

APPLICATION FOR A CERTIFICATE OF AUTHORITY  
FOR LOCAL EXCHANGE SERVICE

BEFORE THE PUBLIC UTILITY COMMISSION OF SOUTH DAKOTA

Application of Greenfly Networks Inc. ("Company") for a Certificate of Authority  
for Local Exchange Service

Docket No. \_\_\_\_\_

APPLICATION

The above-named applicant respectfully shows the Commission as follows:

(1) That the Company's name, address, telephone number, facsimile number, web page URL, and E-mail address are as follows;

Greenfly Networks Inc., dba Clearfly Communications  
222 N. 32nd St, Billings, MT, 59101  
Phone. (406) 652 7500  
Fax: (406) 305 1027  
URL: [www.clearfly.net](http://www.clearfly.net)  
Email address: [info@clearfly.net](mailto:info@clearfly.net)

(2) That Company is a privately held, Chapter-S Nevada corporation with headquarters in Billings MT and incorporates an Engineering division, an Operations division, a Sales, Marketing and Channel division and a Finance and Administration division. Each division is managed by a senior-level officer, reporting to the Chief Executive Officer. The Board of Directors comprises the 3 out of the 4 division managers, the CEO and a representative from the parent company.

(3) That Company also does business as Clearfly Communications

(4) That Company does not have an office in the State of South Dakota. Its current Registered Agent is: National Registered Agents, 300 South Phillips Ave., Suite 300 Sioux Falls SD, 57104

(5) That a copy of its certificate of authority to transact business in South Dakota from the secretary of state is in attachment A

(6) That Company has been operating since November 2006 and delivering Services to customers since January 2008. Since then, it has acquired business customers

in a number of states. Company is currently not providing services in South Dakota. Company has been operating as a registered CLEC and providing local and long-distance telecommunication services in the following jurisdictions

Jurisdiction	Authority	Date Authority Received
MT	MT Public Services Commission	11/2006
OR	OR Public Utility Commission	5/28/2009
ND	ND Public Service Commission	5/7/2009
WA	WA Utilities and Transportation Commission	6/19/2008

(7) That Company has no Affiliates or Subsidiaries, and its parent organization (holding 84% of Company's Common Stock) is:

Better Business Systems  
555 S. 24th St. West, Billings, MT 59104

(8) That Company serves small and medium business customers. Company intends to provide services in South Dakota through a combination of resale of 3<sup>rd</sup> party facilities and through the co-location of its own termination and routing equipment in a to-be-determined select number of Incumbent Local Exchange Carrier wire centers from whom unbundled network elements will be leased. Services provided will be local exchange and inter-exchange telecommunications services.

(9) That Company intends to market and provide Services statewide.

(10) That Company's senior employees and officers who will be directly involved in Company's South Dakota's operations are highly experienced in the business of managing a Telecommunications Service Provider, as witnessed by the summary of professional qualifications in attachment B. That company's organization and policies are designed 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.

First-line customer support is handled by the Company's channel partners, as most customer service issues concern issues with the Customer's phone system (programming of extension, moves, adds and changes etc.). If the Channel Partner ascertains that the problem results from network-related issues, they can promptly request Company's intervention in 3 different ways.

1. Entering a customer service requests through a web-based channel partner portal
2. Call the company 24/7 hotline. Demand during non business hours is handled by a third party service with access to the same network monitoring and Channel Partner tools as Company's CSRs.
3. Send an email

Customers can also request support directly from Company through a toll-free hotline or a web submission form on the Company's web site.

Each of the above actions results in the immediate creation of a customer support record, or case, which company uses to track progress toward resolution of Customer issue. Lack of resolution within specified periods of time triggers successive stages of problem escalation, ultimately involving Company's senior officers

To enable quick resolution, support personnel has access to a network monitoring service is provided by a strategic partner skilled in high-level technical support and trained on all of Clearly's configurations, troubleshooting flowcharts, and escalation procedures.

Company has contracted with a number of partners with both a local and regional presence that are capable of servicing and maintaining equipment both at the customer site as well as a central office. Partners maintain spares of all the main items of equipment and have guaranteed service levels that enable Company to repair faulty equipment while minimizing risk of service degradation.

(11) That Company intends to terminate E911 calls through the provider Dash Carrier Services (<http://www.dashcs.com/>). Dash Carrier Services receives the E911 calls from Company, and routes them to the correct local PSAP based on the location information registered to the end user. Company intends to provide operator services, interexchange services, directory assistance, and telecommunications relay services exclusively on a resale basis.

