



RECEIVED  
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Via Overnight Delivery  
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Ms. Darlene K. Standley, Asst. Chief - Telecommunications  
Tennessee Regulatory Authority  
502 Deaderick  
4th Floor  
Nashville, TN 37243

14-00138

**RE: Lattice Incorporated**  
Application for Certificate to Provide Operator Services and Resell Telecommunication Services

Dear Ms. Standley:

Enclosed for filing please find the original and thirteen (13) copies of the application for certificate to provide operator services and resell telecommunication services submitted on behalf of Lattice Incorporated.

A check in the amount of \$50.00 is enclosed to cover the filing fee.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3005 or via email to [Swarren@tminc.com](mailto:Swarren@tminc.com). Thank you for your assistance in this matter.

Sincerely,

Sharon R. Warren  
Consultant to Lattice Incorporated

cc: Terry Whiteside - Lattice  
file: Lattice - Tennessee  
tms: TNN1400

Enclosures  
SW/lm



PS-0373 Rev 1/09

**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part 1: General Information

A. Name of Applicant: Lattice Incorporated  
Address: 7150 N. Park Drive, Suite 500  
City, State, Zip: Pennsauken, NJ 08109

Tenn. Secretary of State Certificate of Authority ID: 769076

Federal Taxpayer ID Number: 22-2011859

Any trade name(s) assumed name(s) or fictitious name(s) used by applicant:

N/A

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address: N/A

City, State, Zip: \_\_\_\_\_ Phone: \_\_\_\_\_

(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

**If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.**

THIS SECTION FOR TRA USE ONLY

Docket Number: \_\_\_\_\_ Company ID Number: \_\_\_\_\_  
Date Approved: \_\_\_\_\_  
Evaluator: \_\_\_\_\_

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

**Lattice Incorporated conducts no other business operations at its principal address.**

C. Provide the name, business address and a chronological summary of the employment history and business experience over the preceding eight years of:

(a) The proprietor, if the applicant is an individual:

- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information.)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form or organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

PHONE NO.

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

**Provide the above requested information on separate attachments.**

**Lattice Incorporated is a publicly traded corporation.**

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?
- ☐ Yes ☒ No **If yes, please explain fully.**
- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?
- ☐ Yes ☒ No **If yes, please explain fully.**
- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?
- ☐ Yes ☒ No **If yes, please explain fully.**
- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state?
- ☐ Yes ☒ No **If yes, please explain fully and describe the circumstances. (Use additional pages if necessary)**
- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)**

No

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

☐ Yes ☒ No If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

**Terry Whiteside**  
**Chief Operating Officer**  
**Lattice Incorporated**  
**7150 N. Park Drive, Suite 500**  
**Pennsauken, NJ 08109**  
**Telephone: (856) 910-1166 ext. 2112**  
**Facsimile: (856) 910-1811**  
**E-Mail: twhiteside@latticeincorporated.com**

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

Sharon Warren, Consultant to Lattice Incorporated  
Technologies Management, Inc.  
2600 Maitland Center Parkway Suite 300  
Maitland FL 32751  
Phone: 407-740-3005  
Fax: 407-740-0613  
E-mail: swarren@tminc.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

**Customer Service (For Called Parties ONLY)**  
**Combined Customer Care**  
**Customer Service #: 888-843-1972**  
**192 Bastille Lane, Ruston, LA 71270**

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

Name: National Registered Agents, Inc.  
Address: 800 S. Gay Street, Suite 202  
City, State, Zip: Knoxville, TN 37929

- K. Identify all authorized agents in the state, if any, by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location. (use additional sheets, if necessary)

Name: National Registered Agents, Inc.  
Address: 800 S. Gay Street, Suite 202  
City, State, Zip: Knoxville, TN 37929

Part II:

A. Check the type of telecommunication services you plan to provide in Tennessee.

- ☐ Resell Interexchange long distance services
- ☐ Operator Services
- ☐ Resell local services
- ☒ Other (describe) – **Automated operator institutional calling services including equipment**

B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

**None. Lattice Incorporated is not currently operating in TN and has not contracted with any underlying carriers yet.**

C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary).

