

# NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky  
Benjamin W. Bronston  
Edward P. Gothard

3500 North Causeway Boulevard  
Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Facsimile: (504) 831-0892

Monica Borne Haab  
EllenAnn G. Sands  
Bruce C. Betzer  
Philip R. Adams, Jr.

*FAT AVE  
8147 86-6637  
Kyle Jones*

February 11, 2004

<b>PAID T.R.A.</b>	
Chk #	<u>15807</u>
Amount	<u>50.00</u>
Rcvd By	<u>JK</u>
Date	<u>2-12-04</u>

*Via Overnight Delivery*

**RECEIVED**

Executive Secretary's Office  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

FEB 12 2004

TN REGULATORY AUTHORITY  
TELECOMMUNICATIONS DIVISION

RE: Airespring, Inc.

Dear Sirs:

*04-00048*

Enclosed for filing please find an original and one (1) copy of the application for certificate to provide resell telecommunication services in Tennessee which is submitted on behalf of Airespring, Inc. The requisite \$50.00 filing fee is attached. Also attached as Exhibit K is original surety bond No. MB43085 in the amount of \$20,000.

Please acknowledge receipt of this filing by returning a date stamped copy of this cover letter in the self-addressed envelope provided.

If you should have any questions regarding this filing, please do not hesitate to call. Thank you.

Sincerely,

*[Signature]*  
Monica Borne Haab

Enclosure

cc: Avi Lonstein, Airespring  
(Cover only)

*Applicant to provide  
1) Statement of Cash flow  
guarantee and/or funding  
statement  
2) Compliance with Chapter  
calling*

**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

**Part I : General Information**

A. Name of Applicant Airespring, Inc.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

6060 Sepulveda Blvd., Suite 220, Van Nuys, California 91411-2512  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0459773

Federal Taxpayer ID Number 95-4862910

Social Security Number for Applicants

Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

None.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Not applicable.

Address \_\_\_\_\_ City \_\_\_\_\_

State \_\_\_\_\_ Zip Code \_\_\_\_\_ Phone No. (\_\_\_\_) \_\_\_\_ - \_\_\_\_\_  
(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

**THIS SECTION FOR TRA USE ONLY**

Docket Number. 09-00048

Company ID Number 128888  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None.

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

See Exhibit A.

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

HOME ADDRESS

EMPLOYMENT HISTORY

PHONE No.

PHONE No.

**Provide the above requested information on separate attachments.**

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?  
           Yes   X   No **If yes, please explain fully.**

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?  
           Yes   X   No **If yes, please explain fully.**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?            Yes   X   No **If yes, please explain fully.**

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. **(Use additional pages if necessary)**  
No.

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** No.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

\_\_\_\_\_ YES ☒ X \_\_\_\_\_ NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Avi Lonstein (818) 786-8990 (818) 786- 9225  
Name Phone No. Fax No.

(800) 888-389-2899 e-mail Address avi@airespring.com

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Monica B. Haab (504) 832- 1984 (504) 831- 0892  
Name Phone No. Fax No.

(800) None e-mail Address mhaab@nbglaw.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

1-888-899-2789 (818) 786 - 8990  
PHONE NUMBER ALTERNATE PHONE NUMBER

Airespring, Inc. 6060 Sepulveda Blvd., Suite 220, Van Nuys, CA 91411-2512  
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

National Registered Agents, Inc.

1900 Church Street, Suite 400, Nashville, TN 37203

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

None.

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Resell local services

☐ Other (describe) \_\_\_\_\_

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

Not applicable.

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)  
See Exhibit B.
- 
- 

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. No complaints filed. The Company is in good standing in all of the states listed.

**If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.**

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)  
None.
- 
- 

- E. Areas in Tennessee to be served.  
Statewide.
- 

- F. What type of customers will the applicant serve?  
a. Business X  
b. Residential X  
c. Aggregators \_\_\_\_\_  
(e.g. Hotels, Payphones)  
d. Other (specify) \_\_\_\_\_

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No.

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes X No \_\_\_\_\_

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>. See Exhibit C.

- J. What is the applicant's 10XXX or 800 access code, if applicable? None.

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No.
- 
- 

<sup>1</sup> Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

L Whose facility-based network(s) will the applicant be reselling? \_\_\_\_\_  
Qwest and/or Global Crossing.

