

MILLER  
ISAR INC.  
TRUSTED ADVISORS

4423 POINT FOSDICK DRIVE, NW  
SUITE 306  
GIG HARBOR, WA 98335  
TELEPHONE: 253.851.6700  
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WWW.MILLERISAR.COM

ANDREW O. ISAR

Via Electronic Delivery

June 22, 2010

Ms. Patty Van Gerpen  
Executive Secretary  
South Dakota Public Utilities Commission  
State Capitol Building, 1st Floor  
500 East Capitol Avenue  
Pierre, South Dakota 57501

RE: Liberty-Bell, Telecom, LLC Application for a Certificate of Authority

Dear Ms. Van Gerpen:

Enclosed for filing with the South Dakota Public Utilities Commission ("Commission"), is a redacted Liberty-Bell Telecom, LLC ("LBT") *Application for a Certificate of Authority to a Certificate of Authority to Provide Facilities-Based Local Exchange, Exchange Access, and Interexchange Service in the State of South Dakota* ("Application"). The \$250.00 interexchange application filing fee has been sent via overnight delivery contemporaneously with this filing.

Exhibit D to the Application contains a confidential financial statements. A separate confidential Exhibit D electronic file is also enclosed. The Company requests that the Commission treat the financials as confidential information, to be reviewed by Commission staff only in the performance of their governmental duties, and not released to the public.

Thank you for your attention to this matter. Questions regarding this filing may be directed to the undersigned.

Sincerely,

MILLER ISAR, INC.

  
Andrew O. Isar

Enclosures

Regulatory Consultants to  
Liberty-Bell, Telecom, LLC

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA

In the Matter of the Application )  
of Liberty-Bell Telecom, LLC )  
for a Certificate of Authority to Provide ) Docket No. \_\_\_\_\_  
Facilities-Based Local Exchange )  
Exchange Access, and Interexchange )  
Service in the State of South Dakota. )

APPLICATION

Liberty-Bell Telecom, LLC, (“Applicant”), pursuant to SDCL 49-31-3, ARSD §20:10:24:02; and ARSD §20:10:32:03, hereby applies to the South Dakota Public Utilities Commission (“Commission”) for a Certificate of Authority to provide facilities-based and resold local exchange and exchange access service in local exchanges served by Qwest Corporation, and interexchange services throughout the State of South Dakota. In support of its Application, Applicant states as follows:

- (1) **IDENTIFICATION OF APPLICANT** The applicant's name, address, telephone number, facsimile number, web page URL, and E-mail address: (ARSD §§20:10:24:02(1); §20:10:32:03(1))

Liberty-Bell Telecom, LLC  
2460 West 26th Avenue, Suite #380-C  
Denver, CO 80211  
Telephone: 303.831.1977  
Toll Free: 866.664.2355  
Facsimile: 303.831.1988  
Electronic Mail: jweber [at] libertybelltelecom [dot] com  
Worldwide Web Address: www.libertybelltelecom.com

- (2) **ORGANIZATIONAL STRUCTURE (ARSD §§20:10:24:02(2); §20:10:32:03(2)) A description of the legal and organizational structure of the applicant's company:**

Applicant is a privately-held, limited liability corporation organized under the laws of the State of Colorado on September 4, 2002. Applicant's Articles of Formation are attached hereto at **Exhibit A**.

- (3) **SERVICE NAME The name under which applicant will provide local exchange services if different than in subdivision (1) of this section; (ARSD §20:10:32:03(3); §20:10:32:03(3))**

Applicant will provide telecommunications services under its own name, Liberty-Bell Telecom, LLC, in the State of South Dakota.

- (4) **CORPORATE INFORMATION 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; (ARSD §20:10:32:03(4); §20:10:32:03(5))**

Applicant will not retain a physical office in the State of South Dakota. Applicant's principal office will be Applicant's headquarters location, *supra*. Applicant's Registered Agent in the State of South Dakota is:

CT Corporation  
319 South Coteau Street  
Pierre, SD 57501

- (5) **A copy of Applicant's certificate of authority to transact business in South Dakota from the secretary of state; (ARSD §20:10:32:03(5); §20:10:32:03(4))**

Applicant is authorized to conduct business in South Dakota as a foreign corporation. A copy of Applicant's certificate of authority from the South Dakota Secretary of State is attached hereto as **Exhibit B**.

