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August 15, 2005

**VIA OVERNIGHT DELIVERY**

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-9021  
(615) 741-3939

Re: AccessLine Communications Corporation

Dear Mr. Waddell:

Enclosed please find for filing an original and three (3) copies of AccessLine Communications Corporation's Application for a Certificate to Provide and/or Resell Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

**APPLICANT HAS ALSO ENCLOSED ONE COPY OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.**

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

Lance J.M. Steinhart  
Attorney for AccessLine Communications Corporation

Enclosures

cc: Ann Furuya

05-00232

**TENNESSEE REGULATORY AUTHORITY**

**TELECOMMUNICATIONS DIVISION**

**RESELLER APPLICATION CONTENTS**

**I. Reseller Application**

**A. Appendix I**

**B. Appendix II**

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 AccessLine Communications Corporation

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.

11201 SE 8th Street Ste. 200 Bellevue WA 98004  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0403728

Federal Taxpayer ID Number 91-1353821

Social Security Number for Applicants

Applying as Individuals

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

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.

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 05-00232

Company ID Number 128967

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:

- (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

SOCIAL SECURITY NUMBER

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 ☒ \_\_\_\_\_ 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.

**Ann Furuya** (206) 621-3500 (206) 381-2299  
Name Phone No. Fax No.  
(866) 238-7892 e-mail Address aklebanoff@accessline.com

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

**Lance J.M. Steinhart** (770) 232-9200 (770) 232-9208  
Name Phone No. Fax No.  
(800) \_\_\_\_\_ e-mail Address lsteinhart@telecomcounsel.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.

(866) 238-7892 (206) 621-3500  
PHONE NUMBER ALTERNATE PHONE NUMBER  
**11201 SE 8th Street Ste. 200 Bellevue WA 98004**  
ADDRESS CITY ST ZIPCODE

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

**TCS Corporate Services, 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.**
- 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.)

**Applicant is authorized and providing long distance service in:**

Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Minnesota, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming and District of Columbia

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. **None**

**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 ☒  
b. Residential ☒  
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 ☒ 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>.

- J. What is the applicant's 10XXX or 800 access code, if applicable? **Not Applicable**

<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.

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

L Whose facility-based network(s) will the applicant be reselling? Global Crossing, MCI World Communications & Emeritus

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly<sup>2</sup>? Direct Billing

N Describe briefly how the applicant plans to market their services in Tennessee?  
Through web and direct sales.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

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

Applicant will attempt to get a written letter of agency.  
If not, all orders will be third party verified in  
accordance with applicable state and federal regulation.

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     

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

- 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 ☒ No ☐

Part III: Organization Structure

A. Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☐ Other Form of Corporation

**C Corporation**

List type \_\_\_\_\_ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

☐ Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association

Attach a copy of the charter, bylaws and/or certificate of incorporation, and Letter of Authorization from Tennessee Secretary of State.

☐ Trust

Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

**SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust**

(a) The date and state of formation/incorporation: October 14, 1986 Delaware

(1) Parent Company, if applicable AccessLine Holdings, Inc.

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

Parent company (see a above) is a privately-held company.



(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **None**

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B.        Proprietorship

       Partnership

       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: 120

Employer Identification Number (E.I.N.) 91-1353821

Part IV: Financial Information

A. Address where business records are kept: \_\_\_\_\_

11201 SE 8th Street	Ste. 200	Bellevue	WA	street 98004	(206) 621-3500
CITY	STATE	ZIP CODE	PHONE NUMBER		

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.

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
None

(3) If applicable, name and address of independent certified public accountant:  
Not Applicable

(4) Period covered by financial statement attached: Holdings, Inc., Applicant's parent company

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.

**Part VI: Rule Compliance Agreement**

A. 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?  
X Yes \_\_\_\_\_ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X 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

AccessLine Communications Corporation

\_\_\_\_\_  
(NAME OF CORPORATION)

**X** BY:

*Mark Klebanoff*

SIGNATURE

Mark Klebanoff

\_\_\_\_\_  
PRINTED NAME

Secretary and Treasurer

\_\_\_\_\_  
Title

**X** ATTEST:

**X**

\_\_\_\_\_  
Title

**X** On this the 22 day of Oct, 2004 before me, a Notary Public

*Cheryl L. Clifton*

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.

