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September 23, 2014

Mr. David Foster, Chief
Tennessee Regulatory Authority
502 Deaderick St., 4th Floor
Nashville, TN 37243

Docket No. 14-00092

RE: Petition of ExteNet Systems, Inc. for a Certificate to Provide Competing Local Telecommunications Services within the State of Tennessee

Dear Mr. Foster:

Enclosed on behalf of ExteNet Systems, Inc. ("ExteNet") are an original and four copies + a CD ROM of the Application for a Certificate to Provide Competing Local Telecommunications Services in the State of Tennessee. The filing was electronically filed on September 22, 2014. Also enclosed is the filing fee of \$25.00.

With regard to its financial qualifications, ExteNet does not have audited financial statements. Therefore, in support of its financial ability, ExteNet is providing Confidential Exhibit 4, which contains unaudited financial statements for ExteNet, Inc. demonstrating its financial ability to provide service in Tennessee. The Company is submitting an original and 4 copies of its Financials - Attachment 4 marked as CONFIDENTIAL in a sealed envelope.

Please verify receipt of this application by returning one file-stamped copy of this letter in the attached, pre-paid envelope.

Thank you in advance for your assistance with this application. Please don't hesitate to contact me if you should have any questions about ExteNet's application, or if you need additional information.

Sincerely,

\s\Anita Taff-Rice
Counsel for ExteNet Systems, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of ExteNet, Inc.)
 For a Certificate to Provide Competing)
 Local Telecommunications Services)
 _____)

Docket No. _____

**APPLICATION OF EXTENET SYSTEMS, INC. FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

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Counsel for ExteNet Systems, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of ExteNet Systems, Inc.)
For a Certificate to Provide Competing)
Local Telecommunications Services)
_____)

Docket No. _____

**APPLICATION OF EXTENET SYSTEMS, INC. FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 (“Act”), ExteNet Systems, Inc. (“ExteNet” or “Applicant”) respectfully requests that the Tennessee Regulatory Authority (“TRA”) grant ExteNet authority to provide competing local telecommunications services within the State of Tennessee. ExteNet is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing telecommunications services. TCA 65-4-201

In support of this Application, ExteNet shows the following:

I. Administrative Requirements

1. Applicant’s full name and address:

ExteNet Systems, Inc.
3030 Warrenville Road, Ste. 340
Lisle, IL 60532
(630) 505-3800
(630) 577-1332
www.Extenetsystems.com

2. Questions concerning this application should be directed to:

Anita Taff-Rice
iCommLaw
1547 Palos Verdes, #298
Walnut Creek, CA 94597
Telephone: (415) 699-7885
Facsimile: (925) 274-0988
anita@icommlaw.com

3. Contact name and address of Applicant:

Brian S. Kirk
Assistant General Counsel
ExteNet Systems, Inc.
3030 Warrenville Road, Ste. 340
Lisle, IL 60532
(630) 245-6067
(630) 577-1332
Email: bkirk@extenetsystems.com

4. Organizational chart:

See Exhibit 1.

5. The name, number and electronic mailing addresses (if available) of the person(s) designated as a contact for the Commission Staff for resolving complaints, inquiries and matters concerning rates and price lists or tariffs.

For Administrative and Reporting

Robert Manire
Assistant General Counsel
(630) 505-3800
compliance@util.extenetsystems.com

For All Other Matters, Including Legal and Complaints

Brian Kirk
Assistant General Counsel
(630) 245-6067
bkirk@Extenetsystems.com

6. Corporate information

Applicant was formed as a Delaware corporation on August 27, 2004. A copy of Applicant's Articles of Incorporation is attached as Exhibit 2.

7. The names and addresses of the officers and directors of Applicant.

Title	Officer's Name
CEO/President	Ross Manire
EVP/COO	Oliver Valente
EVP/CTO	Tormod Larsen
EVP, Business Development and Strategy	Eric Lekacz
EVP/CFO	Dan Timm
VP, Strategic Business Initiatives	Terry Ray
VP, General Counsel and Corporate Secretary	George Vinyard
SVP Sales and Marketing	Andrew Chavez
VP Global Services	Tim Ayers

All officers and directors may be contacted at Applicant's address.

8. Description of Business Plan, Service to be Offered

ExteNet will operate in Tennessee as a wholesale provider offering non-switched dedicated Point-To-Point Private Virtual Circuit (PVC) Transport Service to wireless carriers.

II. Managerial Requirements

The names and qualifications of the Officers of the Company are set forth in Exhibit 3. The senior management team has extensive management and telecommunications experience, including experience at top communications companies. Therefore the Company is well-qualified to provide facilities-based services in Tennessee.

III. Technical Requirements

1. ExteNet Facilities

ExteNet will provide non-switched dedicated Point-To-Point Private Virtual Circuit (PVC) Transport Service on a wholesale basis to other carriers via a Distributed Antenna System (“DAS”) network. This service is offered to Wireless Services Providers (“WSPs”) so that they can improve their coverage by filling in “dead spots,” or increase their capacity to provide services in certain geographic areas. ExteNet will provide its Point-to-Point PVC Transport Services on fiber optic cable through a combination of deploying its own network and facilities, and services leased from a variety of existing carriers and other suppliers.

2. Description of Network

ExteNet’s DAS networks begin at the ExteNet Base Station (WSPs are responsible for providing or obtaining circuits to connect their networks to the ExteNet Base Station). The ExteNet Base Station contains the Wireless Carriers’ circuit terminating equipment, known as a Base Transceiver Station, as well as ExteNet’s Radio Frequency to Optical conversion equipment and multiplexers. The ExteNet equipment converts Wireless Carriers’ Radio Frequency signals into optical signals, and places those signals onto fiber optic facilities, which transport those signals to one or more remote locations, and then re-convert it back to an RF signal that is transmitted from an antenna at the remote location. This network is bi-directional, and the same components input an RF signal from an antenna at the remote location, convert it to an optical signal, transport it on fiber optic facilities back to the Base Station, and then re-convert it back to an RF signal that is handed off to WSP equipment located at the Base Station. ExteNet does not intend to furnish switched voice services or dial tone, and will not provide service to

any end user customer. Instead, it will provide service only to other carriers on a wholesale basis. ExteNet's services are subject to availability of equipment and technical/economic feasibility of constructing or leasing necessary facilities. ExteNet installs its equipment on or in existing infrastructure such as utility poles and conduit wherever possible, but it does place its own infrastructure if there are no feasible options using existing infrastructure.

3. ExteNet will Meet TRA Standards

ExteNet's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. ExteNet is certificated in 32 other states and currently provides service in 10 states, and thus is technically qualified to provide competing telecommunications services in Tennessee.

4. Proposed Service Area:

The Applicant is requesting the ability to offer exchange wholesale competing telecommunications services to other providers on a statewide basis in locations where customer demand arises.

5. Repair and Maintenance

ExteNet understands the importance of effective customer service and it had in place processes, including a toll-free customer service number [(866) 892-5327] to resolve customer inquiries and complaints expeditiously. In addition, customers may contact the company in writing at the headquarters address, as well as via email at the addresses listed at:

<http://www.extenetsystems.com/aboutus/contactus.aspx>. The toll free number will be printed on

the customer's monthly billing statements. The designated contact person knowledgeable about ExteNet's operations in Tennessee is Terry Ray. With regard to technical service quality, ExteNet has a network operations center ("NOC") that operates 24 x 7, 365 days per year. Personnel at the NOC monitor network operations to address any network issues that might arise and to dispatch personnel to make any necessary repairs.

IV. Financial Requirements

ExteNet is financially qualified to operate as a provider of facilities-based intrastate local and interexchange telecommunications services in Tennessee. ExteNet's financial statements (including balance sheet, statement of operation and statement of cash flows) are provided under seal as Confidential Exhibit 4. This information demonstrates that ExteNet has sufficient financial resources to fund its operations fully, and ExteNet is committed to doing so.

ExteNet is a privately-held company and therefore its financial information is not publicly available. ExteNet takes all reasonable steps to protect the privacy of its financial information. In situations where ExteNet must provide its financial information to other public utilities commissions or governmental entities, it does so under seal and requests confidential treatment. Therefore, ExteNet submits its Financial Statements under seal as Exhibit 4.

Applicant's equipment and/or facilities in Tennessee will not be in excess of \$5,000,000 therefore Applicant's (Corporate Surety Bond in the amount of \$20,000) is provided as Exhibit 8.

V. Small and Minority-Owned Telecommunications Business Participation Plan:

Please see Exhibit 5.

VI. Service of Application

Applicant certifies that it has served notice of its application on the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding ExteNet's intention of operating statewide geographically as customer demand arises. A certificate of service is attached as Exhibit 6.

VII. Toll Dialing Parity Plan

Applicant provides only wholesale point to point fiber optic transport services to wireless carriers and will not serve any type of end user. ExteNet therefore respectfully requests a waiver from the requirement to submit a toll dialing parity plan.

VIII. Numbering Issues

1. Applicant's expected demand for NXXs per NPA within a year of approval of its Application is answered below:

Applicant provides only wholesale point to point fiber optic transport services to wireless carriers and will not serve any type of end user, or obtain or assign telephone numbers. ExteNet therefore has no expected demand for NXXs in any NPA in Tennessee.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Not applicable. Please see response to VIII.1.

3. When and in what NPA do you expect to establish your service footprint?
Chattanooga, Cleveland and Dayton 423 and Nashville 615 immediately, Knoxville/Athens 865 within 6 months of certification.

