

BEFORE THE PUBLIC UTILITIES COMMISSION OF SOUTH DAKOTA

IN THE MATTER OF THE PETITION)
FOR AUTHORITY OF 365 WIRELESS,) APPLICATION NO. _____
LLC TO PROVIDE LOCAL EXCHANGE)
AND INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES)
_____)

**PETITION FOR AUTHORITY OF 365 WIRELESS, LLC TO BECOME A
COMPETITIVE LOCAL TELECOMMUNICATIONS SERVICES CARRIER**

365 Wireless, LLC (“365” or “Applicant”) hereby submits to the Public Utilities Commission of South Dakota (the “Commission”) this Application seeking authority to operate as a reseller and facilities-based competitive local exchange and interexchange carrier to the full extent allowed by the laws of State of South Dakota and the rules of this Commission. In support of this Application, Applicant states as follows:

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

The legal name of the Applicant Company is **365 Wireless, LLC** and the principal place of business address is:

1500 Trotters Cove, Atlanta, Georgia 30338
Telephone: 888.820.4544
Fax: 678.916.0698
Website: www.365wireless.net
Email: legal@365wireless.net

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

Applicant is a Georgia limited liability company duly formed on March 29, 2011, and currently in good standing in said State. A copy of the Certificate of Organization and Description of Applicant's Corporate Structure and Ownership is attached as **EXHIBIT "A"**.

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

Applicant intends to provide service under its legal name and under which it seeks authority in this Application: "365 Wireless, 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;

Applicant has no office in South Dakota at the time of the filing of this Application. The Company's registered agent is:

National Registered Agents, Inc.
300 South Phillips Avenue
Suite 300
Sioux Falls, SD 57104

(5) A copy of its certificate of authority to transact business in South Dakota from the secretary of state;

A copy of Applicant's Certificate of Authority issued by the South Dakota Secretary of State is attached as **EXHIBIT "B"**.

(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 in the process of obtaining authorization to provide telecommunications services throughout the United States. Applicant has been certified as a local exchange and interexchange carrier in Florida (December, 2011), Texas (December, 2011), New York (January, 2011), Indiana (February, 2011), Washington (February, 2011), Oregon (April, 2012), Georgia (April, 2012), Massachusetts (April, 2012), Wisconsin (April, 2012), and North Dakota (April, 2012) to date. 365 Wireless, LLC has at no time offered service in South Dakota. Applicant is in good standing with the regulatory authority in each state in which it is certified to offer service. No applications have been denied or dismissed. Applicant is currently provisioning the network facilities necessary to offer services to customers. Applicant also holds a FCC CMRS license (2011).

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

Applicant has no affiliates, subsidiaries, or parent organizations.

(8) A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including:

Applicant seeks authority to provide resold and facilities-based local exchange services to Business customers only in South Dakota as authorized by the Commission within the territory of Qwest South Dakota.

Applicant proposed to offer interexchange service Statewide.

Applicant does not intend to offer any pre-paid telecommunications services in the State.

(a) Information indicating the classes of customers the applicant intends to serve;

Applicant intends on serving Business customers located in non-rural areas.

(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;

To expedite the availability of its Local Service products, the Company may enter the market via resale and later provision subsequent services over Applicant's own facilities as demand warrants. In some geographic areas, Customer demand may be sufficient to cost-justify providing services on a facilities-basis, while areas with lesser demand may make resale more practicable. Prior to offering services via resale, Company intends on establishing a resale agreement with the incumbent local exchange carrier (ILEC) certified by the Commission. Applicant may provision services via resale, via the purchase of unbundled network elements (described in (c) below), or through a combination of its own facilities and unbundled network elements purchased from the ILEC.

(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

365 Wireless, LLC is a facilities-based Competitive Local Exchange Carrier (CLEC) utilizing current and state of the art, Voice Over Internet Protocol (VoIP) softswitch technology. 365 Wireless has deployed a Class 4/5 VoIP softswitch capable of handling thousands of end customers. The core softswitch is located in the 365 Wireless Atlanta co-location environment (Atlanta NAP). Connectivity to all locations is provided through an extensive SONET-fiber backbone network that is being deployed. Local connectivity to the ILEC tandems and end-offices to provide "local access," is provided via ILEC

trunking from the ILEC switch to the 365 Wireless Point of Interface (POI) locations in each LATA. Depending upon size and traffic volume, 365 Wireless may deploy local edge-router/ media gateway devices locally in select markets. In smaller markets, a physical POI interface location will be deployed providing a logical and physical interface to the core VoIP softswitch. Local access will be provided to each individual customer through the use of several techniques:

1. UNE, UNEP, EEL loops will be purchased from the ILEC to provide the “last mile” loops to each customer location.
2. PRI loops will be purchased from each ILEC to provide higher capacity loops to PBXs, E-Key systems, and VoIP PBXs at a customer’s location.
3. DS-1 loops will be purchased from the ILEC to each customer location for VoIP devices (Data, Voice, Video, etc.) or for “non-PRI” compliant devices.
4. All ILEC loops will be provisioned, as per our ILEC interconnection agreement and pursuant to State PSC guidelines.
5. 365 Wireless will physically connect to all applicable ILEC Tandems and end-offices as required to provide the necessary routing and call volume handling as per LERG guidance.

