or a take-out restaurant, your needs are unique.

If you are unsure whether you currently have services that make sense for your business, place a call to one of your local carriers, and ask them to evaluate your communications needs and look at your phone bill. Focus on buying the products that enhance your business' productivity, that give your customers the access they require, and

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that enhance your bottom line. This knowledge will go a long way in helping ensure that your business has the services it needs at the right price.

The choice is yours - you just have to make it.

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Featured Articles

TelePacific dialing up North Bay customers

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BY LORALEE STEVENS
STAFF REPORTER

SAN RAFAEL -- It's official. TelePacific Communications intends to go after business customers in Santa Rosa and Petaluma. In fact, the Southern California-based CLEC purchased the ATG switch in San Rafael with that in mind, according to president and CEO Dick Jalkut. The company considered purchasing ATG's Santa Rosa operation, too, but decided it wasn't necessary.

"We figured we didn't need to buy the switch to get access to the customers. We'll run some T1 and DS3 lines north, backhaul the traffic, and switch it in San Rafael," says Mr. Jalkut.

TelePacific got such a sweet deal on ATG's equipment and customers in San Rafael and Concord in the bankruptcy sale that it can afford to compete aggressively with the providers already in those areas, says Mr. Jalkut.

While GE Capitol will pay \$15.3 million for ATG's Santa Rosa, Oregon, and Washington operations, and ATG's East Coast subscribers and equipment sold for \$1.45 million, TelePacific picked up two Class 5 Lucent switches and other equipment worth \$20 million-\$25 million for a mere \$500,000, according to Mr. Jalkut.

"The lucky strike extra was 1,100 subscribers with an annual run rate of \$450,000 a year," he says. About 800 of those customers are in Marin. By comparison, TelePacific has 5,000 accounts and 100,000 access lines in Southern California, San Jose, and Las Vegas.

"The purchase was the perfect way to expand our Northern California market," says Mr. Jalkut. "As a bonus, we have a switch [in Concord] we don't need. We'll serve our East Bay subscribers from San Jose in the same way we'll serve Sonoma County customers from San Rafael. We'll cannibalize the Concord switch to use on strengthening our network elsewhere."

While ATG's average customer has six to eight lines, TelePacific plans to sell its bundled telecom services to companies with over eight lines, with the average subscriber using about 20.



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"We'll offer Flex, T1, and 24 channels to be used for voice, data, or bandwidth to Santa Rosa and Petaluma customers at lower rates than the other providers. We want to be to mid-size companies what Pacific Bell and Verizon are to the large enterprise," says Mr. Jalkut.

"We've devoted custom packages for the insurance, real estate, and small banking industries, and we give them quality of service they won't get from the larger providers."

Keys to survival

TelePacific, which employs 400 companywide, is hiring in the North Bay "as we speak," says Mr. Jalkut. "We've brought on 15-20 former ATG employees, including Andrew Peretti as our local sales manager. We'll keep hiring until we can't sell any more service. Sonoma County is a fertile market."

GE Capital, which reportedly considered the Santa Rosa/Petaluma subscribers easy money, will have to scramble. GE Capital spokesman John Oliver says the company can't comment on strategy while regulatory issues are still being addressed. Final approval of the sale is expected in October.

After that, mid-size companies in Sonoma County will enjoy the attentions of three suitors, an unusual state of affairs at a time when major carriers have been successful at outlasting the competition.

"TelePacific is still in business, because we've kept debt down and our focus regional," says Mr. Jalkut. "Although the ATG operations in Washington and Oregon looked attractive, our business plan calls for building subscribership in California and Nevada before we go anyplace else."

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By ELIZABETH DOUGLASS, Times Staff Writer

Monday, April 19, 1999 - Things are going well for David P. Glickman. He's standing in a room with \$10 million worth of phone equipment. He has signed contracts with several major Los Angeles companies that will bring \$2 million a month in business. A floor above him, colleagues are completing negotiations with an institutional investor who plans to invest about \$15 million in his company.

