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March 11, 2013

Via Electronic and Hand-Delivery

Mr. James M. Allison, Chairman
c/o Sharla Dillon
(sharla.dillon@tn.gov)
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 13-00131, *Application of Vodafone Global Enterprise, Inc. to Provide Resell Telecommunication Services in Tennessee*

Dear Chairman Allison:

On behalf of the Petitioner, I am responding to the Tennessee Regulatory Authority (TRA) data requests and responses:

- 1) Detailed information as to the managerial and the technical qualifications of the principal officers including, but not limited to, educational background and degrees earned; detailed work history, including employer names and addresses, titles/positions held, duties and responsibilities, dates of employment and supervisor names and contact information; and a description of relevant telecommunications and business experience and applicable skills. Additionally, a detailed description of the current duties and responsibilities of each officer and all key management personnel of Vodafone Global Enterprise, Inc. must be included.

RESPONSE: See Attachment A.

- 2) An established toll free number for customers to contact Vodafone regarding billing and/or service issues.

RESPONSE: 855-377-8360

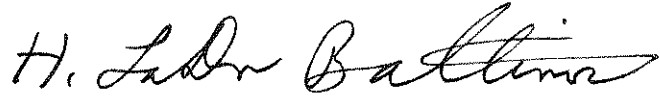
- 3) A surety bond or irrevocable letter of credit pursuant to Tenn. Code Ann. § 65-4-125(j).

RESPONSE: A surety bond is attached as Attachment B.

4) A copy of Vodafone's Articles of Incorporation.

RESPONSE: See Attachment C.

Sincerely,

A handwritten signature in black ink, reading "H. LaDon Baltimore". The signature is fluid and cursive, with the first name "H." and last name "Baltimore" clearly legible.

H. LaDon Baltimore,
Counsel for Vodafone Global Enterprise, Inc.

VODAFONE GLOBAL ENTERPRISE, INC.

DOCKET NO. 13-00131

**RESPONSE TO TENNESSE REGULATORY AUTHORITY
REQUEST FOR DATA**

ATTACHMENT A

**Chuck Pol**

Country Chairperson, Vodafone US

President, Americas & Global Transformation Team, Vodafone Global Enterprise

Chuck Pol is the Country Chairperson for Vodafone US responsible for the compliance, governance and integration of all Vodafone entities that operate in America. Chuck also serves a dual role for Vodafone Global Enterprise as the President of the Americas region, as well as the Director of the Global Transformation Team, focused on selling and delivering large €100m+ complex deals for Vodafone.

Chuck joined Vodafone Global Enterprise in 2010 from British Telecom, where he held various senior executive positions in the US and UK spanning over 20 years in varying industry sectors, from Mobile Markets in BT Wholesale to the Global Financial Services sector.

Chuck has served as a Non-Executive Director of Project Renewal, a charity which devotes time, resource and finances to the homeless of New York City. He is a graduate of Belmont Abbey College. He has been married to Angella for over 30 years and has three grown children. He lives between New Jersey and Florida and spends any free time playing golf and spending time with his family.