Not applicable. Please see response to VIII.1.

4. Will the company sequentially assign telephone numbers within NXXs?

Not applicable. Please see response to VIII.1.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Not applicable. Please see response to VIII.1.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Not applicable. Please see response to VIII.1.

IX. Operational Issues

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Applicant provides only wholesale point to point fiber optic transport services to wireless carriers and will not serve any type of end user. Therefore, no end user can originate calls directly on Applicant's network and consequently Applicant will not bill for any end user calls, including county-wide calls within Tennessee.

2. Is the company aware of the Tennessee County Wide Calling database maintained by AT&T and the procedures to enter your telephone numbers on the database?

Yes, but as stated in VIII above, Applicant will not provide telephone numbers to any end user, therefore it will not enter any telephone numbers into the Tennessee County Wide Calling database.

3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

Yes.

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

As stated in XI.1, Applicant provides only wholesale services to other carriers and will not serve end users of any type. Therefore, no end user can originate calls directly on Applicant's network and consequently Applicant will not bill for any end user calls, including county-wide calls within Tennessee.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.

All customer complaints should be directed first to Brian Kirk, Assistant General Counsel. His telephone numbers is (630) 505-3800.

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* And Chapter 1220-4-11?

ExteNet will not use telemarketing in Tennessee. ExteNet markets its services directly to its customers.

X. Public Interest

Granting ExteNet's Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing ExteNet to provide local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by ExteNet and indirectly, because ExteNet's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

Further, ExteNet's services will assist Wireless Services Providers to improve coverage in areas that have long been unserved or underserved due to challenging terrain, topology or other reasons. ExteNet's facilities and services will allow Wireless Services Providers to provide robust cellular signals and consistent and clear wireless coverage. This additional coverage will benefit Tennessee wireless customers, and will help address concerns expressed by wireless services customers over deficient cellular coverage in some geographical areas. This additional coverage will also provide network enhancements that add capacity to meet localized needs and/or accommodate high-speed data applications and to enhance public safety by providing access to 911 services via wireless networks.

XI. Miscellaneous Issues

- A. Sworn pre-filed testimony is attached to this Application Exhibit 7.
- B. Tariffs will be filed after this Application is granted.
- C. Applicant is not currently involved in any mergers or acquisitions. Applicant's corporate structure is shown in Exhibit 1.
- D. Applicant does not require customer deposits.
- E. Applicant has never received a slamming or any other complaint filed with a state or federal regulatory agency involving Applicant or its affiliated entities.
- F. Applicant will not offer services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines; unless that carrier's rural exemption has been eliminated.

WHEREFORE, ExteNet Systems, Inc. requests that the Commission:

- (a) Grant Applicant authorization to provide facilities-based and resold local exchange and interexchange services in eligible incumbent local exchange carrier areas service provider throughout the State of Tennessee in the service areas of AT&T and any other ILEC that does not have a rural exemption under Section 251(f) of the Telecommunications Act of 1996;
- (b) Make the grant effective on the date of issuance;
- (c) Authorize the filing of tariffs after the effective date of such a grant, such tariffs to be effective upon approval; and
- (d) Grant such further relief as may be just and reasonable.

Respectfully submitted,

September 23, 2014

/s/Anita Taff-Rice
Counsel for ExteNet Systems, Inc.

VERIFICATION

I, Daniel L. Timm, Executive Vice President and Chief Financial Officer of ExteNet Systems, Inc., have reviewed the forgoing application and do hereby declare under penalty of perjury that it is true and correct to the best of my knowledge. Further, I attest that the application is complete and accurate, with no material omissions.

Executed this 16th day of September 2014.



Daniel L. Timm
Executive Vice President/CFO
ExteNet Systems, Inc.

State of Illinois

County of DuPage

Sworn to me, the undersigned

Notary Public

On this date, September 16, 2014



Notary Public

My Commission expires: October 22, 2017

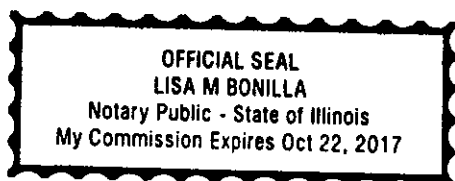
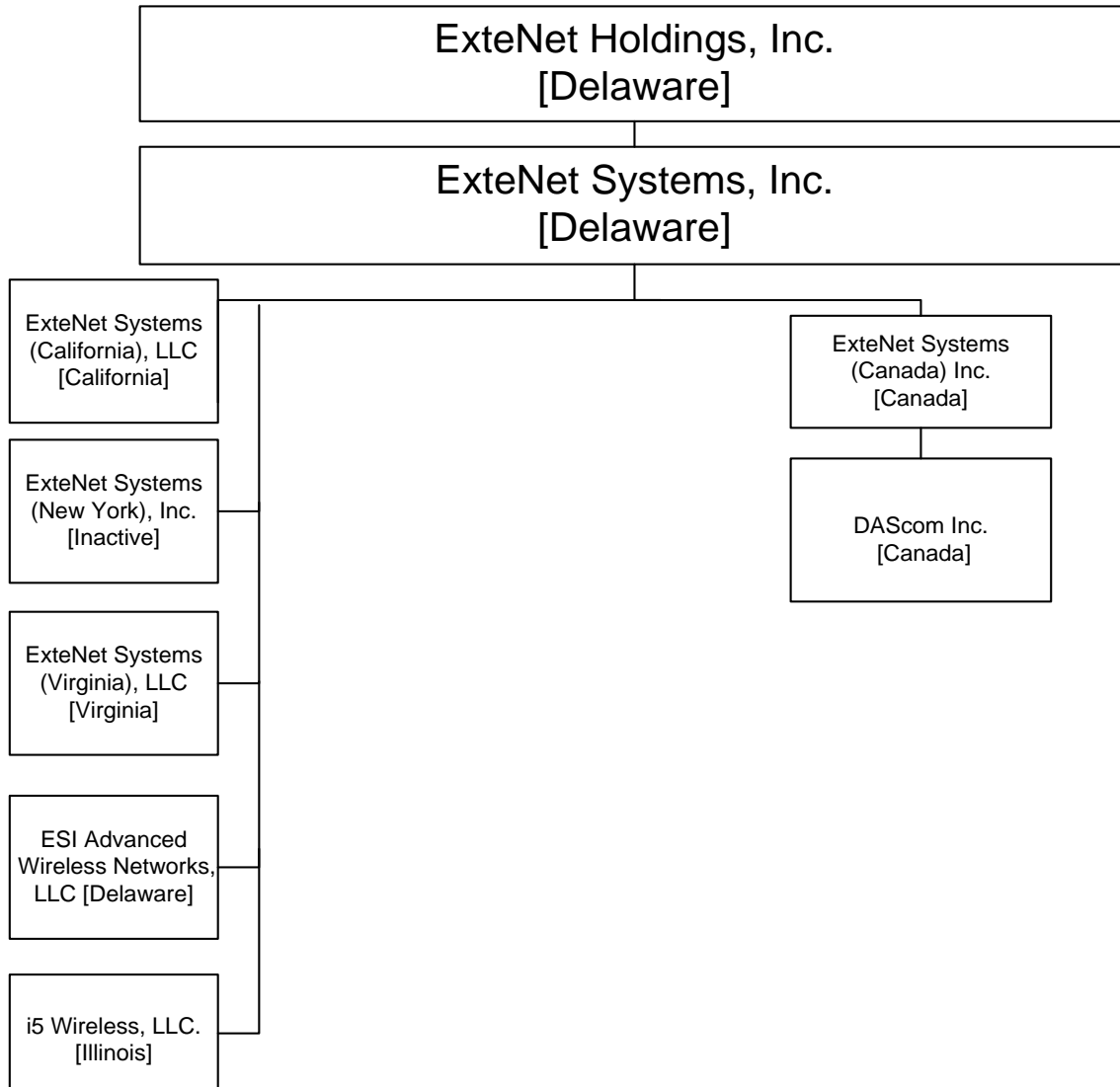


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EXHIBIT 1

Corporate Organizational Chart



All entities are wholly owned subsidiaries of ExteNet Systems, Inc. except DAScom, which is a wholly owned subsidiary of ExteNet Systems (Canada), Inc.

EXHIBIT 2

**Articles of Organization
and
Certificate of Status Issued by the Tennessee Secretary of State**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTENET SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXTENET SYSTEMS, INC." WAS INCORPORATED ON THE FIRST DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3574949 8300

140946256

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1528845

DATE: 07-11-14

7364.1698, 07/22/2014, 12:59:05, Received by Tennessee Secretary of State Tre Hargett

Delaware

PAGE 1

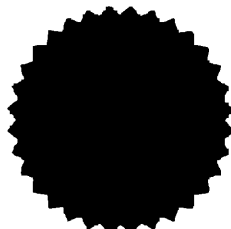
The First State

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 RESTATED CERTIFICATE OF "CLEARLINX NETWORK CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2004, AT 10:28 O'CLOCK A.M.

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

3574949 8100

040626968



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3319962

DATE: 08-27-04

**RESTATED CERTIFICATE OF INCORPORATION
OF
CLEARLINX NETWORK CORPORATION**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

ClearLinx Network Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this Corporation is ClearLinx Network Corporation and that this Corporation was originally incorporated pursuant to the General Corporation Law on October 1, 2002 under the name ClearLinx Network Corporation.