365 Wireless may, at its discretion, choose to deploy Feature Group “D” (FGD) trunking in select LATAs to provide 8XX Toll Free inbound traffic to a select group of its customers. In addition, 365 Wireless may use FGD trunking to provide IXC access to Interstate and IntraState call terminations (egress from the 365 Wireless core switch network) . See **EXHIBIT “E.”**

(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 switched access local exchange and interexchange telecommunications services suitable for voice and limited data applications in the State. Applicant intends to provide such services to Business Customers located in non-rural areas.

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

Applicant seeks authority to provide resold and facilities-based local exchange services to Business Customers within the territory of Qwest South Dakota and interexchange service Statewide. Applicant intends on mirroring the entire ILEC local exchange service areas. Applicant shall not offer such service except as authorized by the Commission.

(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

Applicant has an experienced management team with diverse experience in the telecommunications industry. Manager profiles have been attached hereto as **EXHIBIT "D."**

(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's customer service representatives are available to assist its customers and will respond in a prompt and professional manner to all customers' inquiries. Customer Service Support will be provided during normal business hours (9:00am to 5:00pm EST) Monday through Friday. During non-business hours, customers may leave a recorded message at the toll-free Customer Service number at 888.820.4544. Applicant's customer service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) types of services offered by Applicant and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general service matters. Applicant has a fully-staffed Network Operations Center ("NOC") in Atlanta, Georgia with trained personnel to diagnose network problems and address them in an urgent manner and 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;

Applicant acknowledges its obligation to supply E-911 services and access to operator services, interexchange services, directory assistance, and telecommunications relay services whether providing local exchange service to Customers via resale or when providing local service by means of Applicant's own cable pairs. For resold local exchange services, Applicant is obligated to supply the service provider in Applicant's service area with accurate information necessary to update their customer database at the time Applicant submits customer orders to the local exchange telecommunications company whose service is being resold. To expedite the availability of its products, Applicant may enter the market via resale and Company proposes to meet its E-911 obligations, along with the obligations for the additional services aforementioned, by relying on the capabilities of its underlying carriers.

At the time 365 provides basic local service to a customer by means of Applicant's own cable pair, or over any other exclusively owned facility, Company will be obligated to make the necessary equipment or facility additions in order to accurately and properly deliver E-911 and other services. For E-911 services, Applicant will make

all necessary arrangements to provide facilities to route calls from the end users to the proper Public Safety Answering Point.

(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 has just begun the significant deployment of its extensive telecommunications network and all related network assets throughout the United States. As such, certified audited financial statements do not yet exist for the entity. The following items are being submitted in lieu thereof:

- (1) An Executive Summary describing Applicant's current financial condition, liquidity, and capital resources.
- (2) Applicant's financial statements, including balance sheet, income statement, and three-year pro forma financials certified by Mr. Clive Marsh, Chief Financial Officer of 365 Wireless, LLC.
- (3) A Bank Letter of Deposit and Bank Statement showing funds on deposit with Applicant's bank as of the time of this filing documenting Applicant's cash and funding sources.
- (4) Certification of Financial Statements signed by Applicant's Chief Financial Officer, Mr. Clive Marsh.

The documents supporting Applicant's financial qualifications are attached hereto as **EXHIBIT "C."**

(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;

Applicant intends on interconnecting with Qwest South Dakota.

(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;

Applicant intends on commencing negotiations with Qwest South Dakota within thirty (30) days of the approval of its Application.

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

Incumbent carrier requires certification prior to executing an interconnection agreement.

(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;

Company will market its services via a direct sales force and does not intend to use sales agents as a channel for its services, allowing Applicant the ability to exercise closer oversight over the customer acquisition process. Applicant affirmatively states that it will not engage in multilevel marketing. At the time of filing, Company does not possess brochures associated with the sale of its services.

(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 seek authority to provide local exchange service in the service area of any 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 in the process of obtaining authorization to provide telecommunications services throughout the United States. Applicant has been certified as a local exchange and interexchange carrier in Florida, Texas, New York, Indiana, Washington, Oregon, Georgia, Massachusetts, Wisconsin, and North Dakota to date. Applicant is in good standing with the regulatory authority in each state in which it is certified to offer service. No applications have been denied or dismissed. Applicant is currently provisioning the network facilities necessary to offer services to customers.

(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;

Correspondence and communications concerning Customer complaints or regulatory matters should be directed to:

Clive Marsh
Chief Financial Officer of 365 Wireless, LLC
1500 Trotters Cove
Atlanta, Georgia 30338
Tel. 970.722.6223
Fax. 678.916.0698
Email. cmarsh@365wireless.net

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

Applicant will issue invoices to Customers via its billing services operation inherent in the company.