Megan Doberneck
meganatpeak7@gmail.com
(303) 854-7663

<i>President and General Counsel</i> <i>Nov 2008-current</i>	Vodafone Americas Inc. (Denver, Colorado) Vodafone Americas is the management entity for the Vodafone US group, and holds Vodafone's stake in Verizon Wireless.
<i>General Counsel</i> <i>2008</i>	<ul style="list-style-type: none">• Board of Director, operational and governance responsibility for the Vodafone Americas group of companies, including management of the Finance, Tax, Legal/HR and Payroll/Risk Management functions to ensure delivery of financial and operational results.• General Counsel and Company Secretary for the Vodafone Americas group of companies with primary focus on corporate finance and capital structure; corporate governance; management of current, legacy and tax litigation; and risk management related to employment issues and benefit plan administration and operation. As General Counsel for the Americas group, acted as lead counsel on a multi-billion dollar external financing, sale of a multi-million dollar stake in a telematics company and sale of a multi-million dollar corporate jet. Successfully disposed of 50% of the Company's pending litigation over a three year period with no indemnity paid by the Company; led successful tax litigation efforts resulting in multi-million dollar refunds; lead counsel on federal audit defense and appeal; and revitalized the Company's governance and risk management processes.• General Counsel for Vodafone xone, Vodafone's recently launched innovation center in Silicon Valley and its investment counterpart, Vodafone Ventures. Designed and implemented the strategic and contractual architecture for Vodafone xone's incubator including the development program as well as the intellectual property and equity investment models. Developed Vodafone xone's business development model for revenue sharing arrangements and IP monetization.• US legal counsel to Vodafone Americas Foundation, Vodafone Group and non-US Vodafone operating companies. Advise business teams on the Verizon Wireless partnership agreement and corresponding rights and restrictions, Vodafone commercial offerings in the US, and commercial and compliance matters arising under US law.• YoY opex reductions of 10% while delivering millions of dollars in economic value. Right-sized Finance and Tax team skill sets and team structures; designed and implemented cross-functional efficiencies that eliminated significant external costs across all cost centers with a contemporaneous enhancement in the delivery of core Finance, Tax, HR/Legal and Payroll/Risk Management objectives.
<i>Senior Counsel</i> <i>2007</i>	
<i>Director, Legal and External Affairs</i> <i>2003-2005</i>	Covad Communications Company (Denver, Colorado) Covad (now MegaPath) was the largest independent provider of facilities-based DSL services in the United States, providing service across 45 states and in 240 major metropolitan markets.
<i>Regional General Counsel</i> <i>2002</i>	<ul style="list-style-type: none">• Responsible for Covad's public policy advocacy, state and federal regulatory relationships, commercial, contract and litigation efforts in the fourteen state Qwest region.• Developed and executed legal strategy for new product deployment and existing

<i>Senior Counsel</i> 2001	<p>product operations in the Qwest region.</p> <ul style="list-style-type: none"> • Led the turnaround strategy for Covad's Qwest region operations team, resulting in significantly improved vendor performance in provisioning and repair, as well as the creation of an effective escalation path for operational issues. This initiative delivered residential subscriber growth and pushed two of the Qwest markets into the Company's top five residential markets. • Maximized on litigation requiring incumbent providers to provide access to line shared DSL services as an unbundled network element or "UNE." Following the federal elimination of this UNE three years later, negotiated the first commercial line sharing agreement in the US.
<i>Of Counsel</i> 2006	<p>Faegre & Benson LLP (Denver, Colorado)</p> <ul style="list-style-type: none"> • Business litigation, with a particular focus on complex commercial, products liability and class action litigation. Partnered with clients to advise on risk assessments, negotiations and non-litigation resolution strategies. Also practiced and had primary responsibility for all phases of litigation, from filing of complaint through appeals.
<i>Associate</i> 1996-2000	
<i>Associate</i> 1994-1996	<p>Akin, Gump, Strauss, Hauer and Feld, LLP (Washington, D.C.)</p> <ul style="list-style-type: none"> • Associate in business litigation group, with emphasis on commercial and environmental litigation. Engaged in issue assessments and lead discovery efforts. Represented clients in federal, state and administrative proceedings.
<i>Education</i>	<p>J.D. (<i>with honors</i>, Stone Scholar), Columbia University School of Law, NY, 1994 B.A. in Political Science (<i>magna cum laude</i>, Phi Beta Kappa), University of California at Berkeley, 1990</p>
<i>Personal</i>	<p>Member, Colorado, New York and District of Columbia bars Chicago, New York and Boston marathons All American and Academic All American (swimming), 1987-1990</p>

Anna D. Ewing, CPA

office: +1 303-293-5910 mobile: +1 720-320-7877

anna.ewing@vodafone.com

Experience

1/14- present

Vodafone US Inc.

Denver, Colorado

Chief Financial Officer

- Officer and director; report to US President with a functional dotted line to Vodafone Group Enterprise. Serve as the US Investment Committee Chairman for qualified and nonqualified retirement plans, and as Treasurer of the Vodafone US Foundation
- Responsibility for all accounting and finance functions of four legal entities, including financial reporting, governance, and controls; tax and treasury; forecasting and planning; business decision support; payroll/risk management
- Review and assessment of overall US finance function, including consolidation of legal entities, financial systems integration, process improvement and policy compliance, and US-wide initiative to design and implement a standardized corporate services platform and governance structure; lead and professionally develop team of 20+ finance associates
- Continued oversight of quarterly investment committee meetings, maintenance of investment policy statement and monitoring process of investment performance (+\$120 million in plan assets)

2/09- 2/14

Vodafone Americas Inc.

