

September 26, 2008

VIA FEDEX (605-773-3201)

South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: Reliance Communications International, Inc. Certificate of Authority for Interexchange Service

To Whom It May Concern:


On behalf of my client, Reliance Communications International, Inc. ("RCII"), included is a copy of the completed Certificate of Authority for Interexchange Service that was e-filed on Friday, Sept. 26, 2008 and a check in the amount of \$250.00 for the application fee.

Please acknowledge receipt of this filing by returning, file-stamped, the copy of the Reseller Application in the self addressed stamped envelope provided for that purpose.

Feel free to contact me if you have any questions.

Sincerely,

SQUIRE, SANDERS & DEMPSEY L.L.P.


Joshua T. Guyan

Enclosures

20:10:24:02. Certificate of authority for interexchange service -- Application requirements. Each telecommunications company required to apply for a certificate of authority with the commission pursuant to SDCL 49-31-3 for interexchange service shall provide the following information with the company's application unless the commission grants a waiver to omit a specific item of information:

(1) The applicant's name, address, telephone number, facsimile number, web page URL, and E-mail address;

Reliance Communications International, Inc.
570 Lexington Avenue, 38th Floor
New York, NY 10022
Telephone: 212-319-3755
Facsimile: 212-223-1387
www.relianceindiacall.com
Email: skothari@relianceglobalcom.com

(2) A description of the legal and organizational structure of the applicant's company;

RCII is a subsidiary of Reliance Communications, Inc. and an affiliate of Yipes Holdings Inc., Reliance Globalcom Services Inc., Reliance Infocom Inc., Reliance Communications Canada Inc., Reliance Netway Inc., Yipes Systems Inc., YTV Inc., Vanco US LLC, and Vanco Solutions Inc. RCII has no subsidiaries.

(3) The name under which the applicant will provide interexchange services if different than in subdivision (1) of this section;

See subdivision (1).

(4) A copy of the applicant's certificate of authority to transact business in South Dakota from the Secretary of State;

See "Attachment A".

(5) The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable;

Applicant's Principal Office:

570 Lexington Avenue, 38th Floor
New York, NY 10022

Registered Agent:

Corporation Service Company
503 South Pierre Street
Pierre, SD 57501

(6) A list and specific description of the telecommunications services the applicant intends to offer;

RCII proposes to offer long-distance interexchange services throughout the entire State of South Dakota. It will not provide local exchange service.

(7) A detailed statement of how the applicant will provide its services;

RCII will purchase wholesale intrastate general services and resell them to South Dakota customers, along with current interstate and international calling services provided. Customers enter a credit card number on RCII's website (www.relianceindiacall.com), and can either pre-pay for calling services or have their credit cards charged after calls have been made. Customers access the service by calling a toll-free number and entering a PIN or by RCII recognition of the calling number.

(8) A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;

RCII proposes to provide inter- and intra- local access and transport area services throughout the entire State as a non-dominant interexchange carrier.

(9) For the most recent 12 month period, financial statements of the applicant including a balance sheet, income statement, and cash flow statement. The applicant shall provide audited financial statements, if available;

See "Attachment B".

(10) The names, addresses, telephone number, facsimile number, E-mail address, and toll free number of the applicant's representatives to whom all inquiries must be made regarding complaints and regulatory matters and a description of how the applicant handles customer service matters;

Siddharth Kothari
570 Lexington Avenue, 38 Floor
New York, NY 10022
Telephone: 212-319-3755
Facsimile: 212-223-1387

Toll Free: 888-673-5426
Email: skothari@relianceglobalcom.com

RCII maintains an in-house team of customer service professionals to resolve customer issues. If the issue cannot be resolved on the first call, it will be escalated to a second level where the issue is addressed by a team of technically qualified professionals with extensive experience.

(11) Information concerning how the applicant plans to bill and collect charges from customers;

Customers enter a credit card number on RCII's website and can either pre-pay for calling services or have their credit card charged after calls have been made. RCII will not have any subscribers and will not be authorized long distance carrier for any customers. All transactions are paid by credit card.

(12) Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of interexchange customers;

RCII advertises its service and customers use its website to purchase the services. RCII will not be the presubscribed 1+ long-distance carrier for any customer. All services are purchased at a pre-paid or post-paid basis using a customer credit card. Therefore, slamming rules and restrictions do not apply.

(13) Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services;

This information will be available on RCII's website.

(14) Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;

Any changes to RCII's rates are updated on its website. Since RCII will not be the presubscribed long-distance carrier for any customer, and only provides service through customer credit card purchase on its website, RCII's website posted rates will serve as adequate notice of any rate change.

(15) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied

registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;

RCII is authorized to operate in Arkansas, California, Colorado, Florida, Illinois, Indiana, Montana, New Mexico, New York, and Texas and authorizations are pending in Arizona, Maryland, Massachusetts, Nebraska, Oklahoma, Pennsylvania, Wisconsin, and West Virginia. RCII is in good standing with the appropriate regulatory agency in each respective state. Applicant intends to file for certification throughout the United States. No requests for authorization have been denied, nor any authorization revoked from RCII.