**Lattice currently has authority to provide automated operator assisted calling services to inmates in correctional facilities in Alabama, Georgia, Iowa, Kansas, Louisiana, Minnesota, Missouri, Nebraska, Oklahoma, Oregon, South Dakota, Texas and Washington, Montana & Illinois. No application has been denied. Lattice is currently providing service pursuant to contracts with correctional facilities in the following states: IA, NE, OK, OR, SD, TX, WA, MT & IL**

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

**None. Lattice has had no formal complaints filed against it in any jurisdiction.**

**If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.**

**None. The Applicant has no affiliates engaged in providing telecommunications services.**

D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

**None**

E. Areas in Tennessee to be served:

**Lattice proposes to provide service at correctional and confinement facilities pursuant to contract at any and all locations in the state.**

F. What type of customers will the applicant serve?

- ☐ Business
- ☐ Residential
- ☐ Aggregators  
(e.g. Hotels, Payphones)
- ☒ Other (specify) - **The company intends to provide automated operator assisted telecom services to correctional facilities for use by inmates and other incarcerated persons.**

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network?
- ☐ Yes ☒ No **If yes, please specify amount.**
- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services?
- ☒ Yes ☐ No
- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>.
- Applicant is electing market regulation in accordance with amended T.C.A. Section 65-5-109 enacted May 21, 2009, and will not be submitting a tariff.**
- J. What is the applicant's 10XXX or 800 access code, if applicable?
- None. Applicant will provide equal access at all locations.**
- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switched, fiber lines) in Tennessee?
- No, the applicant does not have or plan to have any telecommunications facilities in Tennessee.**
- L. Whose facility-based network(s) will the applicant be reselling?
- As an institutional service provider, Lattice will not begin operating in TN until it is awarded a contract by a correctional institution. At that point, Lattice will negotiate with a number of certified facilities-based IXCs and select one or more to provide the toll transport piece of its service.**
- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly<sup>2</sup>?
- Collect calls will be billed through the called party's local exchange carrier under billing and collection agreements maintained by the applicant, or submitted for billing to the called party's local exchange carrier via a billing agent.**
- N. Describe briefly how the applicant plans to market their services in Tennessee?
- The applicant intends to respond to Requests for Proposals issued by correctional facilities or their governing authorities.**
- O. If independent telemarketers are to be used, list the name, contact person, address, phone number and federal taxpayer ID for each company.
- Lattice does not conduct any telemarketing activities or utilize telemarketers.**

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<sup>1</sup> Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

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

- P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

**Lattice does not offer pre-subscribed services.**

- Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.

☐ Yes ☒ **No, Not applicable to inmate calling services.**

- R. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.

☒ Yes ☐ No

- S. Is the Applicant aware of the requirement to insure that any telephone call made between two points in the same county in Tennessee shall be classified as toll-free and not billed to any customer pursuant to Tennessee Code Annotated § 65-21-114?

☒ Yes ☐ No

- T. Is the Applicant aware of the TAR Code database maintained by BellSouth, its use to insure compliance with T.C.A. § 65-21-114 and the procedures used to enter telephone numbers in that data base?

☒ Yes ☐ No

- U. How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee. Use additional pages if necessary.

**Lattice plans to subscribe to AT&T's TAR database service. Lattice will use the information provided to screen intra-county calls, and will not apply long distance usage charges on these calls.**

### Part III: Organization Structure

- A. Applicant's organizational structure

- ☒ Corporation  
    ☒ Publicly Traded Corporation  
    ☐ Subsidiary of a Publicly Traded Corporation  
    ☐ Limited Liability Corporation **Attach a copy of the articles of organization and operating agreement along with amendments**

**Please see Appendix III.**

☐ Other Form of Corporation

List type \_\_\_\_\_ (Example S Corporation)

**Attach a copy of the charter, bylaws and/or certificate of incorporation.**

- ☐ Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State**

- ☐ Joint Stock Association    **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State**
- ☐ Trust    **Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.**
- ☐ Individual    **Attach a copy of the Letter of Authorization from Tennessee Secretary of State**

**Section (a)-(g) is to be completed if applicant is a Corporation Association or Trust**

- (a) The date and State of formation/incorporation: **Delaware on 5/24/73**
  - (1) Parent Company, if applicable: **N/A**
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.
  - (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
 

**Tennessee Secretary of State certificate is attached as Appendix IV.**
- (c) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.
 