Denver, Colorado

Chief Financial Officer

- Report to President, with a functional dotted line to Vodafone Group Plc. Member of the Vodafone Americas Inc. and the ATX-SR boards of directors, and serve as the US Investment Committee Chairman for qualified and nonqualified retirement plans
- Responsibility for all accounting and finance functions of six legal entities, including: financial reporting, forecasting, risk management, financial governance, treasury, benefit plan administration, US GAAP/IFRS, and SOX compliance. Management of US cash flows (\$3.5+ billion per annum) and maintenance of proper internal controls over financial processes
- Oversight of semi-annual investment committee meetings, maintenance of investment policy statement and monitoring process of investment performance (+\$100 million in plan assets)
- Oversight of core business process changes, including migration of accounting functionality to a multinational shared services platform and local implementation of a global general ledger system conversion

Finance Manager

- Coordination of financial aspects of Company 401K plan, including annual audit, related regulatory filings, and formal search for new service provider (Request for Proposal) for recommendation to Company Investment Committee
- Coordination of financial aspects of Company deferred compensation and medical plans, including IAS 19 compliance, and analysis of various reserve balances
- Technical accounting research to ensure Company compliance with IFRS, US GAAP, and SEC regulations
- Champion of US SOX compliance and internal control initiatives
- Oversight of government reporting process and deliverables to ensure compliance with US Department of Commerce requirements
- Preparation of stand-alone financial statements for Company subsidiaries to assist tax compliance
- Special projects and preparation of various ad hoc analyses to support CFO, tax department, and overall financial reporting function

7/06 – 3/08

Intrawest

Copper Mountain Resort, Copper Mountain, Colorado

Director, Finance & Accounting

- Coordination and direction of all business planning and financial analyses for Resort, including budgeting, forecasting, capital planning, and accounting policies, including comprehensive annual three year plan and detailed presentation to Corporate leadership
- Member of Resort Leadership Team; direction of overall financials plans and participation in company policies and procedures as a member of senior management team; direct report to Resort General Manager
- Communication with operational directors and managers regarding policies/procedures and accountability for financial results

- Daily, weekly, & monthly review of financial and operational results; variance analysis, projection analysis, and contingency planning
- Preparation of curriculum and instruction of all finance training for education of managers and supervisors
- Liaison and primary contact with Intrawest Shared Services on all issues and procedures. Coordination of SOX compliance policies and operational excellence initiatives
- Project lead/participation in several key business initiatives including improvement of aged accounts receivable, documentation for property tax reporting, and revisions to Resort contract for condo rental pool properties
- Management of Resort accountants (three associates) and all financial processes performed on property
- Preparation of multi-million dollar capital plans; financial oversight of projects and physical inventory of significant assets for both accounting and property tax improvements
- Extensive interaction with multiple levels of Resort management, community leaders, Resort homeowners, and Corporate management

4/05 – 7/06

Intrawest

Intrawest Shared Services, Golden, Colorado

Resort Accounting Manager

- Management of resort accounting department (thirteen associates) and all general ledger processes in a recently established shared service model, including monthly close, cash management, financial analysis, and high-volume balance sheet reconciliation for US-based Intrawest Resorts
- Ongoing implementation of process improvements including transition of Resorts to the shared service platform, integration of Intrawest Golf, recent conversion to SAP payroll, incorporation of lodging accounting functions to the general ledger team, and centralization of core accounting processes
- Internal control assessment, mapping, and testing to strengthen control environment and prepare for Sarbanes-Oxley compliance; participation in multiple internal committees to address SOX initiatives
- Review and assessment of overall financial reporting function, including participation in a large-scale Corporate initiative to shorten the fiscal close process and expedite the cycle time for regulatory requirements (Intrawest Operational Excellence)
- Key point of contact for internal and independent audits and coordination thereof
- Effective team leadership and staff development resulting in improved annual employee engagement index of twenty percent; proven track record in coaching, motivating, and mentoring others
- Extensive interaction with multiple levels of Resort management and Corporate headquarters

5/04 -4/05

College Partnership, Inc.