(6) **APPLICANT'S EXPERIENCE IN PROVIDING TELECOMMUNICATIONS SERVICE** 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; (ARSD §20:10:32:03(6))

Applicant has extensive telecommunications experience. Applicant has been authorized to provide, and has provided local exchange and interexchange services in the State of Colorado for nearly seven years and in the States of Utah and New Mexico for one year. In that time, the Company has grown its subscriber base and increased revenues significantly, and now serves more than 10,000 subscribers.

(7) **APPLICANT'S AFFILIATES, SUBSIDIARIES, AND PARENT CORPORATIONS** Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any; (ARSD §20:10:32:03(7))

Applicant is a subsidiary of Liberty-Bell, LLC, a non-regulated parent corporation. Liberty-Bell, LLC maintains offices in the same location as Applicant. Applicant has not other affiliates. Applicant's parent corporation is not owned by any other corporate entity.

(8) **APPLICANT'S PROPOSED SERVICES** A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including: (ARSD §20:10:32:03(8); §§20:10:32:03(6, 7))

- (a) Information indicating the classes of customers the applicant intends to serve;
- (b) Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;
- (c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and
- (d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service;

Applicant proposes to offer competitive local exchange services initially including, basic local exchange services and custom calling features for residential and commercial subscribers. Applicant also proposes to offer switched and dedicated access local exchange and interexchange

telecommunications services. Applicant subsequently proposes to offer exchange access services to interconnecting carriers.

Applicant's local exchange and exchange access services will be provided on a facilities-based basis, and consist of leased underlying carrier unbundled network elements. Applicant will also rely on a combination of its own switching equipment and the switching capabilities of its underlying carriers. Applicant does not otherwise propose to construct facilities.

Applicant's interexchange services will be offered exclusively on a resold, non-facilities-based basis. Applicant will market its service exclusively through its trained, professional sales staff and online marketing.

Applicant seeks local exchange, switched exchange access, and interexchange authority. Applicant is not currently providing any telecommunications services within the State of South Dakota. Applicant is prepared to begin providing services upon grant of the instant Application and approval of its interconnection agreement when filed.

- (9) **GEOGRAPHIC AREAS OF SERVICE** A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant; (ARSD §20:10:32:03(9); §20:10:32:03(8))

Applicant initially intends to provide local exchange, and switched exchange access service in the service area currently served by Qwest Communications Corporation and interexchange services throughout the State of South Dakota. Applicant adopts Qwest Corporation's local exchange service territory as its own. Qwest Corporation's local exchange service territory is a matter of record with the Commission.

(10) **TECHNICAL COMPETENCE** Information regarding the technical competence of the applicant to provide its proposed local exchange services including: (ARSD §20:10:32:03(10))

- (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;

Applicant maintains a high degree of technical competence and extensive experience in providing local exchange access services. A description of the education and managerial and technical experience of Applicant's senior management personnel who will oversee the proposed local exchange services is attached hereto at **Exhibit C**.

Applicant maintains fully staffed tier 1 and tier 2 call centers during normal business hours. These call centers have full responsibility for addressing customer inquiries and issues, including billing issues. Applicant also employs a 3<sup>rd</sup> party call center which is fully trained on customer service and billing questions. The third party call center provides customer support 24 hours per day, seven days a week. Any escalations are handled by the Applicant's internal customer service center.

Customer Service representatives will review the customer's questions or issue and attempt to resolve the problem to the Customer's satisfaction. If the Customer is not satisfied with the resolution, the Customer is connected with Applicant's in-house Customer Service center.