(12) That Company's financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements for the most recent 12 month period are provided in attachment D.

(13) That Company has requested to commence negotiations for an Interconnection agreement with Qwest Corporation Inc. on 4/24/2009 (CDS-090429-0001) and that such request has been rejected by Qwest due to the absence of a Certificate of Authority issued by the South Dakota PUC. A copy of the request for interconnection made by Company to Qwest Corp. is shown in attachment C

(14) That Company will market its services primarily through Channel Partners based in South Dakota. Company's target market is the small-medium business organization, typically between 5 and 500 employees.

A typical Company Channel Partner will be a phone systems or networking equipment reseller or IT consultancy. Channel Partners will promote Company's services amongst their customer base and will be recognized a commission for customers they introduce to Company. Negotiation and ultimate contractual relationship are between Customer and Company, and Channel Partners have no authority to negotiate on behalf of Company. Company will undertake a limited number of marketing campaigns in

conjunction with its Channel Partner and targeted primarily to the Channel partner's customer base. Typical marketing campaigns will be direct mail, webinars, seminars and radio ads.

Company does not intend to make use of multi-level marketing programs.

A copy of Company's product brochure is available at the URL: [http://clearfly.net/doc/product\\_brochure.pdf](http://clearfly.net/doc/product_brochure.pdf).

(15) That Company is not seeking authority to provide local exchange service in the service area of a rural telephone company.

(16) That Company is registered or certified to provide telecommunications services in the states listed below

Jurisdiction	Authority	Date Authority Received
MT	MT Public Services Commission	11/2006
OR	OR Public Utility Commission	5/28/2009
ND	ND Public Service Commission	5/7/2009
WA	WA Utilities and Transportation Commission	6/19/2008

Company has never been denied registration or certification in any state and is currently in good standing with all the above regulatory agencies.

(17) That the Company's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters is:

Tim Dodge  
Chief Operating Officer  
222 N. 32nd St , Billings, MT, 59101  
(406) 794 0230  
fax (406) 365 1027  
email: [Tim.dodge@clearfly.net](mailto:Tim.dodge@clearfly.net)

(18) That Company intends to invoice customers in South Dakota at the beginning of each month for recurring fees relative to that month and for variable charges incurred during the previous month. Company will invoice customers at the time of service activation for non recurring activation costs and pro-rata amount of monthly fees from activation date to end of month.

(19) That it is Company's policy, documented in its Customer Agreements and other documentation provided to customers and channel partners, as well as numerous internal process documents, to always request a Letter of Authorization from customer prior to porting telephone numbers to its local exchange and interexchange services. As a

result, no unauthorized switching of South Dakota local services can ever occur with Company's customers.

(20) That no complaints have been filed against Company 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.

(21) That Company intends to post information concerning current rates, terms, and conditions for all of its telecommunications services for customers in the state of South Dakota at the following URL:  
[http://clearfly.net/tariffs/SouthDakota/SD\\_servicerates.pdf](http://clearfly.net/tariffs/SouthDakota/SD_servicerates.pdf)

(22) That Company will notify customer of adverse change to any rate, term, or condition of any telecommunications service being provided to the customer by means of email communications at least 30 days in advance of the change.

(23) That Company does not request for waiver of any of the rules of the Commission

(24) That the Company's Federal Tax Identification Number is 20-5905506 and has applied for a South Dakota sales tax number.

WHEREFORE, applicant prays to be granted a Certificate of Authority for Local Exchange Service

Dated this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ .

Signed \_\_\_\_\_

Applicant

\_\_\_\_Mauro Calvi\_\_\_\_\_

Title \_\_\_\_\_CEO\_\_\_\_\_

Company \_\_\_\_\_Greenfly Networks, Inc.\_\_\_\_\_

Attachment A: Certificate of authority to transact business in South Dakota

366 4278 05/11/2009

Receipt Number: 1907760

File Number **FB033462**



**CERTIFICATE\_OF\_AUTHORITY**

For

**GREENFLY NETWORKS, INC. (NV)**

Filed at the request of:

TANYA DIETRICH  
NATIONAL CORPORATE SERVICES LLC  
16055 SPACE CENTER BLVD STE 235  
HOUSTON TX 77062

*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Thursday, May 07, 2009**



Secretary of State

Fee Received: \$550.00

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

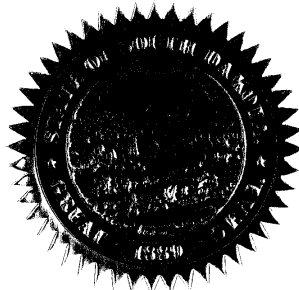
### Certificate of Authority

ORGANIZATIONAL ID #: FB033462

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **GREENFLY NETWORKS, INC. (NV)** 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 May 7, 2009.



