

**Before the  
South Dakota Public Utilities Commission  
Pierre, South Dakota 57501**

In the Matter of the Application of )  
**CallCatchers Inc. d/b/a FreedomVoice Systems** )  
for a Certificate of Authority to ) Docket No. \_\_\_\_\_  
Provide Interexchange )  
Telecommunications Services in the )  
State of South Dakota )

**APPLICATION**

In accordance with S.D. Codified Laws §§ 49-31-3, and 49-31-76, and S.D. Admin. R. 20:10:24:02, CallCatchers Inc. d/b/a FreedomVoice Systems (“FreedomVoice,” or “Applicant”) hereby submits this Application to provide interexchange telecommunications services in the State of South Dakota (“Application”).

Additionally, Applicant is in the process of being acquired by GoDaddy Operating Company, LLC (“GoDaddy Operating”). GoDaddy Operating, its direct wholly-owned subsidiary San Fernando Merger Sub Inc. (“San Fernando Merger Sub”), FreedomVoice, and certain FreedomVoice shareholders entered into an Agreement and Plan of Merger dated as of May 17, 2016 (the “Agreement”). Pursuant to the Agreement, San Fernando Merger Sub will be merged with and into FreedomVoice – with FreedomVoice being the surviving entity. All equity securities of FreedomVoice will be canceled, and its shareholders will be entitled to receive consideration for those securities. FreedomVoice will thus become a direct, wholly-owned subsidiary of GoDaddy Operating. Upon or after the closing of the transfer of control, the parties anticipate that the vast majority of FreedomVoice’s operations and assets will be assigned from FreedomVoice to GoDaddy.com LLC (“GD LLC”), a direct, wholly owned subsidiary of GoDaddy Operating. Accordingly, the Applicant respectfully requests the Commission consider FreedomVoice’s

proposed ownership as it considers this Application, or, to the extent required, approves FreedomVoice's acquisition by GoDaddy Operating and GD LLC (the "Proposed Transaction").

Pursuant to S.D. Codified Laws § 49-31-76 and S.D. Admin. R. 20:10:32:03, FreedomVoice provides the following information in support of its Application:

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

CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, CA 92024  
Tel: (800) 477-1477  
Fax: (888) 475-3433  
Email: [compliance@FreedomVoice.com](mailto:compliance@FreedomVoice.com)  
Website: [www.FreedomVoice.com](http://www.FreedomVoice.com)

**2) A description of the legal and organizational structure of the applicant's company:**

FreedomVoice is a Delaware corporation with its principal place of business at 169 Saxony Road, Suite 212. Encinitas, California 92024. Applicant is authorized to do business in the State of South Dakota. Please see **Exhibit A** attached hereto for copy of FreedomVoice's Certificate of Incorporation.

**3) The name under which the applicant will provide interexchange services if different than in subdivision (1) of this section:**

Applicant shall provide resold interexchange telecommunications services in the State of South Dakota under the fictitious name "FreedomVoice Systems."

**4) A copy of the applicant's certificate of authority to transact business in South Dakota from the Secretary of State:**

Please see **Exhibit A** attached hereto for copy of FreedomVoice's Certificate of Authority to Transact Business in the State of South Dakota.

**5) 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:**

FreedomVoice will not maintain an office in the State of South Dakota. Applicant’s registered agent in the State of South Dakota is as follows:

Corporate Creations Network Inc.  
101 S. Reid Street #307  
Sioux Falls, SD 57103  
Tel: (605) 221-3373  
Email: [contactus@corpcreations.com](mailto:contactus@corpcreations.com)

**6) A list and specific description of the telecommunications services the applicant intends to offer:**

FreedomVoice proposes to provide resold interexchange telecommunications services throughout the entire State of South Dakota. Specifically, Applicant utilizes a proprietary interactive voice response (“IVR”) and unified messaging platform. Applicant purchases toll free and direct inward dialing (“DID”) numbers, and resells those numbers as part of a virtual office service. Small business customers then use those numbers to access Applicant’s integrated suite of additional services and functionality, including: auto attendant, call forwarding/distribution, call queuing, call screening, Internet fax/fax back, and enhanced voicemail capabilities such as voice-to-text conversion and email delivery of voicemails. FreedomVoice will also provide Interconnected Voice over Internet Protocol (“I-VoIP”) services.

