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A Professional Limited Liability Company

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extra copy

November 11, 2005

Via Overnight Mail

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Docket No. 05-00-306
Vanco Direct USA, LLC
Supplement to Original Application

Dear Sir or Madam:

Enclosed please find an original and thirteen (13) copies of a supplement to the original application. The supplement is set forth as follows:

- 1) The Application form, Question D, has been corrected to reflect "No" as the response.
- 2) The Application text has been revised to correct inconsistencies regarding Exhibit numbers. A revision Application form is enclosed.
- 3) Additional Exhibits are included, specifically Exhibit A.1, B.1, and F.1 which were inadvertently omitted from the original filing.

An additional copy of this letter has been enclosed to be date-stamped and returned in the envelope provided as evidence of the filing.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Becky Heggelund
Monica B. Haab

MBH/rph
Enclosure

**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 Vanco Direct USA, LLC
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.

1420 Kensington Rd., Suite 103, Oak Brook, IL 60523
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0493874

Federal Taxpayer ID Number 20-2491970

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.

Address Not applicable. 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 05-00306

Company ID Number 128975

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

PHONE No.

HOME ADDRESS

PHONE No.

EMPLOYMENT HISTORY

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.

Brian Registe (630) 218- 5890 (630) 218-5891
Name Phone No. Fax No.
(800) 866-578-2626 e-mail Address brian.registe@vanco-us.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.

1-866-578-2626 (630) 218 - 5890
PHONE NUMBER ALTERNATE PHONE NUMBER

Vanco Direct USA, LLC, ATTN: Customer Service, 1420 Kensington Rd., Suite 103, Oak Brook, IL 60523
ADDRESS CITY ST ZIPCODE

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

Corporation Service Company
2908 Poston Ave., 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 A.1

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

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 II¹. See Exhibit B.

- 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.

¹Applicant 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 directly²? Billing directly. Sample bill attached as Exhibit B.1

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
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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.

Written agreements. A sample is attached as Exhibit C.

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 _____

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

Publicly Traded Corporation

_____ Subsidiary of a Publicly Traded Corporation

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

Other Form of 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

(a) The date and state of formation/incorporation: Delaware 02/03/2005

(1) Parent Company, if applicable _____

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

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

(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. See organizational chart attached as Exhibit F, I.

(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: Not applicable.

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: 7.

Employer Identification Number (E.I.N.) 20-2491970

Part IV: Financial Information

A. Address where business records are kept: 1420 Kensington Rd., Suite 103
street
Oak Brook, IL 60523 (630) 218-5890
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.

Financial statements of affiliate providing financial support are attached as Exhibit G.

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

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Audited financial statements of affiliate dated January 31, 2004.

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

Deloitte & Touche, LLP

(4) Period covered by financial statement attached: 12 months ending January 31, 2004.

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 H.
- 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?
 X Yes No
- C. 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.