(16) A description of how the applicant intends to market its services, its target market, whether the applicant engages in any multilevel marketing, and copies of any company brochures used to assist in the sale of services;

RCII is a pre-paid and post-paid calling services provider that markets its services primarily through its website, www.relianceindiacall.com. RCII intends to market to consumers across the State of South Dakota. RCII does not intend to use a multi-level marketing approach; services will be advertised through the Internet, most specifically through RCII's website.

(17) Federal tax identification number and South Dakota sales tax number;

Federal Tax Identification Number: 20-0291111

South Dakota Sales Tax Number: FB028598

(18) The number and nature of complaints filed against the applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;

RCII has never been the subject of a complaint and/or investigation for unauthorized switching of a customer's local or long distance service from one carrier to another. RCII does not have subscribers.

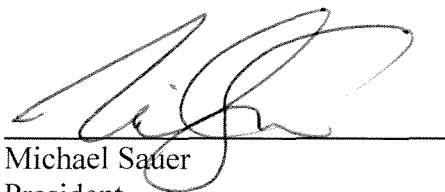
(19) A written request for waiver of those rules the applicant believes to be inapplicable; and

RCII seeks waiver of Section 20:10:24:04.05 of the South Dakota Administrative Rules because the posting of a bond is unnecessary. RCII is a subsidiary of one of the world's largest carriers and will be providing a very limited amount of intrastate service. RCII also seeks waiver of Section 20:10:24:05 of the Administrative Rules because RCII will not provide alternative operator services.

(20) Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

See RCII officers resumes attached as "Attachment C".

The commission may require the production of audited financial statements and additional information to supplement that contained in the application. A company shall notify the commission of any changes in subdivisions (1), (3), (5), (8), and (10) of this section as they occur.



Michael Satter
President
Reliance Communications International, Inc.

SEPT. 25, 2008
Date

ATTACHMENT A

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

ORGANIZATIONAL ID #: FB028598

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **RELIANCE COMMUNICATIONS INTERNATIONAL, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 2, 2004.



Chris Nelson
Chris Nelson
Secretary of State

Secretary of State

State Capitol, Ste. 204
500 East Capitol Avenue
Pierre, South Dakota
57501-5070
sdsos@state.sd.us



Chris Nelson
Secretary of State

Chad Heinrich
Deputy

To: CORPORATION SERVICE COMPANY
RICKEDA JACKSON
2711 CENTERVILLE ROAD STE 400
WILMINGTON DE 19808

From: Secretary of State Chris Nelson
Corporations Division

Date: June 2, 2004

Re: RELIANCE COMMUNICATIONS INTERNATIONAL, INC. (DE)
Foreign Certificate of Authority

The application for certificate of authority has been received and filed for the **RELIANCE COMMUNICATIONS INTERNATIONAL, INC. (DE)**.

Enclosed is the Certificate attached to the duplicate application along with a receipt for the filing fee of \$100.00.

SDCL: 47-9-3 requires the filing of a corporate annual report with our office between the anniversary date of qualification and prior to the first day of the second month following. The report is due the year following qualification. An annual report form will be mailed to the corporate address listed in number five on the application for timely filing. Please contact our office if the corporate address changes or if the form is not received.

Thank you.



Secretary of State
 State Capitol
 500 E. Capitol Ave.
 Pierre SD 57501
 Phone 605-773-4845
 Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

RECEIVED

JUN 02 04

S.D. SEC. of STATE

Application for Certificate of Authority

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is Reliance Communications International, Inc.
 (exact corporate name)

Filed this 2nd day of June 2004
Ch. Johnson
 SECRETARY OF STATE

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation or form of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Delaware Federal Taxpayer ID# 20-0291111

(4) The date of its incorporation is 09/29/03 and the period of its duration, which may be perpetual, is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 2711 Centerville Rd, Ste 400, Wilmington, DE Zip Code 19808

mailing address if different from above is: 570 Lexington Avenue, 38th Floor
New York, NY Zip Code 10022

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 503 South Pierre Street, Pierre, SD Zip Code 57501

and the name of its proposed registered agent in the State of South Dakota at that address is Corporation Service Company

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)
To provide retail international telecommunications services.

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
Thakur Sharma	Dir/Pres/Treas	570 Lexington Ave, 38th Fl,	NY	NY	10022
Sonia Bhatia-Rahman	Secretary	570 Lexington Ave, 38th Fl,	NY	NY	10022

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common		\$0.01

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
100	Common		\$0.01

(11) The amount of its stated capital is \$ \$1.00
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the Secretary of State or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated 05-28-04

Thakur Sharma
(Signature)
President
(Title)

STATE OF City of Washington, District of Columbia

COUNTY OF _____

I, JoAnn E. Wieszorek, a notary public, do hereby certify that on this 28 day of May 2004, personally appeared before me Thakur Sharma who, being by me first duly sworn, declared that he/she is the President of Reliance Communications International, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

May 31, 2006
My Commission Expires

JoAnn E. Wieszorek
(Notary Public)

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

Consent of Appointment by the Registered Agent

I, Corporation Service Company, hereby give my consent to serve as the registered agent for Reliance Communications International, Inc.