Customer concerns may also be submitted in writing to Applicant's Customer Service Department. Applicant endeavors to contact the Customer within one week of receipt of a written complaint and conduct its investigation as quickly as possible thereafter. Customers who are not satisfied with Applicant's suggested resolution may be directed to the Customer Service Manager, and are informed of their right to contact the Commission if they remain dissatisfied

with Applicant's suggested resolution of the Customer's complaint.

- (11) **ACCESS TO EMERGENCY SERVICES** 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; (ARSD §20:10:32:03(11))

Applicant has dedicated facilities that interconnect to Qwest's network for the proper routing emergency calls to public safety access points. Applicant also has established arrangements with Qwest to populate and update the E911 data base to provide subscriber automatic number and location identification information upon a new subscription or change in the subscriber's location or account.

Operator services are provided exclusively to customers of record by Applicant's underlying local exchange or interexchange carriers depending on the nature of the request. Applicant routes "711" NPA-dialed telecommunications relay service calls to Qwest for termination in the State's contract relay service center.

- (12) **FINANCIAL INFORMATION** 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; ARSD §20:10:32:03(12); §20:10:32:03(9))

Applicant's financial statements for the most recent 12 month period are attached hereto at **Exhibit D**. Applicant respectfully requests confidential treatment of its financial information and has filed this information under seal, accordingly. Applicant does not maintain, nor is it required to maintain, audited financial statements.

- (13) **INTERCONNECTING CARRIERS** Information detailing the following matters associated with interconnection to provide proposed local exchange services: (ARSD §20:10:32:03(13))
- (a) The identity of all local exchange carriers with which the applicant plans to interconnect;
  - (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
  - (c) A copy of any request for interconnection made by the applicant to any local exchange carrier;

Applicant plans to interconnect with Qwest Corporation. Negotiations for interconnection of service have not yet been initiated. Applicant anticipates negotiation of agreements within three months following a grant of the instant application. No request for interconnection has been initiated.

- (14) **MARKETING** 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; (ARSD §20:10:32:03(14); §20:10:32:03(16))

Applicant plans to market its services primarily through direct contact with subscribers, web marketing, radio and television. Applicant will use trained sales professionals. Applicant does not engage sales agents or multi-level marketing channels at this time. Applicant will also rely upon on-line marketing information accessible via the Company's web site.

- (15) **RURAL EXEMPTION** 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; (ARSD §20:10:32:03(15))

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

- (16) **CURRENT OPERATING TERRITORY** 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; (ARSD §20:10:32:03(16); §20:10:32:03(15))

Applicant maintains authority to provide telecommunications services in the State of Colorado, New Mexico and Utah. Applicant has never been denied registration or certification in any state, and is in good standing with the Colorado Public Utilities Commission, New Mexico Public Regulation Commission, the Utah Public Service Commission, and the FCC.



**(17) APPLICANT'S CONTACT INFORMATION 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; (ARSD §20:10:32:03(17); §20:10:32:03(10))**

Correspondence and communications regarding this Application may be directed to:

Andrew O. Isar  
Miller Isar, Inc.  
4423 Point Fosdick Drive NW, Suite 306  
Gig Harbor, Washington 98335  
Telephone: 253.851.6700  
Facsimile: 866.474.3630  
E-Mail: aisar [at] millerisar [dot] com

Correspondence and communications concerning on-going regulatory matters should be directed to:

Jay Weber, Executive Vice President  
Liberty-Bell Telecom, LLC  
2460 West 26th Avenue, Suite #380-C  
Denver, CO 80211  
Telephone: 303.831.1977  
Facsimile: 303.831.1988  
Electronic Mail: jweber [at] libertybelltelecom [dot] com

Correspondence and communications consumer issues should be directed to:

Christina Neher – Chief Operating Officer  
Liberty-Bell Telecom, LLC  
2460 West 26th Avenue, Suite #380-C  
Denver, CO 80211  
Telephone: 303.831.1977  
Facsimile: 303.831.1988  
Electronic Mail: cneher [at] libertybelltelecom [dot] com

**(18) BILLING Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services; (ARSD §20:10:32:03(18); §20:10:32:03(11))**

Applicant renders monthly bills to subscribers in accordance with established company rates, as set forth in customer contracts. Bills are due upon receipt and considered delinquent and subject to service termination if not paid within 30 days. Applicant avers to generally follow

the requirements for service termination pursuant to Commission rule §20:10:32:13.

