



**MARASHLIAN  
& DONAHUE, PLLC**  
THE *COMMLAW* GROUP

July 5, 2016

**VIA PRIORITY MAIL & EMAIL**

Chairman, Tennessee Regulatory Authority  
c/o Ms. Sharla Dillon, Dockets and Records Manager  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243  
[sharla.dillon@tn.gov](mailto:sharla.dillon@tn.gov)

Docket No. 16-00074

**RE: CallCatchers Inc. d/b/a FreedomVoice Systems**  
**Application for a Certificate of Convenience and Necessity to Provide**  
**Resold Interexchange Telecommunications Services**

Dear Ms. Dillon:

CallCatchers Inc. d/b/a FreedomVoice Systems, by its undersigned counsel, hereby transmits one (1) original and one (1) copy of its Application for a Certificate of Convenience and Necessity to Provide Resold Interexchange Telecommunications Services within the State of Tennessee ("Application"). Also enclosed is a check in the amount of \$50.00 payable to the Tennessee Regulatory Authority covering the requisite filing fees for the Application.

Please date-stamp and return the duplicate copy of this filing to the address listed on the enclosed, prepaid envelope. Should you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, reading 'Michael P. Donahue'.

Michael P. Donahue

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

IN THE MATTER OF THE APPLICATION OF     )  
CALLCATCHERS INC.                             )  
D/B/A FREEDOMVOICE SYSTEMS             )  
FOR A CERTIFICATE OF CONVENIENCE       )  
AND NECESSITY TO PROVIDE                )  
RESOLD INTEREXCHANGE                    )  
TELECOMMUNICATIONS SERVICES            )

Docket No. \_\_\_\_\_

**APPLICATION**

Pursuant to Section 1220-4-2.57(5) of the Rules of the Tennessee Regulatory Authority, CallCatchers Inc. d/b/a FreedomVoice Systems (“FreedomVoice,” or “Applicant”) respectfully requests that the Tennessee Regulatory Authority (“TRA”) grant the Applicant the authority to provide resold interexchange telecommunications services within the State of Tennessee. FreedomVoice is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of resold interexchange telecommunications services.

Additionally, Applicant is in the process of being acquired by GoDaddy Operating Company, LLC (“GoDaddy Operating”). GoDaddy Operating, its direct wholly-owned subsidiary San Fernando Merger Sub Inc. (“San Fernando Merger Sub”), FreedomVoice, and certain FreedomVoice shareholders entered into an Agreement and Plan of Merger dated as of May 17, 2016 (the “Agreement”). Pursuant to the Agreement, San Fernando Merger Sub will be merged with and into FreedomVoice – with FreedomVoice being the surviving entity. All equity securities of FreedomVoice will be canceled, and its shareholders will be entitled to receive consideration for those securities. FreedomVoice will thus become an indirect, wholly-owned subsidiary of GoDaddy Operating. Upon or after the closing of the transfer of control, the parties anticipate that the vast majority of FreedomVoice’s operations and assets will be assigned from FreedomVoice

to GoDaddy.com LLC (“GD LLC”), a direct, wholly owned subsidiary of GoDaddy Operating. Accordingly, the Applicant respectfully requests that the TRA consider FreedomVoice’s proposed ownership as it considers this registration, or, to the extent required, approves FreedomVoice’s acquisition by GoDaddy Operating and GD LLC (“Proposed Transaction”). GD LLC will file for and obtain any necessary licenses necessary to provide intrastate services prior to the transfer of any customers.

In support of this Application, FreedomVoice submits the following information:

**I. ADMINISTRATIVE REQUIREMENTS**

**1. Applicant’s Full Name and Address:**

CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, CA 92024  
Tel: (800) 477-1477  
Fax: (888) 475-3433  
Email: [compliance@freedomvoice.com](mailto:compliance@freedomvoice.com)  
Website: [www.freedomvoice.com](http://www.freedomvoice.com)

**2. Representative Contact Information:**

Correspondence regarding this Application should be directed to:

Michael P. Donahue  
Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
Tysons, VA 22102  
Tel: (703) 714-1319/-1323  
Fax: (703) 563-6222  
Email: [mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)  
[kpa@commlawgroup.com](mailto:kpa@commlawgroup.com)

*with a copy to:*

Jennifer L. Kostyu  
L. Charles Keller  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
Email: [jkostyu@wbklaw.com](mailto:jkostyu@wbklaw.com)  
[ckeller@wbklaw.com](mailto:ckeller@wbklaw.com)

Correspondence concerning the Applicant's ongoing regulatory compliance should be directed to:

Gino Capozzi  
Regulatory and Tax Compliance Manager  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 816  
Fax: (800) 477-1477  
Email: [compliance@freedomvoice.com](mailto:compliance@freedomvoice.com)

**3. Corporate Information:**

FreedomVoice is a Delaware corporation with its principal place of business at 169 Saxony Road, Suite 212. Encinitas, California 92024. Applicant is authorized to do business in the State of Tennessee. Please see **Exhibit A** attached hereto for copy of FreedomVoice's Certificate of Incorporation, its Certificate of Good Standing in the State of Delaware, and its Certificate of Authority to do Business in the State of Tennessee.

**4. Officers and Directors:**

A list of FreedomVoice's Officers and Directors, including their names and addresses, is attached hereto as **Exhibit B**.

**5. Compliance with Applicable State and Federal Laws and Regulations:**

FreedomVoice shall operate in compliance with all applicable federal and state laws, and all FCC and TRA rules and regulations. Attached hereto as **Exhibit C** is a certified statement from a principal corporate officer of Applicant attesting to the veracity of this claim.

**6. Ownership Information:**

Please see **Exhibit D** attached hereto for information concerning the ownership of FreedomVoice before and after the Proposed Transaction.

**7. Description of Business Plan/ Services to be Offered:**

FreedomVoice will operate in the State of Tennessee as a reseller of interexchange telecommunications services.

**II. MANAGERIAL REQUIREMENTS**

FreedomVoice is guided by an experienced and highly capable management team that includes individuals who have distinguished themselves in executive positions within the telecommunications industry. Applicant's management team possesses extensive business, technical, operational, and telecommunications experience. FreedomVoice's managers will continue to manage the company's operations following the closing of the Proposed Transaction. In addition, following completion of the Proposed Transaction, FreedomVoice will be able to rely on the additional experience and prospective of GoDaddy Operating's management. Attached hereto as **Exhibit B** are descriptions of the managerial and technical qualifications of FreedomVoice's management team. Information regarding GoDaddy Operating's management team is available on its website: <https://aboutus.godaddy.net/about-us/default.aspx#Section2>.

### **III. TECHNICAL REQUIREMENTS**

#### **1. Facilities to be Used:**

FreedomVoice will purchase or lease services and/or facilities from underlying providers operating in the State of Tennessee in order to provide the services proposed herein. Accordingly, Applicant does not anticipate engaging in any construction for deployment of its services. Any facilities utilized by Applicant will use existing structures, and therefore, will not result in any environmental damage.