(name of registered agent)
(corporate name)

Dated 06/01 20 04

By: [Signature]
(signature of registered agent)

ATTACHMENT B

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

MARCH 31, 2008

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.**Contents**

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**DEV M. KINI, CPA, CFP.,
CERTIFIED PUBLIC ACCOUNTANT
ACCOUNTING. AUDITING. TAX PREPARATION**

255 West 36 Street, 15th Floor
New York, NY 10018
Tel: 212-947-6787
Fax: 212-947-6844

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders
Reliance Communications International Inc
570 Lexington Avenue, 38th Floor
New York, NY 10022

We have audited the accompanying balance sheet of Reliance Communications International Inc as of March 31, 2008 and the related statements of operations and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements enumerated above present fairly, in all material respects, the financial position of Reliance Communications International Inc. as of March 31, 2008 and the results of its operations and its cash flows for the year ended March 31, 2008 are in conformity with accounting principles generally accepted in the United States of America.



New York, New York
April 18, 2008

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
BALANCE SHEET
AS OF MARCH 31, 2008 AND MARCH 31, 2007

	March 31, 2008 (in USD)	March 31, 2007 (in USD)
ASSETS		
Current assets:		
Cash	3,914,757	2,050,483
Accounts receivable	7,544,358	5,987,798
Other current assets	14,352,716	11,551,591
Total current assets	<u>25,811,831</u>	<u>19,589,872</u>
Deposits	5,530	5,530
Total assets	<u>25,817,361</u>	<u>19,595,402</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	19,337,698	16,648,567
Unearned Income	1,257,774	865,394
Provison of Tax	1,385,547	159,497
	<u>21,981,019</u>	<u>17,673,458</u>
Stockholders' equity		
Common stock - no par value, 1000 shares authorized; 100 shares issued and outstanding	10,000	10,000
Retained earnings	3,826,342	1,911,944
Total stockholders' equity	<u>3,836,342</u>	<u>1,921,944</u>
Total liabilities and stockholders' equity	<u>25,817,361</u>	<u>19,595,402</u>

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
STATEMENT OF OPERATIONS AND RETAINED EARNINGS
YEAR ENDED MARCH 31, 2008 & MARCH 31, 2007

	March 31, 2008 (in USD)	March 31, 2007 (in USD)
Revenue from operations	139,248,342	161,187,668
Cost of operation	(127,300,981)	(150,268,937)
Gross profit	<u>11,947,361</u>	<u>10,918,731</u>
General and administrative expenses	8,806,944	8,697,034
Operating net income (loss)	<u>3,140,417</u>	<u>2,221,697</u>
Interest income	31	864
Interest expense	-	-
Income before taxes on income	<u>3,140,448</u>	<u>2,222,561</u>
Taxes on income:		
Current	1,226,050	353,271
Deferred	-	-
	<u>1,226,050</u>	<u>353,271</u>
Net Income	<u>1,914,398</u>	<u>1,869,290</u>
Retained earnings, beginning of year	1,911,944	42,654
Retained earnings, end of year	<u><u>3,826,342</u></u>	<u><u>1,911,944</u></u>

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
STATEMENT OF CASH FLOW
YEAR ENDED MARCH 31, 2008 & MARCH 31, 2007

	March 31, 2008 (in USD)	March 31, 2007 (in USD)
Cash flows from operating activities:		
Net Income	1,914,398	1,869,290
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	-	-
Changes in:		
Accounts receivable	(1,556,560)	(826,923)
Prepaid taxes and other current assets	(2,801,125)	6,005,516
Deposits	-	-
Non current assets	-	-
Accounts payable and accrued expenses	4,307,561	(6,630,016)
 Net cash used in operating activities	<u>1,864,274</u>	<u>417,867</u>
Cash flows from investing activities:		
Purchases of property and equipment	-	-
Investment and loan	-	-
 Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash flows from Financing Activities:		
Loan Payable	-	-
Common Stock	-	-
 Net cash used in Financing Activities	<u>-</u>	<u>-</u>
 Net increase in cash and cash equivalents	1,864,274	417,867
Cash and cash equivalents - beginning of year	2,050,483	1,632,615
 Cash and cash equivalents - end of year	<u><u>3,914,757</u></u>	<u><u>2,050,483</u></u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for income taxes	212,712	67,533

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.**Notes to Financial Statements****March 31, 2008****NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Reliance Communications International, Inc. (the "Company") is a Delaware corporation incorporated on September 29, 2003 as a wholly owned subsidiary of Reliance Communications, Inc. The new Company provides international telecommunication services between the United States and foreign points.

[1] Cash and cash equivalents:

The company considers all highly liquid accounts (money market funds) and investments with a maturity of three months or less when acquired as cash equivalents.

[2] Revenue recognition:

International Voice and Data revenue is recognized as services are performed.

[3] Income taxes:

This liability method will be used in accounting for income taxes for the future years. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. As of March 31, 2008 there are no timing differences.

[4] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

[5] Transfer pricing:

Transfer pricing is based on provisions contained in US transfer pricing regulations and Organization for Economic Co-operation & Development (the OECD guidelines). Accordingly Reliance Communications International Inc. would retain 7% mark up on the cost incurred.

