

**Lance J.M. Steinhart, P.C.**  
Attorney At Law  
1720 Windward Concourse  
Suite 115  
Alpharetta, Georgia 30005

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208  
Email: lsteinhart@telecomcounsel.com

March 26, 2009

VIA E-DOCKET

Ms. Patty VanGerpen  
Executive Director  
South Dakota Public Utilities Commission  
500 East Capitol Avenue  
Pierre, SD 57501-5070  
(605) 773-3201

Re: Broadvox-CLEC, LLC

Dear Ms. VanGerpen:

Enclosed please find Broadvox-CLEC, LLC's Application for A Certificate of Authority to Provide Interexchange Telecommunications Services and Local Exchange Services in South Dakota.

**APPLICANT HAS ALSO ATTACHED ONE COPY OF FINANCIAL STATEMENTS IN A SEPARATE DOCUMENT MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ATTACHED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.**

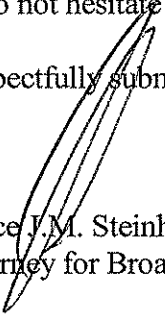
Mr. William Bullard  
Executive Director  
South Dakota Public Utilities Commission  
March 26, 2009  
Page 2

The information which is the subject of this request is Broadvox, Inc. & Subsidiaries Consolidated Financial Statements for the years ended December 31, 2005, December 31, 2006 and December 31, 2007. As a privately-held corporation, the Applicant's financial statements are not made publicly available, and Applicant takes reasonable precautions to maintain and protect the confidentiality of such information. Public disclosure of Applicant's financial information for which this request is made could place Applicant at a competitive disadvantage. For these reasons, Broadvox-CLEC, LLC hereby respectfully requests that its financial statements be treated as confidential information and not made a part of the public record in this Docket.

The application fee of \$250.00 is being sent directly to the commission under separate cover.

If you have any questions, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart  
Attorney for Broadvox-CLEC, LLC

Enclosures

cc: Alecia Monroe (w/enc)

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA**

**IN THE MATTER OF THE )  
APPLICATION OF )  
BROADVOX-CLEC, LLC )  
)  
FOR A CERTIFICATE OF AUTHORITY ) Docket No. TC  
TO PROVIDE INTEREXCHANGE )  
TELECOMMUNICATIONS SERVICES )  
AND LOCAL EXCHANGE SERVICES )  
IN SOUTH DAKOTA )**

**APPLICATION**

Application is hereby made to the South Dakota Public Utilities Commission (the "Commission") pursuant to ARSD 20:10:24:02 and ARSD 20:10:32:03 for an Order granting Broadvox-CLEC, LLC ("Applicant") a Certificate of Authority to Provide Interexchange Telecommunications Services and Local Exchange Services in the State of South Dakota . The following information is furnished in support thereof:

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

Broadvox-CLEC, LLC  
1228 Euclid Avenue, Suite 390  
Cleveland, Ohio 44115  
Telephone: (216) 373-4623  
Facsimile: (216) 373-4812  
Toll-Free Customer Service: (877) 884-6597  
Web Page: NONE  
E-mail Address: agertsburg@broadvox.net

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

Applicant was organized in the State of Delaware on November 18, 2008. A copy of the Applicant's Certificate of Formation is attached hereto as Exhibit A. The Applicant has no parent company or subsidiaries.

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

Broadvox-CLEC, LLC

(4) 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;

The Applicant has no principal office in South Dakota. The name and address of the Applicant's current registered agent is:

Incorp Services, Inc.  
311 East 14<sup>th</sup> Street, Suite 100  
Sioux Falls, South Dakota 57104

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

A copy of Applicant's Certificate of Authority to transact business as a foreign corporation in the State of South Dakota is attached hereto as Exhibit B, along with a copy of Applicant's sales tax license.

(6) A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services;

Applicant is authorized to provide local exchange and/or interexchange telecommunications services in Colorado, Idaho, Indiana, Iowa, New Jersey, Kentucky, Rhode Island, Vermont and Washington. Applicant is not providing service in any state.