#### **2. Description of Services:**

FreedomVoice proposes to provide resold interexchange telecommunications services throughout the entire State of Tennessee. Specifically, Applicant utilizes a proprietary interactive voice response (“IVR”) and unified messaging platform. Applicant purchases toll free and direct inward dialing (“DID”) numbers, and resells those numbers as part of a virtual office service. Small business customers then use those numbers to access Applicant’s integrated suite of additional services and functionality, including: auto attendant, call forwarding/distribution, call queuing, call screening, Internet fax/fax back, and enhanced voicemail capabilities such as voice-to-text conversion and email delivery of voicemails. FreedomVoice will also provide Interconnected Voice over Internet Protocol (“I-VoIP”) services.

#### **3. TRA Standards:**

FreedomVoice’s services will satisfy the minimum standards established by the TRA. Applicant will file and maintain interexchange tariffs in the manner prescribed by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carriers’ systems. Accordingly, FreedomVoice is qualified to provide resold interexchange services in the State of Tennessee.

**4. Proposed Service Area:**

FreedomVoice is requesting authority to offer resold interexchange telecommunications services on a statewide basis as permitted by law or TRA order.

**5. Current Operations:**

FreedomVoice is also authorized to provide interexchange long distance telecommunications services pursuant to registration, commission order or on a deregulated basis in the states of: California, Connecticut, Florida, Illinois, Maine, Maryland, Michigan, New Jersey, New York, Pennsylvania, Utah, Virginia, Washington, and Wisconsin.

Furthermore, Applicant is currently registered to provide I-VoIP services in the following states: California, Illinois, Michigan, Nebraska, and Wisconsin.

FreedomVoice has not been denied its requested authority in any jurisdiction.

FreedomVoice is currently in the process of applying for authorization or registering to provide interexchange and I-VoIP services in the remaining fifty states, the District of Columbia, and Puerto Rico – to the extent required by the laws and regulations of the specific jurisdiction.

**6. Customer Inquiries, Complaints, Repairs, and Maintenance Information:**

FreedomVoice provides live customer service Monday through Friday between the hours of 5:00 AM and 6:00 PM PST, and Saturday between the hours of 6:30 AM and 3:30 PM PST. Additionally, Applicant provides emergency support to customers twenty-four hours a day, seven days a week. Customers may contact FreedomVoice regarding complaints, repairs, sales, and other inquiries via telephone, (800) 477-1477, and via email, [customercare@freedomvoice.com](mailto:customercare@freedomvoice.com) (customer service)/ [sales@freedomvoice.com](mailto:sales@freedomvoice.com) (sales inquiries).

Information concerning FreedomVoice's services can also be found on Applicant's website: [www.freedomvoice.com](http://www.freedomvoice.com).

Applicant will not deploy employees in the State of Tennessee to supervise its operations. Accordingly, Applicant will adequately handle all customer inquiries, complaints, repairs, and maintenance information from its headquarters in Encinitas, California.

The following individuals shall be responsible for supervising Applicant's response to any customer inquiries, complaints, repairs, and maintenance requests:

**A. Customer Inquiries, Complaints, and Refunds:**

Cedar Coleman, Director of Customer Care  
169 Saxony Road, Suite 206  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 807  
Fax: (800) 477-1477  
Email: [cedar.coleman@freedomvoice.com](mailto:cedar.coleman@freedomvoice.com)

**B. Repairs and Maintenance:**

Jeremiah Gowdy, Systems Architect  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 206  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 804  
Fax: (800) 477-1477  
Email: [jeremiah.gowdy@freedomvoice.com](mailto:jeremiah.gowdy@freedomvoice.com)

**IV. FINANCIAL REQUIREMENTS**

FreedomVoice possesses the financial resources necessary to provide reliable telecommunications services. The most recent financial statements for GoDaddy Operating's parent, GoDaddy Inc., are available in GoDaddy Inc.'s most recent SEC Form 10-K filed with the Securities and Exchange Commission on March 2, 2016 (*available at: <http://www.sec.gov/Archives/edgar/data/1609711/000160971116000048/gddy-12312015x10k.htm>*).

Pursuant to T.C.A. § 65-4-125(j), attached hereto as **Exhibit I** is FreedomVoice's surety bond in the amount of \$20,000 to secure the payment of any monetary sanction imposed in any



enforcement proceeding brought under T.C.A. Title 65 or the Consumer Telemarketing Protection Act of 1990.

**V. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN**

FreedomVoice's Small and Minority-Owned Telecommunications Business Participation Plan is attached hereto as **Exhibit E**.

**VI. SERVICE OF THE APPLICATION**

FreedomVoice certifies that it has served notice of this Application on all Incumbent Local Exchange Carriers operating in the State of Tennessee along with a statement regarding Applicant's intention of operating geographically. A certificate of service is attached hereto as **Exhibit F**.

**VII. PROCEDURES FOR VERIFYING CUSTOMER-ORDERED CHANGES IN PREFERRED INTEREXCHANGE CARRIERS**

FreedomVoice will comply with all TRA regulations and applicable laws governing the verification of customer-ordered changes in preferred interexchange carriers.

**IX. PUBLIC INTEREST**

Approval of FreedomVoice's Application will serve the public interest by creating greater competition in the telecommunications marketplace, thus providing consumers with additional choices for interexchange services. Applicant's entry into the market will add diversity of supply, innovative service offerings, and competitive pricing. Applicant's proposed service offerings will provide Tennessee consumers with high quality, telephonic communications at reasonable rates, and therefore, its entry into the Tennessee marketplace is in the public interest.

**X. MISCELLANEOUS**

**1. Tariff:**

FreedomVoice will provide a tariff containing the requested rates, terms, and conditions of its services within ten (10) days request from the TRA.

**2. Pre-Filed Testimony:**

The sworn pre-filed testimony of FreedomVoice's President, Eric Thomas, is attached hereto as **Exhibit G**.

**3. Complaints Filed with Federal and State Agencies:**

Please see **Exhibit H** attached hereto.

## **CONCLUSION**

WHEREFORE, CallCatchers Inc. d/b/a FreedomVoice Systems respectfully requests that the Tennessee Regulatory Authority issue a Certificate of Convenience and Necessity authorizing it to provide resold interexchange telecommunications services throughout the entire State of Tennessee as set forth herein, and approve its future ownership structure pursuant to its acquisition by GoDaddy Operating Company, LLC and GoDaddy.com LLC as set forth herein.

Respectfully submitted,



Michael P. Donahue  
Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
Tysons, VA 22102  
Tel: (703) 714-1319/-1323  
Fax: (703) 563-6222  
Email: [mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)  
[kpa@commlawgroup.com](mailto:kpa@commlawgroup.com)

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Jennifer L. Kostyu  
L. Charles Keller  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
Email: [jkostyu@wbklaw.com](mailto:jkostyu@wbklaw.com)  
[ckeller@wbklaw.com](mailto:ckeller@wbklaw.com)

*Counsel for GoDaddy Operating Company, LLC*

Dated: July 5, 2016

## **List of Exhibits**

**Exhibit A – Corporate Documents**

**Exhibit B – Officers and Directors**

**Exhibit C – Certified Statement of Principal Corporate Officer**

**Exhibit D – Ownership Information**

**Exhibit E – Small & Minority-Owned Telecommunications Business Participation Plan**

**Exhibit F – Certificate of Service**

**Exhibit G – Pre-Filed Testimony**

**Exhibit H – Complaints Filed with Federal and State Agencies**

**Exhibit I – Surety Bond**

**Exhibit A**

**Corporate Documents**

Please see attached.