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Billing directly. Sample bill attached as Exhibit D.

N Describe briefly how the applicant plans to market their services in Tennessee?  
Print media.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company. Not applicable.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Written Letters of Agency (LOAs). A sample is attached as Exhibit E.

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No \_\_\_\_\_

R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes X No \_\_\_\_\_

<sup>2</sup>A copy of a bill is required if the applicant is going to bill the customer directly.



\_\_\_\_\_ General Attach a copy of the partnership agreement along with any amendments.

\_\_\_\_\_ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

\_\_\_\_\_ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:  
**ATTACH ADDITIONAL PAGES AS NECESSARY**

C. Number of employees: 5.

Employer Identification Number (E.I.N.) 95-4862910

Part IV: Financial Information

A. Address where business records are kept: 6060 Sepulveda Blvd., Suite 220  
street  
Van Nuys, California 91411-2512  
CITY STATE ZIP CODE PHONE NUMBER  
818-786-8990

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

Financial statements attached as Exhibit I.

(1) Fiscal year end: Month December Day 31st

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
No audited statements available.

(3) If applicable, name and address of independent certified public accountant:

Not applicable.

(4) Period covered by financial statement attached: January through December, 2003

C. Does the applicant currently have an internal auditor and/or internal audit program? No.

If so, Name of internal auditor \_\_\_\_\_.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. None.



Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.  
Exhibit J.
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?  
☒ Yes ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

**Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.**

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations  
and Other Organizations

BY: Airespring, Inc.  
(NAME OF CORPORATION)  
[Signature]  
SIGNATURE

Avi Lonstein  
PRINTED NAME

President  
Title

ATTEST: \_\_\_\_\_  
\_\_\_\_\_  
Title

On this the 2nd day of February 2004 before me, a Notary Public  
Avi Lonstein

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

**MONICA BORNE HAAB**  
Notary Public, State of Louisiana  
My Commission is for Life.

[Signature]  
Notary Public

seal

## **Exhibit A**

### **Response to I.C.(a)-(d)**

Provide the name, business and home address of and a chronological summary of the employment history of:

- (a) not an individual
- (b) not a partnership
- (c) Each Officer/Director of Applicant:

Avi Lonstein  
President/CEO/Treasurer/Secretary/Director  
6060 Sepulveda Blvd., Suite 220  
Van Nuys, CA 91411-2512  
Ph. (818) 786-8990  
Fx. (818) 786-9225

Tony Charles Lonstein  
Executive Vice President  
6060 Sepulveda Blvd., Suite 220  
Van Nuys, CA 91411-2512  
Ph. (818) 786-8990  
Fx. (818) 786-9225

Daniel Lonstein  
CFO/Vice President  
6060 Sepulveda Blvd., Suite 220  
Van Nuys, CA 91411-2512  
Ph. (818) 786-8990  
Fx. (818) 786-9225

David Lonstein  
V.P. Administration  
6060 Sepulveda Blvd., Suite 220  
Van Nuys, CA 91411-2512  
Ph. (818) 786-8990  
Fx. (818) 786-9225

A summary of the employment history and business experience of the Officer(s) is attached.

**Avi Lonstein, Chief Executive Officer**

As the former President of ADDTEL Communications, Mr. Lonstein was directly responsible for taking ADDTEL from a start-up operation to a nationwide long distance reseller with over \$40 million in annualized revenues, and a highly respected agency network made up of over 140 agents in 17 states. Under Mr. Lonstein's direction, ADDTEL was recognized as one of the industries most innovative and well-managed companies, and experienced substantial growth during Mr. Lonstein's 8 year tenure. Mr. Lonstein is well known in the resale telecommunications industry, and was one of the founding members of the industry's trade association, the Association of Communications Enterprises (ASCENT). Prior to co-founding ADDTEL, Mr. Lonstein held the position of Assistant Controller at Michael Baybak and Company, a corporate public relations firm.

**Tony C. Lonstein, Executive Vice President**

As the former co-founder and Chairman of ADDTEL Communications, Mr. Lonstein was responsible for the overall strategic direction for ADDTEL. Over and above successfully raising start-up funding at ADDTEL's inception, Mr. Lonstein was involved in extensive negotiations with major carriers, including AT&T and MCI Worldcom, as well as with major customers, which included such companies as Earthlink Network. Mr. Lonstein's prior experience includes the complex structure of several multinational trading agreements, as well as international import/export and commodities trading.