SECOND: That the Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is ClearLinx Network Corporation.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law. The Corporation will have perpetual existence.

ARTICLE IV

A. Authorization of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that the Corporation is authorized to issue is Forty-Three Million Three Hundred Sixty Six Thousand Six Hundred Sixty Four (43,366,664). The total number of shares of common stock authorized to be issued is Twenty-Five Million (25,000,000), par value \$0.001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Eighteen Million Three Hundred Sixty Six Thousand Six Hundred Sixty Four (18,366,664), par value \$0.001 per share (the "Preferred Stock"), all of which are designated as "Series A Preferred Stock." Upon the filing of this Restated Certificate of Incorporation with the Delaware Secretary of State (the "Effective Time"), each share of Common Stock, par value \$0.01 per share, outstanding as of the Effective Time shall automatically be deemed split and converted into Twenty Thousand Five Hundred (20,500) shares of Common Stock, par value \$0.001 per share.

B. Rights, Preferences and Restrictions of Series A Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions. The holders of shares of Series A Preferred Stock (on an as converted to Common Stock basis) shall be entitled to receive dividends, out of any assets legally available therefor, ratably with the holders of Common Stock payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Declared but unpaid dividends with respect to a share of Series A Preferred Stock shall, upon conversion of such share to Common Stock, be paid to the extent assets are legally available therefor either in cash or in Common Stock (valued at the fair market value on the date of payment as determined by the Board of Directors of the Corporation).

2. Liquidation Preference.

(a) Upon the occurrence of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the "Proceeds") to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such Series A Preferred Stock, together with all declared but unpaid dividends on such share plus a per annum amount for the number of complete calendar months such share has been issued and outstanding equal to five percent (5%) of the applicable Original Issue Price. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Restated Certificate of Incorporation, "Original Issue Price" shall mean \$1.20 per share for each share of the Series A Preferred Stock (as adjusted for any

stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2, then all of the remaining Proceeds shall be distributed among the holders of Series A Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Series A Preferred Stock).

(c) Intentionally omitted.

(d) (i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of the Corporation's assets other than to a parent or a wholly-owned subsidiary, (B) the consummation of the merger or consolidation of the Corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of the Corporation immediately prior to such merger or consolidation continue after the consummation thereof to hold at least 50% of the voting power of the capital stock of the Corporation or the surviving or acquiring entity), (C) the closing of an issuance or transfer (whether by sale, merger, consolidation or otherwise), in one transaction or a series of related transactions, to a Person (as defined below) or group of affiliated Persons (other than an underwriter or underwriters of the Corporation's securities and their transferees), of the Corporation's securities if, after such closing, the holders of the Corporation's securities prior to such transfer would hold less than 50% of the outstanding voting securities of the Corporation, or (D) a liquidation, dissolution or winding up of the Corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of the Corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the Persons who held the Corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of the Company's Series A Preferred Stock shall not be deemed a "Liquidation Event." The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of at least sixty percent (60%) of all the outstanding shares of Series A Preferred Stock (voting together as a single class on an as-converted basis). For the purposes of this Restated Certificate of Incorporation, "Person" means an individual, a corporation, a partnership, an association, a trust, a limited liability company or any other entity or organization, including a government or political subdivision or any agency or instrumentality thereof.

(ii) In any Liquidation Event, if Proceeds received by the Corporation or its stockholders are other than cash, the value of such Proceeds will be equal to their fair market value. Any securities included within Proceeds shall be valued as follows:

(A) Securities traded on a public market and not subject to restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined in good faith by the Board of Directors of the Corporation and the holders of at least sixty percent (60%) of the voting power of all then outstanding shares of Series A Preferred Stock.

(B) The method of valuation of securities subject to restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate under Rule 144 of the Securities Act of 1933, as amended) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined in good faith by the Board of Directors of the Corporation and the holders of at least sixty percent (60%) of the voting power of all then outstanding shares of such Series A Preferred Stock.

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall be superseded by any determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, the Corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(d)(iv) hereof.

(iv) The Corporation shall give each holder of record of Series A Preferred Stock written notice of each impending Liquidation Event not later than ten (10) days prior to the closing or consummation of such transaction, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes to the terms of the transaction. The transaction shall in no event take place sooner than ten (10) days after the Corporation has given the first notice provided for herein or sooner than two (2) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series A Preferred Stock that (i) are entitled to such notice rights or similar notice rights and (ii) represent at least sixty percent (60%) of the voting power of all then outstanding shares of the Series A Preferred Stock. The holders of the outstanding Series A Preferred Stock can waive the

notice requirements described in this subsection (iv) upon the affirmative vote or written consent of the holders of at least sixty percent (60%) of the shares of Series A Preferred Stock then outstanding (voting together as a single class on an as-converted basis). Notwithstanding the foregoing, the Corporation shall not be obligated to provide such notices to the holders of Series A Preferred Stock so long as each of Sevin Rosen Fund VIII L.P., CenterPoint Venture Fund III(Q), L.P., Columbia Capital Equity Partners III (QP), L.P. and Centennial Ventures VII, L.P. or their respective affiliates retains the right to appoint a member of the Corporation's Board of Directors.

3. Intentionally omitted.

4. Conversion. The Series A Preferred Stock shall be converted into Common Stock as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price for such Series A Preferred Stock by the applicable Conversion Price (the conversion rate for the Series A Preferred Stock into Common Stock is referred to herein as the "Conversion Rate"), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for the Series A Preferred Stock shall be the Original Issue Price applicable to such Series A Preferred Stock; provided, however, that the Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such Series A Preferred Stock immediately upon the earlier of (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 or Form SB-2 under the Securities Act of 1933, as amended, the public offering price of which was not less than \$2.00 per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and that results in aggregate proceeds to the Corporation, net of underwriting expenses, in excess of \$30,000,000 (a "Qualified Public Offering") or (ii) the date specified by written consent or agreement of the holders of at least sixty percent (60%) of the then outstanding shares of Series A Preferred Stock.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior

to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, as set forth in subsection 4(b)(i), the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with the provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder approval approving such conversion, and the Persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If the Corporation shall issue, on or after the date upon which this Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "Filing Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to the Series A Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such Series A Preferred Stock in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this subsection 4(d)(i)(A), the term "Common Stock Outstanding" shall mean and include the following: (1) outstanding Common Stock; (2) Common Stock issuable upon conversion of outstanding Series A Preferred Stock; and (3) Common Stock issuable upon conversion or exchange of all other outstanding securities that are convertible into or exchangeable for Common Stock and upon exercise of all outstanding options to purchase or rights to subscribe for Common Stock and such convertible or exchangeable securities (including Common Stock issuable upon conversion or exchange of such convertible or exchangeable securities), including without limitation outstanding stock options and stock purchase warrants. Securities described in (1) through (3) above shall be included for the purpose of computing the Common Stock Outstanding irrespective of whether such securities are vested or unvested, contingent or non-contingent, and exercisable or not yet exercisable.

(B) No adjustment of the Conversion Price for the Series A Preferred Stock shall be made in an amount less than one cent per share, provided that any

adjustments that are not required to be made by reason of this sentence shall be carried forward and either shall be taken into account in any subsequent adjustment made prior to three (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections 4(d)(i)(E)(3) and 4(d)(i)(E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any discounts, fees, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the value of consideration other than cash shall be deemed to be the fair market value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock the issuance of securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution

adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the amount of consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Price of the Series A Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of any such securities.

(4) Upon the expiration or termination of any such options or rights, or of any such rights to convert or exchange or of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Series A Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefore pursuant to subsections 4(d)(i)(E)(1) and 4(d)(i)(E)(2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or 4(d)(i)(E)(4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by the Corporation on or after the Filing Date other than:

(A) Common Stock or Common Stock Equivalents issued pursuant to a transaction described in subsection 4(d)(iii) hereof (or Common Stock issued upon conversion of such Common Stock Equivalents);

(B) Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by the Corporation's Board of Directors;

(C) Common Stock issued pursuant to a firm commitment underwritten public offering;

(D) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date;

(E) Common Stock issued or deemed to be issued upon the exercise of options to purchase or rights to subscribe for Common Stock outstanding on the Filing Date;

(F) Common Stock issued or deemed to be issued upon the exercise of options to purchase or rights to subscribe for convertible or exchangeable securities or upon the subsequent conversion or exchange thereof outstanding on the Filing Date;

(G) Common Stock issued upon conversion of Series A Preferred Stock or as dividends or distributions on the Series A Preferred Stock;

(H) Common Stock issued in connection with a bona fide business acquisition of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, which transaction is approved by the Corporation's Board of Directors;

(I) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of the Series A Preferred Stock resulting from the operation of subsection 4(d)(i);

(J) Common Stock issued pursuant to corporate partnering agreements, joint ventures or other strategic transactions, provided such issuances are primarily for purposes other than equity financing and provided that such arrangements are approved by the Corporation's Board of Directors; or

(K) Common Stock issued or issuable pursuant to any equipment lease financing or bank credit arrangement, provided such transaction is entered into primarily for purposes other than equity financing and is approved by the Corporation's Board of Directors.

(iii) In the event the Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of effectuation or payment of such split, subdivision, dividend or other distribution if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E). Notwithstanding the foregoing, if after the fixing of such a record date the proposed split,

subdivision, dividend or other distribution shall be rescinded or there shall be any change in the resulting increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock, then the Conversion Price of the Series A Preferred Stock, to the extent in any way affected by or computed as a result of the fixing of such record date, shall be recomputed to reflect the issuance of only the shares of Common Stock and Common Stock Equivalents, if any, actually issued or issuable pursuant to such split, subdivision, dividend or other distribution.