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
312 Rosa L. Parks Avenue  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

**CALLCATCHERS INC.**  
169 SAXONY RD  
SUITE 212  
ENCINITAS, CA 92024 USA

October 27, 2009

### Filing Acknowledgment

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

<b>Control # :</b>	<b>616220</b>	Formation Locale:	Williamson County
Filing Type:	Corporation For-Profit - Domestic	Date Formed:	10/22/2009
Filing Date:	10/22/2009 8:27 AM	Shares of Stock:	1,220,000
Status:	Active	Fiscal Year Close	12
Duration Term:	Perpetual	Annual Rpt Due:	04/01/2010
		Image # :	6614-2093

#### Document Receipt

Receipt # : 13204	Filing Fee:	\$100.00
Payment-OSBR - ERIC THOMAS, ENCINITAS, CA		\$100.00

**Registered Agent Address**  
CORPORATE CREATIONSNETWORK INC.  
205 POWELL PLACE  
BRENTWOOD, TN 37027 USA

**Mailing Address**  
JAMILA GOWDY  
169 SAXONY RD  
SUITE 212  
ENCINITAS, CA 92024 USA

Congratulations on the successful filing of your **Charter** for **CALLCATCHERS INC.** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

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  
Business Services Division

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "CALLCATCHERS 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 TWENTY-THIRD DAY OF JUNE, A.D. 2016.



2575702 8300

SR# 20164607592

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202548310

Date: 06-23-16



CERTIFICATE OF INCORPORATION  
OFCallCatchers Inc.  
A CLOSE CORPORATION

FIRST: The name of this corporation is CallCatchers Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 1,500 shares of  
NO par value.

FIFTH: The name and mailing address of the incorporator is:  
Regina Cephas, Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: DECEMBER 28, 1995

*Regina Cephas*



*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CALLCATCHERS INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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

2575702 8100

001056105



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0237931

02-04-00

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CALLCATCHERS INC.

CALLCATCHERS INC. , a corporation  
organized and existing under and by virtue of the General  
Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation at a  
meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it  
advisable and in the best interest of the Company that Article  
Fourth of the Certificate of Incorporation be amended to read as  
follows:

FOURTH: The total number of shares of stock which this  
corporation is authorized to issue is:

ONE THOUSAND FIVE HUNDRED AND TWENTY FIVE (1525) SHARES WITHOUT  
PAR VALUE

SECOND: That the said amendment has been consented to and  
authorized by the holders of a majority of the issued and  
outstanding stock entitled to vote by written consent given in  
accordance with the provisions of Section 228 of the General  
Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in  
accordance with the applicable provisions of Sections 242 and 228 of  
the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this  
Certificate to be signed by  
this 27th day of January A.D. 2000.



Authorized Officer  
ERIC THOMAS

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CALLCATCHERS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2575702 8100

020113676

AUTHENTICATION: 1626682

DATE: 02-22-02



**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of \_\_\_\_\_  
CALLCATCHERS INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**Resolved**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 4 " so that, as amended, said Article shall be and read as follows:

" THE CORPORATION SHALL BE AUTHORIZED TO ISSUE UP TO  
ONE MILLION TWO HUNDRED TWENTY THOUSAND SHARES OF COMMON  
STOCK WITH A PAR VALUE OF \$0.10 AMOUNTING TO \$122,000.00. "

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: \_\_\_\_\_

(Authorized Officer)

NAME: \_\_\_\_\_

Eric Thomas  
(Type or Print)

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of \_\_\_\_\_  
CALLCATCHERS INC.

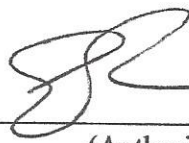
resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

**Resolved**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "\_\_\_\_\_" so that, as amended, said Article shall be and read as follows:

" THE CORPORATION SHALL BE AUTHORIZED TO ISSUE UP TO  
ONE MILLION TWO HUNDRED TWENTY THOUSAND SHARES OF COMMON  
STOCK WITH A PAR VALUE OF \$0.10 AMOUNTING TO \$122,000.00. "

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY:  \_\_\_\_\_  
(Authorized Officer)

NAME: Eric Thomas  
(Type or Print)

## **Exhibit B**

### **Officers and Directors**

#### **I. Pre-Transaction:**

FreedomVoice's current officers and directors are as follows:

##### **Officers:**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Contact Information</u></b>
Eric Thomas	President	6319 Via Naranjal Rancho Santa Fe, CA 92067
James Schumacher	Secretary	347 Rice Lane Whitefish, MT 59937

##### **Directors:**

<b><u>Name</u></b>	<b><u>Contact Information</u></b>
Adam Gould	14138 Arbolitos Drive Poway, CA 92064
John Newsam	528 Forward Street La Jolla, CA 92037
Julie Bryant	6319 Via Naranjal Rancho Santa Fe, CA 92067

## **Eric Thomas**

Eric Thomas is the Founder, President and CEO of FreedomVoice. He brings to the team more than 16 years of leadership in the development of virtual and hosted business phone solutions. As a pioneer of toll free virtual phone systems in 1996, Thomas made his move towards the hosted VoIP phone system market in the year 2006. He made it his goal to provide a better set of telecommunications tools that small and medium sized businesses could use in order to enhance their image, as well as to maximize productivity. Not content to buy or borrow someone else's technology, Thomas led FreedomVoice in the creation of FreedomIQ, an industry-leading hosted VoIP PBX platform engineered from the ground up.

Thomas is responsible for keeping FreedomVoice running as a profitable, privately held, debt-free, and rapidly-growing company by attracting customers with a friendly, down-to-earth staff. Applying a unique and cost-effective billing model, he ensures that FreedomVoice is committed to delivering an outstanding quality of service.

Before FreedomVoice, Thomas held the title of President at B/T SciTech, a molecular biology distribution firm that he founded back in 1991.

## **Adam Gould**

Adam Gould is currently CEO of Sensinode, which is a world leading provider of software for the Internet of Things. Adam has over 24 years of experience within the wireless industry. In addition, has also has extensive experience in leading engineering development teams, managing organizations and budgets of all sizes, creating technology strategies, contract negotiation, and leading business development, marketing and sales activities. Adam joined NextWave back in 2005, and was the GM of the business unit where he developed consumer products around NextWave semiconductor products. Adam also held title of Senior Vice President for semiconductor in Sales and Marketing. His previous role at Nextwave was SVP Product Development making him responsible for consumer product development, product planning, product management, program management and business development. Prior to joining NextWave, Adam was Chief Technology Officer and VP of Engineering for Nokia Mobile Phones' CDMA unit, where he worked for almost 13 years. In this role, he was responsible for setting the technology direction and strategy for the CDMA group, as well as managing all of the Nokia CDMA technology development, including all levels of SW development, RF and RFIC, and digital ASIC development. Adam grew this team from a starting point of 50 to over 450 engineers. Prior to his becoming CTO, he held various positions in management, signal processing, systems and software engineering development. Before joining Nokia, he was a member of the engineering team at Motorola that developed the world's first GSM phone. There he developed all of the signal processing software for that product. Adam holds more than 7 patents, and has degrees in electrical and computer engineering from Drexel University and the Massachusetts Institute of Technology. He is currently on the Board of Directors or on the Advisory Board for several companies.

