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ISG-Telecom Consultants

VIA USPS PRIORITY MAIL

March 27, 2014

Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: TelexFREE, LLC – Revised Application to provide resale interexchange services
Docket #: 14-00032

Dear Sir:

Enclosed please find a revised application of TelexFREE, LLC. This application replaces the previously filed one (incorrect form). The filing fee of \$25.00 has already been received for this docket. The Applicant's financials (filed confidential and under seal) as well as the small and minority plan were also previously submitted. Sorry for any inconvenience.

Questions concerning this Application may be addressed directly to me.

Sincerely,

/s/ Joseph Isaacs

Joseph Isaacs, Consultant
TelexFREE, LLC.

4274 Enfield Court, Suite 1600, Palm Harbor, Florida 34683
Telecom Attorneys and Consultants
Telephone: 727-738-5553 Facsimile: 727-939-2672
<http://www.isg-telecom.com> isaacs@isg-telecom.com



PS-0373 Rev 1/09

**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 TELEXFREE LLC
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.
same
Legal name of applicant, if different from above.
225 Cedar Hill Street, Marlborough, MA 01752
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 000750161

Federal Taxpayer ID Number 6-065-0853

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 none 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. _____

Company ID Number _____
Date Approved _____
Evaluator _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:

Applicant is a national interexchange and VoIP carrier

- C. Provide the name, business address 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

PHONE NO.

EMPLOYMENT HISTORY (with details of duties/responsibilities for each position held)

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 ☒ 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 ☒ 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 ☒ 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?

☐ Yes ☒ No If yes, please explain fully and describe the circumstances. (Use additional pages if necessary)

- 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)**

(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.

Jim Merrill (508) 460-3333 (508) 460-3330
Name Phone No. Fax No.

(800) e-mail Address jmerrill@telexfree.com

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

Joseph Isaacs (727) 738-5553
Name Phone No. Fax No.

(800) e-mail Address isaacs@isg-telecom.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.

888-670-4890 508-460-3333
PHONE NUMBER ALTERNATE PHONE NUMBER
225 Cedar Hill Street, Marlborough, MA 01752
ADDRESS CITY ST ZIPCODE

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

InCorp Services, Inc.
216 Centerview Drive, Suite 317 Brentwood, TN 37027

- (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)

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.)

California, Connecticut, Kentucky, Missouri, Iowa, North Carolina, Texas, Nebraska & Washington

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 II¹.

- J. What is the applicant's 10XXX or 800 access code, if applicable? n/a

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

none

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?
 L3
- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?¹ Billing customers directly
- N. Describe briefly how the applicant plans to market their services in Tennessee?
 Applicant intends to market its long distance service through agents upon successful approval by the Tennessee Commission
- O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.
 none
- | COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
| | | | | | | |
| | | | | | | |
| | | | | | | |
- P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.
 Applicant will require a signed LOA from all customers before a request to change their long distance service is initiated.
- 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 ☒ 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 ☐ No ☐
- S. Is the Applicant aware of the requirement to insure that any telephone call made between two points in the same county in Tennessee shall be classified as toll-free and not billed to any customer pursuant to Tennessee Code Annotated § 65-21-114? Yes ☐ No ☐
- T. Is the Applicant aware of the TAR Code data base maintained by BellSouth, its use to insure compliance with T.C.A. § 65-21-114 and the procedures used to enter telephone numbers in that data base? Yes ☒ No ☐
- U. How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee. Use additional pages if necessary.
 Applicant will only bill for calls that are 1+ and is developing a flat monthly rate. No interLATA calls will be billed as long distance.

¹ A copy of a bill is required if the applicant is going to bill the customer directly.

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

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: **Nevada 07/19/2012**

(1) Parent Company, if applicable _____

(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.

(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.

(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: 15

Employer Identification Number (E.I.N.) 46-0650853

Part IV: Financial Information

A. Address where business records are kept: 225 Cedar Hill Street

Marlborough, MA 01752 508-460-3333
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 12 Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Applicant is a privately held company and does not have audited financials.

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

(4) Period covered by financial statement attached: 2013

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. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-112.
- 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.tn.gov/tra> *electronic file room* in its entirety?
☒ Yes ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, 460 James Robertson Pkwy, Nashville, TN 37243. Should you have any questions, call (615) 741-2904 ext 220.

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 65-5-112 located at the TRA's website <http://www.tn.gov/tra> *electronic file room* 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.