All this after just a few months in business. Glickman's company, Los Angeles-based TelePacific Communications, sells local phone service as well as high-speed Internet access, long-distance and international calling and other features.

TelePacific is one of hundreds of companies angling for a slice of California's business phone market. But what makes this company unusual is that it's one of the few to have accomplished so much so fast.

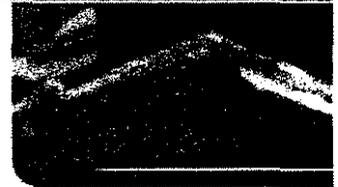
The company has raised \$7 million from "friends and family," Glickman said, and TelePacific is working on a credit line to finance further expansion this year into the small- and medium-sized business communities in San Francisco, San Diego and Las Vegas.

Last week, TelePacific acquired DigitalVelocity, a Los Angeles-based Internet service provider for businesses, in a stock deal of unspecified value. Glickman said TelePacific will focus on California and Nevada, and hopes to capture more than 5% of the California telecommunications market by 2008.

That's an ambitious goal for a start-up with only 45 employees--especially since it must lure that business from such entrenched powerhouses as Pacific Bell and GTE Corp.

But the company plans to grow to 200 workers by the end of the year. And it already boasts nearly 100 years of combined telecommunications experience among its top executives, many of whom came from one of the country's most successful local phone competitors--Teleport Communications Group, or TCG, which was bought last year by AT&T Corp.

Three-fourths of TelePacific's employees have TCG roots. The



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company's vice presidents for sales, business development and operations are also former TCG executives.

"Almost all of our people have local exchange experience and startup experience," Glickman said

Glickman's own experience didn't come from TCG but from six years at the helm of Justice Technology Corp., a Culver City company that started out handling specialized overseas calling and now is on pace to sell more than \$100 million in long-distance services this year.

In 1998, Justice topped Inc. magazine's list of the nation's fastest-growing private companies (based on 1997 results).

TelePacific was spun off from Justice in mid-1998. Glickman remains chairman of Justice but has also joined the new firm as chairman and chief executive.

TelePacific's executive team was a key selling point for Rader Reinfrank & Co., the Los Angeles-based private investment firm that agreed to invest \$15 million in the young phone company, according to R. Rudolph Reinfrank, a managing member at the firm

TelePacific is currently the largest single investment for the firm, which has bought into several other media and communications companies. "In a deregulating and newly competitive market, we think TelePacific's focus on customer service will be a defining factor" in the telecommunications business, Reinfrank said. "We think there is plenty of market share to be had by providing a combination of customer service, quality and price versus Pacific Bell and GTE."

The company's small size and experienced staff have allowed it to remain nimble in the highly competitive market, where companies must earn customer trust while navigating regulatory, technical and competitive pitfalls.

For James Dorian, president of Los Angeles startup First American Bank, TelePacific's handling of a rush phone-installation job for the bank sold him on its service.

"We gave them a chance, and they proved themselves," Dorian said. "They did it literally overnight . . . and they are much less expensive than some of the more established companies."

TelePacific has also used its ability to move quickly to secure critical equipment. While exploring purchases, TelePacific got wind of a new switch that would soon be sold by a company that had filed for bankruptcy. The switch was available at a good price and was already installed and ready to go in the third floor of a downtown Los Angeles building, Glickman said.

And finally, to help win clients the company not only offers low phone rates but also gives certain customers the opportunity to share some revenue. "We are out-of-the-box thinkers," Glickman said.

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Press Releases

For Release: Immediately
 Date: 11/11/2004
 Contact: Rebecca Levin,
 Phone: (800) 865-7397

TelePacific Surpasses 250,000 Installed Lines

Los Angeles, CA, 11/11/2004 - Los Angeles, CA - TelePacific Communications, a leading provider of business telecommunications solutions today reported that it has surpassed 250,000 installed lines. The company's announcement also highlights that its customer base has grown 25% over the past six months.