[6] Other current assets:

The amount includes receivables from group companies for \$ 13,991,553

ATTACHMENT C

MICHAEL P. SAUER

45 East 89th Street, Apt. 4A
New York, NY 10128

Msauer3333@aol.com

212.426.4247 [H]
917.385.8729 [C]

C-LEVEL U.S. & GLOBAL TELECOM INDUSTRY OPERATIONS MANAGEMENT LEADER

**Strategic Analysis & Planning • Sales & Marketing • Finance • Corporate Negotiations
Foreign Governmental Partnerships • Vendor Relationships • Strategic Alliances
Merger & Acquisition Integration • Technology Application • Risk Management**

- Recognized for the singular background of representing a major U.S. telecom provider to foreign telecom companies worldwide – led operating agreement negotiations between MCI and foreign firms and implemented, maintained and integrated all jointly-offered products and services – unique among all but a couple of U.S. telecom providers in terms of revenue generation and cost savings.
- Valued for the ability to build a strong organization from acquired and merged entities – grew a strong, unified corporate culture through three different mergers.
- Able to attract, develop and retain highly qualified personnel at all levels and manage diversity across cultures, gender and age groups.

PROFESSIONAL HISTORY

MCI, New York, NY 2002 – Present
#2 US telecommunications service provider, formerly MCI WorldCom.

Senior Vice President, International Relations & Int'l Carrier Services, 2002 - Present

Direct worldwide correspondent services and business development. Total post merger company size was approximately 90,000, and is currently at about 45,000, post Chapter 11.

- Reorganized and managed a group of 330 people divided between overseas employees and contractors; the reorganization produced one of the best international telecom staffs in the world.
- Negotiated and executed IP data agreements with India and China.

Executive Vice President, International Relations, MCI/WORLDCOM, 2000 - 2002

Reported to the President of MCI, International Division for the global management, maintenance, and settlement of all telecommunications operating/termination agreements and all voice and data services. Directed a U.S. staff of 100, including six direct reports and 231 overseas employees and/or contractors.

- Negotiated all new international voice and data operating/termination agreements; generated \$576MM in revenue in 2000, \$711MM in 2001 and \$726MM in 2002, with EBITDA at 20% and SG&A of less than 12%.

Executive Vice President, International Relations, WORLDCOM, INC., 1995 - 2000

Held revenue responsibility for \$200-500MM. Managed a \$7MM expense budget and 62 people, including 10 direct reports.

- Negotiated and signed operating agreements with Cuba, People's Republic of China, and Germany.

IDB/WORLDCOM, INC., New York, NY 1992 – 1995
Originally LDDS, a long distance carrier formed in 1983, grown through merger and acquisition into the #4 US long-distance company.

Executive Vice President, International Relations, 1994 – 1995

Organized and managed a group of 62 people, both overseas and domestically, to handle all WORLDCOM INT'L business with over 200 countries and revenues beginning in 1995 at the \$200MM level, which grew \$576MM in 2000.

Vice President, International Relations and Carrier Services, 1993 - 1994

Reported to the President of IDB/WorldCom for the management of inbound and outbound international telecommunications traffic for the development of telephone operating agreements. Managed a \$5MM expense budget and 46 people, including 6 direct reports

- Signed and negotiated operating agreements with Canada, Brazil, Spain and Israel in 6 months.
- Increased revenues 20% during the first two quarters of 1993.
- Increased minutes 38% during the same period.

Director, International Relations, 1992

Reported to the President of IDB/WorldCom for the management of 10 foreign agents and the development of international telephone operating agreements.

- Developed and implemented management program for agents in Japan, Hong Kong, Australia, Singapore, Korea, Brazil, Venezuela, Argentina, the U.K. and France.
- Signed and negotiated operating agreements with Hong Kong, Australia, New Zealand and the U.K.

WORLD COMMUNICATIONS, INC., New York, NY 1989 – 1991

Area Sales Manager, International Switched Services, 1991

Manager, Marketing Services and Support, 1989 - 1991

ITT COMMUNICATIONS SERVICES, INC., Secaucus, NJ 1982 - 1989

Regional Manager

EDUCATION

B.A., Economics, Rutgers University, Newark, NJ 1978

Tom P. Durkin

Office: 201-684-1322

email: tom.durkin@ril-usa.com

PROFESSIONAL EXPERIENCE

Reliance Communications February 2007 to present

Vice President Business Developments

Provide technical and business support for new services and products for Reliance's voice business. Evaluate and recommend companies and technologies for enhancing margins and efficiencies into the current operations.

MHC-Services, Inc February 2003 – February 2007

President and Principal

Communication and Information Technology consulting for a wide list of clients – Velocita (AT&T), Southeastern University Research Association (SURA), National Lambda Rail (NLR), Legacy Partners, National Science Foundation (NSF), Microcomputer Center of North Carolina (MCNC), Tycom (VSNL), DataCom, Internews, Reliance InfoCom, DP Facilities, Geographic Network Affiliates-International (GEO), Northern Lightrail (NLR), Internet Education Equal Access Foundation (IEEAF) and Prime Carrier.

Work with the educational community of North America in developing broadband solutions, with such organizations as SURA, CENIC, Internet-2, Educause and CANARIE and developed the 16 State Crossroads network plan for SURA after being awarded a two-year contract.

