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January 7, 2014

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

REDACTED

RECEIVED-FPSC
14 JAN 14 PM 12:54
COMMISSION
CLERK

Re: SmallCells Tower Company, LLC

To Whom It May Concern:

Enclosed please find one original and one (1) copy of SmallCells Tower Company, LLC's Application for Authority to Provide Telecommunications Company Service Within the State of Florida.

I also have enclosed a check in the amount of \$500.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding this matter, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
Attorneys for SmallCells Tower Company, LLC

Enclosures
cc: Max Rapaport

COM _____
AFD _____
APA _____
ECO _____
ENG _____
GCL _____
IDM _____
TEL 1 _____
CLK 1 NG1 _____

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

2. Name of company: SmallCells Tower Company, LLC

3. Name under which applicant will do business (fictitious name, etc.):

SmallCells Tower Company, LLC

4. Official mailing address:

Street/Post Office Box: 230 Park Avenue
City: New York
State: NY
Zip: 10169

5. Florida address:

Street/Post Office Box: 2200 Biscayne Blvd.
City: Miami
State: FL
Zip: 33140

6. Structure of organization:

- | | |
|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input checked="" type="checkbox"/> Other, please specify:
Domestic Limited Liability Company | |

If individual, provide:

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

7. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: L13000041020
8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:
9. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:
10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:
11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

12. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

13. Provide **F.E.I. Number**: 46-2321520

14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Lance J.M. Steinhart
Title: Attorney At Law
Street Name & Number: 1725 Windward Concourse, Ste. 150
Post Office Box:
City: Alpharetta
State: GA
Zip: 30004
Telephone No.: 770-232-9200
Fax No.: 770-232-9208
E-Mail Address: kreeves@telecomcounsel.com
Website Address: www.telecomcounsel.com

(b) Official point of contact for the ongoing operations of the company:

Name: Michael Rapaport
Title: CEO
Street Name & Number: 230 Park Avenue
Post Office Box:
City: New York
State: NY
Zip: 10169
Telephone No.: (516) 359-3512
Fax No.: (718) 228-3516
E-Mail Address: Michael@smallcells.com
Website Address: www.smallcells.com

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

- Florida Public Service Commission
- Website – Website address: www.smallcells.com
- Other – Please provide address:

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

None

(b) has applications pending to be certificated as a telecommunications company.

None

(c) is certificated to operate as a telecommunications company.

None

(d) has been denied authority to operate as a telecommunications company and the circumstances involved.

None

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None

(f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

None

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Yes No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates). Yes No

If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

17. Submit the following:

(a) **Managerial capability**: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **Exhibit A**

(b) **Technical capability**: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **Exhibit A**

(c) **Financial Capability**: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

SmallCells Tower Company, LLC is a new company formed in March, 2013. Attached hereto as **Exhibit B** are financials from their date of inception to December 31, 2013.

Note: *It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.*

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of telecommunications company service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