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a reverse stock split or a combination of the outstanding shares of Common Stock, then, upon the record date of such reverse stock split or combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the outstanding shares of Common Stock.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other Persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2), provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares of Common Stock shall be issued upon the conversion of any shares of the Series A Preferred Stock and the aggregate number of shares of stock to be issued to particular stockholders shall be rounded down to the nearest whole share, and the Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares

of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Series A Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such Series A Preferred Stock then in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Series A Preferred Stock.

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend and other than a stock dividend of the type described in subsection 4(iii)) or other distribution, the Corporation shall mail to each holder of Series A Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in reasonable best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate of Incorporation.

(j) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation or if given by any other method permitted under the General Corporation Law.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any reduction of the Conversion Price of the Series A Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of sixty percent (60%) of the then outstanding shares of the

Series A Preferred Stock. Any such waiver shall bind all future holders of shares of the Series A Preferred Stock.

(l) Special Mandatory Conversion.

(i) In the event:

(A) the Corporation wishes to consummate a financing that results in the sale of any shares of its Common Stock, or securities convertible into or exchangeable or exercisable for any shares of its Common Stock, or options to purchase or rights to subscribe for such convertible or exchangeable securities, at a price per share for the Common Stock (as determined below) less than the price per share of the most recent issuance of Preferred Stock of the Corporation (on a Common Stock equivalent basis);

(B) the Board of Directors of the Corporation (including at least a majority of the directors elected exclusively by the holders of Series A Preferred Stock) determines (with interested directors able to vote for purposes of this provision) in good faith that it is in the best interests of the Corporation to request that the holders of Series A Preferred Stock of the Corporation participate in such financing (in which case such financing will be deemed a "Mandatory Offering") and determines the aggregate dollar amount to be invested by all holders of Series A Preferred Stock (the "Aggregate Investment Amount"), which amount may be more than or less than any particular holder's right to participate in the financing pursuant to any contractual right of first offer or similar right;

(C) the Corporation delivers a notice ("Notice") to the holders of Series A Preferred Stock (1) stating the Corporation's bona fide intention to consummate such Mandatory Offering, (2) indicating the number and type of securities to be offered, (3) indicating the price and terms upon which it proposes to offer such securities, (4) identifying the Pro Rata Share (as defined below) of each holder of Series A Preferred Stock of the Aggregate Investment Amount, and (5) offering each holder of Series A Preferred Stock the right to purchase such holder's Pro Rata Share of the Aggregate Investment Amount for no less than twenty (20) calendar days after the giving of the Notice (or such longer time period as may be provided with respect to the contractual right of first offer held by holders of Series A Preferred Stock pursuant to Section 2.4 of the Corporation's Investors' Rights Agreement, dated as of the Filing Date, among the Corporation and the holders of Series A Preferred Stock, as it may be amended from time to time); and

(D) any holder of Series A Preferred Stock and affiliates of such holder (collectively, a "Non-Participating Holder") does not acquire at least its Pro Rata Share of the Aggregate Investment Amount (whether or not such Aggregate Investment Amount is more than or less than the aggregate dollar amount actually received by the Corporation from the holders in connection with the Mandatory Offering, as may be the case, for example, if certain holders do not participate in the Mandatory Offering) within the time periods set forth in the Notice;

(ii) then that percentage of such Non-Participating Holder's shares of Series A Preferred Stock equal to the percentage of such Non-Participating Holder's Pro Rata

Share of the Aggregate Investment Amount not acquired by such Non-Participating Holder shall automatically and without further action on the part of such holder be converted, effective upon, subject to and concurrently with the consummation of the Mandatory Offering (the "Mandatory Offering Date"), into shares of Common Stock of the Corporation at a Conversion Price equal to the Original Issue Price for such Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like, but without any adjustment by reason of consummation of the Mandatory Offering or for any adjustment pursuant to subsection 4(d)(i)(A) subsequent to the Filing Date). For purposes of this subsection 4(l), each holder's Pro Rata Share of the Aggregate Investment Amount shall be an amount determined by multiplying the Aggregate Investment Amount by a fraction, the numerator of which shall be the number of shares of Common Stock issuable upon conversion of all shares of Series A Preferred Stock then held by such holder and the denominator of which shall be the total number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock then outstanding. For purposes of calculating a holder's Pro Rata Share, the applicable number of shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock shall be calculated based on the number of shares of Series A Preferred Stock outstanding immediately following the closing of the Mandatory Offering, assuming all such holders of Series A Preferred Stock acquire such number of shares in such Mandatory Offering as may be necessary so that the provisions of this Section 4(l) would not cause a conversion of any shares of Series A Preferred Stock into Common Stock.

(iii) The holder of any shares of Series A Preferred Stock converted into Common Stock pursuant to this subsection 4(l) shall deliver to the Corporation during regular business hours at the office of any transfer agent of the Corporation for the Series A Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to the Corporation. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of the Common Stock to be issued and such holder shall be deemed to have become a stockholder of record of Common Stock on the Mandatory Offering Date, unless the transfer books of the Corporation are closed on that date, in which event such holder shall be deemed to have become a stockholder of record of Common Stock on the next succeeding date on which the transfer books are open. From and after the Mandatory Offering Date, the certificate or certificates representing shares of Series A Preferred Stock converted pursuant to this subsection 4(l) shall represent the shares of Common Stock into which such shares of Series A Preferred Stock were converted.

(iii) In the event that a holder of Series A Preferred Stock converts any Series A Preferred Stock into Common Stock pursuant to subsections 4(a) or 4(b) hereof within ninety (90) days prior to the date of closing of a Mandatory Offering, such holder shall be deemed to have converted such shares pursuant to this subsection 4(l), and such holder shall be required to transfer to the Corporation all shares of Common Stock issued upon such conversion resulting from any adjustment pursuant to subsection 4(d)(i)(A) subsequent to the Filing Date.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors. As long as any shares of Series A Preferred Stock remain outstanding, the holders of such shares of Series A Preferred Stock shall be entitled to elect four (4) directors of the Corporation at any election of directors. The holders of outstanding Common Stock shall be entitled to one (1) director of the Corporation at any election of directors, provided that such director shall be the chief executive officer of the Corporation. The holders of Series A Preferred Stock and Common Stock (voting together as a single class and not as separate series, and on an as-converted basis) shall be entitled to elect any remaining directors of the Corporation.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock pursuant to a contractual agreement by and among the Corporation and certain stockholders of the Corporation, the holders of shares of such class or series entitled to elect such director may override the Board's action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of the Corporation's stockholders or (ii) written consent in accordance with the requirements of the General Corporation Law. Any director elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent.

6. Protective Provisions. (a) So long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at

least sixty percent (60%) of the then outstanding shares of Series A Preferred Stock (voting together as a single class on an as converted basis):

- (i) consummate a Liquidation Event;
- (ii) alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock so as to affect adversely the shares;
- (iii) increase or decrease (other than by conversion) the total number of authorized shares of Preferred Stock or Common Stock or create (by reclassification or otherwise) any new class of stock;
- (iv) authorize or issue, or obligate itself to issue, any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over, or being on a parity with, the Series A Preferred Stock with respect to dividends or payment upon liquidation, dissolution, winding up, redemption, voting (in all respects) and conversion;
- (v) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Series A Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal;
- (vi) amend the Corporation's Certificate of Incorporation or Bylaws in a manner adverse to the Series A Preferred Stock;
- (vii) pay dividends on any class or series of equity securities, other than dividends payable on the Series A Preferred Stock;
- (viii) make any loans or advances to its employees or any members of their immediate families, other than loans or advances in the ordinary course of business or loans to employees made pursuant to promissory notes issued for the purchase of shares under a stock option plan, restricted stock plan or similar equity incentive plan approved by the Board of Directors of the Corporation;
- (ix) guarantee, other than in the ordinary course of business, any indebtedness or obligation of any other party other in excess of \$1,000,000, or create or suffer to be imposed any lien, mortgage, security interest or other charge on or against all or substantially all of the properties or assets of the Corporation or any subsidiary or incur indebtedness in excess of \$1,000,000, other than in the ordinary course of business;
- (x) acquire, or permit any subsidiary to acquire, any stock or other securities of any Person unless immediately following such acquisition such Person would be wholly owned by the Corporation or a subsidiary of the Corporation;

(xi) enter into any transactions with any officer, director or employee of the Corporation or parents, spouses, siblings or lineal descendants of any of the foregoing, except for employment, engagement, option or benefit agreements or other similar agreements entered into by the Corporation in the ordinary course of business, or except for the provision of goods or services on terms and conditions substantially similar to those that would be available from an independent third party for the provision of comparable goods or services;

(xii) make any capital expenditures of more than \$1,000,000 or make material changes in the nature of the business conducted by the Company; or

(xiii) increase the number of shares available for issuance under the Company's 2004 Equity Incentive Plan in excess of twelve percent (12%) of the fully diluted capitalization of the Company (assuming for the purposes of such calculation the issuance of all stock options issued under such Equity Incentive Plan and the exercise of all such stock options, and also assuming the conversion, exchange or exercise of all securities convertible into or exchangeable or exercisable for any shares of Common Stock, or the exercise of all options to purchase or rights to subscribe for such convertible or exchangeable securities and the subsequent conversion or exchange of all such convertible or exchangeable securities).

7. Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation (including upon the occurrence of a Liquidation Event), the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

Except as otherwise provided in this Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

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 (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the Board of Directors and stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed

by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That this Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 27th day of August, 2004.

/s/ Ross Manire
Ross Manire, President



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

CFS
SUITE B
992 DAVIDSON DRIVE
NASHVILLE, TN 37205

August 29, 2014

Request Type: Certificate of Existence/Authorization
Request #: 0137737

Issuance Date: 08/29/2014
Copies Requested: 1

Document Receipt

Receipt #: 1626708
Payment-Account - CFS, NASHVILLE, TN

Filing Fee: \$20.00
\$20.00

Regarding: ExteNet Systems, Inc.
Filing Type: Corporation For-Profit - Foreign
Formation/Qualification Date: 07/22/2014
Status: Active
Duration Term: Perpetual

Control #: 765478
Date Formed: 10/01/2002
Formation Locale: DELAWARE
Inactive Date:

CERTIFICATE OF AUTHORIZATION

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

ExteNet Systems, Inc.

- * a Corporation formed in the jurisdiction set forth above, is authorized to transact business in this State;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has appointed a registered agent and registered office in this State;
- * has not filed an Application for Certificate of Withdrawal.

Tre Hargett
Secretary of State

Processed By: Jayme Johnson Murphy

Verification #: 008526519

EXHIBIT 3

Biographies of Management and Directors

MANAGEMENT

Ross W. Manire, President and Chief Executive Officer

Ross W. Manire brings more than 30 years of business management, finance and leadership experience to the company.

Prior to founding ExteNet Systems, Manire was President, Enclosure Systems Division of Flextronics International, Ltd., a multi-billion dollar electronics manufacturing services company. The Enclosure Systems Division was responsible for the manufacture and integration of electronic packaging systems for the telecommunications and high-technology industries. Manire came to Flextronics through the company's acquisition of Chatham Technologies, Inc., where he was Chief Executive Officer.

Before joining Chatham, Manire was Senior Vice President of 3Com Corporation's \$1 billion Carrier Systems Division. Prior to his position with 3Com, he led the dramatic expansion of U.S. Robotics' Network Systems Division, which he founded to capitalize on the growing demand for Internet access in the enterprise. Under Manire's leadership, the division grew from its founding to \$600 million in fewer than four years. Manire began his tenure at U.S. Robotics as Senior Vice President of Operations and Chief Financial Officer.

Manire was previously a partner at Ridge Capital, a leveraged buyout firm focusing on middle-market acquisition opportunities. He began his career at Ernst & Young, where he was a Partner in its Entrepreneurial Services Group. Manire holds a BA from Davidson College and an MBA from the University of Chicago.

Oliver M. Valente, Executive Vice President and Chief Operating Officer

Oliver M. Valente is a senior telecommunications industry executive with nearly two decades of leadership experience in wireless and wireline product development and innovation.

Prior to joining ExteNet Systems, Valente served as Senior Vice President of Product Management and Development for Sprint Nextel Corporation, where he was responsible for key facets of the company's \$13 billion wireless and wireline product and services portfolio. In this capacity, he led all of Sprint's product development, including Sprint Application Developers Program, enterprise program management and product strategy, as well as the company's innovation efforts.

Valente's employment with Sprint Nextel spanned 16 years, where he began his career as a network engineer. Since that time, he served in several executive leadership positions, including Vice President of Engineering & Operations where he managed the deployment of over 2,000 cell sites and multiple switch centers as well as all aspects of site development, construction, maintenance, switch & network engineering, and RF engineering & optimization. In addition, Valente also served as Chief Technology Officer and Vice President of Engineering and Technology Development., where he was responsible for leading a team of 1,500 employees who delivered all new and emerging technologies for Sprint's integrated wireless and wireline network.

Valente served as President, Treasurer and Board Member of the CDMA Development Group, and as Board Member for the Alliance for Telecommunications Industry Solutions. He is also the recipient of the CDMA Development Group's Industry Leadership Award.

Valente received his MBA from the Keller Graduate School of Management and earned his BS in Electrical Engineering from the University of Illinois at Urbana-Champaign.

Tormod Larsen, Vice President and Chief Technology Officer

Tormod Larsen is an engineering and technology executive with a deep understanding of telecommunications infrastructure. He has developed, built and managed numerous network systems throughout the United States.

Prior to joining ExteNet Systems, Larsen was Vice President of Sales and Engineering for LGP Allgon, Ltd., where he was responsible for building the Coverage Systems Division that deployed large multi-operator systems. During his career at Allgon, Larsen held several other executive and managerial positions, including Director of Technology and Engineering for Allgon Telecom, Ltd., and Regional Manager of Coverage Engineering for North America. A senior RF engineering specialist with extensive expertise in distributed antenna systems, he has managed network implementations for the Chicago Transit Authority, Microsoft Campus, Seattle Tacoma International Airport, Wynn Las Vegas and Mandalay Resorts Group. Before Allgon, Larsen served as Global Product Manager for Repeater and Confined Area Communication Systems with Siemens AG. While at Siemens, Larsen held other senior technical and engineering positions with specific focus on distributed antenna systems as well as wireless communication in confined environments.

Larsen holds an MSEE from the Norwegian University of Science and Technology in Trondheim.

Eric Lekacz, Executive Vice President, Business Development and Strategy

Eric Lekacz is a senior executive with more than 20 years of sales, marketing and management experience.

Prior to his position with the company, Lekacz was Vice President of Business Development, Europe, for the Enclosure Systems Division of Flextronics International, Ltd., a multi-billion dollar electronics manufacturing services company. The Enclosure Systems Division was responsible for the manufacture and integration of electronic packaging systems for the telecommunications and high-technology industries. Lekacz came to Flextronics through the company's acquisition of Chatham Technologies, Inc., where he was Senior Vice President of Business Development, Europe. In that position, he was responsible for growing Chatham's European operations from \$100 million to \$350 million in four years. Lekacz's early career included executive marketing and management positions with Hitachi Data Systems and IBM. He holds BSME and BSEE degrees from the University of Arizona.

Dan Timm, Executive Vice President and Chief Financial Officer

Dan Timm is an experienced senior executive and financial advisor, bringing to ExteNet a combination of investor perspective and managerial capabilities across all functional areas. He has a record of demonstrated success in company turnaround scenarios as well as in growth environments. He was the founder of Churchill Advisory Services, LLC, where he helped small and medium sized businesses develop and refine strategy, enhance operational execution, and align strategy and execution with capital structure.

Throughout his 25+ year career, Timm has built and led management teams to reenergize sales and marketing functions, optimize manufacturing and procurement operations, revamp IT environments, and streamline finance, accounting, and administrative organizations. He has effectively managed relationships with all stakeholders, applying this skill to his transactional successes with corporate acquisitions, divestitures, recapitalizations, and IPOs. Timm has significant experience across a broad spectrum of industries, including contract electronics manufacturing, food processing, transaction processing, BPO, healthcare services, IT services, specialty pharmaceuticals, and telecommunications.

Prior to establishing Churchill in 2009, Timm was an operating partner with GTCR Golder Rauner where he was a director for numerous companies (public and private, large and small), acting as GTCR's primary interface with senior company executives and other constituents. Timm has also served as SVP and CFO of Chatham Technologies, president and a director of The Bruss Company, a senior associate at Ridge Capital, a middle market focused private equity firm, and he began his career at Coopers & Lybrand (now PwC), starting as an auditor and advancing to manager of M&A consulting.

Timm earned an MBA in Finance from the University of Chicago, a BS in Accountancy from the University of Illinois-Urbana, and is a CPA.

Terry Ray, Vice President of Strategic Business Initiatives

Terry Ray is a senior financial and operating executive, with experience in the technology, graphics and food manufacturing industries.

Throughout his finance career, Ray has been involved in strategic development as well as mergers and acquisitions. He joined ExteNet Systems from On-Cor Frozen Foods, Inc., where he was Vice President of Finance and Operations. Prior to that, Ray was President and Chief Financial Officer of Rittal Corporation, the US subsidiary of the Rittal Group, a privately held electronics enclosure manufacturer based in Germany.

Prior to Rittal, Ray was Chief Financial Officer of the Enclosure Systems Division of Flextronics International, Ltd. He came to Flextronics through the company's acquisition of Lightning Manufacturing Solutions, where he was Chief Administrative Officer and Chief Financial Officer.

Ray has also held senior executive, operational and financial positions in the printing and graphics industries. He holds BA and MS degrees from DePaul University.

George A. Vinyard, Vice President and General Counsel

George A. Vinyard brings extensive legal skills and experience to the company, with more than 30 years as a business lawyer in private practice and corporate law departments. His background includes public and private corporate finance, a wide range of business combinations and commercial transactions, as well as substantial experience in the areas of technology and intellectual property strategies, transactions, and disputes.

Vinyard served as ExteNet Systems' primary outside legal counsel from 2004 until joining the company full-time in January 2008. He began his legal career in 1977 with the Chicago firm of Sachnoff & Weaver, Ltd., which combined with Reed Smith LLP in 2007. From 1994 through 1999, he served as Vice President and General Counsel of U.S. Robotics, Inc. and as Associate General Counsel and Vice President for Intellectual Property of 3Com Corporation after the two companies merged in 1997. He returned to Sachnoff & Weaver in 1999, and the following year became head of the firm's Intellectual Property, Technology and Internet Practice, a position he held until 2005.

