COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDERS

For the provision of (check all that apply):

- [x] INTEREXCHANGE CARRIER
- [ ] ALTERNATIVE OPERATOR SERVICE PROVIDER
- [ ] COMPETITIVE ACCESS
- [x] COMPETITIVE LOCAL EXCHANGE CARRIERS
- [ ] OTHER (Describe):

ANNUAL REPORT

OF

Airespring, Inc.

(Exact legal name of respondent)

If name was changed during year, show also the previous name and date of change.

n/a

Website URL (where this filing is available for public viewing)

6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411

Address City County State Zip Code

(818) 786-8990

Phone: (Area Code) Number

6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411

(Address of principal business office at end of year)

RECEIVED-DOCKETING DIV
2005 APR 14 AM 7:42
PUCO

TO THE

PUBLIC UTILITIES COMMISSION OF OHIO

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APR 13 2005
PUCO FISCAL

FOR THE

YEAR ENDED DECEMBER 31, 2004

Name, title, address, e-mail address, telephone and fax numbers (including area code) of the person to be contacted concerning this report.

Janet Willis **Compliance Analyst**

1720 Windward Concourse - Suite 250, Alpharetta GA 30005

TABLE OF CONTENTS

Title	Page
General Instructions	1
Identity of Respondent	2
Important Changes During The Year	3
Directors, Proprietors, Partners (Schedule 1)	4
Statement of Intrastate Gross Earnings (Revenue) For The Year (Schedule 2)	5
Name, Address and Phone Number of the Company's Contact Persons and Whom Invoice Should be Directed	6
Verification	7

GENERAL INSTRUCTIONS, DEFINITIONS, ETC.

Please read the general instructions carefully before filling out this form:

1. The word "Respondent" in the following inquiries means the person, firm, association, or company in whose behalf the report is made.

2. The schedules and questions contained in this report were developed to be generally applicable to all competitive telecommunication service providers. All instructions shall be followed and each question answered as fully and accurately as possible. Sufficient answers shall appear to show that no schedule, question, or line item has been overlooked.

3. If answers to an inquiry are given elsewhere in the report, incorporation of the information by reference is sufficient.

4. Customary abbreviations may be used except that the exact name of the respondent shall be shown in full on the "Title Page" and in the "Verification" page.

5. Where the space provided is insufficient for the required data or it is necessary or desirable to insert additional statements or schedules, the insert pages shall show the number and title of the schedule to which it pertains, as well as the name of the respondent and the year covered, and shall be on 8 1/2" x 11" durable paper.

6. The information required with respect to any statement furnished is the minimum requirement. The respondent may add such further material information as is necessary to ensure that the required statements are not misleading.

7. All copies filed with the Commission must be legible and permanent. All entries shall be made in permanent ink or by a typewriter. Items of a reverse or contrary character shall be enclosed in parentheses, or indicated by a minus sign followed by the amount.

8. The annual report shall be signed by a duly elected officer of the respondent and it shall be notarized.

9. "Operating" as used in this report refers to regulated operations while "Nonoperating" refers to nonregulated operations.

IDENTITY OF RESPONDENT

1. Identify respondent's form of business organization: sole proprietorship, partnership, corporation, or other (explain).

   Corporation

2. If a consolidated, merged, or reorganized company, briefly provide particulars of such transactions, the date of the transactions, and PUCO authority. If a reorganized company, give name of original company.

3. Identify any other names (other than shown on title page) under which respondent conducted any part of its business during the year.

   none

4. If incorporated specify:
   a. Date of filing of articles of incorporation. **05/24/2001**
   b. State in which incorporated. **Delaware**

5. Identify PUCO Case Number (and date issued) granting operating authority and identify certificate number(s) issued.

03-1254-TP-ACE	**7/1/03**	**90-6134**	**IXC**
04-1309-TP-ACE	**9/20/04**	**90-9295**	**CLEC**

6. State whether respondent is operational in Ohio (actually providing service and the date operations began), or available (but not currently providing service).

   Providing service as of 07/01/2003

7. If operational, identify Ohio counties where respondent is providing service.

   Statewide

8. Identify separately the number of residential and business customers served by respondent. Identify voice, data, or other type services provided.

   Residential= #881 **Business= #107**

9. Identify if services are provided by resale (total service resale of local exchange company service) or facilities based (through respondent's own switch or via UNE platform), and names of Ohio counties where each type of service is provided.

