



ANDREW O. ISAR

4423 POINT FOSDICK DRIVE, NW
SUITE 306
GIG HARBOR, WA 98335
TELEPHONE: 253.851.6700
FACSIMILE: 866.474.3630
WWW.MILLERISAR.COM

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SEP 6 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Via Overnight Delivery

September 6, 2012

Ms. Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, Second Floor – Room N201
Harrisburg, Pennsylvania 17120

RE: Transbeam, Inc. Application for Approval to Offer, Render, Furnish or
Supply Telecommunications Services to the Public in the Commonwealth
of Pennsylvania

Dear Ms. Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission are an original and three (3) copies of Transbeam, Inc.'s ("Transbeam") *Application for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania* ("Application") and supporting documents. By its Application, Transbeam seeks facilities-based and non-facilities-based local exchange and switched exchange access, and facilities-based interexchange service authority in the Commonwealth of Pennsylvania. A \$250.00 filing fee payable to the "Commonwealth of Pennsylvania" is also enclosed.

Pursuant to 52 Pa. Code §§5.362 and 5.423, Transbeam respectfully requests that all financial data submitted as part of this Application be treated by the Commission as confidential, proprietary information, not to be released to the public. Transbeam's financial information is filed under seal, as confidential Exhibit D.

1850

Ms. Rosemary Chiavetta
September 6, 2012
Page 2

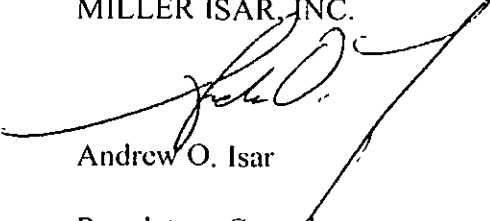
Redacted copies of Transbeam's application have been served on the required parties, pursuant to Commission requirements.

Please acknowledge receipt of this filing by date-stamping and returning the additional copy of this transmittal letter in the self-addressed, postage-paid envelope provided for this purpose.

Thank you for your attention to this matter. Questions may be directed to the undersigned.

Sincerely,

MILLER ISAR, INC.



Andrew O. Isar

Regulatory Consultants to
Transbeam, Inc.

Enclosures

cc: Service List

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SECRETARY'S BUREAU

Application of:

Transbeam, Inc. for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and fax number of the Applicant.

Transbeam, Inc.
8 West 38th Street, 7th Floor
New York, NY 10018
Telephone: 212.631.8100
Facsimile: 212.379.1230

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

Applicant changed its name from Media Log, Inc. to Transbeam, Inc. on March 20, 2000 and has operated under the name Transbeam, Inc. since that date.

2. **ATTORNEY:** The name, address, telephone number, and fax number of the Applicant's attorney.

Please see contacts in Paragraph 3, below.

3. **CONTACTS:**

A) **APPLICATION:** The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Questions regarding this application should be directed to:

Andrew O. Isar
Miller Isar, Inc.
4423 Point Fosdick Drive NW, Suite 306
Gig Harbor, Washington 98335
Telephone: 253.851.6700
Facsimile: 866.474.3630
Email: aisar@millerisar.com

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B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA): The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Marc Sellouk
Chief Executive Officer
Transbeam, Inc.
8 West 38th Street, 7th Floor
New York, NY 10018
Telephone: 212.631.8100
Facsimile: 212.379.1230
Email: marc@transbeam.com

C) RESOLVING COMPLAINTS: Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Avner Nebel
Customer Service Manager
Transbeam, Inc.
8 West 38th Street, 7th Floor
New York, NY 10018
Telephone: 212.631.8100
Facsimile: 212.379.1230

Marc Sellouk (Alternate)
Chief Executive Officer
Transbeam, Inc.
8 West 38th Street, 7th Floor
New York, NY 10018
Telephone: 212.631.8100
Facsimile: 212.379.1230

4. FICTITIOUS NAME:

☒ The Applicant will not be using a fictitious name.

☐ The Applicant will use a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

☐ The Applicant is a sole proprietor.

☐ The Applicant is a:

☐ General partnership

☐ Domestic limited partnership (15 Pa. C.S. §8511)

☐ *Foreign limited partnership (15 Pa. C.S. §8582)

☐ Domestic registered limited liability partnership (15 Pa. C.S. §8201)

☐ *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

☐ The Applicant is a:

☐ Domestic corporation (15 Pa. C.S. §1306)

X *Foreign corporation (15 Pa. C.S. §4124)

☐ Domestic limited liability company (15 Pa. C.S. §8913)

☐ *Foreign limited liability company (15 Pa. C.S. §8981)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Applicant's Registered Office Provider in Pennsylvania is:

Corporation Service Company
2595 Interstate Drive, Suite 103
Harrisburg, PA 17110
(Dauphin County)

Attach proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization.