**Applicant is a publicly-traded Corporation.**
- (d) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.
 

**There have been no material litigations and/or criminal convictions on any director, officer or shareholder of the company or its parent.**
- (e) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:
 

**Not Applicable.**

B.

- ☐ Proprietorship
- ☐ General    **Attach a copy of the partnership agreement along with any amendments.**
- ☐ Limited    **Attach a copy of the certificate of limited partnership agreement along with any amendments.**
- ☐ Other    **Explain on separate sheet**

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

**Please see Appendix V for resumes of key personnel.**



- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

**ATTACH ADDITIONAL PAGES AS NECESSARY**

- C. Number of employees: **All employees are physically located at company headquarters in New Jersey.**  
Employer Identification Number (E.I.N.) 22-2011859

**Part IV: Financial Information**

- A. Address where business records are kept: Lattice Incorporated  
7150 N. Park Drive, Suite 500  
Pennsauken, NJ 08109

- B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: 2013 Month December Day 31<sup>st</sup>

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
\_\_\_\_\_

(3) If applicable, name and address of independent certified public accountant:  
Rosenberg Rich Baker Berman & Company

Somerset, NJ

(4) Period covered by financial statement attached: January 2013 – December 2013

**See Appendix VI**

- C. Does the applicant currently have an internal auditor and/or internal audit program? **No.**
- D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

**None.**

**Part VI: Rule Compliance Agreement**

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.

**See Appendix VII.**

- B. Have you read and understand the Tennessee Regulatory Authority's (TRS) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website: <http://www.state.tn.us/tra> *electronic file room* in its entirety?

☒ Yes ☐ No

C. Do you understand the penalties for non-compliance, and all associated fees to provide such service?

☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to:

Tennessee Regulatory Authority  
460 James Robertson Pkwy  
Nashville, TN 37243.

Should you have any questions, call (615)741-2904, ext. 220.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us.tra> *electronic file room* under the External Site of Lexis Law Publishing.

**Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in the RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.**

**For Individual and Partners:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

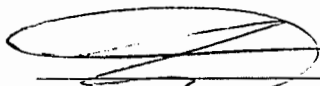
\_\_\_\_\_  
Printed Name

**For Corporations  
And Other Organizations**

Lattice Incorporated

\_\_\_\_\_  
Name of Corporation

BY:



\_\_\_\_\_  
Signature

Terry Whiteside

\_\_\_\_\_  
Printed Name

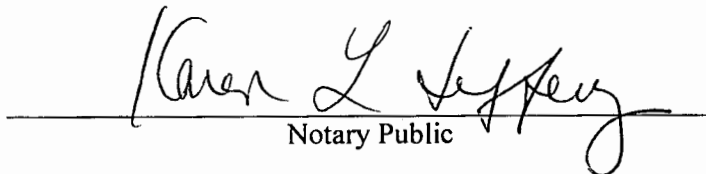
Chief Operating Officer

\_\_\_\_\_  
Title

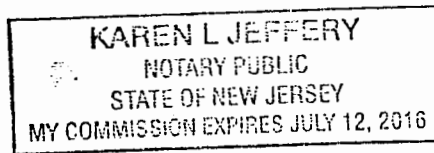
ATTEST:

\_\_\_\_\_  
Title

On this the 14<sup>th</sup> day of September, 2014 before me, a Notary Public, Terry Whiteside known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

  
\_\_\_\_\_  
Notary Public

Seal



**Lattice Incorporated**

**Appendix I**  
**Reseller Operators**

None at this time.