Vinyard serves as President of the Board of Trustees of Illinois Wesleyan University and is Vice Chairman of the Board of the Center for Neighborhood Technology in Chicago. He received his JD from the University of Michigan Law School and his BA from Illinois Wesleyan University.

Andrew Chavez, Senior Vice President of Sales & Marketing

Andrew Chavez currently is the Senior Vice President of Sales & Marketing for ExteNet Systems. In this role, he is responsible for setting strategy, new business development and managing the overall client relationships for the Sales & Marketing team.

Chavez joined ExteNet Systems in April 2013 and prior to that, led the North American Customer Business Team for Nokia Siemens Networks. Chavez brings with him more than 20 years of experience in the telecommunications industry.

Prior to assuming the North American role, Chavez was the Head of the T-Mobile Customer Business team and led the team in signing a \$2B contract with T-Mobile to modernize their network to LTE. This contract was the largest contract in the history of NSN. Chavez was also the Managing Director & Head of the AT&T Customer Team from 2007-08 and spent over 16 years working at Lucent Technologies and Bell Labs (and its predecessor AT&T). At Lucent Technologies, he served in ever increasing roles of responsibility, ending his career at Lucent as the Vice President of Sales for the T-Mobile account team in 2007. In addition, Chavez led the account team for the AT&T wireless services account, where his leadership was instrumental in building out AT&T's end-to-end wireless and broadband network until it was acquired by Cingular Wireless, now AT&T.

Chavez holds a Bachelor of Science degree in business administration from Colorado State University and attended the Graduate School of Business at the University of Denver, as well as the Kenan-Flager Business School at the University of North Carolina at Chapel Hill.

Tim Ayers, Vice President of Global Services

Tim Ayers brings ExteNet Systems more than 20 years of experience in global leadership, business strategy and technology based professional services. Ayers has worked extensively in Asia, Europe, the Middle East, Africa and the Americas bringing value based business and technology solutions to mobile telecommunications providers, enterprises and government agencies.

Ayers demonstrated customer successes include the development of emerging mobile communications technology strategies and solution development, technology migration and integration, network security and resiliency, cloud computing, deep packet inspection and network analytics, customer experience management, business process engineering, mobile commerce and network operations.

Recent areas of services and technology focus include 4G/LTE network architecture, mobile 'smart' apps integrated into private wireless networks, small cell solutions including Pico cells, Femto cells, Wi-Fi offload and accelerating the business advantages of leveraging Ethernet transport in mobile telecom applications.

Prior to joining ExteNet Systems Ayers held similar global management roles at Tellabs, IBM Global Services and 3Com.

Ayers holds a Bachelor of Arts in Business from North Central College and is a contributing member of the Technology Services Industry Association (TSIA), the Human Capital Institute (HCI) and the Project Management Institute (PMI).

DIRECTORS**Jon Bayless**

Jon Bayless currently serves as Partner for Sevin Rosen Funds. Prior to joining Sevin Rosen, Dr. Bayless served as chairman of both Landmark Graphics Corporation and CIENA Corporation, two public companies funded by SRF. He is currently serving on the boards of Xtera Communications, General Bandwidth, Chiaro Networks, and Covaro Networks.

David Hull

David Hull is currently Managing Director for Centennial Ventures. He has previously served in several senior executive management positions including Managing General Partner of Criterion Venture Partners, the venture arm of TransAmerica. He also was Senior Vice President of Finance, Treasurer, and Director of General Leisure Corporation, a restaurant and hotel operating company, and Vice President of Texas Capital Corporation, a small business investment company.

Hull received his M.B.A. and B.S. degrees from the University of Texas, Austin.

Justin L. Jaschke

Justin L. Jaschke founded Verio, Inc., in 1996, and served as its Chief Executive Officer and a Director until 2004. Verio, a leading global Internet services and web hosting provider, was acquired by NTT Communications in September 2000 in a \$6 billion cash transaction. Currently, Jaschke is Chairman of the Board of Drivecam, Inc., a venture backed company that provides a video event-based managed service to reduce claims costs and save lives by improving the way people drive. Jaschke also serves as Chairman of the Board of Genea Energy, an Internet-based managed service company focused on optimizing energy consumption and generating incremental revenue from on-demand services for commercial office building portfolios.

Jaschke received a Bachelor of Science degree summa cum laude in mathematics from the University of Puget Sound, and a Master of Science degree in management from the Sloan School of Management at MIT.

Ross W. Manire

Ross W. Manire brings more than 30 years of business management, finance and leadership experience to the company. Prior to founding ExteNet Systems, Manire was President, Enclosure Systems Division of Flextronics International, Ltd., a multi-billion dollar electronics manufacturing services company. The Enclosure Systems Division was responsible for the manufacture and integration of electronic packaging systems for the telecommunications and high-technology industries. Manire came to Flextronics through the company's acquisition of Chatham Technologies, Inc., where he was Chief Executive Officer.

Before joining Chatham, Manire was Senior Vice President of 3Com Corporation's \$1 billion Carrier Systems Division. Prior to his position with 3Com, he led the dramatic expansion of U.S. Robotics' Network Systems Division, which he founded to capitalize on the growing demand for Internet access in the enterprise. Under Manire's leadership, the division grew from its founding to \$600 million in fewer than four years. Manire began his tenure at U.S. Robotics as Senior Vice President of Operations and Chief Financial Officer.

Manire was previously a partner at Ridge Capital, a leveraged buyout firm focusing on middle-market acquisition opportunities. He began his career at Ernst & Young, where he was a Partner in its Entrepreneurial Services Group. Manire holds a BA from Davidson College and an MBA from the University of Chicago.

Waldemar Szelzak

Waldemar Szelzak currently serves as a Managing Director in the private equity group of Soros Fund Management LLC ("SFM"). Prior to joining SFM, he worked at Soros Private Equity Investors and prior to that, in the Mergers & Acquisition Investment Banking group at Credit Suisse First Boston in New York. Szelzak currently serves on the board of directors of Guinness Peat Group plc, Coats plc, Hyperoptic Ltd, TowerCo 2013 LLC, Helios Towers Africa Ltd, ExteNet Systems Inc., Quattro Consultoria em Telecomunicacoes Ltda, and GSRP LLC. He earned his B.S. in Industrial Engineering & Operations Research from Columbia University in New York, NY and his B.A. in Mathematics from Knox College in Galesburg, IL.

Richard Byrne

Richard Byrne, co-founded TowerCo LLC in 2004 with a simple vision of creating a pure-play tower company. He has served as president and chief executive officer and been a member of the board of directors from its beginning. Prior to that, he served as president of the tower division of SpectraSite Communications, which grew from 125 towers to more than 8,000 during his tenure. He served as national director of business development at Nextel Communications Inc. and was responsible for bringing the industry's first major portfolio of wireless carrier towers to market. Byrne started his wireless career performing site acquisition for AT&T Wireless (then McCaw Cellular) in the NY MTA. He currently serves on the Board of Directors of PCIA, the wireless infrastructure trade association, Helios Towers Africa Ltd, and ExteNet Systems Inc.

Jim Fleming

Jim Fleming is a partner with Columbia Capital. He focuses on investments in communications services, primarily in the wireless, telecom, satellite and media sectors. In addition to being a director at ExteNet Systems, he is currently a director of Presidio, The Tennis Channel and Tristar.

He previously held board seats with Nuvox Communications (acquired by Windstream), TVCC (acquired by Light Squared), CCTV (acquired by Light Squared), Mobile Satellite Ventures, XM Satellite Radio, ICG Communications (acquired by Level 3 Communications), Taqua (acquired by Tekelec), WCS Wireless (acquired by NextWave Wireless), and WNP Communications (acquired by XO Communications), and has worked closely with a number of former Columbia portfolio companies including Digital Television Services (acquired by Pegasus Communications) and NeoWorld (acquired by Nextel).

Fleming received his B.A. from Stanford University.

EXHIBIT 4

Financial Statements

Confidential Financials are filed under Seal

EXHIBIT 5

Small and Minority-Owned Telecommunications Business Participation Plan

ExteNet Systems, Inc.

Small and Minority-Owned

Telecommunications Business Participation Plan

Pursuant to T.C.A. §65-5-212, as amended, ExteNet Systems, Inc. (“ExteNet”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of TCA §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. ExteNet is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. ExteNet will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services.

As part of its procurement process, ExteNet will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to the company of such opportunities. ExteNet’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, ExteNet will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in TCA §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations

of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

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

III. ADMINISTRATION

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

The Administrator of the Plan will be:

Laurie Milewski
Director, HR
ExteNet Systems, Inc.
3030 Warrenville Road, Ste. 340
Lisle, IL 60532
(630) 505-3830
lmilewski@extenetsystems.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 policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.

- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within the Company and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

- Chambers of Commerce
- The Tennessee Department of Economic and Community Development
- The United States Department of Commerce
- Small Business Administration
- Office of Minority Business
- The National Minority Supplier Development Counsel
- The National Association of Women Business Owners
- The National Association of Minority Contractors
- Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

ExteNet will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, ExteNet will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. ExteNet will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, ExteNet will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Laurie Milewski
Director, HR
July 9, 2014

EXHIBIT 6

Certificate of Service

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of ExteNet Systems, Inc.)
for a Certificate to Provide Competing)
Local Telecommunications Services)
_____)

Docket No. _____

CERTIFICATE OF SERVICE

The undersigned certifies that on this 23 day of September, 2014, copies of the following document: (1) September 23, 2014 Application of ExteNet Systems, Inc. for a Certificate to Provide Competing Local Telecommunications Services was caused to be delivered via U.S. mail, first-class postage prepaid, properly addressed as follows:

Ardmore Telephone Company, Inc. PO Box 549 Ardmore, TN 38449	Frontier Communications of the Volunteer State f/k/a Citizens Communications of the Volunteer State 300 Bland St., PO Box 770 Bluefield, WV 24701	TEC - Peoples Telephone Company, Inc. PO Box 310 Erin, TN 37061
BellSouth Telecommunications, Inc. 333 Commerce Street Nashville, TN 37201	TDS Telecom -Concord Telephone Exchange 701 Concord Road Knoxville, TN 37933	Sprint-United 112 Sixth Street Bristol, TN 37620
CenturyTel of Adamsville 116 N Oak Street Adamsville, TN 38310	TEC-Crockett Telephone Company, Inc. PO Box 7 Friendship, TN 38034	TDS Telecom-Tellico Telephone Company 102 Spence Street Tellico Plains, TN 37385
CenturyTel of Claiborne, Inc. 507 Main Street New Tazewell, TN 37825	TDS Telecom-Humphrey's County Telephone Co. 203 Long Street New Johnsonville, TN 37134	TEC-West Tennessee Telephone Company 244 E Main St. Bradford, TN 38316
CenturyTel of Ooltewah-Collegedale, Inc. 5616 Main Street Ooltewah, TN 37363	Loretto Telephone Company, Inc. PO Box 130 Loretto, TN 38469	United Telephone Company PO Box 38 Chapel Hill, TN 37034
Frontier Communications of Tennessee f/k/a Citizens Communications of Tennessee 300 Bland St., PO Box 770 Bluefield, WV 24701	Millington Telephone Company, Inc. 4880 Navy Road Millington, TN 38083-0429	TDS Telecom – Tennessee Telephone Company PO Box 18139 Knoxville, TN 37928

/s/ Anita Taff-Rice
1547 Palos Verdes, #298
Walnut Creek, CA 94597
Telephone: (415) 699-7885
Facsimile: (925) 274-0988
anita@icommlaw.com
Counsel for ExteNet Systems, Inc.

EXHIBIT 7

Pre-filed Testimony of Terry Ray

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of ExteNet Systems, Inc.) Docket No. _____
for a Certificate to Provide Competing)
Local Telecommunications Services)
_____)

PREFILED TESTIMONY OF Terry Ray FILED ON BEHALF OF ExteNet Systems, Inc.

Q: PLEASE STATE YOUR NAME, TITLE, AND BUSINESS ADDRESS FOR THE RECORD.

A: My name is Terry Ray and I am the Vice President of Strategic Business Initiatives for ExteNet Systems, Inc. (hereinafter "Applicant"). The company's address is 3030 Warrenville Road, Ste. 340, Lisle, IL 60532.

Q: WHAT ARE YOUR CURRENT JOB RESPONSIBILITIES?

A: In my capacity as Vice President of Strategic Business Initiatives of the Applicant, I am familiar with all operations of the company. This includes its market entry strategy, obtaining financing, network configuration, sales and marketing, and back office operations.

Q: PLEASE GIVE A BRIEF DESCRIPTION OF YOUR BACKGROUND AND EXPERIENCE.

A: I am a senior financial and operating executive, with experience in the technology, graphics and food manufacturing industries. Throughout my financial career, I have been involved in strategic development as well as mergers and acquisitions. I joined ExteNet Systems

from On-Cor Frozen Foods, Inc. While employed with on-Cor Frozen Foods, Inc., I was the Vice President of Finance and Operations. Prior to that, I was President and Chief Financial Officer of Rittal Corporation, the US subsidiary of the Rittal Group, a privately held electronics enclosure manufacturer based in Germany. Prior to Rittal, I was the Chief Financial Officer of the Enclosure Systems Division of Flextronics International, Ltd. I began working for Flextronics after the company's acquisition of Lightning Manufacturing Solutions, where I was Chief Administrative Officer and Chief Financial Officer. I have also held senior executive, operational and financial positions in the printing and graphics industries. I also hold a BA and MS degree from DePaul University.

Q: WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A: The purpose of my testimony is to support ExteNet's Application for a Certificate of Authority to provide competing local telecommunications services within the State of Tennessee.

Q: ARE YOU FAMILIAR WITH THE APPLICATION FILED ON YOUR COMPANY'S BEHALF AT THIS COMMISSION?

A: Yes.

Q: DO YOU RATIFY AND CONFIRM THE STATEMENTS MADE IN THAT APPLICATION AND ALL RELATED FILINGS?

A: Yes.

Q: PLEASE DESCRIBE THE CURRENT OPERATIONS OF EXTENET.

A: ExteNet designs, builds, owns and operates outdoor and indoor distributed mobile networks for national, regional and rural wireless carriers in North America, a variety of enterprises and venue owners. Venues comprise sports & entertainment, hospitality, commercial real estate, healthcare and higher education industries, amongst others.

ExteNet acts as a so-called “carriers’ carrier” and does not directly provide services to end customers. ExteNet’s distributed networks are designed to facilitate the delivery of high-bandwidth mobile data and voice service supporting all wireless technologies including 3G and 4G/LTE. ExteNet takes a pragmatic and comprehensive approach to designing and building distributed networks. ExteNet’s carrier-class mobile networks are architected to be future-proof to seamlessly and cost-effectively integrate technology advancements. ExteNet’s network coverage footprint has extended wireless carrier service by millions of POPs.

ExteNet strives to provide high-bandwidth, secure and reliable mobile connectivity in both outdoor and indoor markets. ExteNet’s multi-technology mobile solutions utilize a distributed network topology using Distributed Antenna Systems (DAS), Small Cells, Distributed Core Soft-switching and carrier-class, integrated Wi-Fi solutions. The goal is to provide cost-effective, pervasive communications via a carrier-class mobile network.

ExteNet works closely with its clients, building strong relationships with carriers, enterprises and venue owners to ensure access to quality fixed and mobile wireless service. ExteNet specializes in providing high performance distributed networks for use by wireless carriers in challenging indoor and outdoor operating environments. ExteNet typically handles:

- Designing the distributed network to fit specific client and site needs.
- Municipal and zoning approvals for equipment installation.
- Building the network infrastructure.

- Operating the network utilizing the ExteNet Network Operations Center (NOC) to ensure quality service at all times.

Q: HAS EXTENET PROVIDED ANY TELECOMMUNICATION SERVICES IN THE PAST, OR IS IT CURRENTLY, PROVIDING ANY TELECOMMUNICATIONS SERVICES IN TENNESSEE?

A: No.

Q: PLEASE DESCRIBE THE MANAGERIAL ABILITIES OF THE APPLICANT.

A: Applicant has a team of managers and support personnel qualified to operate a telecommunications business. Their qualifications are set forth in biographies provided as Exhibit 3 to this Application. ExteNet currently provides telecommunications services in 12 states, so it has significant operational experience on which to draw for Tennessee.

Q: PLEASE DESCRIBE THE APPLICANT'S FINANCIAL ABILITY TO PROVIDE SERVICE.

A: ExteNet is financially qualified to operate as a provider of facilities-based intrastate local and interexchange telecommunications services in Tennessee. ExteNet's financial statements (including balance sheet, statement of operation and statement of cash flows) are provided under seal in Confidential Exhibit 4. This information demonstrates that ExteNet has sufficient financial resources to fund its operations fully, and ExteNet is committed to doing so.

ExteNet requests confidential treatment of its financial information. ExteNet is a privately-held company and therefore its financial information is not publicly available. ExteNet

takes all reasonable steps to protect the privacy of its financial information. In situations where ExteNet must provide its financial information to other public utilities commissions or governmental entities, it does so under seal and requests confidential treatment. Therefore, ExteNet submits its Confidential Financial Statements under seal and includes a sworn affidavit verifying that ExteNet's financial information qualifies for confidential treatment in accordance with the Board's rules. The supporting affidavit is included as part of Confidential Exhibit 4.

Applicant's equipment and/or facilities in Tennessee will not be in excess of \$5,000,000 therefore Applicant's (Corporate Surety Bond or irrevocable letter of credit in the amount of \$20,000) is provided as Exhibit 8.

Q: DOES APPLICANT CURRENTLY PROVIDE TELECOMMUNICATIONS SERVICE IN ANY OTHER STATES OR HAVE APPLICATIONS PENDING?

A: Yes. ExteNet has received authority to provide telecommunications services from 32 states and is currently providing services in the states listed below.

CA (wholly-owned subsidiary)	MI
FL	NV
IL	NY
IN	PA
MA	TX

Q: HAS APPLICANT OR ANY AFFILIATED ENTITY EVER BEEN DENIED CERTIFICATION IN ANOTHER STATE?

A: No.

Q: HAS APPLICANT OR ANY OF ITS AFFILIATES EVER BEEN SUBJECT TO ANY FEDERAL OR STATE INVESTIGATION REGARDING ITS SERVICES?

A: No.

Q: PLEASE DESCRIBE THE SERVICES APPLICANT INTENDS TO PROVIDE IN TENNESSEE.