(7) Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;

(7) Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;

The Broadvox Holding Company, LLC, 1228 Euclid Avenue, Suite 390, Cleveland, Ohio 44115

(8) A list and specific description of the types of services the applicant intends to offer and how the services will be provided;

Upon initiation of service in South Dakota, Broadvox-CLEC, LLC, (Broadvox-CLEC) proposes to offer to residential and commercial customers, resold Interexchange and local exchange services, and local services utilizing unbundled network elements ("UNEs") and/or UNE equivalents, within 90 days of approval of this application. Such services will be provided by utilizing the facilities incumbent local exchange carriers ("LECs") and facilities-based interexchange carriers, such as Qwest, AT&T and Global Crossing. The company has no plans to install facilities in the State of South Dakota. The Applicant intends to offer resold and Broadvox-CLEC intends to provide all forms of intrastate interexchange and local exchange telecommunications services including:

Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards (not prepaid);
- D. Directory Assistance; and
- E. Data Services.

Local Exchange:

- A. Local Exchange Services for business and residential customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including dial tone and custom calling features.
- B. Switched local exchange services, including basic service, trunks, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity services.

Broadvox-CLEC will rely upon the incumbent local exchange companies (LEC) and other carriers for the provision and access to emergency services (911 or E911), operator services, interexchange services, directory assistance, and telecommunications relay services.

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

Applicant intends to provide interexchange services on a statewide basis, and local exchange services throughout the State of South Dakota in the areas served by any LECs in South Dakota that are not eligible for a small or rural carrier exemption pursuant to Section 251(f)(1) of the Federal Act. Broadvox-CLEC does not seek to provide services to customer in those small or rural territories at this time.

(10) Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and

(b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;

The senior management of Broadvox-CLEC has extensive telecommunications business technical and managerial expertise. Since Broadvox-CLEC will be providing resold and facilities-based/UNE service, Broadvox-CLEC will also rely upon the managerial and technical expertise of the incumbent local exchange carriers and facilities-based interexchange carriers which have been certified and deemed technically and managerially able to provide telecommunications services by the Commission. The relevant operational experience of Applicant's key management employees is set forth in Exhibit C which is attached hereto.

Applicant's customer service department may be contacted via a toll-free number. The Company will maintain a Customer Service Department exclusively for Customer's questions, requests for service, complaints and trouble handling. The Company's Customer Service address and toll free number(s) will be printed on the Customer's bill. Customer Service Representatives will be available 8:00 AM to 5:00 PM standard time Monday through Friday. After hours, and



on holidays, Customers will be automatically forwarded to an answering service for messaging and paging. If the customer is not satisfied with the complaint resolution, customer will be advised it can contact the Commission for resolution.

Since Applicant proposes to offer to resold Interexchange and local exchange services, and local services utilizing unbundled network elements (“UNEs”) and/or UNE equivalents, facility and equipment maintenance will be the obligation of Applicant’s underlying carriers. If Applicant installs facilities in the State of South Dakota, facility and equipment maintenance will be performed by the company, either directly or through contract, in order to ensure compliance with any commission quality of service requirements.

(11) Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;

Broadvox-CLEC will rely upon the incumbent local exchange companies (LEC) and other carriers for the provision and access to emergency services (911 or E911), operator services, interexchange services, directory assistance, and telecommunications relay services.

(12) For the most recent 12 month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements. The applicant shall provide audited financial statements, if available;

Applicant's financial statements for the most recent 12 month period, Exhibit D, are marked and filed as "Confidential and Proprietary" under separate cover. Since the Applicant will not require advance payments, deposits or prepayments of any kind, including prepaid calling cards, the Applicant will not be filing a surety bond.

(13) Information detailing the following matters associated with interconnection to provide proposed local exchange services:

(a) The identity of all local exchange carriers with which the applicant plans to interconnect;

Qwest

(b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and

Interconnection service will likely commence 120 days from approval of this application. Negotiations are likely to start within 30 days of approval of this application.

(c) A copy of any request for interconnection made by the applicant to any local exchange carrier;

Not applicable.

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

Applicant intends to market its services primarily to residential customers and to small to mid-sized businesses. All sales personnel will have telecommunications service experience. Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multilevel marketing. Applicant's marketing materials are currently being developed and are not available at this time.

(15) If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations;

Applicant does not intend to provide local exchange service in the service area of a rural telephone company.

(16) 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;

Applicant is currently authorized to provide service pursuant to certification, registration, notification or on an unregulated basis in Colorado, Idaho, Indiana, Iowa, New Jersey, Kentucky, Rhode Island, Vermont and Washington. The Applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified. The Applicant has never been denied registration or certification in any state.