**Lattice Incorporated**

**Appendix II**

**Informational Tariff Sheet**

INSTITUTIONAL  
TELECOMMUNICATIONS RATE SHEET

of

LATTICE INCORPORATED

This rate sheet contains the rates applicable to the provision of intrastate automated operator assisted calling services for inmates and other incarcerated persons in Correctional or Confinement Institutions by Lattice Incorporated ("Lattice") within the State of Tennessee. This rate sheet is on file with the Tennessee Regulatory Authority.

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Issued: November 19, 2014

Effective:

By: Terry Whiteside, General Manager  
7150 N. Park D, Suite 500  
Pennsauken, NJ 08109

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**SECTION 2 - DESCRIPTION OF SERVICE**

**2.1 General**

Service is offered to inmates and other incarcerated persons in correctional or confinement facilities for outward-only calling. Collect calls may be billed to residential or business lines. Billing information will be validated.

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**SECTION 2 - DESCRIPTION OF SERVICE, (CONT'D.)****2.2 Institutional Automated Collect Service**

Institutional Automated Collect Service is provided for use by inmates and other incarcerated persons in Correctional Institutions within the state of Tennessee. Interstate service is offered in conjunction with intrastate service.

Service may be limited by the administrators of the institutions as to availability, call duration or calling scope. Calls are billed to the Called Party. The Called Party must actively accept charges for the call. Calls are billed in full minute increments.

Institutional Automated Collect Service allows inmates to make collect calls to terminating locations anywhere within the state. An automated system prompts the caller and the called party through user - friendly instructions. The called party must accept responsibility for payment of the charges by dialing the designated digit for acceptance. If a call is not accepted within five (5) seconds of the automated voice recording prompt, the automated recording is replayed a second time. If an acceptance digit is not received five (5) seconds after the second recording is completed, the call is automatically terminated.

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**SECTION 2 - DESCRIPTION OF SERVICE, (CONT'D.)****2.3 Prepaid Institutional Calling Services****2.3.1 General**

Prepaid Institutional Calling Services provide alternative payment arrangements for inmates in Confinement Institutions. Prepaid Institutional Calling Services are available 24 hours a day, seven days per week. Access to telephone service by an inmate may be subject to time of day and usage restrictions imposed by individual Confinement Institutions. No minimum service period applies.

Network usage for Prepaid Institutional Calls is deducted from the Available Usage Balance in full minute increments. For debiting purposes, call timing is rounded up to the nearest one (1) minute increment. Usage charges are computed and rounded up to the nearest penny on a per call basis.

The called party is automatically informed of the Available Usage Balance remaining in the Prepaid Account prior to acceptance of the call. Network usage is deducted from the Available Usage Balance in the account on a real time basis as the call progresses. A reminder message is also provided when the account balance has one minute of usage remaining. All calls must be charged against an account that has sufficient available balance. Calls in progress will be terminated by the Company if the balance on the account is insufficient to continue the call.

Payment for Prepaid Institutional Calling Services and any Available Balance in the Prepaid Account is refundable upon request by the called party.

Two options are available with Prepaid Institutional Calling Services. The first option, the Prepaid Debit Account, allows the inmate to set up his/her own prepaid account at the Confinement Institution; the second option, Prepaid Collect Service, allows the Called Party who receives calls from inmates to set up his/her own prepaid account.

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**SECTION 2 - DESCRIPTION OF SERVICE, (CONT'D.)****2.3 Prepaid Institutional Calling Services, (Cont'd.)****2.3.1 General, (Cont'd.)****A. Prepaid Debit Account**

With a Prepaid Debit Account, the inmate is assigned a Personal Identification Number (PIN.) When the inmate places a call, he/she enters the PIN and called telephone number. All deposits to the account are paid to and handled by the Institution. The Company receives payment from the inmate's debit account via the Institution; it does not engage in direct monetary transactions with the inmate.

The Company's system automatically informs the caller of the Available Usage Balance remaining in the Prepaid Debit Account, and provides prompts to place the call by entering the destination telephone number. Network usage is deducted from the Available Usage Balance in the account on a real time basis as the call progresses.