(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;

Applicant adheres to all federal and State specific anti-slamming and anti-cramming rules and requires a signed written letter of authorization prior to switching a Customer to its service. All Company employees responsible for activating new Customers are trained to be aware of and compliant with these procedures to ensure that customers are not switched without written authority of the Customer. Company will market its services via a direct sales force and does not intend to use sales agents as a channel for its services, allowing Applicant the ability to exercise closer oversight over the customer acquisition process.

(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;

Applicant has never been the subject of consumer complaints nor the subject of any adverse action by any State Commission or federal authority.

(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;

Applicant will file or make available its local exchange tariff which describes the current rates, terms, and conditions for its services. In addition, Applicant's customer service representatives are available to assist its customers and will respond in a prompt and

professional manner to all customers' inquiries. Customer Service Support will be provided during normal business hours (9:00am to 5:00pm EST) Monday through Friday. During non-business hours, customers may leave a recorded message at the toll-free Customer Service number at 888.820.4544. Applicant's customer service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) types of services offered by Applicant and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general service matters.

(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;

Applicant will notify Customers in writing either by U.S. mail or by electronic mail of any material change to any rate, term, or condition for any service Customer receives. Such notice will be given no less than thirty (30) days in advance of any proposed change.

(23) A written request for waiver of those rules believed to be inapplicable;

Applicant requests that the Commission grant it a waiver of those regulatory requirements inapplicable to competitive local service resellers such as Applicant. Such rules are not appropriate or necessary for competitive providers and constitute an economic barrier to entry into the local exchange market.

Financial Record-Keeping System

- a. Applicant respectfully requests that it be exempt from any record-keeping rules or regulations that might require a carrier to maintain its financial records in conformance with the Uniform System of Accounts ("USOA"). The USOA was developed by the FCC as a means of regulating telecommunications companies subject to rate base regulation. Applicant is not an incumbent local exchange carrier and is a "non-dominant" carrier under 47 CFR § 32.11(a) and therefore not subject to USOA by the FCC.
- b. As a competitive carrier, Applicant maintains its book of accounts in accordance with Generally Accepted Accounting Principles ("GAAP"). Applicant does not possess the detailed cost data required by USOA, nor does it maintain detailed records on a state-specific basis. As a competitive provider, Applicant's network operations are integrated to achieve maximum efficiency. Having to maintain records pertaining specifically to South Dakota operations would place an extreme burden on Applicant.
- c. Moreover, Applicant asserts that because it utilizes GAAP, the Commission will have a reliable means by which to evaluate Applicant's

operations. Therefore, Applicant hereby respectfully requests to be exempt from the USOA requirements of the Commission.

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

Federal Tax ID: 45-1474326

South Dakota Sales Tax #: Applied for May 2, 2012.

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

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), (4), and (17) of this section as they occur.

This Application is fully verified and contains the evidence which Applicant believes fully supports the requested authorization. The filer of this Application is properly vested with the authority by the Applicant to file this Application and verify the information contained herein. See **VERIFICATION OF APPLICANT** attached hereto.

If additional data or information is desired, Applicant will promptly submit the same in verified form. Applicant will, on a timely basis, notify the Commission of any changes in subdivisions (1), (3), (4), and (17) aforementioned.

WHEREFORE, Applicant respectfully petitions this Commission for authority to operate as a provider of local exchange and interexchange service in the State of South Dakota and for local service offerings to be regulated under the laws of the State and the rules of this Commission.

Respectfully submitted,
365 Wireless, LLC



Clive Marsh - Chief Financial Officer

1500 Trotters Cove

Atlanta, Georgia 30338

Tel. 970.722.6223

Fax. 678.916.0698

cmarsh@365wireless.net

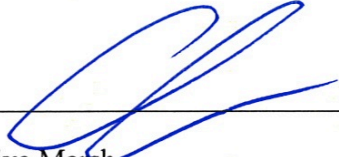
May, 3, 2012

VERIFICATION OF APPLICANT

I, Clive Marsh, Chief Financial Officer of 365 Wireless, LLC, a Georgia limited liability company, the Applicant for a Certificate to provide local exchange telecommunications services in the State of South Dakota, verify that based on information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

I further declare that I have the authority duly granted by Applicant to execute this Verification and to file this Application on behalf of Applicant.

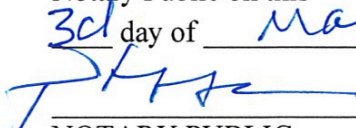
Executed on the 3^d day of May, 2012, at Atlanta, Georgia.



Clive Marsh
Chief Financial Officer
365 Wireless, LLC

Sworn to me, the undersigned

Notary Public on this
3^d day of May, 2012.



NOTARY PUBLIC