Provided network due-diligence on all terrestrial national fiber infrastructure providers and co-authored the final report grading these providers in the USA and their capabilities. This included visiting network PoPs and repeater huts documenting findings and providing site surveys on existing and missing support infrastructure.

Provide business development and sales consulting for a software company, Prime Carrier, a software developer of Operations and Business Support Systems (OSS/BSS). Currently and for the past two years, the single point of contact for their North America Operations. Potential target customers are broadband, wire-line and wireless network providers supporting both content and transaction based services. Interacted skillfully with senior management (inclusive of CEOs, CFOs, CTOs, COOs, CIOs) in successfully promoting the products and business interests of Prime Carrier in North America and presenting comprehensive IT options to complex business tasks.

Provide support services to the IEEAF a non-profit 501c3 organization that enables global research and education networks across 17 time zones comprising international bandwidth in submarine cable systems at 10 Gb/s speeds and terrestrial dark fiber.

GEOGRAPHIC NETWORK AFFILIATES, Int'l (GEO)

Executive Vice President and Chief Technology Officer- May 2000 – February 2003

Provided technical consulting services to GEO's clients and as a Real Estate Developer directed the network infrastructure planning for Technology Parks and client specific Internet Data Centers. This includes existing building conversions to data center support-space and the design and implementation of new infrastructure for technology enhanced buildings with the capability of supporting high-availability communication services. This is facilitated and coordinated through a set of partnerships and affiliations that provide high quality, low cost solutions to clients in data processing and communication organizations, multinational corporations, the global Academic Research and Education Community and Governments. This extended to the evaluation of existing terrestrial fiber and submarine cable systems, and recommendations for the implementation of cost effective solutions on regional, national and international network projects fulfilling Real Estate clients technical and commercial business requirements.

PACIFIC GATEWAY EXCHANGE (PGE) – 1996 - 2000

Senior Vice President of Engineering and Project Management – April 99 – May 00

Responsible for the continued expansion of voice and data sites for PGE's global network in Europe, North America, Australia and Asia and obtaining the appropriate Telecom licenses in each of the countries. This included finding the appropriate sites, staffing, site build-out, fiber interconnection into new buildings and provisioning the network elements to connect into the company's existing network infrastructure. The selection and purchasing of switching (TDM & Packet) platforms, SONET/SDH muxs, Digital Cross-connect Systems, routers and other network related equipment. Found complementary network solutions through other network providers in different countries and negotiated interconnect agreements.

Attended Submarine cable meetings for planning and implementing backhaul solutions from cable landing stations and domestic network infrastructure. Worked with vendors and construction companies in the planning of a Pan-European SDH network and the feasibility of a build/lease business case for Japan. Evaluated and recommended the implementation of VoIP solutions in the voice network on a number of international routes in South America and evaluated local breakout opportunities. Helped launch Onyx, the company's global Internet Service Provider (ISP) that had a significant number of peering agreements at key Internet exchange hubs in Europe, Asia and the USA.

Vice President Engineering and Operations 1996 - April 1999

Started with the company when PGE had only two small collocation sites in LA and NY. This was a pre - IPO opportunity and a successful IPO in mid 1996. Coordinated the growth and eventual move of four in-service Nortel 250/300/GSP switch locations into new larger company leased switch sites. Managed the move of all related facilities and the successful network turn-up of traffic routes with dedicated and switched access customers.

Directed PGE's entrance into the European Telecommunication's market and was instrumental in growing this venture into a successful \$70M hubing business.

Responsibilities included all operational sites on network and staff for faults, trouble resolutions, switch translations and network operation's center. Planned and reviewed technical matters related to running the network and switches prior to implementation. This included ITU & ANSI protocols for selection of the most flexible "SS7" signaling protocols inclusive of Signal Transfer Points (STPs) between switch nodes. Introduced billing transfer network links from remote sites over a TCP/IP WAN infrastructure into our Dallas processing/rating center for invoicing and generating network management reports that tracked network utilization.

WorldCom 1993 - 1996

Vice President of Engineering and Operations 1994 – 1996

The focus was on international bilateral (49) agreements that were in place and the expansion of new countries such as the Cuba and China markets that required country visits with technical staff for interconnect specifications. Settlement process and traffic exchange procedures were reviewed on a continuous basis with oversea PTTs (incumbent telecom providers).

This overall responsibility was for the International Gateway Exchanges in the US related to design, implementation and operation of the international switched network. This international engineering department had a budget of \$35M for capital expansion of the international satellite and submarine network inclusive of LDDS and WilTel's overseas' switched traffic. Also expanded the initial PoPs into full featured technical sites in London, UK & Frankfurt, Germany with Nortel gateway switches that bypassed the PTT's switched network.

IDB WorldCom

Vice President of Engineering and Operations 1993-1994.

IDB acquired TRT/FTCC in January 1993. During this period the company expanded into the Caribbean and Mexico. Had project responsibility for three cross-border (US-Mexico) fiber builds from US into Mexico (Telemex & Telnor) and interconnect into 12 International Switching Exchanges (ISCs) in Mexico at 135Mb/s level using C7 (ITU variant) as a signaling protocol.