(17) The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters;

All inquiries regarding regulatory matters should be addressed to:

Alecia Monroe, Paralegal/Manager of  
Regulatory Affairs of The Broadvox Holding Company, LLC, Member  
1228 Euclid Avenue, Suite 390  
Cleveland, Ohio 44115  
Toll-Free Telephone: (216) 373-4623; (877) 884-6597 (toll-free)  
Facsimile: (216) 373-4812  
E-Mail: amonroe@broadvox.net

All inquiries regarding complaints should be addressed to:

Eugene Blumin, Chief Operating Officer  
of The Broadvox Holding Company, LLC, Member  
1228 Euclid Avenue, Suite 390  
Cleveland, Ohio 44115  
Toll-Free Telephone: (216) 373-4623; (877) 884-6597 (toll-free)  
Facsimile: (216) 373-4812  
E-Mail: eblumin@broadvox.net

(18) Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services;

The Applicant's customers will be direct billed utilizing "real-time" completed call detail information from Applicant's underlying carriers. Applicant will bill on a monthly basis. Applicant's bills will include call detail information, and separate line items for all services and charges, including any monthly recurring charges, onetime charges, taxes or surcharges.

(19) 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 local

service customers by the applicant, its employees, or agents;

Broadvox-CLEC will not submit a change order for local exchange or intrastate toll service until Broadvox-CLEC has obtained the customer's written authorization to submit the order which includes the following information from the customer:(1) The customer billing name, billing telephone number and billing address and each telephone number to be covered by the change order; 2) The decision to change; and (3) The customer's understanding of the change fee, if any.

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

None

(21) 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;

The Applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services through a toll-free telephone number, or through the Applicant's web site.

(22) 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;

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 through either a message in the bill, or a bill insert. The notification will be made at least thirty days in advance of the change

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

Applicant's Federal tax identification number is 38-3792612.

Applicant's South Dakota sales tax number is 1021-0666-ST



WHEREFORE, the undersigned Applicant requests that the South Dakota Public Utilities Commission enter an order granting this application.

DATED this 26<sup>th</sup> day of March, 2009.

Broadvox-CLEC, LLC

By: 

Lance J.M. Steinhart, Its Counsel

Lance J.M. Steinhart, PC

1720 Windward Concourse

Suite 115

Alpharetta, Georgia 30005

(770) 232-9200 (Phone)

(770) 232-9208 (Facsimile)

lsteinhart@telecomcounsel.com (E-Mail)

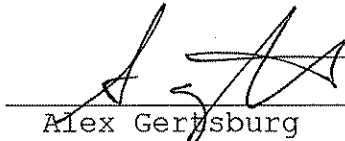
State of Ohio

County of Cuyahoga

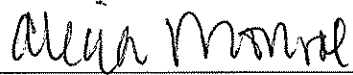
Alex Gertsburg, Corporate Secretary of The Broadvox Holding Company, LLC, Member of Broadvox-CLEC, LLC, being first duly sworn, deposes and says that the Applicant in the proceeding entitled above, that he has read the foregoing application and knows the contents thereof; that the same are true of his knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.

Broadvox-CLEC, LLC

By: The Broadvox Holding Company, LLC, Member

By:   
Alex Gertsburg  
Corporate Secretary

Subscribed and sworn to before this 13<sup>th</sup> day of February, 2009.

  
Notary Public

My Commission expires: 1/5/2011



ALECIA MONROE  
NOTARY PUBLIC • STATE OF OHIO  
Recorded in Cuyahoga County  
My commission expires Jan. 5, 2011

LIST OF EXHIBITS

A - ARTICLES OF INCORPORATION

B - CERTIFICATE OF AUTHORITY & SALES TAX LICENSE

C - RESUMES

D - FINANCIAL INFORMATION

EXHIBIT A - ARTICLES OF INCORPORATION

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 11/24/2008  
FILED 11:30 AM 11/24/2008  
SRV 081141822 - 4626470 FILE

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

First: The name of the limited liability company is Broadvox-CLEC, LLC

Second: The address of its registered office in the State of Delaware is One Commerce  
Center 1201 Orange St. #600, in the City of Wilmington

Zip code 19899. The name of its Registered agent at such address is  
Incorp Services, Inc.