**7) A detailed statement of how the applicant will provide its services:**

FreedomVoice’s proposed service offerings will be provided on a resold basis utilizing the services and facilities of underlying carriers as necessary.

**8) A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant:**

FreedomVoice will provide its proposed services throughout the entire State of South Dakota to the extent permitted by law or Commission order. Accordingly, as Applicant proposes

to provide its services on a statewide basis, it is hereby requesting an exemption from the requirement of providing a service area map with this Application.

- 9) For the most recent 12 month period, financial statements of the applicant including a balance sheet, income statement, and cash flow statement. The applicant shall provide audited financial statements, if available:**

FreedomVoice possesses the financial resources necessary to provide reliable telecommunications services. The most recent financial statements for GoDaddy Operating's parent, GoDaddy Inc., are available in GoDaddy Inc.'s most recent Form 10-K filed with the Securities and Exchange Commission on March 2, 2016 (*available at: <http://www.sec.gov/Archives/edgar/data/1609711/000160971116000048/gddy-12312015x10k.htm>*).

- 10) The names, addresses, telephone number, facsimile number, E-mail address, and toll free number of the applicant's representatives to whom all inquiries must be made regarding complaints and regulatory matters and a description of how the applicant handles customer service matters:**

Correspondence regarding this Application should be directed to:

Michael P. Donahue  
Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
McLean, VA 22102  
Tel: (703) 714-1319/-1323  
Fax: (703) 563-6222  
Email: [mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)  
[kpa@commlawgroup.com](mailto:kpa@commlawgroup.com)

*with a copy to:*

Jennifer L. Kostyu  
L. Charles Keller  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
Email: [jkostyu@wbklaw.com](mailto:jkostyu@wbklaw.com)  
[ckeller@wbklaw.com](mailto:ckeller@wbklaw.com)

Correspondence concerning the Applicant's ongoing regulatory compliance should be directed to:

Gino Capozzi, Tax and Regulatory Compliance Manager  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 214  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 816  
Fax: (800) 477-1477  
Email: [Compliance@freedomvoice.com](mailto:Compliance@freedomvoice.com)

Correspondence concerning customer inquiries and complaints involving the Applicant should be sent to:

Cedar Coleman, Director of Customer Care  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 206  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 807  
Fax: (800) 477-1477  
Email: [cedar.coleman@freedomvoice.com](mailto:cedar.coleman@freedomvoice.com)

FreedomVoice provides live customer service Monday through Friday between the hours of 5:00 AM and 6:00 PM PST, and Saturday between the hours of 6:30 AM and 3:30 PM PST. Additionally, Applicant provides emergency support to customers twenty-four hours a day, seven days a week. Customers may contact FreedomVoice regarding complaints, repairs, sales, and

other inquires via telephone, (800) 477-1477, and via email, [customercare@freedomvoice.com](mailto:customercare@freedomvoice.com) (customer service)/ [sales@freedomvoice.com](mailto:sales@freedomvoice.com) (sales inquiries).

**11) Information concerning how the applicant plans to bill and collect charges from customers:**

FreedomVoice bills any applicable initiation fees and monthly recurring charges in advance of the month of usage. FreedomVoice invoices customers on a monthly basis for recurring monthly charges for the specific plan purchased by the customer and minutes used above the plan allowance for the previous month. Usage charges are billed in arrears for the previous month. At the time the customer signs up for service via FreedomVoice's website, the company obtains credit or debit card information from the customer, and automatically bills the customer's credit or debit card each month for the invoiced charges. If a customer elects to pay by check rather than by credit or debit card, FreedomVoice may require a deposit equal to the monthly recurring charge.

