

Application for Authorization

ViaSat, Inc. (hereinafter referred to as “Applicant” or “ViaSat”) respectfully requests that the South Dakota Public Utilities Commission (hereinafter referred to as “Commission”) grant Applicant authority pursuant to SDCL 49-31-3 and in accordance with ARSD 20:10:24:02 to provide intrastate telecommunications services within South Dakota through the resale of similar services offered by other interconnected Voice over Internet Protocol (“VoIP”) providers in the state. Applicant, for purposes of verification, and in evidence of its fitness to operate and the public need for its services, offers the following information in support of this Application:

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

- a. ViaSat, Inc.
6155 El Camino Real
Carlsbad, CA 92009
Telephone: (720) 493-6069
Facsimile: (720) 493-6010
Website: www.viasat.com
E-mail: stefan.stein.viasat.com

- (2) Correspondence regarding this Application should be directed to:

- a. Joanna G. Wallace
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
McLean, VA 22102
Telephone: (703) 714-1317
Facsimile: (703) 714-1330
E-mail: jgw@commlawgroup.com

- (3) A description of the legal and organization structure of Applicant:

Applicant is organized as a corporation under the laws of the state of Delaware. A copy of Applicant’s Certificate of Existence with Status in Good Standing with the Delaware Secretary of State is attached hereto as **Exhibit A**.

The names and addresses of Applicant’s principal stockholders, along with percentages owned, and current Officers are as follows:

Principal Stockholders:

The Baupost Group, L.L.C. – 24.58%
10 St. James Avenue, Suite 1700
Boston, MA 02116

FPR Partners, LLC – 8.8%
199 Fremont Street, Suite 2500
San Francisco, CA 94105

Southeastern Asset Management, Inc. – 7.4%

6410 Poplar Avenue, Suite 900
Memphis, TN 38119

The Vanguard Group – 6.12%
100 Vanguard Blvd.
Malvern, PA 19355

Board of Directors:

Mark Dankberg, Chairman of the Board
Dr. Robert Johnson
Allen Lay
Dr. Jeffrey Nash
John Stenbit
Harvey White

Executive Officers:

Mark Dankberg, Chief Executive Officer
Richard Baldrige, President and Chief Operating Officer
Shawn Duffy, Vice President, Corporate Controller, Chief Accounting Officer and
Acting Chief Financial Officer
Bruce Dirks – Vice President and Chief Financial Officer
Stephen Estes, Vice President – Government Systems and Human Resources
Kevin Harkenrider, Senior Vice President – Broadband Services
Steven Hart – Vice President and Chief Technical Officer
Keven Lippert – Vice President, General Counsel and Secretary
Mark Miller – Vice President and Chief Technical Officer
Thomas Moore – Senior Vice President
Ken Peterman – Vice President, Government Systems
John Zlogar – Vice President – Commercial Networks

In support of Applicant's managerial and technical ability to provide the services for which authority is sought herein, Applicant submits biographies of key personnel as **Exhibit B**.

- (4) The name under which Applicant will provide VoIP services if different than in subdivision (1) of this Application.

Applicant provides services under the name: Exedesm Voice.

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

A copy of Applicant's South Dakota Certificate of Authority for Foreign Corporation is attached as **Exhibit C**.

- (6) The location of 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 the state of South Dakota. Applicant's name and address of the current registered agent in South Dakota is:

Corporation Service Company

503 South Pierre Street
Pierre, SC 57501

- (7) A list and specific description of the services Applicant intends to offer:

Applicant proposes to offer a comprehensive IP-based communications package to customers in South Dakota. The services will meet the definition of Interconnected Voice over Internet Protocol (“VoIP”) services. ViaSat will provide these services over the Company’s existing satellite broadband Internet access network.

- (8) A detailed statement of how Applicant will provide its services:

Applicant proposes to provide Interconnected VoIP services over its existing satellite broadband Internet access network.

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

Applicant proposes to serve customers statewide.