Oversaw circuit-switched telephone network maintaining bi-lateral agreements with international PTT's. These services included terminal and transit traffic, calling cards, operator services, International Toll Free service (ITFS) originating overseas, 800 domestic, Feature-Net-VPN and eventual International callback platforms. This included a staff of programmers for callback services and projects related to local breakout as an alternative to traditional bilateral agreements enhanced with a programmable Unix (Host) platform. During this period expanded the international gateways to include sites in Houston and Los Angeles into a meshed interconnected network to enhanced cost effectiveness and service reliability.

TRT/FTC Communications 1987 - 1993

Director of Engineering and Operations

TRT and FTCC merged in 1989. Managed the merger of site personnel and equipment for the company's NY international gateway and the integration of the network and billing systems. This included the carrier and retail provisioning which was integrated into a single database.

Responsible for engineering and operational staff in NY for switch and private line services. This included the network traffic group responsible for maintaining the network size for trunks at 10% above trunk occupancy, at each of Bell's Access Tandem for switched access, and maximizing the busy-hour usage of international network trunks. This monitoring of network performance (traffic engineering) resulted in

recommendations of international and domestic purchasing of network capacity (E-1 & T-1 facilities).

FTC Communications

Manager of Operations 1987-1989

Responsible for all switch related services including billing, provisioning, upgrades, field service and DMS 300/250 switches. Helped develop a network plan for expansion of services both domestically and internationally for switched services. While the company was in transition from private lines, telex and packet switching to circuit switched services, helped develop billing algorithms for correct invoicing with MIS department.

Argo Communications

Manager of Operations and International Voice/Data Services 1986-1987

FTC acquired Argo International when Argo filed for bankruptcy. Duties included turning-up the first international operating agreement to France after AT&T and maintaining the NY Gateway switch site and related peripherals.

TELESPHERE - 1982 – 1986

Manager of Operations Northern Region – 1982 – 1986

Maintained the DEX 400 national telephone switches manufactured by Digital Switch Corp in Richardson, Texas. The sites included NYC (Empire State Building), Garden City, NY and Philadelphia, PA.

Recognition Equipment Incorporated (REI)

Senior Supervisor Field Engineering 1979- 1982

Responsible for maintaining banking equipment for clearing house activities inclusive of optical scanners (OCRs), check processing main frames (computers), data capture devices for long term storage and isolating data network problems. Banks included Citibank, EAB, Chemical, Chase, NBNA and the United States Federal Reserve.

Education:

City College of New York City School of Engineering

New York University Telecommunications Management - Certificate

Queens College Computer Engineering Technology - Degree

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CAREER SUMMARY AND OBJECTIVE

Extensive commercial background in telecommunications, with extensive offshore experience working with entities in India and Latin America. Breadth of product knowledge covers all aspects of voice and data services. Global relationships with traditional telecom players, pan-regional carriers and niche providers. Ideally positioned to identify the strategic and tactical opportunities available to companies looking to capitalize on the economics of the redefined telecom space.

EDUCATION

The College of William & Mary
Williamsburg, Virginia
BA - 89
Government

George Mason University
Arlington, Virginia
MA - 94
International Transactions

LANGUAGE SKILLS

English/Spanish (fluent read/write)

DUAL NATIONALITY

United States and European
Community (UK)

PROFESSIONAL EXPERIENCE

04 to Vice President of Marketing
Current Reliance Communications, Inc.

Manage North American voice business for Reliance Infocomm (<http://www.relianceinfo.com>) – wholly owned telecommunications subsidiary of Reliance Industries Limited - India's largest private sector company (<http://www.ril.com>). Position involves growing the profitability of the existing wholesale and retail voice business units, while selectively adding new wholesale partners who fit the strategic and credit risk profiles we desire. Since our entrée into the North American market two years ago, Reliance has grown to become the largest licensed carrier for Indian voice termination in the world (~US\$400 M/annum), with volumes of ~300 M minutes in April 05. Also responsible for developing our switched hubbing business within the Americas region, as well as for managing the cost structure associated with our North American retail and wholesale products. Other duties involve managing Reliance's wholesale voice purchasing within the North American carrier market, coordinating all operations related activities in support of the aforementioned wholesale and retail business units and having P&L responsibility for our North American voice business.

03 to FiberNet Telecom Group, Inc.
04 Managing Director, Global Sales

Brokered buy/sell voice deals between domestic and international voice carriers with points of presence on FiberNet's network in New York and New Jersey in order to drive increased sales of local access services for interconnecting said locations (think Arbinet with a local access network but without the membership fees). Developed and marketed a "virtual hub" product which allows voice carriers without a physical presence in NY to connect to FiberNet in remote cities via type 2 service providers, with FiberNet then providing multiplexing services and tail circuits in NY to facilitate cost effective carrier interconnects at the local level. Marketed said product to the Latin American voice carrier community in particular. Consistently contributed to teams incremental net revenue target of 100K/mo.

02 to Last Mile Connections, Inc.
03 Vice President, Strategic Accounts

Marketed and sold international voice, local access and IP transit services to large wholesale customers (both domestic and international) in the New York/New Jersey Metro area. Business model was based on the concept of aggregating the buyers and sellers in each market via a single physical exchange so as to be able and take advantage of market based pricing on a semi-real time basis, as well as the synergies that

exist between the client's transport and application layer requirements. Grew sales revenue from 0 to US\$3M in first year of operations.