The company continues to record strong organic growth throughout its markets in California and Las Vegas. During 2004 it has added more than 80,000 lines through a combination of strong sales numbers and record customer retention results.

2004 Highlights include:

- Average net new lines per month over 8,000;
- Kept customer line churn below 1% each month over 12 consecutive months;
- Organically grown customer line counts to 250,000 lines from 103,000 lines at beginning of 2003;
- Reported that it has generated and maintained positive earnings before interest, taxes, depreciation and amortization (EBITDA) in the second quarter of 2004;
- Launched its new VPN product suite capitalizing on its MPLS IP backbone; and
- Launched RemoteStor™, teaming with ManagedStorage International, to offer a fully automated tape backup solution to the small and medium size business market.

"TelePacific has really taken off over the past two years," said Dick Jalkut, president and CEO of TelePacific Communications. "We continue to achieve new milestones by remaining focused on serving our customers, and the market continues to show that there is demand for the kind of service we provide."

With a full suite of voice, data and Internet access services, along with its continued success in serving and retaining customers, it becomes clear why TelePacific is California's Communications Company.



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About TelePacific Communications

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TelePacific Communications is a leading provider of business telecommunications network solutions providing local, long-distance, data and Internet services to businesses in Nevada and California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California. With local consultants, service, support, and facilities, TelePacific offers solutions, provisions services and provides customer service where its customers do business. For more information, visit www.telepacific.com.

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For Release: Immediately
 Date: 12/17/2004
 Contact: Cardi Prinzi,
 Phone: (213) 213-3070

TelePacific Communications to Acquire Pac-West Telecomm's Small and Medium Size Enterprise Customer Base

Will raise in excess of \$50 million to fund the acquisition and other strategic initiatives

Los Angeles, CA, 12/17/2004 - TelePacific Communications, a leading provider of business telecommunications solutions providing local, long distance, data and Internet services, today announced that it has signed a definitive agreement to acquire the small and medium size enterprise (SME) customer base of Pac-West Telecomm, pending regulatory and financial approvals.

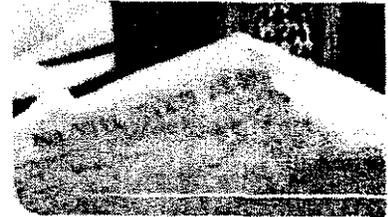
Under the terms of the agreement, TelePacific Communications will acquire approximately 70,000 access line equivalents in California and Nevada. TelePacific will purchase these assets for \$27 million in cash and assume certain related liabilities. In addition, TelePacific and Pac-West have entered into a one-year transition services contract.

To fund the acquisition and other strategic initiatives, TelePacific will receive an equity investment in excess of \$50 million led by affiliates of Investcorp, a global investment firm, and Clarity Partners, a private equity firm focused on the communications sector.

A result of the acquisition will be the extension of TelePacific's service footprint in California. The company will begin to market its services in Greater Sacramento, Stockton, Modesto, Fresno and Bakersfield. With the addition of the Pac-West customer base, TelePacific will provide service to over 11,000 SME customers with over 325,000 lines of service.

"TelePacific and Pac-West have customers with very similar profiles and both companies deliver on a consistent value proposition of providing best-in-class customer care and service," said Dick Jalkut, president and CEO of TelePacific. "We are excited about the opportunity to increase our presence throughout California and Las Vegas and expand the success that we have achieved in our present markets. TelePacific has demonstrated that there is a high demand for the types of services that it provides and we look forward to developing new customer relationships."

TelePacific has substantially grown its customer base during 2003 and 2004 by adding over 8,000 lines per month and by focusing on customer retention. Over the past twelve months, it has achieved a better than a 99% retention rate.