For the most recent 12 month period, financial statements of Applicant including a balance sheet, income statement, and cash flow statement. Applicant shall provide audited financial statements, if available:

In support of Applicant’s financial ability to provide the services described herein, Applicant has attached its audited Financial Statements as **Exhibit D**.

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

All complaints shall be directed to:

Customer Service:

(888) 746-8960

- a. Regulatory matters shall be directed to:

Stefan Stein, General Counsel
349 Inverness Drive South
Englewood, CO 80112
Tel: (720) 493-6069
Fax: (720) 493-6010
Email: Stefan.stein@viasat.com

- b. Customer complaints shall be addressed in an escalation method as follows:

Customers with complaints should contact Customer Care at (888) 746-8960. If the Customer Care Department cannot resolve the dispute then the call will be transferred to the correct party for dispute resolution.

- (11) Information concerning how Applicant plans to bill and collect charges from customers:

Applicant bills customers on a monthly basis. Payment is due by the invoice date printed on the bill.

- (12) Information concerning Applicant's policies relating to solicitation of new customers and a description of the efforts Applicant shall use to prevent the unauthorized switching of VoIP customers:

Applicant uses fair and reasonable industry standards to maintain its no slamming policy of customers. Applicant's policy will require a contract be in place prior to service to all customers.

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

Applicant makes available to any person information concerning Applicant's current rates, terms, and conditions for all of its VoIP services through initial service agreements, ViaSat's website, agreement and rate change notices, and via consultation with customers.

- (14) Information concerning how 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 a customer in advance, in writing, of any materially adverse change to any rate, term, or condition of its VoIP service through its website, direct communications with customers, or a bill insert.

- (15) A list of the states in which Applicant is registered or certified to provide telecommunications services, whether 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 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 Applicant is not in good standing in a given state, if applicable.

Applicant is registered to provide VoIP services in California, Illinois, Indiana, Michigan, Missouri, and Nebraska.

Applicant has never been denied registration in any jurisdiction and is in good standing with the regulatory agencies in each jurisdiction.

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

Applicant markets its services to businesses and consumers alike. Applicant engages in marketing through its website, distribution of marketing materials, referrals, and trade shows. Applicant does not engage in any multi-level marketing.

- (17) Federal tax identification number and South Dakota sales tax number.

Applicant's federal tax identification number is 33-0174996.

Applicant's South Dakota sales tax number is 1027-8070-ST.

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

Applicant has not received any complaints filed with any state or federal regulatory commission regarding the unauthorized switching of a customer's VoIP provider or for the act of charging customers for services that have not been ordered.

- (19) A written request for waiver of those rules Applicant believes to be inapplicable;

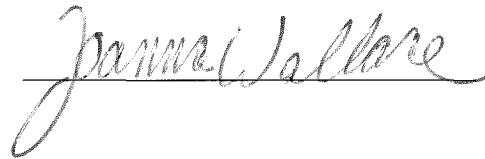
Applicant does not, at this time, request a waiver of the South Dakota Public Utility Commission's rules.

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

Applicant has no additional information that it believes may be relevant to the Applicant's qualifications to provide the services described.

WHEREFORE, ViaSat, Inc. respectfully requests that this Commission grant it authority to transact the business of a Voice over Internet Protocol services within the State of South Dakota.

Respectfully submitted,

A handwritten signature in cursive script, reading "Janna Wallace", is written over a horizontal line.

DATED: April 13, 2015

Verification

I, Kevin J. Harkewicz, being duly sworn, do hereby certify, depose and state that I am the authorized representative for ViaSat, Inc. in this proceeding; and that I have read the above and foregoing Application and the allegations contained within are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said Applicant.

Kevin J. Harkewicz

Subscribed and sworn to before me, a Notary Public, this 17th day of April, 2015.

MARGARET O'CONNELL-PIKE
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20064009950
MY COMMISSION EXPIRES MARCH 14, 2018

Margaret O'Connell Pike
Signature of Notary Public