*Cheryl L. Clifton*  
Notary Public

seal

## **LIST OF ATTACHMENTS**

**Resumes**

**Tariff**

**Certificate of Incorporation**

**Bylaws**

**Certificate of Authority from Secretary of State**

**Current Financial Statement**

**Sample Invoice**

**Bond**

## Resumes

## **Resumes/Bios**

We were founded in 1998 by communications visionaries who shared the belief that by cost-effectively hosting services in our network instead of at customer locations, we could fundamentally alter the landscape of how companies manage their communications. As we've grown, we have attracted industry leaders and built a strong executive and employee team that has taken us from a start-up with great ideas and technology to a seasoned operating business addressing important market needs and providing services that customers depend on day in, day out. Marquee customers, partners, suppliers and investors have shared our vision and become a part of the AccessLine success story.

### **Doug Johnson Chief Executive Officer**

Doug Johnson has been a builder, leader and senior manager in the telecommunications industry for over a decade. Most recently, Doug ran AT&T Wireless's Advanced Services Organization, managing Wireless IP and Wireless Office Services in North America. Prior to this he served as AT&T Wireless's North American Vice President for Global Markets, responsible for the company's top 3000 corporate accounts. Previous to his roles with AT&T wireless, Doug was a senior leader with McCaw Cellular where, as Vice President and General Manager for one of the nation's Top 20 markets, he earned top honors for overall market performance.

Before his Telecom career, Doug worked with Touche Ross (now Deloitte and Touche) as a CPA. He is an honor graduate from Washington State University.

Doug joined the executive management team of AccessLine Communications in 2000 as the Chief Operating Officer. In August of 2002, the Board of Directors of AccessLine promoted Doug to President and Chief Executive Officer.

### **Jerry Knight Chief Technical Officer**

Jerry Knight is recognized as one of the world's leading authorities in packet technology. He is also one of the pioneers of packet switching technology. The protocols Knight helped develop have since become foundations for today's telecommunications infrastructure. During his career at Plessey, Sprint International and Infonet, Knight has designed and implemented numerous Frame, Cell and Packet public and private networks. As CTO of AccessLine Communications since 1998, Jerry is responsible for architectural strategies for the AccessLine network, including integrating technologies such as VoIP.

### **Mark Klebanoff Chief Financial Officer**

Mark Klebanoff is AccessLine's CFO. Mark is on long-term leave from Alexander Hutton Venture Partners where he has been a Managing Director for the past four years. Prior to joining Alexander Hutton, Mark spent three years with RealNetworks, first as the company's CFO and then as vice president of business development. He

was instrumental in the company's early capital raising efforts culminating in its 1997 IPO. Mark also managed the extremely rapid growth of RealNetworks' operations, including human resources, facilities, information systems, customer service and technical support.

While at RealNetworks, Mark reviewed numerous acquisition and investment opportunities across the streaming media industry and completed several transactions, including the acquisitions of Vivo and Xing. Previously, Mark was vice president of Industrial Systems, a client-server industrial process application developer. Mark oversaw all aspects of finance and operations while growing revenues from \$2m to \$12m and orchestrating a successful sale of the company to Aspen Technology in 1995. Mark has a B.A. from Yale University and an M.B.A. from the Yale School of Management.

**Kent Hellebust**  
**Chief Marketing Officer**

Kent Hellebust is responsible for corporate marketing, partner marketing, product management, branding, and communications outreach activities for AccessLine Communications Corporation. He supports and coordinates these activities with the company's strategy, product and technology development, and operational functions.