**B. Prepaid Collect Service**

Prepaid Collect Service is available for use by individuals who receive collect calls from inmates in Confinement Institutions. Once an account is established, all collect calls from the facility to the telephone number associated with the prepaid collect account are automatically processed as prepaid collect. If the payment into the account is provided via credit card, credit verification procedures are carried out under the terms specified in Section 2 of this tariff. Deposits to the account are paid to and handled by the Company via arrangement with a vendor.

The minimum initial deposit or replenishment amount is \$25.00. Additional payments will be accepted with a \$100.00 payment maximum. Initial and additional payments into the account may be made by cashier's check, money order, credit card, debit card, electronic checking or Western Union. Transaction fees will apply for credit card and check by phone transactions. All payments will be subject to applicable taxes.

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**SECTION 3 - RATES**

**3.1 General**

Each Customer is charged individually for each call placed through the Company. Customers are billed based on their use of the service. No fixed monthly recurring charges apply.

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**SECTION 3 - RATES, (CONT'D.)****3.2 Institutional Collect Service**

The following rates and charges apply to operator assisted collect calls placed by inmates in correctional institutions using the Company's service. The minimum call duration for billing purposes is one (1) minute. Additional usage is measured and rounded to the next higher full minute increment for billing purposes.

**3.2.1 Rates and Charges****A. Local**

Rate, Per Minute:	\$0.00
Surcharge, Per Call:	\$1.50

**B. IntraLATA and InterLATA**

Rate, Per Minute:	\$0.30
Surcharge, Per Call:	\$0.50

**C. InterLATA**

Rate, Per Minute:	\$1.49
Surcharge, Per Call:	\$6.99

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Issued: November 19, 2014

Effective:

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Pennsauken, NJ 08109

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**SECTION 3 - RATES, (CONT'D.)****3.3 Prepaid Collect Institutional Calling Services****3.3.1 Rates and Charges****A. Local**

Rate, Per Minute:	\$0.00
Surcharge, Per Call:	\$1.50

**B. IntraLATA and InterLATA**

Rate, Per Minute:	\$0.30
Surcharge, Per Call:	\$0.50

**C. InterLATA**

Rate, Per Minute:	\$1.49
Surcharge, Per Call:	\$6.99

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Issued: November 19, 2014

Effective:

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**SECTION 3 - RATES, (CONT'D.)****3.4 Prepaid Debit Institutional Calling Services****3.4.1 Rates and Charges****A. Local**

Rate, Per Minute:	\$0.00
Surcharge, Per Call:	\$1.50

**B. IntraLATA and InterLATA**

Rate, Per Minute:	\$0.30
Surcharge, Per Call:	\$0.50

**C. InterLATA**

Rate, Per Minute:	\$1.49
Surcharge, Per Call:	\$6.99

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Issued: November 19, 2014

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By: Terry Whiteside, General Manager  
7150 N. Park D, Suite 500  
Pennsauken, NJ 08109

**Lattice Incorporated**

**Appendix III**

**Articles of Incorporation**

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
SCIENCE DYNAMICS CORPORATION**

Science Dynamics Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The Certificate of Incorporation of the Corporation was filed with the Secretary of State on May 24, 1973.

2. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

**FIRST:** The name of the Corporation is Lattice Incorporated. (the "Corporation").

**SECOND:** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 Wilmington, Delaware, 19808. The name of its registered agent at such address is Corporation Service Company.

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

**FOURTH:** (a) The total number of shares of capital stock which this Corporation is authorized to issue is two hundred ten million (210,000,000) shares, of which:

(i) ten million (10,000,000) shares shall be designated as Preferred Stock, and shall have a par value of \$.01 per share;

(ii) one hundred million (200,000,000) shares shall be designated as Common Stock, and shall have a par value of \$.01 per share; and

(b) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

(i) the designation of such series;

(ii) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, whether such dividends shall be cumulative or noncumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the Corporation;

(iii) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the Corporation, and, if



provision be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;

(vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote, as a class or otherwise, with respect to the election of the directors or otherwise, and the number of votes to which the holder of each share of such series shall be entitled;

(vii) the restrictions, if any, on the issue or reissue of any additional shares or series of Preferred Stock; and

(viii) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.