Third: (Use this paragraph only if the company is to have a specific effective date of  
dissolution: "The latest date on which the limited liability company is to dissolve is  
\_\_\_\_\_")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
19<sup>th</sup> day of NOVEMBER, 2008.

By: [Signature]  
Authorized Person (s)

Name: ALEX CERTSBERG, USA

EXHIBIT B - CERTIFICATE OF AUTHORITY & SALES TAX LICENSE



445 East Capitol Avenue  
Pierre, South Dakota 57501-3185  
Phone: 605-773-3311  
Fax: 605-773-6729

BROADVOX CLEC LLC  
1228 EUCLID AVE STE 390  
CLEVELAND, OH 44115-1800

March 10, 2009

Dear BROADVOX CLEC LLC

Below is your tax license. It is non-transferable and shall be valid only for the person in whose name it is issued. The license is for the transaction of business at the place designated on the license. The license is to be conspicuously displayed at the place of business.

If you are a sole proprietor or general partnership and your last name is not contained in the name of your business you need to file your business name and ownership information with the South Dakota Secretary of State. You can do this online at: [www.sdsos.gov](http://www.sdsos.gov). Or you can file a paper form with the Register of Deeds in each county where your business is located.

For more information, contact the Department of Revenue & Regulation's toll-free center at 1-800-829-9188 weekdays from 8:00 am to 5:00 pm Central Time or e-mail us at [bustax@state.sd.us](mailto:bustax@state.sd.us). Thank you.



[www.state.sd.us/drr](http://www.state.sd.us/drr)

Having made proper application therefore, and upon compliance with all applicable laws and regulations of the state of South Dakota, this license is hereby issued to the below named. This license remains the property of the state of South Dakota and while in possession of the person to whom issued, entitles the licensee to transact whatever business or activity is specified on this license, until this license expires or is cancelled.

ISSUE DATE: 03/09/2009  
EXPIRATION DATE:  
LICENSE NUMBER: 1021-0666-ST  
LICENSE TYPE: Sales Tax  
ISSUED TO:  
BROADVOX CLEC LLC  
1228 EUCLID AVE STE 390  
CLEVELAND, OH 44115-1800

1228 EUCLID AVE STE 390  
CLEVELAND, OH 44115-1800

Paul Kinsman  
Secretary of Revenue & Regulation

NON-TRANSFERABLE

[www.state.sd.us/drr](http://www.state.sd.us/drr)

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

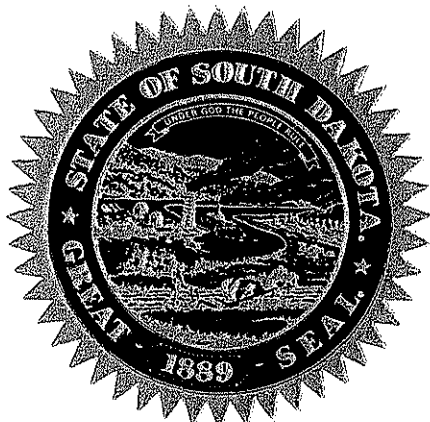
### Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL004458

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **BROADVOX-CLEC, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, 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 for certificate of authority.

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 February 23, 2009.



*Chris Nelson*

Chris Nelson  
Secretary of State

CertAuthLLC Merge



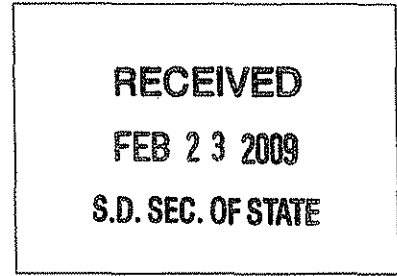
Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

FILING FEE: \$550 payable to SECRETARY OF STATE



Telephone # \_\_\_\_\_  
FAX # \_\_\_\_\_

*Filed this 23rd day of Feb. 2009*  
*Chris Nelson*  
SECRETARY OF STATE

Application must be accompanied by a one page original certificate of existence issued by the Secretary of State or other official having custody of the organizational records in the state or country under whose law it is organized.