Lakewood, Colorado

Corporate Controller

- Financial statement preparation and analysis including SEC reporting for \$20 million public company
- Restructure and ongoing management of seven-member accounting department and all related core processes
- Hands-on treasury and cash flow management, including full scale banking conversion and financing of accounts receivable
- Development of Company's human resource function; management of payroll process and benefits administration
- Internal control assessment, process flow mapping, and process improvement to strengthen control environment and prepare for Sarbanes-Oxley compliance
- Review and development of accounting methodology, including revenue recognition for multiple deliverables of products and services
- Development of budget framework, profit/cost centers and related general ledger redesign
- Extensive interaction with Company's officers, independent auditors, and board of directors

5/00-2/04

Omnicom Group, Inc.

The Integer Group, Lakewood, Colorado

Corporate Controller

- Consolidation, forecasting, and financial statement review & analysis for six public companies totaling \$100 million in annual revenues, including trend/productivity analysis, cash flow, and capital expenditures
- Service fee & contract development for various service platforms, including pricing & profitability analysis
- Direct report to CEO; primary corporate contact for all financial matters, including extensive communication with corporate headquarters, agency Presidents & CFO's, and various levels of agency management
- Project lead for Sarbanes-Oxley initiative; extensive involvement with corporate Sarbanes-Oxley team and coordination of compliance for all Integer companies
- System conversion and roll-out of best practices to achieve consistencies in efficiencies, financial reporting, and performance measures among companies

- Coordination of information required by auditors, both independent and internal

Controller

- Managed accounting department of eighteen associates and all core processes including accounts payable and receivable, billing, general ledger, inventory management, and cash management for \$50 million agency
- Job costing and profitability analysis, including design of client profitability and time analysis reports
- Complete system conversion of all accounting functions as well as project management system
- Preparation of financial statements, detailed quarterly financial reporting packages, quarterly/annual forecasts and related variance analysis
- Development and maintenance of internal controls, including department reorganization resulting in increased efficiencies

3/97-5/00

Omnicom Group, Inc.

Omnicom Management Services, Dallas, Texas

Assistant Controller

- Preparation of internal financial statements for ten-plus advertising agencies and their respective divisions
- Responsible for reporting actual results, financial reporting packages, and quarterly forecasts to parent company and its networks; preparation of budgets and variance analysis
- Extensive interaction with local financial management as well as communication with corporate headquarters
- General ledger management, including system maintenance, reconciliation, and related research
- System design and enhancement of various accounting and financial applications
- Assisted Controller with management of accounting department

9/95-2/97

Price Waterhouse LLP, Dallas, Texas

Audit Staff

- Participated in audits of companies within a variety of industries
- Developed strong analytical skills by performing analysis of operating results and trends
- Evaluation of internal accounting and control procedures to enhance control environment and improve efficiency of operations; extensive interaction with all levels of client management

Certification

Certified Public Accountant in Texas and Colorado

Education

Baylor University, Waco, Texas

Bachelor of Business Administration/Accounting, *Magna Cum Laude*

Memberships

- American Institute of CPAs
- Colorado Society of CPAs
- Association for Financial Professionals
- Western Pension and Benefits Conference

Bryan Ganno

490 S. Locust St., Denver, CO 80224 | dial: 415.377.3996 | mail: bganno@gmail.com

SUMMARY

Operations manager with over 10 years of experience in strategic operational design supported by results-based implementation. Experience extends from business development and over-arching budgetary forecasting and planning to personnel and project oversight.

CORE SKILLS

***Operations • Strategy • Optimization • Forecasting • Business Development • Writing •
Corporate & Regulatory Compliance • Process Improvement • Contract & Budget Analysis***

PROFESSIONAL EXPERIENCE

Vodafone US Inc.

Governance Manager

Denver, CO 2014 – Present

- Corporate officer for Vodafone US Inc. responsible for board meeting logistics and minutes.
- U.S. entity operational support.
- Responsible for regulatory compliance and maintaining corporate and organizational records.
- Oversee formation and dissolution of corporate entities.
- Coordinate corporate transactions and govern process recordation, including stock issuance.