Acquisition Information

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 Communications to
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"We believe TelePacific is the right company to continue delivering the high standards of customer support and reliability that Pac-West has provided its enterprise customers, making this transition a positive one for our customers," said Hank Carabelli, president and chief executive officer of Pac-West. "The agreement is very positive for both companies as it better positions each one to pursue its core growth strategy. Pac-West expects to take advantage of the significant scale of its service provider business to broaden distribution and value-added product offerings. At the same time, we believe that TelePacific will be achieving greater scale of its enterprise customer base."

"TelePacific has demonstrated tremendous growth in the last couple of years and is now among the top performers in the industry. This acquisition is an exciting event that will solidify the company's position as the leading California-based CLEC focused on the small and medium sized business market, and we welcome the opportunity to facilitate this acquisition through our equity investment in the company," said Lars Haegg, a Managing Director of Investcorp. Investcorp is TelePacific's largest shareholder through major equity investments beginning in 2000.

TelePacific will assume service responsibility for the Pac-West customer base following regulatory and financial approvals. Throughout the closing process, there should be no adverse impact to Pac-West's customer service or support, and TelePacific and Pac-West will work together to ensure a seamless transition of customers' service and ongoing satisfaction.

About TelePacific Communications

TelePacific Communications is a leading provider of business telecommunications network solutions providing local, long-distance, data and Internet services to small-to-medium sized businesses in Nevada and California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California. With local consultants, service, support, and facilities, TelePacific offers solutions, provisions services and provides customer service where its customers do business. For more information, visit www.telepacific.com.

About Pac-West Telecomm, Inc.

Founded in 1980 and first incorporated in 1981, Pac-West Telecomm, Inc. has been offering telephone service to its customers since 1982. Pac-West is currently one of the largest competitive local exchange carriers headquartered in California. Pac-West's network averages over 120 million minutes of voice and data traffic per day, and carries an estimated 20% of the dial-up Internet traffic in California. In addition to California, Pac-West has operations in Nevada, Washington, Arizona, and Oregon. For more information, please visit Pac-West's website at www.pacwest.com.

About Investcorp

Investcorp is a global investment group with offices in New York, London and Bahrain. The firm has four lines of business: corporate investment, real estate investment, asset management and technology investment. It was established in 1982 and has since completed

transactions with a total acquisition value of more than \$25 billion. The firm now manages total investments in alternative assets of approximately \$8.6 billion. In the United States, Investcorp and its clients currently own corporate investments that include Aero Products

International, PlayPower, EnviroSolutions and Thomson Media. In Europe, Investcorp and its clients currently own corporate investments that include APCOA AG, Hilding Anders, Minimax and Helly Hansen. Further information is available at www.investcorp.com.

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About Clarity Partners

Clarity Partners is a private equity investment firm based in Los Angeles, California, which invests exclusively in media, communications, and related technologies and services. The firm's partners have extensive experience in successfully creating, investing in, managing, and financing companies at all stages of development. Clarity works with its portfolio companies' management teams to establish or grow dynamic companies with leading positions in their target market segments. Further information can be found at www.claritypartners.net.

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For Release: Immediately
 Date: 12/22/2004
 Contact: Cardi Prinzi,
 Phone: 213-213-3070

TelePacific President and CEO, Richard Jalkut comments on acquisition of Pac-West Telecomm Assets.

Says TelePacific will expand its employee and customer base

Los Angeles, California, 12/22/04, 12/22/2004 - Following the announcement by TelePacific Communications that it has signed a definitive agreement to acquire the small and medium size enterprise (SME) customer base of Pac-West Telecomm subject to regulatory and financial approval, industry veteran and TelePacific president and CEO Richard Jalkut commented on the deal and the competitive local exchange industry in California.

Jalkut has been a leader in the telecommunications industry for over 30 years. As President and CEO of NYNEX, he oversaw the largest local exchange carrier's seven-state operation with over 80,000 employees and 16 million customers. As TelePacific's CEO, he has led the company to impressive growth rates in 2003 and 2004.