A: Applicant will be providing non-switched dedicated Point-To-Point Private Virtual Circuit (PVC) Transport Service on a wholesale basis to other carriers via a Distributed Antenna System (“DAS”) network.

Q: WILL APPLICANT BE OFFERING ANY PREPAID OR DEBIT-TYPE CALLING CARDS?

A: No.

Q: PLEASE DESCRIBE THE FACILITIES APPLICANT INTENDS TO USE IN PROVIDING ITS PROPOSED SERVICES.

A: ExteNet’s DAS networks begin at the ExteNet Base Station (WSPs are responsible for providing or obtaining circuits to connect their networks to the ExteNet Base Station). The ExteNet Base Station contains the Wireless Carriers’ circuit terminating equipment, known as a Base Transceiver Station, as well as ExteNet’s Radio Frequency to Optical conversion equipment and multiplexers. The ExteNet equipment converts Wireless Carriers’ Radio Frequency signals into optical signals, and places those signals onto fiber optic facilities, which transport those signals to one or more remote locations, and then re-convert it back to an RF signal that is transmitted from an antenna at the remote location. This network is

bi-directional, and the same components input an RF signal from an antenna at the remote location, convert it to an optical signal, transport it on fiber optic facilities back to the Base Station, and then re-convert it back to an RF signal that is handed off to WSP equipment located at the Base Station. ExteNet does not intend to furnish switched voice services or dial tone, and will not provide service to any end user customer. Instead, it will provide service only to other carriers on a wholesale basis. ExteNet's services are subject to availability of equipment and technical/economic feasibility of constructing or leasing necessary facilities.

Q: WILL APPLICANT USE TELEMARKETING TO SELL ITS SERVICES.

A: No.

Q: HOW WILL APPLICANT HANDLE CUSTOMER SERVICE MATTERS?

A: Applicant will provide outstanding customer service via a state-of-the-art back office system. Any disputed bills will be handled expeditiously via Applicant's toll-free number. If the dispute cannot be resolved to the customer's full satisfaction, customer service representatives will notify the customer of his/her right to file a complaint at the Tennessee Regulatory Authority. Further, ExteNet anticipates that all of its customers will purchase service via contract, and such contracts include provisions setting forth the customer's rights and ExteNet's obligations regarding level of service and customer disputes.

Q: WHICH CARRIERS WILL SERVE AS YOUR UNDERLYING CARRIERS?

A: ExteNet deploys its own equipment and fiber optic cable and typically uses existing infrastructure such as utility poles and conduit, which may be owned by incumbent local exchange carriers, or may be owned by electric utilities or municipalities. If no suitable infrastructure is available, ExteNet may deploy its own utility poles or conduit. In some instances, ExteNet may purchase telecommunications services or facilities from other carriers such as AT&T, and/or other incumbent local exchange carriers that are required to interconnect with competitive carriers.

Q: HAS YOUR COMPANY BEGUN INTERCONNECTION NEGOTIATIONS WITH ANY INCUMBENT LOCAL EXCHANGE CARRIERS?

A: No. ExteNet typically does not require an Interconnection Agreement. However, if ExteNet anticipates the need for services or facilities from other carriers, including incumbent carriers such as AT&T, it will commence negotiations for an appropriate Interconnection Agreement or traffic exchange agreement.

Q: WILL YOU REMAIN AVAILABLE TO RESPOND TO ANY ADDITIONAL QUESTIONS REGARDING THIS APPLICATION?

A: Yes.

Q: DOES THIS CONCLUDE YOUR TESTIMONY?

A: Yes.

VERIFICATION OF THE PRE-FILED TESTIMONY

I, Terry Ray, first being duly sworn hereby state that I am the Vice President of Strategic Business Initiatives for ExteNet Systems, Inc. (hereinafter "Applicant"). I have prepared the attached testimony; and the statements contained therein are true to the best of my knowledge.

Terry Ray
Terry Ray
Vice President of Strategic Business Initiatives
ExteNet Systems, Inc.

STATE OF: ILLINOIS

COUNTY OF: DUPAGE

Lisa M Bonilla
Notary Public

My commission expires: October 22, 2017

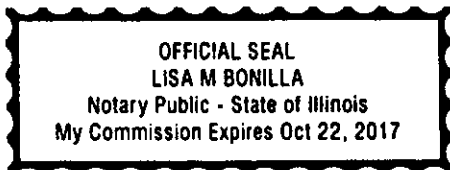


EXHIBIT 8

ExteNet Surety Bond

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 0662381

WHEREAS, ExteNet Systems, Inc. (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, International Fidelity 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 8th day of August, 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

ExteNet Systems, Inc.

Name of Company authorized by the TRA

SURETY

International Fidelity Insurance Company

Name of Surety

One Newark Center Newark, NJ 07102-5207

Company ID # as assigned by TRA

Address of Surety

SIGNATURE OF PRINCIPAL

Name: Daniel L. Timm
Title: EVP-CFO



SIGNATURE OF SURETY AGENT

Name: Harold Miller Jr.
Title: Attorney-in-Fact

Address of Surety Agent:

One Newark Center
Newark, NJ 07102-5207

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

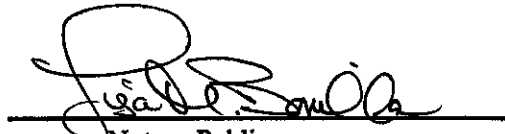
STATE OF Illinois
COUNTY OF DuPage

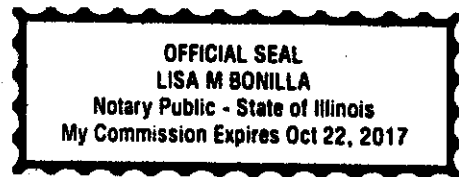
Before me, a Notary Public of the State and County aforesaid, personally appeared Daniel L. Timm
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of ExteNet Systems, Inc., and he acknowledged to me that he executed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

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

My Commission Expires:

October 22, 2017


Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF Illinois
COUNTY OF DuPage


Before me, a Notary Public of the State and County aforesaid, personally appeared Harold Miller Jr.
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of International Fidelity 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 12th day of August, 2014.

My Commission Expires:

April 16, 2014




Notary Public
Jessica L. Ancona

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 _____ day of _____.

Name:
Title:

POWER OF ATTORNEY INTERNATIONAL FIDELITY INSURANCE COMPANY

HOME OFFICE: ONE NEWARK CENTER, 20TH FLOOR
NEWARK, NEW JERSEY 07102-5207

KNOW ALL MEN BY THESE PRESENTS: That INTERNATIONAL FIDELITY INSURANCE COMPANY, a corporation organized and existing laws of the State of New Jersey, and having its principal office in the City of Newark, New Jersey, does hereby constitute and appoint

Harold Miller Jr. as attorney-in-fact to execute the following bond:

Surety Bond Number: 0662381

Principal: ExteNet Systems, Inc.

Obligee: State of Tennessee

and the execution of such instrument(s) in pursuance of these presents, shall be as binding upon the said INTERNATIONAL FIDELITY INSURANCE COMPANY, as fully and amply, to all intents and purposes, as if the same had been duly executed and acknowledged by its regularly elected officers at its principal office.

This Power of Attorney is executed, and may be revoked, pursuant to and by authority of Article 3-Section 3, of the By-Laws adopted by the Board of Directors of INTERNATIONAL FIDELITY INSURANCE COMPANY at a meeting called and held on the 7th day of February, 1974.

The President or any Vice President, Executive Vice President, Secretary or Assistant Secretary, shall have power and authority

- (1) To appoint Attorneys-in-fact, and to authorize them to execute on behalf of the Company, and attach the Seal of the Company thereto, bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof and,
- (2) To remove, at any time, any such attorney-in-fact and revoke the authority given.

Further, this Power of Attorney is signed and sealed by facsimile pursuant to resolution of the Board of Directors of said Company adopted at a meeting duly called and held on the 29th day of April, 1982 of which the following is a true excerpt:

Now therefore the signatures of such officers and the seal of the Company may be affixed to any such power of attorney or any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.



IN TESTIMONY WHEREOF, INTERNATIONAL FIDELITY INSURANCE COMPANY has caused this instrument to be signed and its corporate seal to be affixed by its authorized officer, this 12th day of March, 2012.

COMPANY
STATE OF NEW JERSEY
County of Essex

INTERNATIONAL FIDELITY INSURANCE

Robert W. Minster, Executive Vice-President

On this 12th day of March, 2012., before me came the individual who executed the preceding instrument, to me personally known, and, being by me duly sworn, said he is the therein described and authorized officer of the INTERNATIONAL FIDELITY INSURANCE COMPANY; that the seal affixed to said instrument is the Corporate Seal of said Company; that the said Corporate Seal and his signature were duly affixed by order of the Board of Directors of said Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand affixed my Official Seal, at the City of Newark, New Jersey the day and year first above written.



A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 21, 2015

CERTIFICATION

I, the undersigned officer of INTERNATIONAL FIDELITY INSURANCE COMPANY do hereby certify that I have compared the foregoing copy of the Power of Attorney and affidavit, and the copy of the Section of the By-Laws of said Company as set forth in said Power of Attorney, with the ORIGINALS ON IN THE HOME OFFICE OF SAID COMPANY, and that the same are correct transcripts thereof, and of the whole of the said originals, and that the said Power of Attorney has not been revoked and is now in full force and effect

IN TESTIMONY WHEREOF, I have hereunto set my hand this 12th day of August, 2014

Assistant Secretary