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## Boathouse Communications Partners, LLC

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OVERVIEW AND BIOGRAPHIES

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## OVERVIEW

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Boathouse Communications Partners (“BCP”) is a partnership founded by principals who have over 150 years of combined telecommunications experience and a collective skill set that covers nearly every aspect of converging communications markets. BCP has been formed to exploit opportunities that emerge in telecommunications and related industries around the world.

BCP intends to build its businesses through the development and ownership of portfolio companies that are directly managed by BCP members and proven management teams that are familiar to those members. BCP targets investment opportunities where its members have an in-depth knowledge of the potential customer base and an understanding of both the capabilities and limitations of the accepted technology in a given business or market. Built on the theory that opportunity begets opportunity, each portfolio company serves as a launching ground for new BCP projects related to that company.

BCP is a hybrid entrepreneur, incubator and angel investor, focusing its efforts not on developing groundbreaking, stand-alone technologies, but rather on creating exceptional solutions that enhance widely accepted technologies and delivery systems.

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## BUSINESS STRATEGY

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BCP’s strategy is to leverage the experience of its members and the core competencies of its portfolio companies in the evaluation, investment, and management of its ventures. BCP is in the business of building, acquiring, integrating, and managing telecommunications businesses, in both domestic and international markets and then franchising successful solutions into new markets and business opportunities.

BCP’s short-term objective is to focus on ventures that are less capital intensive and provide near-term positive cash flow with an ultimate goal of positioning BCP to maximize its participation in the multi-billion dollar worldwide broadband telecommunications opportunity. BCP intends to finance its own operations with capital provided solely by its members. However, BCP will work with existing affiliates as well as new strategic and financial partners on financing selected investment opportunities.

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## MEMBER BIOGRAPHIES

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### **JAMES AKERHIELM**

Jim is President and Chief Executive Officer of New South, Inc. a competitive local exchange carrier based in South Carolina. Jim has over 16 years of experience in the development, organization and operations of telecommunications companies. Most recently, Jim was co-founder and Chief Executive Officer of MainStream PCS, LLC, a wireless services company serving urban and suburban markets throughout the Midwest. While at MainStream, Jim acquired wireless assets from Verizon Wireless valued at \$1.4 Billion, secured financing of over \$2 Billion (including over \$900 Million of private equity) and assembled a proven management leadership team. From 1998 to 2000, Jim served as President and Chief Executive Officer of Triton Cellular Partners, L.P. There, he successfully built Triton Cellular into the 15th largest domestic cellular carrier representing 2.5 Million POPS and over \$170 Million of annual revenue. Triton was sold in 2000 for \$1.25 Billion resulting in a return in excess of 170% of invested equity. From 1995 to 1998, Jim served as Regional Vice President of Bell Atlantic Mobile's Southeast Region, managing 5.0 Million POPS, \$300 Million of annual revenue and over 500,000 customers. From 1986 to 1995, Jim served in a variety of engineering, sales and operations positions at Bell Atlantic and Bell Atlantic Mobile. Jim received a B.S. in Mechanical Engineering from Lafayette College and an M.S. in the Management of Technology from the University of Pennsylvania.

### **REGINALD BEST**

Reggie is a co-founder and Chief Executive Officer of Netilla, Inc, an early-stage developer of virtual private offices and other virtual networking solutions for business. Reggie has 19 years of experience in developing and marketing networking and telecommunications products and services. Reggie started his career at AT&T Bell Laboratories as a Member of Technical Staff where he worked on advanced packet voice and data integration within digital loop carrier systems. In 1986 Reggie co-founded Teleos Communications. In 1993 Reggie left Teleos and co-founded AccessWorks Communications, which focused on Internet access and remote access solutions for small and medium enterprises. After selling AccessWorks to 3Com Corporation in 1995, Reggie became a Vice President and General Manager in 3Com's Wide Area Remote Access Products business where he oversaw the integration of the US Robotics acquisition by 3Com. Reggie has a BE in Electrical Engineering from City College of CUNY and an MS in Electrical Engineering from Columbia University.