01 to Universal Access, Inc.
02 Managing Director
 International

C-level (i.e. CEO, CFO, COO) point of contact for wholesale voice carriers that utilized Universal Access (UAI) to outsource their US based off-net transport requirements for both long haul and local access connectivity. Business model centered around UAI's ability to leverage existing capital intensive networks with whom they maintained physical connectivity via multiple "meet me room" type locations across the U.S. in order to provide greater speed to off-net requirements at a greatly reduced cost to our clients, this as a result of our aggregate buying power with each of the network vendors. Other related offerings included managed services, embedded off-net circuit base cost optimization and capital expenditure consulting. Primary responsibilities involved bringing said services to the attention of offshore wholesale voice clients with limited points of presence in the U.S. in order to achieve established corporate objectives for gross sales (US\$2-3M/mo.), margin (25%) and profitability (US\$500-750K/mo.)

00 to Morgan Stanley & Co.
01 Associate, Bandwidth Trading and Risk Management
 Commodities Department - Fixed Income Division

Structured deal marketer for wholesale commodity trading team. Worked to identify how traditional risk management tools used in commodity markets such as oil & gas, electricity and precious metals can be applied to various aspects of the telecommunications industry (i.e. voice and data) in order to provide buyers and sellers with an alternative means of reducing their respective market risks. Risk management products evaluated included options (both calls and puts), index based swaps, futures and forward contracts. Specific telecom segments evaluated included wholesale voice, domestic/international long haul and metro capacity (lit as well as dark fiber) and IP Transit. Interaction with prospective clients involved extensive travel across North America, South America and Europe. Although cumbersome issues involving product fungibility, liquidity and standardization persist, viable trading models were identified that cater primarily towards the non-wholesale end of the industry, as well as to principle wholesale market participants with secure access to low cost network capacity.

98 to 00 Cignal Global Communications
 Executive Director, Partnership Development & Sales
 Americas Region

Developed detailed sales forecasts and guided product rollout plans for pre-IPO company commercializing international facilities based voice/data network in the U.S. telecommunications/e-commerce marketplace. Product suite included wholesale packetized voice, wholesale international IP transit, variable bit rate (VBR) and constant bit rate (CBR) ATM data (both point to point and point to multi-point) and international collocation space services. Expanded U.S. carrier partnership base in order to meet \$12 Million annual sales goal, while also expanding off-net voice and data coverage. Sales quotas were consistently achieved, despite shifting market conditions.

97 to 98 Frontier Communications
 Director, International Carrier Relations
 & Business Development
 Americas Region

Identified, negotiated and oversaw the implementation of new low cost International Telephony routes in order to provide Frontier's three Product Marketing groups (Commercial, Consumer and Re-seller) with a sustainable below market cost advantage. Depending on the country involved, said solution would take the form of either a bilateral agreement with local PTT, a switched transit arrangement via an intermediate party and/or a direct arrangement via an in-country partner. Approximately US\$10 million in cost savings were achieved as a result of the aforementioned activities, as well as the impact said activities had on Frontier's heretofore exclusive provider of international switched voice service who agreed to drop their rates in order to maintain business. The reduced rates also allowed Frontier to increase its real profit margins on all voice services.

96 to 97 Teleglobe International Corp.
 Area Manager, Andean Region
 The Americas Region

Sold international voice and data services in Colombia, Ecuador, Peru, Bolivia, Venezuela and Guyana to both public (PTT) and private (alternate carrier/business) customers for this Teleglobe Canada financed start-up. Key offerings included international switched voice transit, refile, international private line (IPL), IP transit, international "paid" 1-800, callback, fiber optic cable system leases and sales (IRU), satellite broadcasting, collect calling and audiotext services. Coordinated all operational requirements in support of aforementioned services. Identified opportunities and negotiated commercial arrangements with local operators for obtaining cost-based termination of international telephony traffic within Region. Responsible for meeting operational plan objectives for both earned revenues and cost savings. Responsible for adequately forecasting all future network requirements. US\$7.5 million dollar revenue target was met initially via sales of international switched voice transit, voice refile and audiotext services into and out of the region. High demand for IP transit services eventually played a more important role in hitting said number. Significant accomplishments on the cost savings side contributed to the eventual establishment of an offshore regional presence in Bogotá, Colombia.

93 to 96 INTELSAT
 Global Sales Director
 Sales & Marketing

Sold long-term video lease services, contributing to annual multi-million dollar strategic revenue goals of the Global Broadcast and Special Services Sales Group. Planned sales strategies; developed sales leads; responded to customer inquiries. Negotiated and structured long-term video lease arrangements. Identified appropriate capacity to meet service requirements. Liaised with staff from Strategic Marketing on global broadcasting developments/market trends. Pursued opportunities for new product offerings and service enhancements and identified new markets for long-term video leases. Performed financial analyses for long-term video lease requirements, including traffic forecasting, market planning and budgeting. Aided potential customers in understanding INTELSAT's ordering procedures, applicable terms and conditions and any tariff incentives/discounts for which they might qualify. Formulated and delivered sales presentations on Intelnet/VSAT services for both shareholder and non-shareholder Customer audiences. Assisted current and potential Customers in understanding the INTELSAT earth station and transmission plan applications in order to facilitate the implementation of additional Intelnet/VSAT services.