**David Lonstein, Vice President - Administration**

Director of Research and Development for ADDTEL Communications, Inc., a nationally recognized long distance reseller from 1991 through 1997. Responsible for developing new products and services, improving offerings to customers, and all intraLATA long distance and international service offerings for ADDTEL. From 1998 through 2000, resided in Israel and worked on various consulting projects. Joined Airespring in 2001 as Vice President, Administration.

## **Exhibit B**

### **Response to II.C.**

Airespring is currently authorized to operate as an interexchange telecommunications provider in Alabama, Arizona, California (FB CLEC also), Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Utah, Virginia, Washington, and Wisconsin. Certification is pending in West Virginia.

# Delaware

PAGE 1

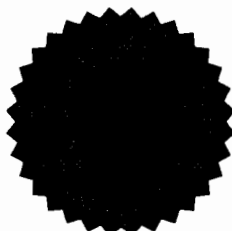
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRESPRING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIRESPRING, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3396215 8300

AUTHENTICATION: 2911085

040077705

DATE: 02-04-04

**Secretary of State**

**Division of Business Services**

**312 Eighth Avenue North**

**6<sup>th</sup> Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

**DATE: 12/22/03**  
**REQUEST NUMBER: 4988-0796**  
**TELEPHONE CONTACT: (615) 741-2286**  
**FILE DATE/TIME: 12/19/03 0910**  
**EFFECTIVE DATE/TIME: 12/19/03 0910**  
**CONTROL NUMBER: 0459773**

**TO:**  
**SHEREE WEST**  
**3500 N CAUSEWAY BLVD**  
**STE 1442**  
**METAIRIE, LA 70002**

**RE:**  
**AIRESPRING, INC.**  
**APPLICATION FOR CERTIFICATE OF AUTHORITY -**  
**FOR PROFIT**

**WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.**

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.**

**WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.**

**FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -**  
**FOR PROFIT**

**ON DATE: 12/22/03**

**FROM:**  
**AIRESPRING INC**  
**15350 SHERMAN WAY**  
**STE 492**  
**VAN NUYS, CA 91406-0000**

**RECEIVED: FEES \$600.00 \$0.00**  
**TOTAL PAYMENT RECEIVED: \$600.00**

**RECEIPT NUMBER: 00003396681**  
**ACCOUNT NUMBER: 00441999**



*Riley C. Darnell*

**RILEY C. DARNELL**  
**SECRETARY OF STATE**





## **SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-212, as amended, Airespring, Inc. (“Airespring”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing local exchange services in Tennessee.

### **1. PURPOSE**

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Airespring, Inc. agrees to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Airespring will allow small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services when such opportunities arise. In furtherance of this end, Airespring will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Airespring of such opportunities. Airespring will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors.

## **II. DEFINITIONS**

As defined in §65-5-212.

*Minority-Owned Business.* Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*Small Business.* Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

## **III. ADMINISTRATION**

Airespring's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for Airespring's efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Avi Lonstein, President  
Airespring, Inc.  
6060 Sepulveda Blvd., Suite 220  
Van Nuys, CA 91411-2512  
Ph. (818) 786-8990  
Fx. (818) 786-9225

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) Establishing and developing any policies and procedures which may be necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses as defined in §65-5-212 when necessary.
- (5) Encouraging small and minority-owned businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and use of such businesses.
- (8) Providing information to persons within Airespring and encouraging them to use small and minority-owned businesses when feasible.

In performance of these duties, the Administrator may utilize a number of resources, including:

Chambers of Commerce  
The Tennessee Department of Economic and Community Development  
The United States Department of Commerce  
    Small Business Administration  
    Office of Minority Business  
The National Minority Supplier Development Counsel  
The National Association of Women Business Owners  
The National Association of Minority Contractors  
Historically Black Colleges, Universities, and Minority Institutions


The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

#### **IV. RECORDS AND COMPLIANCE REPORTS**

Airespring will maintain records of qualified small and minority-owned businesses and will make efforts to use the goods and services of such businesses where appropriate and feasible.

Airespring will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Airespring will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Airespring, Inc.

By:   
Avi Lonstein, President

Dated: February 2, 2004