- (19) **SOLICITATION OF CUSTOMERS** 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; (ARSD §20:10:32:03(19); §20:10:32:03(12))

Applicant complies with federal account transfer regulations as set forth in 47 C.F.R. §64.1100 *et seq.* and ARSD §20:10:07. Applicant will confirm all subscriptions through use of a physical or electronic letter of agency, or third party verification consistent with 47 C.F.R. §§64.1130. and 64.1130.

- (20) **UNAUTHORIZED ACCOUNT SWITCHING AND CHARGE COMPLAINTS** 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; (ARSD §20:10:32:03(20); §§20:10:32:03(12, 18))

Applicant has not been the subject of state or federal, commission complaints regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered.

- (21) **CUSTOMER INFORMATION** 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; (ARSD §20:10:32:03(21); §20:10:32:03(13))

Applicant provides information regarding its current rates, terms, and conditions, generally via the Company's web site, and in greater detail through its customer service representatives.

- (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; (ARSD §20:10:32:03(22); §20:10:32:03(14))

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 via billing insert or separate direct letter, based on the nature of the change in rate, term, and/or condition.

(23) **REQUEST FOR WAIVERS (ARSD §20:10:32:03(23); §20:10:32:03(19))**

Applicant does not currently request waiver for any applicable regulation.

(24) **FEDERAL TAX IDENTIFICATION NUMBER AND SOUTH DAKOTA SALES TAX NUMBER (ARSD §20:10:32:03(24); §20:10:32:03(17))**

Applicant's federal tax identification number is 72-1557371. Applicant's South Dakota Sales Tax Number is 1023-0319-ST.

(25) **ADDITIONAL INFORMATION (ARSD §20:10:32:03(25); §20:10:32:03(20))**

Applicant submits the following reasons in support of its belief that the public interest will be served by the approval of this Application:

(1) Applicant's proposed services are developed to provide an alternative provider for retail local exchange customers.

(2) While providing its customers with cost advantages realized by the network access, Applicant's service will necessarily utilize existing carrier communications facilities more efficiently through increased usage and provide greater revenues for local exchange carriers by way of additional exchange access through other carriers.

(3) Commission approval of this Application will bring the following long-term benefits to the public:

(a) greater value to customers through lower priced, better quality services;

(b) innovative network services and routing;

(c) increased carrier choice in exchange access services utilizing advanced technology;

(d) efficient use of existing telecommunications resources as well as increased diversification and reliability in South Dakota networks; and

(e) an additional tax revenue source for the State of South Dakota.

Wherefore, Liberty-Bell Telecom, LLC respectfully requests that the Commission grant the instant Application, thereby conferring on Liberty-Bell Telecom, LLC authority to provide facilities-based and resold local exchange, exchange access, and interexchange services in South Dakota.

Respectfully submitted this 18<sup>th</sup> day of June, 2010.

Liberty-Bell Telecom, LLC

By: \_\_\_\_\_

Jay Weber  
Executive Vice President  
2460 West 26th Avenue  
Suite #380-C  
Denver, CO 80211  
Telephone: 303.831.1977

Andrew O. Isar  
Miller Isar, Inc.  
4423 Point Fosdick Drive NW  
Suite 306  
Gig Harbor, WA 98335  
Telephone: 253.851.6700  
Facsimile: 253.851.6474

Regulatory Consultants to  
Liberty-Bell Telecom, LLC

VERIFICATION OF APPLICANT

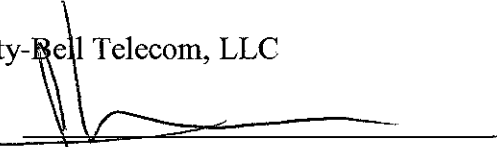
STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

I, Jay Weber, being first duly sworn and deposed, state that I am Executive Vice President of Liberty-Bell Telecom, LLC and am authorized to make this Verification on its behalf.