**DAVID MALFARA**

Dave has served as a Director of BCP since inception. Dave is a Director and President/CEO of Remi Communications and also serves on the Boards of Directors of Boathouse Hong Kong Limited, TXN Hong Kong Limited and TXN USA, Inc. Prior to Boathouse, Dave was President of Z-Tel Network Services, Inc. an integrated communications provider. Using Advanced Intelligent Network Elements ZNS, under his direction, delivered robust, media independent enhanced services through a multi-technology integration architecture. Z-Tel became the largest consumer-based CLEC in the U.S., achieving in annual revenue run rate of nearly \$300 Million, with more than 340,000 subscribers, prior to his departure. Over the past 26 years, Dave has held a wide variety of technical and managerial positions in the Telecommunications Industry. In 1979 Dave participated in the first filing of an FCC tariff for a third-tier long distance carrier, Vector Communications, Inc. He's served in senior management positions at National Computer Corporation, Honeywell Information Systems, and GTE Telenet, where he designed and developed large-scale packet-switched global networks for Fortune 500 companies. In 1983, Dave formed Pennsylvania Alternative Communications, Inc., which he later sold to LCI International. In 1995, Dave co-founded Pace Network Services, which provided traffic and signaling network oriented services to telecom carriers. PNS became the largest supplier of SS7 connectivity to the Interexchange Carrier market with over 100 carrier-customers prior to its sale to ICG Telecom Group, Inc. in 1996. Dave has addressed a wide range of technical, regulatory, and legislative issues before members of the U.S. Congress and Administration as well as state and federal regulatory commissioners and staff, and served as a Director and Executive Committee member of CompTel; the leading competitive telecommunications industry association, during the creation of the Telecommunications Act of 1996.

**JOSEPH MONZO**

Joe joined BCP in February 2002. Joe is a member of the Board of Directors of BCP, is Chairman of Remi Communications and serves as Chief Operating Officer of Boathouse Communications Partners, Inc. Joe is a seasoned networking industry veteran with over 20 years experience in sales and sales management. Prior to joining BCP, Joe was the Sr. Vice President-Eastern Region Sales for Exodus Communications. In February 1997 Joe was Exodus' first employee in the east responsible for launching and then managing all sales, revenue, and sales support activities for Exodus' eastern operations. He drove the explosive growth of that organization from just one person to a peak level of 250 sales and sales support personnel in 2001, representing an \$800 million revenue plan. While at Exodus Joe's leadership and experience were key to establishing the business in the start-up phase then scaling to extremely aggressive growth targets, while evolving the team to adapt to the ever changing technical and solution offerings. During this time Joe's organization was extremely successful in securing and managing a constant stream of customers representing some of the most prominent and demanding internet environments in the world, the culmination of which was a record contract to operate all aspects of the design, launch and ongoing operations for Merrill Lynch's online initiative in 1999. Prior to joining Exodus, Joe was Vice President of Sales for Teleport Communications Group, a pioneer in alternative local telecommunications. Joe held responsibility for TCG's critical revenue engine, a team of 75 sales and operations resources, covering their New York Region, which represented nearly 50% of all revenue at the largest CLEC in the country at the time. Prior to TCG, Joe held several senior positions with Northern Telecom (Nortel) and Summa Four over an 13 year period covering a various complex and emerging technologies and service offerings including open switching, AIN, global network outsourcing, messaging switching, LAN/digital switching. Joe started his career at Burroughs Corporation where he was responsible for selling a variety of complex computing systems. Joe earned his Bachelor of Science Degree in Business Administration and Marketing from King's College.

**DEREK PEW**

Derek is Chairman of BCP and has served as a Director of BCP since its inception. Derek serves on the Boards of Directors of Remi Communications, Boathouse Hong Kong Limited, TXN Hong Kong Limited, and TXN USA, Inc. Derek is a director of Global Communities, Inc. and a Director of IDEal Linux, Inc., a company focusing on software development tools for the Linux operating system. Derek began his career as an investment banker with Bankers Trust Company and, thereafter, as an attorney with Morgan, Lewis & Bockius LLP. From 1988 to 1998, he completed over \$70 billion worth of transactions, the last of which was the merger of Bell Atlantic and NYNEX. Derek was the primary architect of the first-of-its-kind international exchangeable security for the liquidation of Bell Atlantic's interest in Telecom New Zealand and the primary draftsman of the landmark first "plain English" merger proxy for the Bell Atlantic/NYNEX merger. Derek was also involved in venture capital transactions including the first two rounds of funding for WebTV. During 1998 and 1999, Derek was the President of The Furst Group, Inc., a privately held international, integrated communications provider which focused on developing Internet and telecommunications solutions for ethnic populations. There, Derek had P&L responsibility for over \$70 million in revenue and managed over 900 employees, turning that company around from two straight years of losses to over \$8.5 million in cash flow in one year. Derek has a B.A. in Economics from Dartmouth College and a J.D. from the University of Pennsylvania.