### **John M. Newsam**

John M. Newsam holds BA Hons, MA and DPhil degrees in Chemistry from Oxford University. After 2 years as a Royal Society/JSPS Research Fellow in Sendai (Japan), he became a senior staff chemist at Exxon Corporate Research in New Jersey until head-hunted into a molecular simulation software company in San Diego, California. As a materials scientist, John has authored over 150 publications on zeolites, crystallography, materials simulation and high throughput experimentation, lectured extensively, both nationally and internationally. He has also been recognized by several awards, including the Corday-Morgan Medal. As a business innovator and entrepreneur, John has co-founded six companies which include Tioga Research, Inc. (in 2011), Bio4Front, Inc. (in 2008), fqubed (in 2002, acquired by Nuvo Research in 2005), Integrated Discovery Sciences Corporation (in 2001, acquired by Bio and Gene in 2005), hte Aktiengesellschaft (in 1999, acquired by BASF in 2008), and FreedomVoice Systems (in 1996). He has delivered undergraduate courses on entrepreneurship and business innovation at UC San Diego, and has been an Adjunct Professor at both UC Santa Barbara (Materials Department) and UCSD (Chemistry & Biochemistry Department). John currently serves as Chairman and CEO of Tioga Research.

### **Jim Schumacher**

Jim Schumacher graduated with a BS in Chemistry from MIT and MD from Duke University. He completed a residency in Radiology at UCSD, along with a Neuroradiology fellowship at Duke University. He is board certified in Radiology by the American Board of Radiology and by the Royal College of Physicians and Surgeons of Canada. After completing medical training, Jim was on staff for 11 years with Cape Canaveral Hospital in Cocoa Beach Florida. It was there that he served 2 years as Chief of Medical Services, and 4 years as Medical Director of the OpenMRI of Rockledge. In 2004, Jim moved to Whitefish, Montana where he has been on staff at Kalispell Regional Medical Center, as well as where he has served as Medical Director of the Imaging Center at Health Center Northwest, and served on the Board of Directors of Health Center Northwest and the Board of Directors of Flathead Physician's Group. He has also been on the Board of Directors of Freedom Voice Systems, a telecommunications company based in San Diego, CA, since 2001.



## **Julie Bryant**

Julie has experience in making start-ups successful by taking them to profitability and exiting via acquisition in the Life Science market place. Her most recent success story was with GeneGo Inc., [www.genego.com](http://www.genego.com), a pathway software and database company that was privately held and sold to Thomson Reuters (Scientific) Inc. [www.thomsonreuters.com](http://www.thomsonreuters.com). Julie was on the Board of GeneGo, a shareholder and was responsible for sales, marketing, IT and technical support. Previously, Julie has helped Battelle, a billion dollar nonprofit organization spin out a commercial company called OmniViz that was acquired by BioWisdom. She has also held senior positions at Accelrys, [www.accelrys.com](http://www.accelrys.com) Nature, [www.nature.com](http://www.nature.com) and Genometrix. Julie helped fund FreedomVoice ([www.freedomvoice.com](http://www.freedomvoice.com)) where she is currently both a shareholder and board member. Her angel fund, Bryant Thomas Ventures, has seeded companies such as [www.aprioribeauty.com](http://www.aprioribeauty.com) and Simulscribe now owned by Ditech ([www.ditech.com](http://www.ditech.com)). She is currently CEO of Bimini, LLC, [www.BiminiHealth.com](http://www.BiminiHealth.com) and the Bryant Consulting Group, [www.Bryant-Consulting-Group.com](http://www.Bryant-Consulting-Group.com).

## **II. Post-Transaction:**

FreedomVoice's officers and directors following the closing of the Proposed Transaction will be as follows:

### **Officers:**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Contact Information</u></b>
Matthew Kelpy	President & Treasurer	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260
Nima Kelly	Secretary	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260

### **Directors:**

<b><u>Name</u></b>	<b><u>Contact Information</u></b>
Matthew Kelpy	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260
Nima Kelly	14455 North Hayden Rd., Suite 219 Scottsdale, AZ85260

**Exhibit C**

**Certified Statement of Principal Corporate Officer**

Please see attached.

**AFFIDAVIT**

The affiant, after first being duly sworn according to law, deposes and states as follows:

I, the undersigned, Eric Thomas, attest and certify that CallCatchers Inc. d/b/a FreedomVoice Systems is operating in compliance with all applicable federal and state laws, and all rules of the Federal Communications Commission and Tennessee Regulatory Authority.

Further, affiant sayeth not.



Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems

State of California       )  
                                      )  
County of San Diego     )

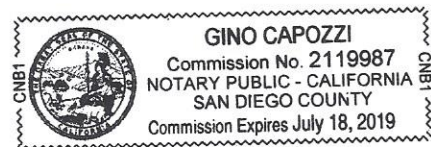
Sworn to and subscribed before me this the 30 day of July, 2016.



Notary Public

My commission expires: 7/18/19

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.



**Exhibit D**

**Ownership Information**

### **Pre-Transaction Ownership**

FreedomVoice is currently owned by the following individuals:

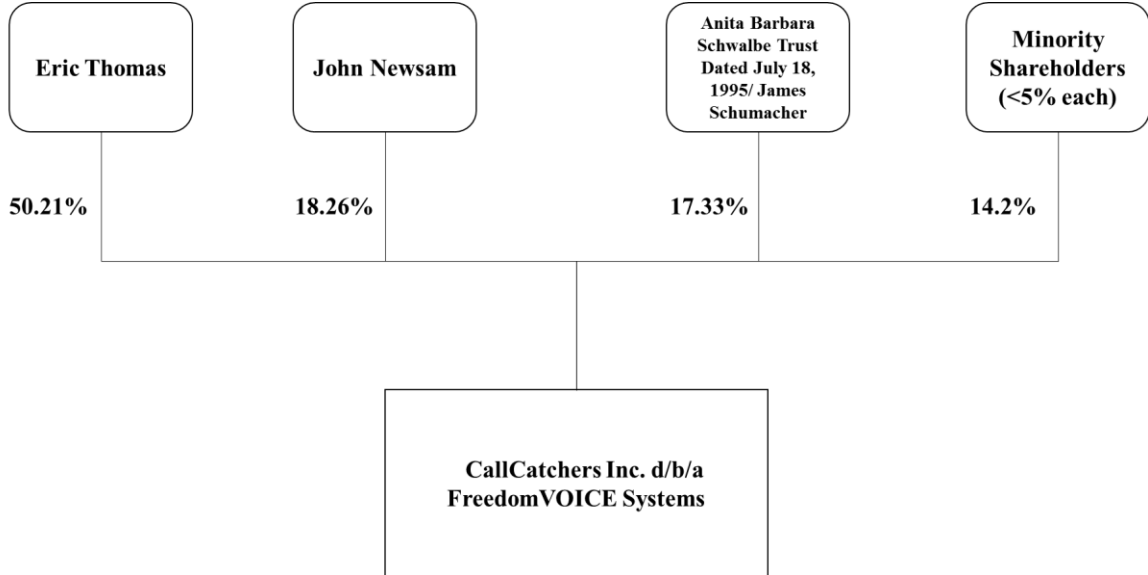
<b>Name:</b>	Eric Thomas
<b>Address:</b>	6319 Via Naranjal Rancho Santa Fe, CA 92067
<b>Ownership Interest:</b>	50.21%