Zupkus & Angell, P.C.

Business Manager

Denver, CO 2012 – 2014

- Oversee and direct all operating functions, administrative policies and procedures, financial management, personnel, professional liability, and information systems.
- Critically evaluated contracts and invoices and implemented strategy resulting in net profit percentage gain from 2011 to present over 250% and reduced expenses over 50%.
- Evaluate and optimize staff organizational structure, eliminating redundant annual paper and payroll expense.
- Manage all contracts for employees, contractors, vendors, and property maintenance needs.
- Assess and prioritize all financial transactions, including managing cash flow, creating budgets, and developing long-term fiscal plans.
- Wrote standardized procedures, protocols, and billing practices to reduce rates of error and to boost efficiency.

Exposures Magazine & ROOT Journal

Editor-in-Chief

Denver, CO 2010 – 2013

- Oversee content, evaluate and drive readership expansion, and responsible for final editorial determination.
- Directed ROOT to award-winning status and expanded publication from local to national in two years.

National Park Service***Assistant Landscape Architect****Rocky Mountain National Park, CO 2010 – 2011*

- Developed field operations and protocols identifying accessibility risk and compliance.
- Wrote 326-page ADA assessment manual, to be implemented nationwide as best practices for national parks.

Securities & Exchange Commission***Contract Paralegal****Denver, CO 2009 – 2010*

- Implemented federal compliance measures while directing backlog of decades-old case materials for permanent archival.

Sonnenschein Nath & Rosenthal LLP***Senior Paralegal and Human Resources Officer (Patent Litigation)****Menlo Park, CA 2007 – 2008*

- Consulted nationwide to streamline paralegal workforce and establish group-wide best practices.
- Developed and directed paralegal operational strategy for Silicon Valley and Washington, D.C. patent groups.
- Designed business development presentations for the Board of Directors at Yahoo and legal departments at: Intel, Oracle, Cisco, Broadcom and others.

Weil, Gotshal & Manges LLP***Senior Paralegal / U.S. Paralegal Trainer****Menlo Park, CA 2003 – 2007*

- Oversight and management of 10 direct reports across multiple cases and disciplines.
- Co-wrote national Patent Litigation paralegal training manual and evaluated and directed paralegal development.

EDUCATION**University of Colorado Denver, *Master of Arts* – Landscape Architecture – High Honors.****University of Montana, *Bachelor of Arts* - Journalism, Print Option – Dean's List.*****ADDITIONAL SKILLS******Excellent Computer Knowledge and Application – Microsoft Office, Adobe Creative Suite, Wordpress • Google Analytics • Basic German Language • Communication – Verbal and through Design***

Fay Arjomandi

Fay.Arjomandi@Vodafone.com

+1 (408) 438-2371

SUMMARY

Experienced senior executive and serial entrepreneur with strong leadership. A visionary with many skill sets, passion and drive to build companies from concept to a successful business through technology commercialization, effective marketing and operational excellence. Mentor and advisor to multiple local companies & entrepreneurs.

AWARDS & HONORS

- | | |
|-------------|--|
| 2007 | Canadian technology representative at Whitehouse |
| 2006 | Top 40 under 40 successful entrepreneurs, manager, executive, and professional |

PATENTS

- Co-inventor of 14 patents in areas of
- Telecommunication, Transport Layer Protocol, Mobile traffic management, QoS and Cloud Computing

Technical Expertise

Telecommunications, Network architectures, LTE, EVDO, HSDPA, HSPA, IMS, FMC, CDMA, UMTS, WCDMA, RAN, IP, MPLS, Mobile Traffic management, QoS, Video Communications, OSI, Protocol Analysis and design, end-to-end system and solution analysis and design

EXPEREIENCE

Co-Founder of three (3) startups, extensive experience in fund raising and government grants, strong technology background, solid understanding of engineering, marketing and business development. Engaged and involved in building company's foundation and in all aspect of company's operations:

- Innovation to commercial products
- IP and Patent strategies
- Set overall corporate strategy, vision to execution, goals and objectives
- Raised nearly \$25M in venture financing & \$10M in government R&D grants
- Building advisory, board, management & technical teams
- Set technology, financial and business strategies
- Bridging science to technology and to business
- Involved in all aspects of technology, concept, prototype, architecture and design
- Involved in designing the IT network
- Building business case, market analysis and strategies
- Business development & partnerships
- Strong relationship building and negotiation skills
- Strong team building skills
- Managing day-to-day operational tasks
- Human Resource management, leadership by example, architecting performance review models, compensation and bonus packages
- Frequent speaker at various technical seminars, business events and motivational conferences

2012 – Present Head of Vodafone xone (US/Italy/UK)

- Responsible for Vodafone Venture and Incubation
- President & CEO of Vodafone Americas Foundation

2012 – Present President & CEO of Vodafone Americas Foundation**2011 – 2012 Head of R&D US/China**

- Establish the Incubation Centre of Vodafone Group PLC in Silicon Valley (facility, operating model, staff, brand, etc.)

2009 – 2010 CO-FOUNDER, PRESIDENT & CEO, Disternet Inc. Vancouver, CA

- Growth mode

2004 – 2009 CO-FOUNDER, CTO, Mobidia, Inc. Vancouver, CA

- Operating mode, ~100 staff

2001 – 2004 CO-FOUNDER, CTO, L3 Technology, Inc. Vancouver, CA

- Acquired

1998 - 2001 SENIOR ARCHITECT & LEAD, MDSI, Inc. Vancouver, CA

- Set technology strategy and lead the team

EDUCATION

1998 – 1999 One Year Master Program, Electrical Engineering
UBC, BC, CA

1996 – 1998 Bachelor of Applied Science, Electrical Engineering
Concordia University, Montreal, CA

INTERESTS**SPORTS**

- Chess, Squash, Boxing, Hiking, Rollerblade, Skiing, Volleyball

SCIENCE & TECHNOLOGY

- Connection between Quantum Physics & Consciousness
- Telecommunication

ONLINE REFERENCES:

<http://www.eetimes.com/design/other/4023207/Managing-network-traffic-by-changing-IP-network-delivery-model>

<http://www.ecommercetimes.com/story/56781.html?wlc=1286240105>

http://www.disternet.com/http_www-bivinteractive-com_index2.pdf

http://www.disternet.com/fav_wl.html

http://magazine.concordia.ca/2009/spring/features/never_sitting_still.shtml

Profile



Jan Geldmacher

Jan Geldmacher (born 1962) studied business administration in Cologne, Germany and began his professional career in 1990 in the sales division at AT&T/NCR. He subsequently moved to o.tel.o communications before joining debis system house as Vice President of Network Operations & International Support.

In 2000, Geldmacher started a five year period of employment at Deutsche Telekom, where he held a position on the Executive Board of T-Systems International between 2001 and 2004. He was then Managing Director of BT Germany until 2008.

In July 2008, the Supervisory Board of Arcor AG & Co. KG appointed Geldmacher as a member of the Arcor Executive Board. In September of the same year he also assumed the position of Director of Business Customers at Arcor and was named Chief Commercial Officer Enterprise at Vodafone Germany. Since then he has been responsible for the business customer divisions at both companies.

Since joining Vodafone in 2008 as Enterprise Business Unit Director of Vodafone Germany, Jan has grown the Enterprise business in Germany by 5.6% and in co-operation with VGE, his team won major multi-national client contracts including BMW, Siemens, Allianz and the Volkswagen Group.

Jan was appointed as CEO of Vodafone Global Enterprise on 30th July 2012.

VODAFONE GLOBAL ENTERPRISE, INC.

DOCKET NO. 13-00131

**RESPONSE TO TENNESSE REGULATORY AUTHORITY
REQUEST FOR DATA**

ATTACHMENT B

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 2170592

WHEREAS, Vodafone US Inc., 560 Lexington Avenue, 9th Floor, New York, NY 10022 (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, North American Specialty Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 13th day of January, 2014 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Vodafone US Inc.