**MARK RUPP**

Mark has served as a Director of BCP since its inception. Mark is the Chief Financial Officer of Boathouse Communications Partners, Inc. and is a Director of Remi Communications, Boathouse Hong Kong Limited, TXN Hong Kong Limited and TXN USA, Inc. Mark has over 19 years of managerial experience, including 16 in the telecommunications industry. Mark has had direct responsibility for negotiating and closing in over 20 transactions with deal values of approximately \$4 billion. In 2000, Mark was a co-founder and Executive Vice President of Finance & Corporate Development of MainStream PCS, LLC, a wireless service company serving urban and sub-urban markets throughout the mid-West. At MainStream, Mark was responsible for negotiating the acquisition of two wireless properties from affiliates of Verizon Wireless for \$1.4 billion. He was also instrumental in the company's efforts to raise over \$900 million of private equity capital and \$1.5 billion of debt facilities. Mark started his career at Coopers & Lybrand as a member of the auditing staff. In 1984 he left the public accounting industry to begin a 14-year career at Bell Atlantic Corporation where he held a number of finance and business development positions. In 1998 Mark was the primary driver behind the wireless service industry's first sale and lease-back of a significant communications tower portfolio, setting a business model that was used throughout the industry. Mark left his position as Vice President of Planning and Business Development for Bell Atlantic Mobile at the end of 1998 to join Triton Cellular Partners, L.P., a venture capital backed rural wireless company with revenues in excess of \$170 million. There he was responsible for all business development and financial planning activity including overseeing the auction process and related negotiation of the sale of the company for \$1.25 billion. Mark has a B.S. in Accounting from King's College and is a CPA.

**MARK SCULLY**

Mark is Vice Chairman of BCP and has served as a Director of BCP since its inception. Mark is the President of and a member of the Board of Directors of TXN Hong Kong Limited, and TXN USA, Inc. and is a member of the board of Remi Communications. Mark has 17 years of experience in strategic development and organizational leadership focusing on launching new communications ventures and reorganizing distressed companies. Most recently, Mark is a founder and CEO of TelcoXchange Network (TXN), an international voice and data company, with regional offices in the United States, Singapore, and Hong Kong with a technical presence in a dozen developing nations. Prior to TXN Mark was the author of the business plan for New Global Telecom, Inc., an international telecommunications company largely serving the international interests of AT&T. After the successful implementation of the business plan, Mark took over as Chief Financial Officer to manage the ongoing financial affairs of NGT through 1999. At the same time, Mark founded Platform Technologies, a company providing technical and provisioning solutions to the domestic long distance reseller industry that also offered financial protection to the underlying carriers. From 1994 through 1996, Mark served as President and Chief Operating Officer of US WATS, Inc., a troubled domestic long distance carrier, where he was responsible for devising and implementing a restructuring plan that successfully returned the company to profitability. From 1987 through 1996, Mark was also a general partner of Call America Business Communications, a domestic long distance company, and CEO of Private Exchange Network, Inc, an enhanced services provider, where both companies were acquired by GST in 1996. Mark started his telecommunications career in 1985 by rescuing WesTel Communications, a regional carrier, by discovering and successfully challenging tariff abuses by Pacific Bell in the early years of deregulation. Mark has served as a board member of CompTel and CalTel where he was involved in implementing legislative and regulatory agendas, including the Telecommunications Reform Act of 1996.

**RANDY SHIPLEY**

Randy was recently the Vice President of Sales at Oresis where he led that company's sales, marketing and customer service and support organizations. Oresis is a manufacturer of Next Gen switches for voice and data. Randy has over 20-years of experience building sales organizations in the telecommunications industry. Prior to joining Oresis, Randy was Vice President of Sales at Carrier Access Corporation and was instrumental in increasing Carrier Access revenues from \$6 million per quarter to \$40 million per quarter in less than two years. This exponential revenue growth allowed Carrier Access to grow to a market capitalization exceeding \$1.5 billion in their first 18 months of being public. Randy has also held Vice President positions at e.spire Communications and Wiltel. Randy started at Wiltel as an early employee and their first regional sales manager in 1986. In 1990, Randy developed the sales and marketing plan for building the first carrier based Frame Relay network. During his last three years at Wiltel, Randy was Vice President of Network Integration for the combined voice and data CPE efforts. This group provided network management outsourcing for industry leaders such as Bear Stearns, Countrywide Mortgage, Principal Financial, PECO, New York Life and Amoco.