VERIFICATION OF APPLICANT

I, JAMES MERRILL, Managing Member of TelexFREE LLC a Nevada Limited Liability Company, the applicant for a Certificate of Public Convenience and Necessity from the Tennessee Regulatory Authority, verify that based on information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

TelexFREE LLC

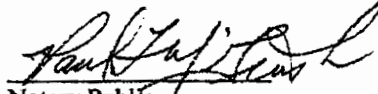
By: 

JAMES MERRILL, MANAGING MEMBER

State of Massachusetts

County of Middlesex

Sworn to me, the undersigned Notary Public on this 10th day of March, 2014


Notary Public

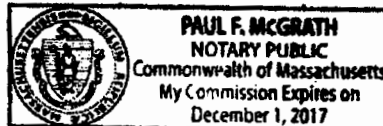


EXHIBIT C

LIST OF CORPORATE OFFICERS AND OWNERSHIP

TELEXFREE has the following Corporate Officers:

President/Managing Member:	Jim Merrill
Member:	Carlos Wanzeler

TelexFREE, LLC has the following owners:

Jim Merrill	50%	1,000 shares
Carlos Wanzeler	50%	1,000 shares

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY (ss-4233)**

Page 1 of 2



Division of Business Services
Tre Hargett, Secretary of State
State of Tennessee

312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

Control # 000750161
SUBMISSION PENDING

filed

Amount Due: \$300.00
Please file before 04/06/2014

To the Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised 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: TelexFree, 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 T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

- 2. The state or country under whose law it is formed is: NEVADA**
and the date (mm/dd/yyyy) of its formation is: 07/19/2012
and, if prior to qualifying, the date it commenced doing business in Tennessee is: (none)

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-813(d) and T.C.A. §48-249-905(c).

- 3. This company has the additional designation of:**

- 4. The name and complete address of its registered agent and office located in the state of Tennessee is:**
INCORP SERVICES, INC.
STE 317
216 CENTERVIEW DR
BRENTWOOD, TN 37027-3226
WILLIAMSON COUNTY

- 5. Fiscal Year Close Month:** December

- 6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:**
(none) (Not to exceed 90 days)

- 7. The LLC will be:** ☐ Member Managed ☒ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

- 8. Number of Members at the date of filing:** 2

- 9. Period of Duration:** Perpetual

- 10. The complete address of its principal executive office is:**
STE 200
225 CEDAR HILL ST
MARLBOROUGH, MA 01752-5900

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TELEXFREE, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 19, 2012, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 11, 2014.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20140211-0459
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

2014-02-11 12:19:02 PM RECEIVED BY TELETYPE DEPARTMENT OF STATE THE SECRETARY

Carlos Wanzeler

Worcester, MA 01606 Cell: 508-889-0892 wanzeler@telexfree.com
www.telexfree.com www.diskavontade.com

Professional Summary

Accomplished business leader with over 10 years of management, strategy, product development, delivery and operational experience in the Telecommunications industry. High-profile executive successful at leveraging career experience to enhance organizational productivity and efficiency by effectively directing and supporting operations, services and solutions.

Skills

- Exceptional interpersonal communication
- Effective leader
- Budget development
- Product development

Work History

Vice President, April 2012 to Current
Telexfree – Marlborough, MA

- Spearheaded cross-functional initiative to achieve goals.
- Strengthened company's business by leading implementation of a Quality Department.
- Trained, coached and mentored staff to ensure smooth adoption of new program.
- Increased profits by 60% in one year through restructure of business line.
- Leader of Executive Management Team.
- Developed business plan and raised \$5.5M in first round of funding.

President, January 2002 to Current
Brazilian Help, Inc. / Disk a Vontade – Marlborough, MA

- Developed and executed marketing programs and general business solutions resulting in increased company exposure, customer traffic, and sales.
- Worked closely with all product development departments to create and maintain marketing materials for sales presentations and client meetings.
- Developed and managed communications strategies, plans and budgets.
- Defined strategy and business plan for Telecommunications.

Education

Business at Worcester State College - Worcester, MA
2 years

JAMES MERRILL

Ashland, MA 01721 | jmerrill@telexfree.com | 508-889-8888

| **PRESIDENT TELEXFREE**

APRIL 2012- PRESENT

Administration, Vendor relations & Finance.

PRESIDENT CLEANER IMAGE ASSOCIATES, INC

1986-2012

Grew business from scratch to 1 million dollars in sales. Responsible for administration, Sales and Marketing

| **WESTFIELD STATE UNIVERSITY, WESTFIELD MA**

NONE

2 years only moved in another directions.

EXPERIENCE | Ability to motivate and instill trust in a company.

EDUCATION | Works well in groups, ability to speak publicly

COMMUNICATION | **FATHER JAMES FLYNN, PASTOR**

ST MATHEWS PARRISH

105 Southville Rd, Southborough, MA 01772 (508) 485-2285

LEADERSHIP |

REFERENCES |