<b>Name:</b>	John Newsam
<b>Address:</b>	525 Westbourne Street La Jolla, CA 92037
<b>Ownership Interest:</b>	18.26%

<b>Name:</b>	Anita Barbara Schwalbe Trust Dated July 18, 1995/ James Schumacher
<b>Address:</b>	1596 Hodgson Road Whitefish, Montana 59937
<b>Ownership Interest:</b>	17.33%

The remaining 14.2% of stock is owned by various entities or individuals of which each hold less than a 5% ownership share in FreedomVoice.

A chart depicting FreedomVoice's current ownership structure is provided on the next page.



## **Post Transaction Ownership**

Following the closing of the Proposed Transaction, FreedomVoice will be a wholly-owned subsidiary of the following entity:

**Name:** Media Temple Inc. (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

Media Temple Inc. will be a wholly-owned subsidiary of the following entity:

**Name:** GoDaddy Operating Company, LLC (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

GoDaddy Operating Company, LLC will be a wholly-owned subsidiary of the following entity:

**Name:** Desert Newco, LLC (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

Desert Newco, LLC will be owned by the following entities:

**Name:** GoDaddy Inc. (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260  
**Ownership Interest:** 50% of Desert Newco, LLC<sup>1</sup>

**Name:** Yam Special Holdings, Inc. (AZ)  
**Address:** 15475 N. 84th Street  
Scottsdale, AZ 85260  
**Ownership Interest:** ~20% of Desert Newco, LLC

**Name:** Kohlberg Kravis Roberts & Co. L.P. (DE)  
**Address:** 9 West 57th Street, Suite 4200,  
New York, NY 10019  
**Ownership Interest:** ~10% of Desert Newco, LLC

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<sup>1</sup> GoDaddy, Inc. also is the sole managing member and controls the management of Desert Newco, LLC. GD Subsidiary Inc., a wholly-owned subsidiary of GoDaddy, holds an approximate 1% ownership interest in Desert Newco. GD Subsidiary Inc. is a Delaware corporation, and its address is 14455 N. Hayden Road, Scottsdale, AZ 85260.



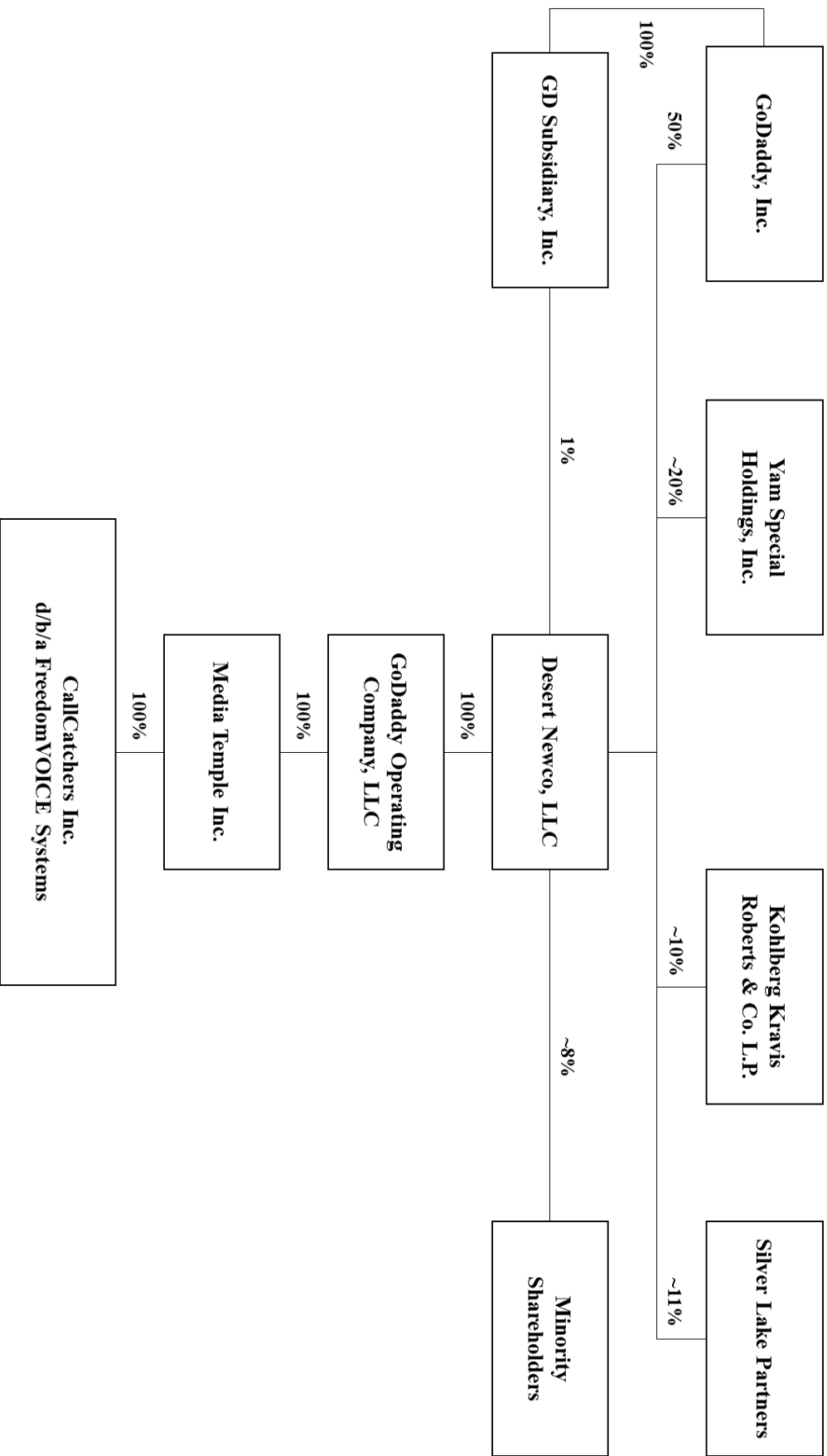
**Name:** Silver Lake Partners (DE)  
**Address:** 2775 Sand Hill Road, Suite 100  
Menlo Park, CA 94025  
**Ownership Interest:** ~11% of Desert Newco, LLC

To the best of Applicant's knowledge, no other entity or individual will directly or indirectly hold a 10% or greater ownership interest in FreedomVoice following the closing of the Proposed Transaction.