(c) No holder of any stock of the Corporation of any class or series now or hereafter authorized, shall, as such holder, be entitled as of right to purchase or subscribe for any shares of stock of the Corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the Corporation.

**FIFTH:** Election of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

**SIXTH:** 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 which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

**SEVENTH: (a) Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Paragraph (b) of this Article SEVENTH, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article SEVENTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer

(and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article SEVENTH or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

**(b) Right of Claimant to Bring Suit.** If a claim under Paragraph (a) of this Article SEVENTH is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**(c) Non-Exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article SEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

**(d) Insurance .** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

**EIGHTH:** The terms and conditions of any rights, options and warrants approved by the Board of Directors may provide that any or all of such terms and conditions may not be waived or amended or may be waived or amended only with the consent of the holders of a designated percentage of a designated class or classes of capital stock of the Corporation (or a designated group or groups of holders within such class or classes, including but not limited to disinterested holders), and the applicable terms and conditions of any such rights, options or warrants so conditioned may not be waived or amended or may not be waived or amended absent such consent.

**NINTH:** In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend or repeal from time to time By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-laws made by the Board of Directors and subject to the provisions of any By-law limiting the right of the Board of Directors to make certain modifications to the By-laws.

**TENTH:** Upon the filing of this Restated Certificate of Incorporation, without any action on the part of the holder thereof, each of the presently outstanding shares of Common Stock, par value \$.01 per share, shall become and converted into, one-tenth of a share of Common Stock, par value \$.01 per share. No fractional share will be issued. Any fractional shares resulting from the reverse split will be rounded up to the nearest whole number.

**ELEVENTH:** This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of Delaware.

**TWELFTH:** The capital of the Corporation will not be reduced under or by reason of any amendment herein certified.

**THIRTEENTH:** The Statements of Designation of the rights, preferences, privileges and limitations of the Series A Convertible Preferred Stock are set forth in Exhibit A to this Restated Certificate of Incorporation. The Statements of Designation of the rights, preferences, privileges and limitations of the Series B Convertible Redeemable Preferred Stock are set forth in Exhibit B to this Restated Certificate of Incorporation.

**FOURTEENTH:** The effective date of this Restated Certificate of Incorporation shall be February 2, 2007, at 11:59 p.m.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its chief executive officer this 22<sup>nd</sup> day of December, 2006.

A handwritten signature in dark ink, appearing to read "Paul Burgess", with a stylized flourish at the end.

Paul Burgess,  
Chief Executive Officer

**Lattice Incorporated**

**Appendix IV**

**Secretary of State Certificate**



**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

Lattice Incorporated  
STE 500  
7150 N PARK DR  
PENNSAUKEN, NJ 08109-4203

August 28, 2014

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

<b>SOS Control # :</b>	<b>769076</b>	<b>Formation Locale:</b>	<b>DELAWARE</b>
<b>Filing Type:</b>	<b>Corporation For-Profit - Foreign</b>	<b>Date Formed:</b>	<b>05/24/1973</b>
<b>Filing Date:</b>	<b>08/28/2014 1:03 PM</b>	<b>Fiscal Year Close:</b>	<b>12</b>
<b>Status:</b>	<b>Active</b>	<b>Annual Report Due:</b>	<b>04/01/2015</b>
<b>Duration Term:</b>	<b>Perpetual</b>	<b>Image # :</b>	<b>7377-0089</b>

#### Document Receipt

<b>Receipt # :</b>	<b>1625597</b>	<b>Filing Fee:</b>	<b>\$600.00</b>
<b>Payment-Check/MO :</b>	<b>TECHNOLOGIES MANAGEMENT, INC, WINTER PARK, FL</b>		<b>\$600.00</b>

**Registered Agent Address:**  
NATIONAL REGISTERED AGENTS, INC.  
STE 2021  
800 S GAY ST  
KNOXVILLE, TN 37929-9710

**Principal Address:**  
STE 500  
7150 N PARK DR  
PENNSAUKEN, NJ 08109-4203

Congratulations on the successful filing of your **Application for Certificate of Authority** for Lattice Incorporated in the State of Tennessee which is effective on the date shown above. Visit the TN Department of Revenue website ([apps.tn.gov/bizreg](http://apps.tn.gov/bizreg)) to determine your online tax registration requirements.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett  
Secretary of State