The statements in the foregoing Application are true of my own knowledge, except as to matters which are stated on information on belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 18 day of June, 2010.

Liberty-Bell Telecom, LLC  
By:   
Jay Weber  
Executive Vice President  
2460 West 26th Avenue  
Suite #380-C  
Denver, CO 80211  
Telephone: 303.831.1977

Subscribed and sworn to before me this 18<sup>th</sup> day of June, 2010.

  
Notary Public in and for the State  
of Colorado, residing at:  
2460 W. 26th Ave, #380C  
Denver, CO 80211

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA

In the Matter of the Application )  
of Liberty-Bell Telecom, LLC )  
for a Certificate of Authority to Provide ) Docket No. \_\_\_\_\_  
Facilities-Based Local Exchange )  
Exchange Access, and Interexchange )  
Service in the State of South Dakota. )

LIST OF EXHIBITS

EXHIBIT A	ARTICLES OF ORGANIZATION
EXHIBIT B	SOUTH DAKOTA CERTIFICATE OF AUTHORITY
EXHIBIT C	MANAGEMENT BIOGRAPHIES
EXHIBIT D	CONFIDENTIAL FINANCIAL STATEMENTS

**EXHIBIT A**

ARTICLES OF ORGANIZATION  
(Attached)

ARTICLES OF ORGANIZATION  
OF  
LIBERTY BELL TELECOM, LLC

The undersigned, a natural person eighteen years of age or older, intending to organize a limited liability company pursuant to §7-80-203, Colorado Revised Statutes, delivers these Articles of Organization to the Colorado Secretary of State for filing, and states as follows:

FILED  
DENISE DAVENON  
COLORADO SECRETARY OF STATE

1. The name of the limited liability company is Liberty Bell Telecom, LLC.
2. The principal place of business of the limited liability company is: 50.00  
4695 S. Monaco Street, Suite 111  
Denver, CO 80237  
20031065277 C  
SECRETARY OF STATE  
02-27-2003 13:09:15
3. The name, and the business address, of the registered agent for service of process on the limited liability company are:  
Thomas G. Martino  
4695 S. Monaco Street, Suite 111  
Denver, CO 80237
4. The management of the limited liability company is vested in managers rather than members. The name and business address of the initial manager is:

Thomas G. Martino  
4695 S. Monaco Street, Suite 111  
Denver, CO 80237

The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

D. Laird Blue  
Jones & Keller, P.C.  
1625 Broadway, 16<sup>th</sup> Floor  
Denver, Colorado 80202  
Voice (303) 573-1600  
Fax (303) 573-0769  
e-mail [blueta@joneskeller.com](mailto:blueta@joneskeller.com)





**EXHIBIT B**

SOUTH DAKOTA CERTIFICATE OF AUTHORITY  
(Attached)

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

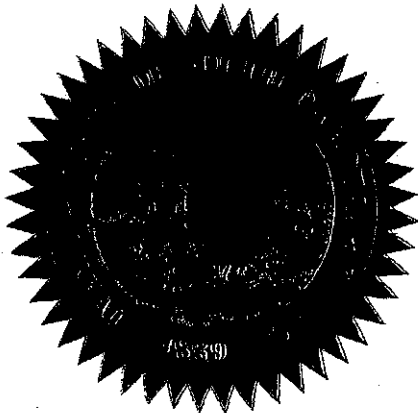
### Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL005019

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 **LIBERTY BELL TELECOM, LLC (CO)** 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 March 5, 2010.



*Chris Nelson*

**Chris Nelson**  
Secretary of State

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: \$750** payable to SECRETARY OF STATE

RECEIVED  
MAR 05 2010  
S.D. SEC. OF STATE

*Filed this 5th day of  
March 2010  
Chris Nelson  
SECRETARY OF STATE*

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

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 \_\_\_\_\_

Liberty Bell Telecom, 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 Colorado

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).