Prior to joining AccessLine, Kent built and led the marketing organization at Cometa Networks, a nationwide broadband wireless internet networking company, where he developed marketing strategies, merchandizing and marketing campaigns for key customers such as AT&T Wireless, Sprint, Barnes & Noble, Intel, and others. He was the Senior Vice President of Product Management and Marketing for BSQUARE Corp. (NASDAQ: BSQR), a wireless device development technology firm with clients including Microsoft, Motorola, Hewlett Packard, Sony, and other major international OEMs, where he created the Power Handheld brand for Vodafone's enterprise device European offering. Kent was Executive Vice President of Wireless Services for Infospace (NASDAQ: INSP), where he grew the wireless unit by acquiring major Wireless Carrier customers such as Vodafone, Verizon, AT&T Wireless, T-Mobile, and other international carriers in Canada, Europe, and the Pacific Rim. Kent began his wireless career as first a Director then a Vice President at AT&T Wireless and AT&T, where he managed both wireless packet data and SMS product lines, with responsibility for product definition, branding, customer targeting, and go-to-market strategies and implementation.

Kent holds an MBA in Marketing from The Wharton School and a BA in Economics and History from Wesleyan University.

**Fred Epler**  
**Chief Scientist & VP Product Development**

Fred Epler is a co-founder of AccessLine Communications. He pioneered the core technologies and authored the technical disclosures that are the basis for AccessLine's single number service patents. Epler led the technical team that developed and deployed the software and hardware for the AccessLine service platforms.

**Tim Roberts**  
**Vice President, Operations**

Tim Roberts has extensive experience in telephone carrier services operations. At Leeds University, Roberts was a prize-winning lead designer of a key coding scheme that became part of the GSM standard. Following a period at British Telecom's Research Laboratories at Martlesham Heath in the UK, he went on to design and implement the back office systems for the first GSM Mobile service in Europe at Mercury One2One. As an early customer of AccessLine, Tim was responsible for incorporating AccessLine's services into the Mercury One2One network. Tim joined the AccessLine team in 1995. He is responsible at the executive level for all aspects of service delivery including network operations and customer care.

**Lauren Calaby**  
**Vice President, Program Management**

Lauren Calaby, AccessLine's Vice President for Program Management, is responsible for planning and executing on customer implementations with enterprise clients and channel partners. With over 15 years experience in launching new products and markets, she has helped pioneer wireless, video, and data communications services. Lauren has been in management leadership positions for companies ranging from startup Avistar Communications to AirTouch Teletrac, Pacific Bell, and GTE.

**Mike Fischer**  
**Vice President, Development**

Mike Fischer, a nine year veteran at AccessLine, leads the technical team responsible for network management, backoffice and application software and hardware that provide AccessLine's hosted services. Known as a leading developer of software architecture in the telecommunications and aerospace industry, Fischer is responsible for the design and development of AccessLine's telecommunications platform bringing many of our key products to market. As an early adopter of internet technology and java language, he has spent the last 6 years developing and teaching java programming courses at the University of Washington.

**David Archer**  
**Vice President, Enterprise Sales & Marketing**

David Archer leads AccessLine's enterprise sales team with responsibilities for building customer relationship and addressing new enterprise market opportunities. Over the last six years at AccessLine, David has guided AccessLine's most successful sales efforts, including IBM, Sun Microsystems, PeopleSoft and Bell Canada.

Before joining AccessLine in 1996, David contributed to blue chip companies such as BellSouth and Lanier Corporation. Prior to his telecom career, David worked as a currency trader with Ruesch International. David is a graduate of Princeton University.

**Peter Fyhrie**  
**Senior Vice President of Indirect Sales**



Peter Fyhrie was an early entrant to the competitive Long Distance Business in 1984, working for American Sharecom as the Regional director of the northwest U.S. American Sharecom was acquired by Frontier Communications, who in turn, purchased Allnet, ETI, WTC and Schneider National Long Distance. As Northwest Regional Vice President of the combined companies, Peter's responsibilities included consolidating 12 unique branch offices into 4 Frontier offices and leading all aspects of business operations.

In 1998, Peter joined Global Center, the hosted communications arm of Frontier, and led the sales efforts to market hosted communication to the Fortune 500. With subsequent roles at eFusion/ITXC, he has been responsible for applying IP technology to current telecom markets. Peter joined AccessLine in September of 2002 as Senior Vice President of Indirect Sales, responsible for the development of new markets.