Processed By: Meg Sheridan

**Lattice Incorporated**

**Appendix V**  
**Management Profiles**

**Paul Burgess**  
**President and CEO**

Paul is the President, CEO and a Director of Lattice Incorporated. From March 2003 until February 2005 Paul Burgess was COO of Science Dynamics. As of February 2005 he was appointed president and CEO. In February 2005 Burgess was appointed a director.

Previously, from January 2000 to December 2002, Paul was president and CFO of Plan B Communications. Prior to Plan B Communications, he spent three years with MetroNet Communications, where he was responsible for the development of MetroNet's coast to coast intra- and inter-city networks. Burgess was also influential in developing the operations of MetroNet during the company's early growth stage. Prior to joining MetroNet, he was with ISM, a company subsequently acquired by IBM Global Services, where he was responsible for developing and deploying the company's distributed computing strategy.

**Joe Noto**  
**Chief Financial Officer**

Joe Noto brings to Lattice more than 15 years of upper level management experience at businesses ranging from early-stage venture capital backed technology companies to middle market operating divisions of Fortune 500 companies. Prior to joining Science Dynamics, he was CFO for Spectrotel, Inc., a telecommunications service provider. Noto is a CPA and received his BA in Accounting from Rutgers University. He is a member of both the New Jersey Society of CPAs and American Institute of CPAs.

**Thomas R. Spadaro**  
**Vice President of Engineering**

Thomas Spadaro leads the design and development of telephony solutions that facilitate the transition from a circuit-switched network to a digital, packet-based communications environment. Since joining SciDyn in 1983, Tom has managed the development and design of all major product offerings for the Company including the Integrator Series of IP gateways, the Call Control System for correctional facilities and the VFX-250S, Video over Frame Relay Access Device. Thomas previously served as SciDyn's Director of Engineering.

**Terry Whiteside**  
**Chief Operating Officer**

Mr. Whiteside joined Lattice Incorporated in May of 2007 bringing more than 18 years of executive and engineering expertise in telecommunications industry. Prior to joining Lattice Mr. Whiteside spent seven years as Vice President of Operations at Spectrotel Communications where he was responsible for all aspects of the company's business operations including; sales, marketing, engineering, customer service and strategic planning. Prior to Spectrotel Communications, Mr. Whiteside spent three years with AT&T Canada (formerly MetroNet Communications) as Director of Data Services, where he was responsible for the development of the company's coast to coast data and IP networks. Prior to joining AT&T, he was with SaskTel where he held series of positions in a wide variety of disciplines and was responsible for establishing the strategic direction for Sasktel's data and IP network evolution.

Mr. Whiteside has a Bachelor of Applied Science Degree in Electronic Information Systems Engineering.

**Lattice Incorporated**

**Appendix VI**  
**Financial Statements**

**Following is the Edgar link to Applicant's SEC Form 10K:**

<http://app.quotemedia.com/quotetools/showFilingOutline.go?webmasterId=89940&symbol=LTTC&cp=on&name=LATTICEINC:10-K&link=http%3A//quotemedia.10kwizard.com/contents.xml%3Fipage%3D9500498&xbrl=false>



**Lattice Incorporated**

**Appendix VII**

Small and Minority-Owned Telecommunications Business Participation Plan

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN

1. PURPOSE

- 1.1 This small and minority-owned telecommunications business participation plan ("Plan") is submitted by Lattice Incorporated ("Lattice") as required by T.C.A. 65-5-112.
- 1.2 The administration of this Plan is the responsibility of Lattice Incorporated.

2. THE COMPANY

- 2.1 Lattice Incorporated provides automated operator assisted telecommunications services to inmates and other incarcerated persons in correctional facilities nationwide, including Tennessee. The Company's headquarters is located in Pennsauken, NJ and has no employees, property, equipment or any physical presence in Tennessee at this time.
- 2.2 As a competitive vendor of telecommunications service, Lattice is non-dominant in its industry. The nature of Lattice's business limits its opportunity to support the use of small or minority-owned businesses in Tennessee.