2460 West 26th Avenue, Suite 380-C, Denver, CO 80211

Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

5. The South Dakota Registered Agent name C T Corporation System

319 S. Coteau Street Pierre, South Dakota 57501

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

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.

CR000002

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.

Nigel Alexander, 2460 West 26th Avenue, Suite 380-C, Denver, CO 80211

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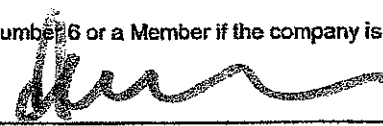
Manager	Street Address	City	State	ZIP+4
---------	----------------	------	-------	-------

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)

No member is to be liable for the debts, obligations or liabilities of the company 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 3-3-10

  
\_\_\_\_\_  
(Signature of an authorized member or manager)

Nigel Alexander  
\_\_\_\_\_  
(Printed Name)

Manager  
\_\_\_\_\_  
(Title)

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE**

I, Bernie Buescher, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

**LIBERTY BELL TELECOM, LLC**

is a **Limited Liability Company** formed or registered on 02/27/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031065277.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 02/25/2010 that have been posted, and by documents delivered to this office electronically through 03/04/2010 @ 13:15:07.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 03/04/2010 @ 13:15:07 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7591148.



A handwritten signature in cursive script that reads 'Bernie Buescher'. The signature is written in black ink on a white background.

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/bis/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."*

## EXHIBIT C

### MANAGEMENT BIOGRAPHIES

**Nigel Alexander – LLC Manager.** Mr. Alexander co-founded Multi-Link Telecom, a unified messaging provider in 1996 and has acted as its strategist and deal maker since that time. Prior to founding Multi-Link he was employed in various positions in the banking industry. Mr. Alexander also serves as the Executive Director of Colorado Community Voicemail, a Liberty Bell sponsored 501©3 that provides free telecommunications services to over 4,000 homeless customers in Colorado. Mr. Alexander's primary role in the business is to build value through transactional means, maintain strong financial controls and to set policy.

**Christina Neher – Chief Operating Officer.** Ms. Neher joined Multi-Link in 1999 as has served as COO since that time. Ms. Neher runs all aspects of the operations side of the business. Prior to joining Liberty-Bell, Ms. Neher served as Vice president of Operations for Hellyer Communications, a \$10 million Indiana based provider of telecommunications services. From 1984 to 1988 Ms. Neher was employed by St. Mary's College and held the position of telecommunications coordinator.

**Jay Weber – Executive Vice President.** Mr. Weber is responsible for the Company's sales department and business development. Mr. Weber arrived with the acquisition of Liberty Bell Telecom where he had served as President from inception in 2003 through it's merger with Multi-Link in 2006. Prior to founding Liberty Bell, Mr. Weber served in a wide range of sales and management roles within the Telecommunications industry in Colorado. Mr. Weber holds a Masters Degree in Telecommunications from the University of Denver.

### EMPLOYEES

As of June 1, 2010, Liberty-Bell employed 33 people on a full time basis. Liberty Bell is well prepared with staff in provisioning, installation, customer support and technicians on call 24 hours a day 7 days a week. Our experienced staff currently supports our 10,000 existing clients.

## **EXHIBIT D**

### **CONFIDENTIAL FINANCIAL STATEMENTS**

(Attached)

Applicant considers its financial information to be proprietary and confidential. The data contained in these documents reveal the size, nature, and scope of Applicant's business and financial operations to competitors and potential competitors. Therefore, the Applicant requests that the Commission treat Applicant's Balance Sheets and Income Statements as proprietary, to maintain the confidentiality of the data contained therein. Applicant's financial information is submitted under protective seal, accordingly.

In lieu of audited financial statements, Applicant's financial statements are verified correct, under penalty of perjury, by Applicant. Applicant does not require audited financial statements to conduct its operations, nor have audited financial statements been required to conduct its operations in other jurisdictions. Applicant's South Dakota intrastate revenues and operating expenses are incremental in nature. Therefore, Applicant submits its Balance Sheets and Income Statements for all of its operations. Applicant requests that its verified financial statements be accepted for filing accordingly.