**DR. MICHAEL VIREN**

Mike has served as a Director of BCP since its inception. Mike is co-founder and Chief Executive Officer of Intellysis Group, Inc., a venture capital incubator focusing on competitive local exchange, Internet and communications solutions. Mike has 35 years of experience as an engineer, economist, professor, regulator, salesman and executive. In 1976, Mike was appointed Chief Economist of the Missouri Public Service Commission and during his 3-year tenure there, he took the lead role in writing the first state PUC order “de-tariffing” telephone “CPE” following the Carter Phone decision. In 1979 Mike joined the economic consulting firm, Criterion, Inc. as the Senior Vice President in charge of telecommunication studies where he worked with AT&T and the RBOCs on planning and modeling the industry leading up to the divestiture of AT&T. During the 1980s, Mike worked in academia, as a consultant and then for GTE where he attempted to create the precursor to modern Internet Service Providers. In 1991, Mike joined Intermedia Communications, Inc. as Director of Product Development where he pioneered the development of Frame Relay and ultimately became Senior Vice President of Engineering, IS and Strategic Planning. In 1998, Mike and several friends from Intermedia founded 2nd Century Communications as a second generation CLEC that uses Asynchronous Transfer Mode (ATM) as the single protocol to combine the delivery of multiple services at a cost that is lower than the incumbent local exchange carrier. In January 2000, Mike left 2nd Century to form Intellysis. Mike has a B.S. in Mechanical Engineering from California State University, Long Beach and a PhD. in Economics from the University of Kansas.

## REMI COMMUNICATIONS

Remi Communications Holdings, LLC (Remi) was founded in July 2001 by principals of Boathouse Communications Partners, LLC, to provide simple, cost-effective solutions to telecommunications customers in the domestic local and long-distance wireline telecommunications market.

Using their perspectives gained from over 150 years of experience in every major segment of the telecommunications industry Remi's founders addressed the cost and service complexities experienced by small to medium size enterprises (SMEs) and multi-line residential customers throughout the telecommunications market and created a third generation communications company that combines the best local, long-distance, and enhanced service telecommunications products and solutions.

Certified by the Pennsylvania Public Utility Commission to provide local telephone service and long distance service throughout the Commonwealth and by the Federal Communications Commission to provide interstate long distance service, Remi expects to become one of the premier providers of communications services to SMEs and multi-line residential customers throughout all of the markets it serves.



TelcoXchange Networks (TXN), a provider of international wholesale voice and data services, was formed in January 2001 to participate in the deregulation of the global telecommunications industry by leveraging the strength and experience of its management team and the increased market opportunities resulting from easing regulatory barriers in developing nations.

TXN provides international wholesale switch voice service by utilizing its relationships with international carriers to fulfill unmet demand and by leveraging facilities that utilize new packet-based network technologies for the transmission of international voice and data services. TXN's facilities provide non-traditional access to a variety of long haul networks for basic ILD services as well as more enhanced transmission services for specialty applications.



## **BCP Wireless Solutions**

BCP Wireless Solutions, LLC (Wireless Solutions) was formed in September 2001 to exploit opportunities in the domestic and international remote gaming and lottery markets. New methods of reaching customers, including Internet gaming, have proven difficult to U.S.-based, regulated casino operators because of the inability to identify the age and location of gamers that are not physically present at the casino, thereby potentially violating the regulations that permit their land-based operations to exist. Wireless Solutions intends to integrate a series of existing technologies in a novel and valuable way to create a gaming system that provides for lawful, wireless-based remote wagering in the United States and abroad.

## **BCP Consulting Partners**

BCP Consulting Partners, LLC (BCP Consulting) provides management strategies and solutions for small, medium, and large global communications companies. Directed by its partners who have more than 150 years of combined operating experience in the communications field, and drawing from a robust group of multi-disciplined associates, BCP Consulting provides telecommunications companies with expert support in the areas of:

- Turn-Around Plans & Reorganization
- Business Valuations
- Business Plan Development
- Mergers and Acquisitions
- Leveraged Buyouts
- Legislative Advocacy
- Regulatory Advocacy, Licensing and Certification
- Operational Support Systems
- Next-Generation/Legacy Network Engineering, Design and Development
- Enhanced Services Design, Development and Operations
- Content-based Application Service Design, Development and Operations
- Local Exchange Carrier Strategic Planning and Operations
- Interexchange Carrier Strategic Planning and Operations
- International Carrier Strategic Planning and Operations
- Wireless Carrier Strategic Planning and Operations



## Boathouse Communications Partners, LLC

### OWNERSHIP STRUCTURE