3. DEFINITIONS

- 3.1 Small and Minority Business - For the purpose of this Plan, "minority-business" means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the 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) per T.C.A. 65-5-112.

4. LATTICE INCORPORATED SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS PARTICIPATION PLAN AND POLICY STATEMENT

- 4.1 Lattice intends to afford small and minority-owned telecommunications businesses the maximum practicable opportunity to participate in the performance of contracts in accordance with T.C.A. 65-5-112.
- 4.2 Lattice is a reseller of telecommunications service whose business operations include:
  - *Telecommunications Services provided to inmates and other incarcerated persons in correctional facilities*
  - *Customer Care*

Lattice uses vendors and suppliers to support their business as follows:

- *Telecommunications Service Providers*
- *Telecommunications Billing and Collection Services*

- 4.3 Terry Whiteside coordinates small and minority-owned telecommunications business referrals.
- 4.4 To the extent possible and practical, contacts and referrals are sought through the Department of Economic and Community Development's office of Minority Business Enterprise and Small Business office.
5. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN PERIOD OF EFFECTIVENESS
- 5.1 Lattice will seek to include such firms in its supplier base as part of its ongoing policies and procedures. Lattice has no physical presence in Tennessee. When and if that situation changes, the effectiveness of this Plan would be enhanced.
6. PLAN ADMINISTRATION
- 6.1 Lattice Incorporated Plan Administrator is:
- Terry Whiteside  
Chief Operating Officer  
Lattice Incorporated  
7150 N. Park Drive, Suite 500  
Pennsauken, NJ 08109  
Office: 856-910-1166 ext. 2112  
Fax: 856-910-1811  
[twhiteside@latticeincorporated.com](mailto:twhiteside@latticeincorporated.com)
- 6.2. The Administrator manages the Plan, as described below in the Administrator's duties. The Administrator has direct interface with procurement personnel, contract administrators, and program and project personnel to ensure compliance with the provisions of the Plan.
- 6.3 The Administrator's specific job duties, as they relate to this Plan and the company's business operations in Tennessee, are as follows:
- (a) Developing and maintaining a supplier List which would include a listing of small and minority-owned telecommunications businesses in Tennessee who are deemed eligible to be suppliers.
  - (b) Reviewing Lattice's policies and procedures to ensure that small and minority-owned telecommunications businesses in Tennessee have an equitable opportunity to be awarded contracts when possible.
  - (c) Allowing for inclusion of such businesses in those solicitations for products or service which they are capable of providing.
  - (d) Coordinating activities during the conduct of any compliance review by Tennessee state agencies.
  - (e) Preparing and submitting periodic contracting reports as required.

7. PLAN TO ASSURE EQUITABLE OPPORTUNITY

7.1. The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources/listings include but are not limited to the following:

- (a) An approved master supplier List.
- (b) Sourcing information received from the Department of Economic and Community Development's Office of Minority Business Enterprise and Small Business Office in Nashville.

7.2. Outreach efforts will be made as follows:

- (a) To the extent possible and practical, the Administrator will cultivate and maintain a relationship with the Community Development's Office of Minority Business Enterprise and Small Business Office in an effort to locate and qualify capable Small and Minority-Owned Telecommunications Businesses for participation in contracting opportunities.
- (b) To the extent possible and practical, the Administrator will ensure that Lattice discusses contracting opportunities with representatives of small and minority-owned telecommunications businesses.
- (d) To the extent possible and practical, the Administrator will ensure that Lattice offers assistance to small and minority-owned telecommunications businesses to explain requests for quotations, technical and quality assurance programs, advice on types of business typically being contracted, and the mechanics of procurement requirements and quality expectations.

**Lattice Incorporated**

**Appendix VIII**

**Irrevocable Standby Letter of Credit**

The Applicant is currently in the process of obtaining the ILOC which will be submitted upon receipt