

# 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  
Philip R. Adams, Jr.

---

Of Counsel  
Bruce C. Betzer

June 27, 2006

*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, pursuant to Staff's letter of November 30, 2005. The supplement is set forth as follows:

- 1) In response to Question #2 of the data request of November 10, 2005, the company provides long distance and local exchange telecommunications services, and has received authority from these states to provide long distance and local exchange telecommunications services.
- 2) In response to Question #4 of the data request of November 10, 2006, attached please find a Certificate of Good Standing from the State of Delaware.
- 3) In response to Question #10 of the data request of November 10, 2006, attached please find recent financial information on Vanco Direct USA, LLC.
- 4) In response to Question #12 of the data request of November 10, 2006, attached please find Vanco's IntraLATA toll dialing parity plan.
- 5) In response to Question #12 of the data request of November 10, 2006, attached please find Vanco's statement of willingness to comply with Tennessee Code Ann. § 65-21-114.

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.

**RECEIVED**

JUN 29 2006

TN REGULATORY AUTHORITY  
UTILITIES DIVISION

Sincerely,



Becky Heggelund

## Delaware Good Standing Certificate

# Delaware

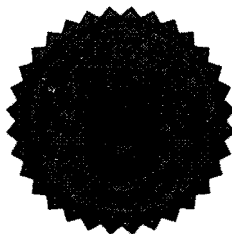
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VANCO DIRECT USA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VANCO DIRECT USA, LLC" WAS FORMED ON THE THIRD DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3922006 8300

AUTHENTICATION: 4476494

060074261

DATE: 01-25-06

## **Exhibit E**

### **Response to III.A.(b)**

A Certificate of Good Standing from the Applicant's state of organization is attached.



# State of Delaware

The Official Website for the First State

[Visit the Governor](#) | [General Assembly](#) | [Courts](#) | [Other Elected Officials](#) | [Federal, State & Local](#)[State Directory](#) | [Help](#) | [Search Delaware](#)[Citizen Services](#) | [Business Services](#) | [\](#)**Department of State: Division of Corporations****HOME**[About Agency](#)  
[Secretary's Letter](#)  
[Newsroom](#)  
[Frequent Questions](#)  
[Related Links](#)  
[Contact Us](#)  
[Office Location](#)**SERVICES**[Pay Taxes](#)  
[File UCC's](#)  
[Delaware Laws Online](#)  
[Name Reservation](#)  
[General Information](#)  
[Status](#)**INFORMATION**[Corporate Forms](#)  
[Corporate Fees](#)  
[UCC Forms and Fees](#)  
[UCC Searches](#)  
[Taxes](#)  
[Expedited Services](#)  
[Service of Process](#)  
[Registered Agents](#)  
[Get Corporate Status](#)  
[Submitting a Request](#)[Frequently Asked Questions](#) | [View Search Results](#) | [Summary of Charges](#) | [Logout](#)**Entity Details**

<b>File Number:</b>	<b>3922006</b>	<b>Incorporation Date /</b>	<b>02/03/2005</b>
		<b>Formation Date:</b>	<b>(mm/dd/yyyy)</b>
<b>Entity Name:</b>	<b>VANCO DIRECT USA, LLC</b>		
<b>Entity Kind:</b>	<b>LIMITED LIABILITY COMPANY (LLC)</b>	<b>Entity Type:</b>	<b>GENERAL</b>
<b>Residency:</b>	<b>DOMESTIC</b>	<b>State:</b>	<b>DE</b>
<b>Status:</b>	<b>GOOD STANDING</b>	<b>Tax Status:</b>	<b>CURRENT</b>

**REGISTERED AGENT INFORMATION**

<b>Name:</b>	<b>CORPORATION SERVICE COMPANY</b>		
<b>Address:</b>	<b>2711 CENTERVILLE ROAD SUITE 400</b>		
<b>City:</b>	<b>WILMINGTON</b>	<b>County:</b>	<b>NEW CASTLE</b>
<b>State:</b>	<b>DE</b>	<b>Postal Code:</b>	<b>19808</b>
<b>Phone:</b>	<b>(302)636-5401</b>		

Additional Information is available for a fee of \$20.00. This information will include current franchise tax assessment, current filing history and more..

Would you like ☐ Tax & History Information

[Back to Entity Search](#)

To contact a Delaware Online Agent [click here](#).

[site map](#) | [about this site](#) | [contact us](#) | [translate](#) | [delaware.gov](#)

**Exhibit F**  
**Response to III.A.(b)(1)**

A copy of the Certificate of Authority issued by the Tennessee Secretary of State is attached.

**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

DATE: 05/13/05  
REQUEST NUMBER: 5457-0703  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 05/13/05 1004  
EFFECTIVE DATE/TIME: 05/13/05 1004  
CONTROL NUMBER: 0493874

TO:  
NOWALSKY BRONSTON & GOTHARD  
BECKY HEGGELUND  
3500 N CAUSEWAY BL  
METAIRIE, LA 70002

RE:  
VANCO DIRECT USA, LLC  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
LIMITED LIABILITY COMPANY

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

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF TH

LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

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

-----  
-----  
FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
LIMITED LIABILITY COMPANY

ON DATE: 05/13/05

FROM:  
VANCO US  
1420 KENSINGTON  
SUITE 103  
OAK BROOK, IL 60523-0000

RECEIVED: FEES \$300.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003730581  
ACCOUNT NUMBER: 00494727

*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
(Limited Liability Company)

For Office Use Only

FILED  
2005 MAY 13 AM 10:04  
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: VANCO DIRECT USA, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).**

2. The state or country under whose law it is formed is: DELAWARE

3. The date of its organization is: 2-3-05 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

1420 KENSINGTON RD., SUITE 103, OAK BROOK, IL 60523

Street

City/State

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

2908 Poston Avenue, Nashville, TN 37203

Street

City/State

County

Zip Code

The name of its registered agent at that office is: Corporation Service Company

6. The number of members at the date of filing 1

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_.

**NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.**

5-6-05  
Signature Date

MANAGER

Signer's Capacity

VANCO DIRECT USA, LLC

Name of Limited Liability Company

Ted Raffetto  
Signature

TED RAFFETTO

Name (typed or printed)



## **Exhibit H**

### **Response to VI.A.**

Small and Minority-Owned Telecommunications Business Participation Plan.

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

Pursuant to T.C.A. §65-5-212, as amended, Vanco Direct USA, LLC ("Vanco") submits this small and minority-owned Telecommunications business participation plan (the "Plan") in relation to its Certificate of Public Convenience and Necessity to provide competing local and interexchange 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. Vanco agrees to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Vanco 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, Vanco will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Vanco of such opportunities. Vanco 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 (\$4,000,000.00).

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

## **III. ADMINISTRATION**

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

David Singer, President  
Vanco Direct USA, LLC  
30575 Trabuco Canyon Rd., Suite 200  
Trabuco Canyon, CA 92679  
Ph. (949) 757-0000  
Fx. (949) 265-2001  
E-mail: [David@Vanco1.com](mailto:David@Vanco1.com)

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 cooperating 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 cooperating 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 Vanco 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**

Vanco 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.

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

Vanco Direct USA, LLC

By:  \_\_\_\_\_  
Ted Rafferty, CEO

Dated: October 18, 2005