*Chris Nelson*  
**Chris Nelson**  
Secretary of State

Cert of Authority Merge

366 4280 05/11/2009

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

### APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN BUSINESS CORPORATION

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

REGISTRATION FEE: \$550 payable to SECRETARY OF STATE

RECEIVED  
MAY 07 2009  
S.D. SEC. OF STATE

Filed this 7th day of May 2009  
*Chris Nelson*  
SECRETARY OF STATE

Telephone # (406) 869-4514  
FAX # (406) 869-4614

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 corporate records in the state or country under whose law it is incorporated.

1. The name of the corporation is Greenfly Networks, Inc.

*7B033462*

Note: The name must include the term corporation, incorporated, company, limited or the applicable abbreviation.

2. State where incorporated Nevada

3. Date of its incorporation is 11/16/06

4. The period of its duration Perpetual

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

<u>3838 Rayment Dr., Ste. 3</u>	<u>Las Vegas</u>	<u>NV</u>	<u>89121</u>
Street Address	City	State	ZIP+4
<u>P. O. Box 81590</u>	<u>Billings</u>	<u>MT</u>	<u>59108-1590</u>
Mailing Address (Optional)	City	State	ZIP+4

6. The South Dakota Registered Agent name National Registered Agents, Inc.

<u>300 South Phillips Avenue, Suite 300</u>	<u>Sioux Falls</u>	<u>SD</u>	<u>57104</u>
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
<u>Mailing Address (Optional - Required to be a South Dakota Address)</u>	<u>City</u>	<u>State</u>	<u>ZIP+4</u>

When listing a Commercial Registered Agent, please state their CRA #.  
This number can be obtained from the Commercial Registered Agent. CR000011



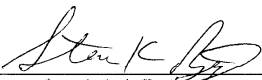
366 4281 05/11/2009

7. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

<input checked="" type="checkbox"/>	Mauro Calvi	P.O. Box 20009	Billings	MT	59104-0009
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Chris Hunter	P.O. Box 20009	Billings	MT	59104-0009
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Timothy Dodge	P.O. Box 20009	Billings	MT	59104-0009
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Steven K. Bentley	P. O. Box 81590	Billings	MT	59108-1590
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Arthur Goiger	P. O. Box 81590	Billings	MT	59108-1590
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Cody Lerum	P.O. Box 20009	Billings	MT	59108-1590
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Director	Street Address	City	State	ZIP+4

The application must be signed by an authorized officer of the corporation.

Dated 4/29/09

  
(Signature of an authorized officer)

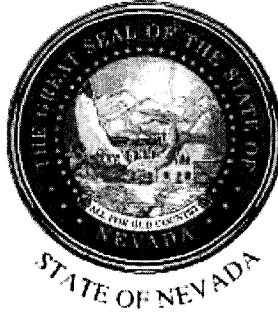
Steven K. Bentley  
(Printed Name)

Treasurer/CFO  
(Title)

Foreign certificate of authority July 2008

366 4282 05/11/2009

SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE  
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **GREENFLY NETWORKS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 16, 2006, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 4, 2009.

ROSS MILLER  
Secretary of State



Electronic Certificate  
Certificate Number: C20090504-0309  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>