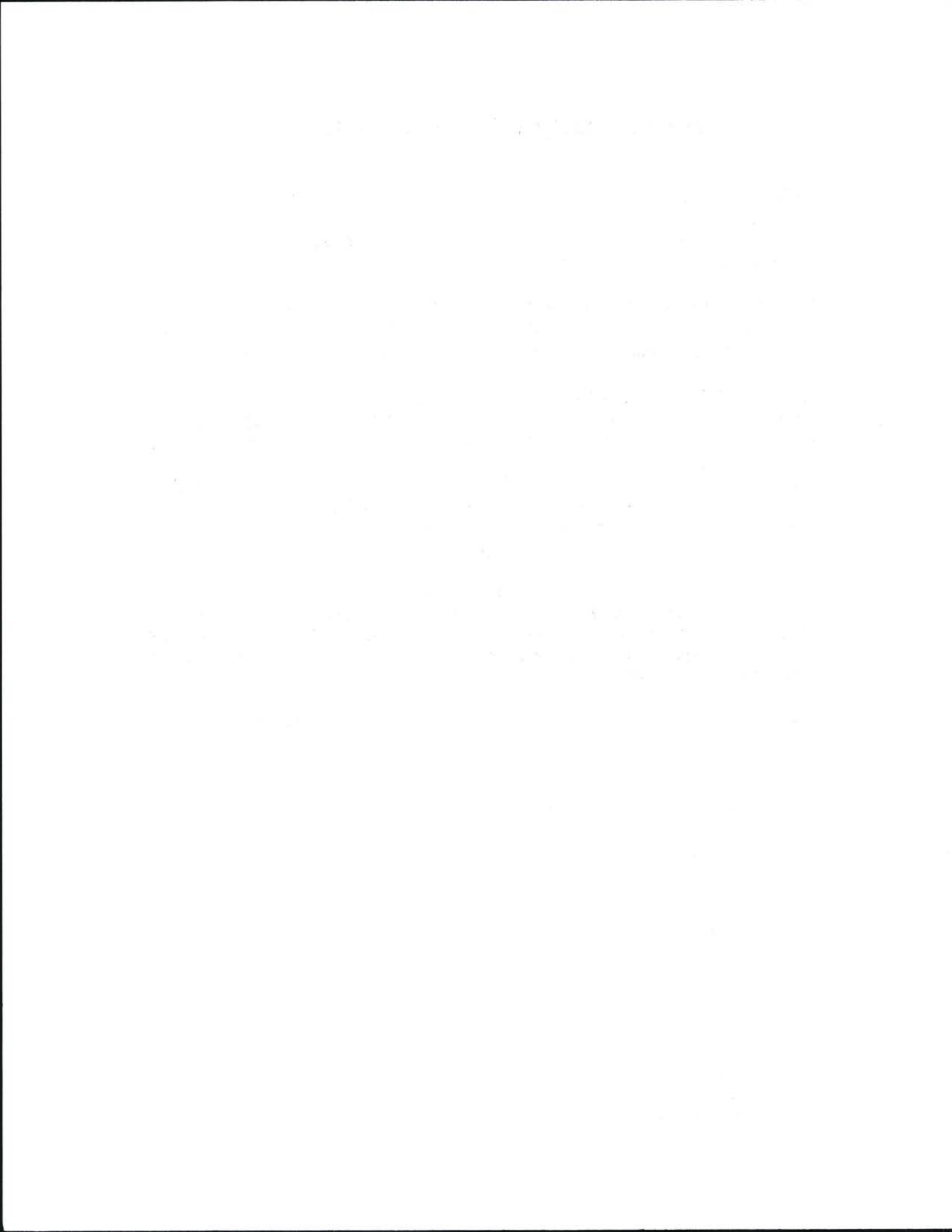
Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, **"Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."**

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name: Michael Rapaport
Title: CEO
Telephone No.: 860-547-1444
E-Mail Address: Michael@smallcells.com

Signature:  Date: 12/31/2013



CERTIFICATE TRANSFER

As current holder of Florida Public Service Commission Certificate Number _____, I have reviewed this application and join in the petitioner's request for a transfer of the certificate.

COMPANY OWNER OR OFFICER

Print Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____

Signature: _____ Date: _____

LIST OF ATTACHMENTS

ATTACHMENT A - MANAGEMENT & TECHNICAL CAPABILITY INFORMATION

ATTACHMENT B – FINANCIAL INFORMATION

ATTACHMENT C - STATEMENT OF FINANCIAL CAPABILITY

ATTACHMENT A - MANAGEMENT & TECHNICAL CAPABILITY INFORMATION

ERIC ZACHS

Eric Zachs is the President of SmallCells Tower Company.

Eric Zachs co-founded Message Center Management in 1993 and continues to serve as Co-Chairman; the company currently owns and manages approximately 1,000 antenna sites for the wireless industry in the United States.

Eric Zachs is also the Managing Partner and Co-Founder of Torrecom Partners, LLC, a leading wireless tower developer in Latin America.

Since 2004, Mr. Zachs has been Managing Partner of Bantry Bay Ventures – Asia, LLC, a private equity firm focused on investment in Asia, particularly China. In this capacity, Mr. Zachs serves as the Chairman of Shanxi Taiyue Trading and Transportation Co., Ltd., which owns rail platforms and facilitates coal transportation and trade.

From 1989-1995, Mr. Zachs served in a variety of capacities at Message Center Beepers, a nationwide paging company, including as President and Chief Operating Officer. In 1995, Message Center was sold to AirTouch Paging (currently Vodafone Group Plc). Mr. Zachs is currently the Campaign Chair of the Jewish Federation of Greater Hartford and is Co-Chair of the Greater Hartford Jewish Community Endowment Campaign. Mr. Zachs is the former President of the Greater Hartford Jewish Community Center and the Hartford Dispensary (which provides medical and substance abuse care for the indigent) and serves on the boards of the St. Francis Hospital Foundation, the Board of Governors of Hartford Hospital, and the Solomon Schechter Day School of Greater Hartford. Mr. Zachs received a B.A. from Tufts University and a J.D. from Columbia University School of Law.