;

## Sample Invoice

**ACCESSLINE COMMUNICATIONS CORPORATION**

ACCOUNT NUMBER: P0000  
INVOICE DATE: 00/00/00

**ACCESSLINE COMMUNICATIONS CORPORATION**

11201 SE 8th Street, Suite 200  
Bellevue, Washington 98004

FOR BILLING INQUIRES: 1-XXX-XXX-XXXX

FOR SERVICE INQUIRES: 1-XXX-XXX-XXXX

John E. Doe  
1 Drive  
Anytown, NY 12345

<b>PAST DUE CHARGES</b>		<b>\$0.00</b>
<b>CURRENT CHARGES</b>		
DOMESTIC		\$0.00
INTERNATIONAL		\$0.00
FEDERAL TAX		\$0.00
STATE TAX		\$0.00
LOCAL/OTHER CHARGES		\$0.00
<b>TOTAL CURRENT CHARGES</b>		<b>\$0.00</b>
<b>TOTAL AMOUNT DUE BY 00/00/00</b>		<b>\$0.00</b>

**IMPORTANT: Please detach and return this portion with your payment**

<b>ACCOUNT</b>	<b>INVOICE DATE</b>	<b>CURRENT CHARGES</b>	<b>TOTAL AMOUNT DUE</b>	<b>AMOUNT ENCLOSED</b>
(000) 000-0000	00/00/00	\$0.00	\$0.00	

John E. Doe  
1 Drive  
Anytown, NY 12345

**PLEASE MAKE CHECKS PAYABLE TO:**

AccessLine Communications Corporation  
11201 SE 8th Street, Suite 200  
Bellevue, Washington 98004

A one-time late fee of 1.5% will be charged on any monthly invoice due for more than 30 days.

[illegible]

## Bond



## SECRETARY OF STATE

### CERTIFICATE OF STATUS FOREIGN CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 14TH day, of JULY, 1999, **ACCESSLINE COMMUNICATIONS CORPORATION**, a corporation organized and existing under the laws of **DELAWARE**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in this State; and

That the above corporation is entitled to transact intrastate business in the State of California as of the date of this certificate, however, subject to any licensing requirements otherwise imposed by the laws of this State; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of September 15, 2004.



*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State

## Exhibit B

**ACCESSLINE COMMUNICATIONS CORPORATION**

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



Pursuant to T.C.A. §65-5-212, as amended, AccessLine Communications Corporation ("AccessLine") 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 resell intrastate and local exchange services in Tennessee.

#### I. 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. AccessLine is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. AccessLine will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, AccessLine will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to AccessLine of such opportunities. AccessLine's representatives have already contacted 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. Moreover, AccessLine will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## 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

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

Mark Klebanoff, Secretary and Treasurer  
AccessLine Communications Corporation  
11201 SE 8th Street, Suite 200  
Bellevue, Washington 98004  
Telephone: (206) 621-3500  
Facsimile: (206) 381-2299

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 policies and procedures 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 to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperates 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 efforts to use such businesses.
- (8) Providing information and educational activities to persons within CLECI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will 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. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

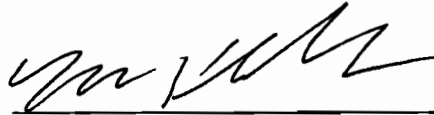
#### IV. RECORDS AND COMPLIANCE REPORTS

AccessLine will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, AccessLine will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan

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

AccessLine Communications Corporation

By:



Mark Klebanoff  
Secretary and Treasurer

Dated: 9/15/05

## Exhibit C

For Individual and Partners

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

For Corporations  
and Other Organizations

AccessLine Communications Corporation

(NAME OF CORPORATION)

**X** BY

*Mark Klebanoff*

SIGNATURE

Mark Klebanoff

PRINTED NAME

Secretary and Treasurer

Title

**X** ATTEST

*Cheryl L. Chalker*

**X**

CFO & Treasurer

Title

**X** On this the 15 day of Sept 2005 before me, a Notary Public

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

*Cheryl L. Chalker*  
Notary Public

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