## Appendix B: Summary of professional qualifications of key employees

Name	Title	Address and Phone number	Description of experience	Years in telecom industry
Mauro Calvi	Chief Executive Officer	35 Pear Court, Hillsborough, CA 94010 (406) 794 0221	Master in Electrical Engineering Polytechnic of Milan, Italy. Held several product management and business development positions at large and small software, Internet and Telecommunications companies, including Ashton-Tate, Microsoft, Telecom Italia, and Transaria. Co-founded Company in 2006	15
Tim Dodge	Chief Operations Officer	4333 Pine Cove, Billings, MT 59106 (406) 794 0230	Electrical Engineer, MT State University. Entrepreneur. Founder and COO of of Montana's first DSL provider and CLEC Multiband, acquired by Transaria Inc. Sales Engineer for Transaria. Co-founded Company in 2006	12
Steve Bentley	Chief Financial Officer	5140 Clapper Flat Rd, Laurel, MT 59044 406-255-7470	Bachelors of Science in Business Administration from the California State University at Fullerton and Masters of Business Taxation from the University of Southern California. Certified public accountant licensed in California, Colorado, and Wyoming. Past chairman of the AICPA Tax Division's Tax Technologies Committee. Past service with the AICPA included serving on the Tax Executive Committee, Tax Technologies Committee, Computer Information Retrieval Committee.	2
Chris Hunter	Chief Marketing Officer	2538 Southridge Dr., Billings, MT 59102 (406) 794 0220	Director Business Development at Transaria Inc. Led the development and deployment of the company's sales channel program. Co-founded Company in 2006	8
Cody Lerum	Chief Technology Officer	26 Lewis Ave, Billings, MT 59101 (406) 794 0240	Was senior network engineer of TransAria, Technical proficiencies include Linux/Windows server management, IP carrier networks (wire-line and wireless technologies). Holds the following technical certifications: Cisco Certified Design Professional (CCDP), Cisco Certified Network Professional (CCNP), Juniper Networks Certified Internetworking Associate (JNCIA), and Cisco Certified Internetworking Expert (CCIE).	6

## Attachment C: Request for Interconnection Agreement with Qwest Corporation.

**From:** Dea, Steve [mailto:Steve.Dea@qwest.com]  
**Sent:** Wednesday, January 07, 2009 2:21 PM  
**To:** Tim Dodge  
**Subject:** RE: URGENT Follow-Up FW: Qwest-Greenfly Networks, Inc.- FactorAmdfor signature - CO

Tim,  
Here is the information I would like to have to "officially" request an agreement.

Steve Dea  
Qwest - Wholesale Contracts  
1801 California Street, 24th Floor  
Denver, CO 80202  
303-965-3029  
[steve.dea@qwest.com](mailto:steve.dea@qwest.com)  
*Qwest - Spirit of Service*

**State(s) requesting Agreement** - South Dakota

**State of Incorporation** - Nevada

**Do you currently have an Interconnection Agreement with Qwest?** - Yes - CO, ID, MT, WA, WY, OR, AZ, NM, ND, MN

**What is your "target" market ?-(residential, small, medium or large business)** **small-medium business**

**Types of Telecommunication Products and Services you will be providing to your customers - (brief description):**

Integrated voice and data services

**Company LEGAL Name** -  
**(Including Capitalizations, Inc. LLC , etc.)** -

Greenfly Networks Inc

**Also Known As (AKA)** - dba Clearfly Communications

**Former Name** -

**Business Type** - Wireline Interconnection

**Contact Information for Notices Section of the Agreement:**

**Name** - Tim Dodge  
**Title** - COO  
**Address** - PO Box 20009  
**City, State, Zip** - Billings, MT 59104  
**Phone** - 406-794-0230  
**Fax** - 406-365-1027  
**Email - (very important)**- [tim.dodge@clearfly.net](mailto:tim.dodge@clearfly.net)

**Who will be signing the Agreement** - (I will have this name hard coded into the agreement on the signature block.) - Tim Dodge  
**Title** - COO

Do you want the Performance Assurance Plan (PAP) - Exhibit K ? - \_X\_ yes / \_no

For Wireline Interconnection, prior to preparing an Agreement for signature, Sections 7.3 -7.6 of the agreement needs to be reviewed for completion of Section J with your choice. Reciprocal Compensation applies to local traffic only and only if CLEC has their own switch.

Qwest also offers an agreement which contains terms for reciprocal compensation using a bill and keep method (with this method, neither party would bill the other for local calls terminating to the other party)

**Options 1 & 2 (FCC ISP Ordered Rates and State Ordered Rates) are not available in Iowa, as Iowa is a Bill and Keep State.**

**Option 1 (FCC ISP Ordered Rates) is not available in Minnesota.**

Option 1 - FCC Rate

Option 2 - State Rate

Option 3 - Bill and Keep (this option requires changes to the Template with Bill and Keep language)

**Exhibit J selection ? Option 3**

Border Town Information can be retrieved at the following URL.

<http://www.qwest.com/wholesale/clecs/preordering.html>

If Border Town is applicable to your Company - please let us know as we prepare an amendment.

For Wireline Agreements - To secure your unique Access Customer Name Abbreviation (ACNA) [www.telcordia.com](http://www.telcordia.com) issues the ACNA codes

**ACNA** - GNF