MICHAEL RAPAPORT

Michael Rapaport is the Chief Executive Officer of SmallCells Tower Company.

Between 2008 and 2013, Michael Rapaport held the position of CEO and President of IDT Spectrum. IDT Spectrum is the largest holder of commercial high frequency exclusively licensed fixed wireless spectrum in the United States, and is a subsidiary of IDT Corporation (NYSE: IDT), an international holding company. Michael Rapaport has played an instrumental role in revamping and implementing IDT Spectrum's business strategy, including managing and overseeing daily operations, financial and strategic business development planning, and managing the company's regulatory strategy. Michael Rapaport has also held a number of key strategic positions within IDT, including Director of Investor Relations, between 2007 and 2008, Member of IDT's Investment Committee and Senior Business Development Associate.

Between 2003 and 2007, Michael Rapaport was the Managing Director for Real Estate Operations at Michael Darius and Partners, a division of Elmhurst Dairy, the largest milk producer in the metropolitan New York region. In this capacity, Michael Rapaport managed interdisciplinary teams of attorneys, accountants and marketing and advertising personnel to augment Elmhurst's strategic planning and expansion efforts. Michael Rapaport successfully implemented and executed numerous projects through coordinating trades, developing strategic partnerships, and building relationships with architects, engineers, local government officials, vendors, and clients. Michael Rapaport is an honors graduate of the Masters of Business Administration Degree program at Touro University, where he completed a specialized program of concentration in international business administration.

Managerial and Technical Capability

The Company's core management includes:

Crescent Heights. Crescent Heights® is one of the United States' largest and most well respected names in residential real estate development. During the past thirty years Crescent Heights® companies have acquired, developed, operated, and managed over eighty real estate projects throughout the United States. The projects are "best in class" and Crescent Heights® has an extraordinarily successful track record in new residential construction, historic restoration and the acquisition of existing residential product. Crescent Heights has pioneered large scale residential development in multiple urban markets around the country, including South Beach, Florida, the Financial District in New York, SOMA and Mid-market in San Francisco, Mid-town Atlanta, the Gaslamp District in San Diego, the Arts District in Philadelphia, Andersonville in Chicago and Jack London Square in Oakland. In addition to developing cutting edge new architectural projects, Crescent Heights® has sensitively restored numerous historic landmark buildings. Crescent Heights® is a recipient of the prestigious National Association of Homebuilders "Multi-Family Developer of the Year" award.

Message Center Management, Inc., (MCM) is one of the largest privately held wireless infrastructure providers in the United States. Headquartered in Hartford, CT, MCM began operating in the communications industry as a carrier over 40 years ago. As one of the first land mobile license holders in the wireless industry, we are able to apply our network experience and background as a uniquely qualified approach to wireless communications. MCM is a full service infrastructure provider that combines long term company growth and financial strength with the unique entrepreneurial spirit and approach to tower development, that comes from being privately held.

MCM Inc. excels in the following areas:

- Site Identification and Analysis
- Development Due Diligence
- Leasing
- Strategic Planning
- Permitting
- Construction Management
- Plan Execution

The Managing Member of Metropolitan Regional Partners, LLC, has acted in a variety of executive capacities in a significant telecom provider. In this capacity, he helped to satisfy Federal regulatory requirements for a nationwide spectrum portfolio, managed a team of engineers that built out and conducted site development and analysis for over 1,500 installations nationwide and orchestrated the first sale of spectrum in the 38.6-40.0 GHz bandwidth in over seven years.

ATTACHMENT B – FINANCIAL INFORMATION

FILED CONFIDENTIALLY

ATTACHMENT C - STATEMENT OF FINANCIAL CAPABILITY

Applicant has sufficient financial capability to provide and maintain the requested service in the State of Florida and to meet its lease or ownership obligations. In support of the Applicants financial capability, a copy of its Balance Sheet and Profit & Loss Statement as of December 31, 2013 is being filed with the application confidentially. Applicant also has the ability to borrow funds, if required, based upon its financial capabilities to provide service in the State of Florida.