GoDaddy.com LLC is a wholly-owned direct subsidiary of the following entity:

**Name:** GoDaddy Operating Company, LLC (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

A chart depicting FreedomVoice's ownership structure following the closing of the Proposed Transaction is provided on the next page.



**Exhibit E**

**Small & Minority-Owned Telecommunications Business Participation Plan**

Please see attached.

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

Pursuant to T.C.A. § 65-5-112, as amended, CallCatchers Inc. d/b/a FreedomVoice Systems ("FreedomVoice") 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 resold interexchange telecommunications services within the State of Tennessee.

### **I. Purpose**

The purposes of T.C.A. § 65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. FreedomVoice is committed to the goals of T.C.A. § 65-5-112, and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. FreedomVoice will endeavor to provide opportunities for small and minority-owned telecommunications businesses to transact business with the company, and will make efforts to identify and inform qualified minority-owned and small businesses of opportunities for providing goods and services to FreedomVoice.

FreedomVoice's representatives will contact the Tennessee Department and Economic and Community Development to obtain a list of qualified vendors under the Small and Minority-Owned Telecommunications Assistance Program. Moreover, FreedomVoice will seek to increase awareness of such opportunities so that companies not otherwise qualified will have sufficient information and opportunity to participate in the procurement process.

### **II. Definitions**

As defined in T.C.A. § 65-5-112:

- 1) *Minority-Owned Business* – Minority-owned business shall mean a business that: (1) is solely-owned; or (2) has (a) at least fifty-one percent (51%) of its assets or outstanding stock owned by an individual who (i) personally manages and controls daily operations of such business, and (ii) who is impeded from normal entry into the economic mainstream because of race, religion, sex, or national origin, and (b) has annual gross receipts of less than four million dollars (\$4,000,000).
- 2) *Small Business* – Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

### **III. Administration**

FreedomVoice'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 FreedomVoice's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Gino Capozzi  
Regulatory and Tax Compliance Manager  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 816  
Fax: (800) 477-1477  
Email: [compliance@freedomvoice.com](mailto:compliance@freedomvoice.com)

The Administrator's responsibilities will include:

- 1) Maintaining an updated Plan in full compliance with T.C.A. § 65-5-112, and the rules and orders of the Tennessee Regulatory Authority ("TRA");
- 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 TRA;
- 4) Authority, including the filing of required annual updates;
- 5) Serving as the primary liaison to and cooperate with the TRA, 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 T.C.A. § 65-5-112.
- 6) 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;
- 7) Providing records and reports and cooperating in any authorized surveys as required by the TRA;
- 8) Establishing a record-keeping system to track qualified small and minority-owned businesses, and efforts to use such businesses;
- 9) Providing information and educational activities to persons within FreedomVoice, and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses; and
- 10) In performance of these duties, the Administrator will utilize a number of resources, including:
  - a) Chambers of Commerce;

- b) The Tennessee Department of Economic and Community Development;
- c) The United States Department of Commerce;
- d) Small Business Administration;
- e) Office of Minority Business;
- f) The National Minority Supplier Development Counsel;
- g) The National Association of Women Business Owners;
- h) The National Association of Minority Contractors; and
- i) 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**

FreedomVoice will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, FreedomVoice will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

FreedomVoice will submit records and reports required by the TRA concerning the Plan. Moreover, FreedomVoice will cooperate fully with any surveys and studies required by the TRA.

CALLCATCHERS INC. D/B/A FREEDOMVOICE SYSTEMS

By:   
Eric Thomas, President

Dated: July 30, 2016

**Exhibit F**

**Certificate of Service**

Please see attached.



**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

IN THE MATTER OF THE APPLICATION OF )	
CALLCATCHERS INC. )	
D/B/A FREEDOMVOICE SYSTEMS )	
FOR A CERTIFICATE CONVENIENCE AND )	Docket No. _____
NECESSITY TO PROVIDE )	
RESOLD INTEREXCHANGE )	
TELECOMMUNICATIONS SERVICES )	

**CERTIFICATE OF SERVICE**

The undersigned certifies that on this 5th day of July, 2016, copies of the Application of CallCatchers Inc. d/b/a FreedomVoice Systems for a Certificate of Convenience and Necessity to Provide Resold Interexchange Telecommunications Services was caused to be delivered via U.S. mail, postage prepaid, properly addressed as follows:

Ardmore Telephone Company, Inc. P.O. Box 549 Ardmore, TN 38449	Citizens Telecommunications Company of the Volunteer State P.O. Box 770 Bluefield, WV 24701	Peoples Telephone Company P.O. Box 24207 Jackson, MS 39225
BellSouth Telecommunications, Inc. 333 Commerce Street Nashville, TN 37201	Concord Telephone Exchange, Inc. P.O. Box 22995 Knoxville, TN 37933	CenturyTel of Adamsville P.O. Box 680644 Franklin, TN 37068
CenturyTel of Ooltewah- Collegedale P.O. Box 680644 Franklin, TN 37068	Crockett Telephone Company P.O. Box 24207 Jackson, MS 39225	Tellico Telephone Company P.O. Box 22995 Knoxville, TN 37933
CenturyTel of Claiborne, Inc. 507 Main Street New Tazewell, TN 37825	Humphrey's County Telephone Company P.O. Box 22995 Knoxville, TN 37933	West Tennessee Telephone Company P.O. Box 24207 Jackson, MS 39225
CenturyTel of Ooltewah- Collegedale, Inc. 5616 Main Street Ooltewah, TN 37363	Loretto Telephone Company, Inc. P.O. Box 130 Loretto, TN 38469	United Telephone Southeast, LLC P.O. Box 680644 Franklin, TN 37068
Frontier Communications of Tennessee f/k/a Citizens Communications of Tennessee 300 Bland Street P.O. Box 770 Bluefield, WV 24701	Millington Telephone Company, Inc. 4880 Navy Road Millington, TN 38083-0429	Tennessee Telephone Company P.O. Box 22995 Knoxville, TN 37933





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Michael P. Donahue  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
Tysons, VA 22102  
Tel: (703) 714-1319  
Fax: (703) 563-6222  
Email: [mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)

**Exhibit G**

**Pre-Filed Testimony**

Please see attached.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

IN THE MATTER OF THE APPLICATION OF )  
CALLCATCHERS INC. )  
D/B/A FREEDOMVOICE SYSTEMS )  
FOR A CERTIFICATE CONVENIENCE AND )  
NECESSITY TO PROVIDE )  
RESOLD INTEREXCHANGE )  
TELECOMMUNICATIONS SERVICES )

Docket No. \_\_\_\_\_

**PRE-FILED TESTIMONY OF ERIC THOMAS, PRESIDENT  
CALLCATCHERS INC. D/B/A FREEDOMVOICE SYSTEMS**

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

A: My name is Eric Thomas. I am President of CallCatchers Inc. d/b/a FreedomVoice Systems (“FreedomVoice,” or “Applicant”). My business address is 169 Saxony Road, Suite 212, Encinitas, California 92024.