92 to 93 TELECOM de Colombia
 Telecommunications Project Manager/Marketing Consultant
 Operations Division - Office of Marketing

Oversaw day-to-day management of a national telecommunications project in Colombia, South America involving 20 multinational clients. Duties included national and international networking requirements analysis, current vs. future capacity analysis, costing, scheduling and the subsequent presentation of a project management proposal for making the transition from an X.25 terrestrial packet switching network to a TDMA/SCPC VSAT network. Proposal offered a bandwidth dynamic (e.g. flexible/expandable) satellite solution to the need for reliable and secure multimedia integration of voice data and videoconferencing services via the use of VSAT earth stations, multiplexors and digital video compression equipment. Also functioned as intermediary between TELECOM de Colombia Senior Management and various telecommunications entities interested in doing business with TELECOM. Relevant duties included preparation and delivery of presentations to top management of various telecommunications groups (both inside and outside of Colombia) on behalf of the President of TELECOM de Colombia and other Senior Management Officials. Additional duties included analysis and evaluation of "Joint-Venture" proposals directed towards TELECOM from various multinational companies, as well as functioning as an ad-hoc Account Executive for multinational Clients based in the United States who did not have a permanent Account Executive assigned to them.

SIDDHARTH KOTHARI

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WORK EXPERIENCE

2003 - Present **Finance Manager** - Reliance Communications, Inc. New York, New York

- Commercial and Finance Manager for all Reliance US Group Companies
- In charge of Full Accounts Responsibilities for Five Companies of Reliance Group - Fortune 300 Corporation
- Implemented QuickBooks for all companies and also gave training across all Group Companies.
- Monthly, quarterly, half yearly and annual Reporting Responsibilities for all US based Companies
- Joined and started US operations in April 2003 and in 3 years achieved sales of \$ 500 million.
- SAP FICO as well as QuickBooks responsibilities for General Ledger, Accounts Receivables, Accounts Payables, Payroll, Bank Statement uploads, Journal entries, Fixes Asset Capitalization
- Interacted with Financial Institutions and also helped the Parent group processes facility for \$ 500 million US Exim Bank facility.
- Three years experience with FCC with 499A fillings
- Estimated Tax Planning and Financial Forecasting
- Relationship Manager with Lawyers for all Trademark Registration, State registration fillings for Federal, State and Local authorities
- Consolidation of accounts and its compilation and consolidated tax returns
- Intercompany Transfer Pricing experience for 2 years and Intercompany Settlement reconciliation with 15 group companies.
- SAP GL, Master Records, Accounts Receivable, Payables, Bank Processing, Bank Reconciliation, Vendor Reconciliation G/L clearing, Open periods, Close periods
- Payroll Administration and HR functions for 25 employees and Relationship Manager with PayChex.
- Relationship Manager for Offshore IP and Billing and Settlement Platform
- Designed and Implemented Internal Control and its procedure for all group companies.

2000 - 2002 TransIndiaExim Corporation. Gujarat - India

- Import-Export Family Business/ Investments Portfolio of 17 family members and other family business combined investment \$ 2 million dollars.
- Handled Import and Export Shipments and all relating matters
- Study of Sales mix products and its analysis.

1999 - 2000 **Senior Audit Clerk** - H.P Mehta & Co. Rajkot - India

- Conducted Statutory Audits, Audit of Trusts, Hospitals and Schools and their grants.
- Tax Planning and Returns of Individuals, Joint Returns, Partnerships and Corporations
- Preparation and planning of Wealth tax returns
- Attended for clients for adjudication authority hearings and appeals

1998 - 1999 **Senior Audit Clerk - Badani & Co. Bombay - India**

- Audit of Partnerships, Proprietorship, Corporations, Trusts and Bank,
- Income tax return computation and preparation, depreciation schedules
- Tax planning and research on changing tax laws
- Representing Clients in front of Income Tax authorities

1995 - 1998 **Senior Audit Clerk - Thacker Butala & Desai Bombay - India**

- Audit Senior for 17 fellow team articles for 2 years
- Audit of Public Listed firm, Nationwide Insurance Firm divisions, Major Banks, Charity Trusts
- Tax Planning and Returns of the above audit assignments
- Installing Computer Management Systems at work place.
- Representing clients in hearing with Income tax Commissioners

EDUCATION

2005 - 2006 **Appearing for CPA**

- Cleared One part appeared for another and have to take 2 more parts to complete it.

2005 **SAP FICO Training at Global soft Solutions**

2002 **Chartered Accountant**

- Similar to CPA in United States and also India CA is world wide 5 best public accounting course
- Cleared CA Final Group 2

Subjects: -Advance Accounting, Advance and Managerial Auditing, Corporate Laws, Direct and Indirect Taxation, Cost Accounting and Cost Systems

1996 **Bachelors in Commerce**

- Specialization in Advance Financial Accounting and Managerial Auditing, Advance Economics, Statistics, Business Communications, Advertising and Marketing.

COMPUTER SKILLS QuickBooks Power User, SAP FICO, MS Office 2003