   Resale

10. Identify local exchange companies that respondent has interconnection agreements with to provide service in Ohio.

    Qwest

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, identification of the other answer will be sufficient.

1. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).

   N/A

2. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.

   N/A

SCHEDULE: 1

DIRECTORS, PROPRIETORS, PARTNERS

1. Give the name of each director or proprietor. (For partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest.)

Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1	Avi Lonstein 6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411		N/A
2	Tony Lonstein 6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411		
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			

(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)

16 Name of Chairman of the Board Avi Lonstein

17 Name of Secretary of Board

18 President Avi Lonstein

19 Vice-President Tony Lonstein

20 Secretary

21 Treasurer

22 Controller Cynthia Firstman

Instructions:

Schedule 2 is used for PUCO annual assessment purposes pursuant to Section 4905.10, RC. The reporting company shall maintain supporting and/or subsidiary records to separately record revenues derived from total operations and from its Ohio intrastate operations. Information presented herein is subject to audit by the PUCO.

The jurisdictional separation of revenues reported in this schedule should conform, to the extent applicable, to the procedures and instructions of CFR 47 Parts 32 and 36.

For interexchange carriers, intrastate refers to messages originating and terminating in Ohio.

For cellular, competitive access, and paging providers, intrastate refers to amounts billed to an Ohio account.

SCHEDULE: 2

STATEMENT OF INTRASTATE GROSS EARNINGS (REVENUE)

Line No.	Item	Amount Ohio Intrastate
1	Operating and Miscellaneous Revenue - Wholesale Cellular Communications, Radio Common Carrier, Directory Revenue, Rent Revenue, Special Billings (revenue from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.)	**57,460.89**
2	Other Revenue, Dividend and Interest Income, Gains From Disposition of Property -- Operating and Nonoperating, Other Operating or Nonoperating Gains (foreign currency exchange or transfer, extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds, etc.)	**0.00**
3	SUBTOTAL (1) + (2)	**57,460.89**
4	Earnings or receipts from sales to other public utilities for resale	(**0.00**)
5	TOTAL (3) + (4)	**57,460.89**

Annual Report of **Airespring, Inc.** Year Ended December 31, 20**04**

SCHEDULE: 3

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE IS DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

Name, Title, Address, and Phone Number of the Company's Contact Persons to Receive Entries and Orders from the Docketing Division

Cynthia Firstman — **Regulatory Contact**

Name — Title

6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411

Address

(818) 786-8990

Phone Number (Including Area Code)

Name, Title, Address, and Phone Number of Person to whom Invoice should be Directed

Cynthia Firstman — **Regulatory Contact**

Name — Title

6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411

Address

(818) 786-8990

Phone Number (Including Area Code)

Name and Address of the President

Avi Lonstein

Name — President

6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411

Address

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

State of CALIFORNIA
County of LOS ANGELES

AVRIM LONSTEIN makes oath and says that
(Insert here the name of the affiant.)

he is CHIEF EXECUTIVE OFFICER
(Insert here the official title of deponent)

of **Airespring, Inc.**
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including JAN 1, 2004, to and including DEC 31, 2004.

(Signature of affiant.)

CALIFORNIA JURAT WITH AFFIANT STATEMENT

State of California

County of LOS ANGELES } ss.

☒ See Attached Document (Notary to cross out lines 1–6 below)
☐ See Statement Below (Lines 1–5 to be completed only by document signer[s], *not* Notary)

1
2
3
4
5
6

Signature of Document Signer No. 1 | Signature of Document Signer No. 2 (if any)

Subscribed and sworn to ~~(or affirmed)~~ before me on this

6 (Date) day of APRIL (Month), 2005 (Year), by

(1) AVRIL WESTON (Name of Signer),

☒ Personally known to me
☐ Proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) ~~(and~~

(2) _____ (Name of Signer),

☐ Personally known to me
☐ Proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature of Notary Public

LA VERGNE D. FRANKLIN
Commission # 1308625
Notary Public - California
Los Angeles County
My Comm. Expires Jun 10, 2005

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: ANNUAL REPORT

Document Date: DEC 31, 2004 Number of Pages: 9

Signer(s) Other Than Named Above: NONE

RIGHT THUMBPRINT OF SIGNER #1	RIGHT THUMBPRINT OF SIGNER #2
Top of thumb here	Top of thumb here

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