1. The name of the company is Broadvox-CLEC, LLC

The name must include limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

2. The name of the state or country under whose laws it is organized is Delaware

3. The period of its duration Perpetual

4. The address of its principal office (this is the address of the executive offices of the corporation).

1228 Euclid Ave., Ste. 390, Cleveland, OH 44115

Street Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ ZIP+4 \_\_\_\_\_

Mailing Address (Optional) \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ ZIP+4 \_\_\_\_\_

5. The South Dakota Registered Agent name Incorp Services, Inc.

311 East 14th St., Ste. 100, Sioux Falls, SD 57104

Street Address (Required to be a South Dakota Address) \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ ZIP+4 \_\_\_\_\_

311 East 14th St., Ste. 100, Sioux Falls, SD 57104

Mailing Address (Optional - Required to be a South Dakota Address) \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ ZIP+4 \_\_\_\_\_

When listing a Commercial Registered Agent, please state their CRA #.  
This number can be obtained from the Commercial Registered Agent.

**CR000010**

6. Please check one:

- The company is member managed.
- The company is manager managed.

If this company is manager managed, please state the name and address of each manager.

Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4

7. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c)

The application must be signed by a Manager so stated in question number 6 or a Member if the company is member managed.

Dated 1/19/09

Broadvox-CLEC, LLC

By: The Broadvox Holding Company, LLC, Member

  
By: Alex Gertsburg, Corporate Secretary

EXHIBIT C - RESUMES

### **Andre Temnorod**

#### **Chairman & Chief Executive Officer**

Building on 12 years of executive management experience, Mr. Temnorod has excelled in business operations and the high tech industry. Mr. Temnorod is the strategy behind the Broadvox vision to be a leader in the telecommunications world, as well as its wholesale long-distance deployment and its initiative in the hosted Centrex and converged communications efforts.

Prior to founding Broadvox, Mr. Temnorod served as the Chief Executive Officer of Nexbell Communications, a leader in VoIP (purchased by COUNSEL Communications in 2001). Mr. Temnorod then served as Chief Technology Officer at Unicent Technologies, where he spearheaded the research and deployment testing of early VoIP initiatives.

Mr. Temnorod is among the most respected VoIP technology leaders in the market today. He has been featured in numerous professional forums in print, video and as a guest speaker on a variety of panels.

### **Eugene Blumin**

#### **Chief Operating Officer**

Mr. Blumin has more than 15 years of experience in the technology field and has held a range of executive positions in senior management, operations and finance related roles.

Eugene S. Blumin is Chief Operating Officer and Co-Founder of Broadvox. Utilizing his vast experience in operations, sales and finance, Mr. Blumin is now focused on day to day operations with significant involvement in customer and vendor relationships. Prior to Broadvox, Mr. Blumin was co-founder of Nexbell Communications and served as Director of Carrier Relations. Nexbell Communications was sold to COUNSEL Communications in 2001. Prior to Nexbell Communications, Mr. Blumin served as President and COO of Unicent Technologies, a 100 million dollar privately held PC and communications company.

### **Alex Gertsburg**

#### **Vice President, General Counsel**

Mr. Gertsburg handles and supervises all of the company's legal work, addressing issues relating to contracts, compliance, disputes, employment, intellectual property, marketing and many others. Prior to joining Broadvox, Mr. Gertsburg's primary legal focus was business litigation with the corporate firms of Calfee, Halter & Griswold LLP in Cleveland, and Roetzel & Andress LPA in Akron. In both firms, he worked with closely-held, publicly-traded and foreign clients in developing strategies to resolve complex and diverse legal disputes, both inside and outside the courtroom. He also dedicated a significant amount of his practice on First Amendment, antitrust, real estate and commercial disputes.

In 2003, Mr. Gertsburg was deployed with his Army Reserve unit to Iraq, where he served as a platoon leader and convoy commander during the first year of the war. By the time he was demobilized at the end of that year, he had served with the Army Reserve for ten years.

Mr. Gertsburg graduated magna cum laude from the Cleveland-Marshall College of Law, and was honored with membership in the Order of the Barristers as a result of his successful tenure in the law school's moot court program. In law school, he also served as an extern for the late Judge John Manos of the United States District Court for the Northern District of Ohio. He received his B.A. from Miami University in 1997, where he studied political science and sociology.

EXHIBIT D - FINANCIAL INFORMATION

Filed as "Confidential and Proprietary" under separate cover