"Pac-West and TelePacific have similar reputations in the market for providing best-in-class customer care and service," Jalkut said. "Both companies have developed employee-oriented cultures that focus on the customer and we are pleased that TelePacific will have the opportunity to develop strong relationships with our new customers and employees."

He went on to say that TelePacific has solidified itself as the leading Competitive Local Exchange Carrier in its markets and that it was planning on expanding its employee base in its current markets as well as into California's Central Valley with locations in Sacramento, Stockton, Fresno and Bakersfield.

"The opportunity to increase our presence throughout California and Las Vegas and expand the success that we have achieved in our present markets was one of the keys to this acquisition," he said. "TelePacific has demonstrated that there is a high demand for the types of services that it provides and it is now well positioned to leverage its expanding service and product line."

Jalkut envisions that, with a host of new products and services, TelePacific will take advantage of delivering on its multi-location account strategy as well as continuing to deliver on its promise of providing value-added products and services to the small-medium business market.

"The SME market has been under-served from a new service and technology standpoint over the past several years. We plan on



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Acquisition Information

continuing to deliver new services and technologies along with a service levels typically only reserved for the larger corporate accounts."

The acquisition is expected to close in the first quarter of 2005, subject to regulatory and financial approvals. Under the terms of the agreement, TelePacific Communications will acquire approximately 70,000 access line equivalents in California and Nevada. With the addition of the Pac-West customer base, TelePacific will provide service to over 11,000 SME customers with over 325,000 lines of service. The current employee base of 600 is expected to grow to meet the needs of its new customers and expected growth.

TelePacific announced that it is purchasing the Pac-West assets for \$27 million in cash and assumption of certain related liabilities. In addition, TelePacific and Pac-West have entered into a Transition Services Agreement.

To fund the acquisition and other strategic initiatives, TelePacific will receive an equity investment in excess of \$50 million led by affiliates of Investcorp, a global investment firm, and Clarity Partners, a private equity firm focused on the communications sector.

"Our ability to deliver on our promises to the marketplace, our investors and our employees has allowed TelePacific to raise substantial equity investments at a time when very high standards for raising money are the norm," said Jalkut.

TelePacific has substantially grown its customer base during 2003 and 2004 by adding over 8,000 lines per month and by focusing on customer retention. Over the past twelve months, it has achieved a better than a 99% retention rate. With 275,000 lines in service in its current footprint, TelePacific expects to leverage its existing infrastructure to deliver its services to its new customers.

TelePacific and Pac-West have customers with very similar profiles and both companies use "Special Access" tariffs as their primary delivery mechanism in California. The similarity allows for an easier transition of customers and reduces risk associated with the California Public Utilities Commission and Federal Communications Commission rulings on Unbundled Network Elements (UNE).

TelePacific will assume service responsibility for the Pac-West customer base following regulatory and financial approvals. Throughout the closing process, there should be no adverse impact to Pac-West's customer service or support, and TelePacific and Pac-West will work together to ensure a seamless transition of customers' service and ongoing satisfaction.

About TelePacific Communications

TelePacific Communications is a leading provider of business telecommunications network solutions providing local, long-distance, data and Internet services to small-to-medium sized businesses in Nevada and California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California. With local consultants, service, support, and facilities, TelePacific offers solutions, provisions services and provides customer service where its customers do business. For more information, visit www.telepacific.com.

About Pac-West Telecomm, Inc.

Founded in 1980 and first incorporated in 1981, Pac-West Telecomm, Inc. has been offering telephone service to its customers

since 1982. Pac-West is currently one of the largest competitive local exchange carriers headquartered in California. Pac-West's network averages over 120 million minutes of voice and data traffic per day, and carries an estimated 20% of the dial-up Internet traffic in California. In addition to California, Pac-West has operations in Nevada, Washington, Arizona, and Oregon. For more information, please visit Pac-West's website at www.pacwest.com.
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