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

By: 

Name: Anna Ewing

Title: CFO

SURETY

North American Specialty Insurance Company

Name of Surety

475 North Martingale Road, Suite 850
Schaumburg, IL 60173

Address of Surety

SIGNATURE OF SURETY AGENT

By: 

Name: Nicole L. McCollam

Title: Attorney-in-fact

Address of Surety Agent:

IMA, Inc.
1705 17th Street, Suite 100
Denver, CO 80202

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF COLORADO
COUNTY OF DENVER

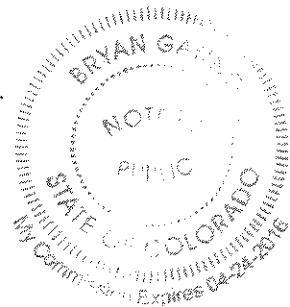
Before me, a Notary Public of the State and County aforesaid, personally appeared ANNA EWING
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of Vodafone US Inc., and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 24TH day of FEBRUARY, 2014.

My Commission Expires:

APRIL 24TH, 2016

Bryan G. [Signature]
Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF Colorado
COUNTY OF Denver

Before me, a Notary Public of the State and County aforesaid, personally appeared Nicole L. McCollam
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of North American Specialty Insurance Company, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 13th day of January, 2014.

My Commission Expires:

August 19, 2016

Jessica Talbot [Signature]
Notary Public Jessica Talbot



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this 25 day of Feb, 2014.

Name:
Title:

Anna Ewing [Signature]
[Signature]
[Signature]

NAS SURETY GROUP

NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Schaumburg, Illinois, each does hereby make, constitute and appoint:

SARAH FINN, SHERYLL SHAW, NICOLE L. McCOLLAM, ROBERT L. COHEN, SUE WOOD, ROBERT J. REITER, JENNIFER BUB,
BRADLEY J. JEFFRESS, KRISTEN L. McCORMICK, MICHAEL LISCHER, JR., JESSICA TALBOT and PHILIP J. MONASCH

JOINTLY OR SEVERALLY

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

FIFTY MILLION (\$50,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 9th of May, 2012:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By [Signature]
Steven P. Anderson, Senior Vice President of Washington International Insurance Company
& Senior Vice President of North American Specialty Insurance Company



By [Signature]
David M. Layman, Vice President of Washington International Insurance Company
& Vice President of North American Specialty Insurance Company

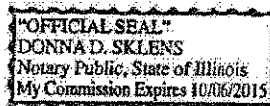
IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 20th day of June, 2012.

North American Specialty Insurance Company
Washington International Insurance Company

State of Illinois
County of Cook

ss:

On this 20th day of June, 2012, before me, a Notary Public personally appeared Steven P. Anderson, Senior Vice President of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



[Signature]

Donna D. Sklens, Notary Public

I, Jeffrey Goldberg, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 13th day of January, 2014.

[Signature]
Jeffrey Goldberg, Vice President & Assistant Secretary of
Washington International Insurance Company & North American Specialty Insurance Company

VODAFONE GLOBAL ENTERPRISE, INC.

DOCKET NO. 13-00131

**RESPONSE TO TENNESSE REGULATORY AUTHORITY
REQUEST FOR DATA**

ATTACHMENT C

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VODAFONE GLOBAL ENTERPRISE INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008, AT 2:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4524493 8100

080358168

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478506

DATE: 03-26-08

CERTIFICATE OF INCORPORATION
OF
VODAFONE GLOBAL ENTERPRISE INC.

ARTICLE I

The name of this corporation is Vodafone Global Enterprise Inc. (the "Corporation").

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808
County of New Castle

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated respectively Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of Common Stock this Corporation is authorized to issue is one thousand (1,000). The total number of shares of Preferred Stock this Corporation shall be authorized to issue is five hundred (500). The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the

status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation, provided, however, that the by-laws may only be amended in accordance with the provisions thereof.

B. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

C. The books of the corporation may be kept at such place within or without the State of Delaware as the by-laws of the corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE VI

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit.

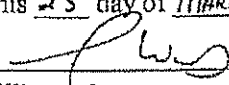
ARTICLE VII

The name and mailing address of the incorporator is:

Suzanne Williams
Vodafone Asia Pacific Limited
2999 Oak Road, 7th Floor
Walnut Creek, CA 94597

I, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25 day of MARCH, 2008.

/s/ Suzanne Williams


Suzanne Williams, Incorporator