**12) 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 interexchange customers:**

FreedomVoice adheres to all federal and state-specific anti-slamming rules. Applicant will ensure that its customers knowingly and affirmatively accept the Applicant's services. FreedomVoice will provide its customers with clear order forms indicating the service(s) chosen by the particular customer. All affected employees are aware of these procedures, and will be immediately disciplined, including termination, if the procedures are not followed. Applicant will solicit new customers utilizing: SEO, SEM, Facebook, online advertising, and local reseller channels in compliance with all federal and state-specific anti-slamming rules.

- 13) 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:**

Information concerning FreedomVoice's current rates, terms, and conditions of its services can be found on Applicant's website: [www.freedomvoice.com](http://www.freedomvoice.com).

- 14) 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:**

Notice of any materially adverse change to any rate, term, or condition of any service offered by FreedomVoice to customers in the State of South Dakota will be provided in writing via U.S. mail to customers at least thirty (30) days prior to the effective date of the change.

- 15) 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:**

FreedomVoice is authorized to provide interexchange long distance telecommunications services pursuant to registration, commission order or on a deregulated basis in the states of: California, Connecticut, Florida, Illinois, Maine, Maryland, Michigan, New Jersey, New York, Pennsylvania, Rhode Island, Tennessee, Utah, Virginia, Washington, and Wisconsin.

Furthermore, Applicant is currently registered to provide I-VoIP services in the following states: California, Illinois, Michigan, Nebraska, and Wisconsin.

FreedomVoice is currently in the process of applying for authorization or registering to provide interexchange and I-VoIP services in the remaining fifty states, the District of Columbia, and Puerto Rico – to the extent required by the laws and regulations of the specific jurisdiction.

FreedomVoice has never been denied registration or certification in any jurisdiction, and is currently in good standing in each jurisdiction where it is authorized or registered to provide telecommunications services.

**16) A description of how the applicant intends to market its services, its target market, whether the applicant engages in any multilevel marketing, and copies of any company brochures used to assist in the sale of services:**

As stated above, FreedomVoice will solicit new customers utilizing: SEO, SEM, Facebook, online advertising, and local reseller channels. Attached hereto as **Exhibit B** are copies of brochures which the Applicant uses to assist in the sale of services.

**17) Federal tax identification number and South Dakota sales tax number:**

FreedomVoice's federal tax identification number and South Dakota sales tax number are as follows:

Federal Tax Identification Number: 33-0697117

South Dakota Sales Tax Number: 1026-7209-ST

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

There have been no complaints filed against FreedomVoice in any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider, and the act of charging customers for services that have not been ordered.

**19) A written request for waiver of those rules the applicant believes to be inapplicable:**

FreedomVoice requests that the bonding requirement as set forth in ARSD 20:10:24:04(5) be waived. Applicant does not collect deposits, advanced payments, or prepayment of recurring fees, nor does Applicant provide prepaid services. Applicant further requests that any rule that has



been deemed inapplicable to competitive interexchange carriers and waived for other interexchange carriers, be waived for the Applicant.

**20) Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws:**

FreedomVoice is guided by an experienced and highly capable management team that includes individuals who have distinguished themselves in executive positions within the telecommunications industry. Applicant's management team possesses extensive business, technical, operational, and telecommunications experience. FreedomVoice's managers will continue to manage the company's operations following the closing of the Proposed Transaction. In addition, following completion of the Proposed Transaction, FreedomVoice will be able to rely on the additional experience and perspective of GoDaddy Operating's management. Attached hereto as **Exhibit D** are descriptions of the managerial and technical qualifications of FreedomVoice's management team. Information regarding GoDaddy Operating's management team is available on its website: <https://aboutus.godaddy.net/about-us/default.aspx#Section2>.

**CONCLUSION**

WHEREFORE, CallCatchers Inc. d/b/a FreedomVoice Systems respectfully requests that the Commission grant it authority to provide resold interexchange telecommunications services throughout the entire State of South Dakota.

Respectfully submitted,



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*Counsel for GoDaddy Operating Company, LLC*

Dated: June 21, 2016