**Q: WHAT ARE YOUR CURRENT JOB RESPONSIBILITIES?**

A: In my capacity as President of FreedomVoice, I am responsible for the overall operations of the company.

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

A: I bring over twenty years of leadership in the development of virtual and hosted business phone solutions. As a pioneer of toll free virtual phone systems in 1996, I made my move towards the hosted VoIP phone system market in 2006 with the goal of providing a better set of telecommunications tools that small businesses could use to enhance their image and maximize productivity. Not content to buy or borrow someone else’s technology, I led

FreedomVoice in the creation of FreedomIQ, an industry-leading hosted VoIP PBX platform engineered from the ground up.

I keep FreedomVoice a profitable, debt-free, and rapidly-growing company by attracting customers with a friendly, down-to-earth staff, a uniquely cost-effective billing model, and a commitment to outstanding quality of service.

Prior to FreedomVoice, I held the position of President at B/T SciTech, a molecular biology distribution firm I founded in 1991.

**Q: WHAT IS THE PURPOSE OF YOUR TESTIMONY?**

A: The purpose of my testimony is to: (1) describe the means by which FreedomVoice expects to market its services and provide its customers with resold interexchange telecommunications services; (2) describe the financial, technical, and managerial resources of FreedomVoice; and (3) to comment on the public need for, and the public benefits of, FreedomVoice's proposed services.

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

A: Yes. I assisted in the preparation of the Application.

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

A: Yes.

**Q: PLEASE DESCRIBE THE CURRENT OPERATIONS OF FREEDOMVOICE.**

A: FreedomVoice, founded in 1996, is a Delaware corporation and headquartered in Encinitas, California. FreedomVoice is an industry-leading provider of cloud-based communications systems for small to mid-sized businesses nationwide. Its solutions include toll free

numbers, vanity numbers, and local number virtual phone systems, as well as Interconnected Voice over Internet Protocol (“I-VoIP”) services, resold interexchange services, and cloud-based conference bridging.

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

A: No. FreedomVoice’s hosted virtual office and I-VoIP services do not distinguish between intrastate and interstate service. FreedomVoice utilizes a proprietary interactive voice response (“IVR”) and unified messaging platform, hosted in its data centers in California and New Jersey. Applicant purchases toll free and direct inward dialing (“DID”) numbers and resells those numbers as part of a virtual office service. Small business customers then use those numbers to access Applicant’s integrated suite of additional services and functionality, including auto attendant, call forwarding/distribution, call queuing, call screening, Internet fax/fax back, and enhanced voicemail capabilities such as voice-to-text conversion and email delivery of voicemails.

FreedomVoice invoices customers a monthly subscription fee for its services. This fee provides virtual office customers a bundle of minutes they can use to access the IVR and unified messaging platform. If a customer exceeds its monthly package of minutes, FreedomVoice bills the customer on a per-minute basis for any overage. FreedomVoice does not impose different usage charges for intrastate versus interstate calls. The usage fee is the same regardless of originating or terminating number.

FreedomVoice’s I-VoIP customers also pay a monthly subscription fee for the service. These customers are able to place calls to or receive calls from anywhere in the United

States or Canada with no additional usage charges. While FreedomVoice allocates its I-VoIP revenue as “interstate” or “intrastate” based on the FCC’s safe harbor for reporting purposes, FreedomVoice does not invoice or separately track the jurisdiction of customers’ calls.

Accordingly, FreedomVoice has not provided or collected for intrastate services in Tennessee.

**Q: PLEASE DESCRIBE THE MANAGERIAL ABILITIES OF THE APPLICANT.**

A: FreedomVoice has a team of managers and support personnel qualified to operate a telecommunications business. The qualifications are set forth in the biographies provided as **Exhibit B** to the Application, and can be found at: <https://aboutus.godaddy.net/about-us/default.aspx#Section2>.

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

A: Yes. FreedomVoice is authorized to provide interexchange long distance telecommunications services pursuant to registration, commission order or on a deregulated basis in the states of: California, Connecticut, Florida, Illinois, Maine, Maryland, Michigan, New Jersey, New York, Pennsylvania, Utah, Virginia, Washington, and Wisconsin.

Furthermore, Applicant is currently registered to provide I-VoIP services in the following states: California, Illinois, Michigan, Nebraska, and Wisconsin.

FreedomVoice is currently in the process of applying for authorization or registering to provide interexchange and I-VoIP services in the remaining fifty states, the District of

Columbia, and Puerto Rico – to the extent required by the laws and regulations of the specific jurisdiction.

**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: Yes. A complete explanation of such investigations has been provided as **Exhibit H** to the Application.

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

A: FreedomVoice proposes to provide resold interexchange telecommunications services and I-VoIP services throughout the entire State of Tennessee.

**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: FreedomVoice will not deploy any facilities in the State of Tennessee to provide its services. Accordingly, Applicant will rely upon the facilities of its underlying providers to provide its services to customers. Applicant's IVR and unified messaging platform is hosted in its data centers in California, and New Jersey.

**Q: WILL APPLICANT USE TELEMARKETING TO SELL ITS SERVICES?**

A: Yes. Applicant utilizes telemarketers and third-party sales agents to sell its services, and will comply with all applicable laws and regulations governing the marketing of its services and anti-slamming provisions.

**Q: HOW WILL APPLICANT HANDLE CUSTOMER SERVICE MATTERS?**

A: Customer complaints will be handled entirely in-house by FreedomVoice's customer service staff. Customers may reach FreedomVoice toll free by calling (800) 477-1477, or by opening a support ticket at [support@FreedomVOICE.com](mailto:support@FreedomVOICE.com). In the event of a billing dispute between the customer and the FreedomVoice, the customer shall notify FreedomVoice of its disagreement within ninety (90) days of receiving its bill. The customer may request, and FreedomVoice will provide, a detailed review of the disputed amount. In this event, the undisputed amount of any subsequent billing must be paid on a timely basis. Customers may access FreedomVoice's customer service to initiate service complaints or to receive updates on reported problems or pending customer service complaints twenty-four hours a day, seven days a week. Customers may also call this number to leave a message. Inquiries regarding service or billing may also be made in writing.

**Q: WHICH CARRIERS WILL SERVE AS YOUR UNDERLYING CARRIERS?**

A: The following carriers will service as FreedomVoice's underlying carriers: ANI, Bandwidth, Bluetone, Brightlink, Iristel, Level 3, Onvoy, and Verizon.

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



A: No. FreedomVoice will not be pursuing any interconnection negotiations with any incumbent local exchange carriers as it will be merely providing resold interexchange telecommunications services.

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

A: Yes.

**Q: DOES THIS CONCLUDE YOUR TESTIMONY?**

A: Yes.

**AFFIDAVIT**

The affiant, after first being duly sworn according to law, deposes and states as follows:

I, the undersigned, Eric Thomas, attest and certify that I prepared and reviewed the foregoing Pre-Filed Testimony, and that the contents thereof are true to the best of my knowledge, information, and belief.

Further, affiant sayeth not.



Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems

State of California       )  
                                      )  
County of San Diego     )

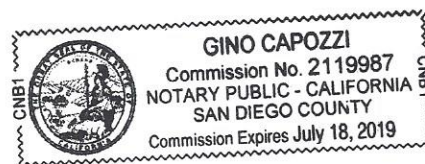
Sworn to and subscribed before me this the 30 day of July, 2016.



Notary Public

My commission expires: 7/18/19

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.



## **Exhibit H**

### **Complaints Filed with Federal and State Agencies**

#### **1. FCC Enforcement Bureau Citation (File No. EB-07-TC-802):**

On March 13, 2007, the Federal Communications Commission's Enforcement Bureau ("FCC Enforcement Bureau") issued a Citation against FreedomVoice for Applicant's violations of federal laws and regulations governing telephone solicitations and unsolicited advertisements (See FCC File No. EB-07-TC-802). Specifically, the FCC Enforcement Bureau alleged in the Citation that FreedomVoice had violated 47 U.S.C. § 503(b)(5) and 47 C.F.R. 64.1200(a)(1), which prohibits the initiation of calls using an automatic telephone dialing system or an artificial or prerecorded voice to: (1) any emergency telephone line; (2) the telephone line of any guest or patient room at a health care facility; or (3) any telephone number assigned to a paging service, cellular telephone service, or any service for which the called party is charged for the call. The provisions provide exceptions when the call is made: (1) for emergency purposes; or (2) with the prior express consent of the called party.

FreedomVoice was not required to respond to the Citation and has no record of any additional action was taken by the FCC Enforcement Bureau regarding the matter. Accordingly, FreedomVoice considers the matter resolved.

#### **2. FCC Complaint No. 12-C00445080-1:**

On December 19, 2012, an informal complaint was filed against FreedomVoice with the FCC's Consumer & Governmental Affairs Bureau – Consumer Inquiries & Complaints Division by an individual alleging that: "Narcotics Anonymous of Jackson, Mississippi stole his phone number: 740-753-XXXX. The consumer was porting his service from Callture to Freedom Voice when Narcotics Anonymous took over the number."

On January 4, 2013, FreedomVoice filed its response to the informal complaint with the FCC stating that:

We attempted to port his number into our services. We were unsuccessful in doing so. Since this number was never ported to our services, we have no control over who owns or previously owned the number. As far as we are aware, the complainant still owns his number and should be successful in porting to a different carrier.

Following FreedomVoice's response on January 4, 2013, the FCC took no further action on the informal complaint, and no additional complaints were filed regarding the incident. Accordingly, FreedomVoice considers the matter resolved.

### **3. FCC Complaint No. 12-C00446824-1:**

On January 2, 2013, an informal complaint was filed against FreedomVoice FCC's Consumer & Governmental Affairs Bureau – Consumer Inquiries & Complaints Division by an individual stating that:

I have personally called AT&T at 77-325-0445, their customer “care” ?! number. I have spoken to numerous employees, received numerous confirmation #s that they would port our 800#s over to Freedom Voice (Tony Guzman case 887682). I gave them an initial information courtesy call to let them know we were switching and today we will be on our 5th call to try and accomplish this task. Each time I call they do not tell me there are any other impediments to getting this done. In fact, last time I spoke to Alana Conf. #S04W1205, and she GUARANTEED that there would be NO FURTHER IMPEDIMENTS to our switch & that the last item required, the name/address mismatch change would be accomplished no later than 12/07/12. Well on 12/11, it is still being rejected by AT&T. My previous contact & conf #s are: initial info - Tina conf# S03D1121, Lola Lauffner # S04F1203, Herman - he left a v/m confirmation, but no #, we go disconnected, and lastly Alana # S04W1205. Thank you.

On January 4, 2013, FreedomVoice filed its response to the informal complaint with the FCC stating that:

We are a reseller; therefore we submitted the port request to our underlying carrier, Lightyear Network (LY). LY informed us that this port was rejected by ATT due to company name mismatch, three times, 11/30/12, 12/6/12, and 12/14/12. We were told by the complainant that the reason for this issue was that the bills were under Rocky Mountain Prostate Center and had mistakenly not been changed to the acquiring company, Medifocus. The complainant informed us that they were submitting a name change request to ATT. The complainant claims they were told by ATT that the name change would process, it did not. On 12/21/2012, the complainant (our new customer) submitted new porting documents under the name Rocky Mountain Prostate Center. The port was successful on 12/26/2012.

Following FreedomVoice's response on January 4, 2013, the FCC took no further action on the informal complaint, and no additional complaints were filed regarding the incident. Accordingly, FreedomVoice considers the matter resolved.

### **4. FCC Complaint No. 12-C00454988-1:**

On January 9, 2013, an informal complaint was filed against FreedomVoice FCC's Consumer & Governmental Affairs Bureau – Consumer Inquiries & Complaints Division by an individual stating that:

Step by Step Employment Services (SBSES) acquired a toll free number account for people with disabilities to access services to return to work per requirement of

a Social Security Administration contract. This provider FreedomVoice (FV) gave SBSES a 30 day trial to which they assigned 100 mailboxes to. They did not check to see if I needed that many mailboxes & did not provide clear information on future bill. I assumed \$9.95 a month would be billed to my card at the end of trial. But instead, FV attempted to bill SBSES \$100 for 100 "mailboxes". I, Kimberly Karnley, owner of SBSES called FV about the wrong billing and offered to pay for 1 mailbox in the amount of \$9.99 as was advertised. FV agreed but then did not correct the bill and remove additional fees. FV cashed a check for \$10.21 (fee plus tax) but refused to resume the service. I have paid for one month of service. I need the number ported to a different company. As it is used nationally by the people with disability.

FreedomVoice subsequently filed its response to the informal complaint with the FCC stating that:

On 10/5/2012, the Complainant signed up for a \$59.95/month plan along with a vanity number request of \$30 and our talk text services at \$10/month. On 11/5/2012, the Complainant was invoiced for services totaling \$102.31. 11/8/2012, the complainant called in and requested to cancel talk text and downgrade her services to the \$9.95/month plan, we gave her a courtesy credit of \$10 for talk text and the new plan would be effective the next billing cycle. 2/5/2012, the Complainant was invoiced for services totaling \$10.27. On 12/10/2012 we received the first payment from the Complainant totaling \$10.27, which partially paid the bill from 11/5/2012. The Complainant refused to pay the bill for the services that were originally signed up for. The account was eventually cancelled for non-payment on 12/15/2012. 1/14/2013, after receiving this complaint, we reached out to the Complainant to attempt to resolve this misunderstanding. We went ahead and waived the previous charges that were unpaid and reinstated the account. 1/16/2013, we received the following email from the Complainant, "Thanks for making this right. I have decided I will keep my service with FreedomVoice after all." The Complainant reactivated their account and is now using our services again.

Following FreedomVoice's response, the FCC took no further action on the informal complaint, and no additional complaints were filed regarding the incident. Accordingly, FreedomVoice considers the matter resolved.

FreedomVoice is not aware of any additional complaints filed with any federal or state regulatory agency.

## **Exhibit I**

### **Surety Bond**

FreedomVoice is in the process of obtaining a surety bond, and will update its Application with the requisite documentation of its acquisition of such a bond as soon as possible.