Applicant's Articles of Incorporation are attached at **Exhibit B**.

Applicant is incorporated in the State of Delaware.

The names and addresses of Applicant's officers are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Marc Sellouk	Chief Executive Officer	8 West 38th Street, 7th Floor New York, NY 10018
Mark Levine	Chief Financial Officer	8 West 38th Street, 7th Floor New York, NY 10018
Sam Kashi	Secretary	8 West 38th Street, 7th Floor New York, NY 10018

6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:

X The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

☐ The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

If the Applicant or an affiliate has predecessors who have done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

Applicant previously conducted business in Pennsylvania as an interexchange telecommunications service carrier under Docket No. F2000.

7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:

X The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.

☐ The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates and predecessors (please identify affiliates versus predecessors).

8. APPLICANT'S PRESENT OPERATIONS: (Select and complete the appropriate statement)

X The applicant is not presently doing business in Pennsylvania as a public utility.

☐ The applicant is presently doing business in Pennsylvania as a:

☐ Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

☐ Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

☐ Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)

☐ Competitive Local Exchange Carrier:

☐ Facilities-Based

☐ UNE-P

☐ Data Only

☐ Reseller

☐ Incumbent Local Exchange Carrier.

☐ Other (Identify).

9. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as:

☐ Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

X Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

☐ Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)

X Competitive Local Exchange Carrier:

☐ Facilities-based

X UNE-P

☐ Data Only

X Reseller

☐ Incumbent Local Exchange Carrier

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

Applicant will provide facilities-based and non-facilities-based competitive local exchange services and facilities-based interLATA and intraLATA interexchange telecommunications services within Pennsylvania in conjunction with Applicant's interstate services. Services will be provided via non-facilities-based resale and lease of unbundled network elements.

Applicant initially proposes to provide retail local exchange and interexchange telecommunications services to residential and business subscribers as set forth in the Company's proposed telecommunications tariffs, attached as **Exhibit C**. Applicant proposes to provide local exchange services and related custom calling features, intraLATA and interLATA toll services, operator assisted calling exclusively to subscribers of record, and directory assistance, and interexchange services. Applicant will not offer alternative operator services to the transient public.

Services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant, pursuant to its approved tariffs.

Applicant will coordinate with Verizon Pennsylvania, Inc. and subsequently with other incumbent local exchange carriers for the provision of emergency 911 services, directory publication, and directory distribution to local customers.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

Applicant will provide local exchange service in Philadelphia within the operating territory of Verizon Pennsylvania, Inc. Their service territories are a matter of record with the Commission. Specific exchanges served appear at Section 5 of the Company's local exchange tariff, Tariff-Telephone Pa. P.U.C. No. 1. Applicant will provide statewide interexchange services throughout Pennsylvania.

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

Applicant proposes to provide retail services to residential and business subscribers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

Applicant's competitive local exchange and interexchange tariffs are attached at **Exhibit C**.

14. **FINANCIAL:** *Attach the following to the Application:*

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

Please refer to confidential **Exhibit D**.

15. **START DATE:** Applicant proposes to begin offering services within one year from the date upon which a certificate of public convenience and necessity is granted. Applicant's ability to meet this deadline is contingent upon its ability to complete negotiations with Verizon to establish interconnection and resale agreements.
16. **FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.
Not applicable.
17. **NOTICE:** Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

Applicant seeks competitive local exchange and interexchange authority and claims no particular status pursuant to the federal Telecommunications Act of 1996.

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither Applicant, nor any person identified in this Application has been convicted of a crime involving fraud or similar activity.

20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

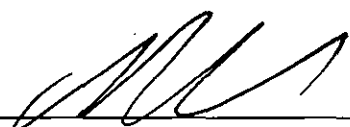
Applicant so acknowledges.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant so acknowledges.

Transbeam, Inc.

By: _____


Marc Sellouk
Chief Executive Officer
Transbeam, Inc.
8 West 38th Street, 7th Floor
New York, NY 10018
Telephone: 212.631.8100

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22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

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AFFIDAVIT

SEP 6 2012

State of NEW YORK

:

:

ss.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of NEW YORK

:

Marc Sellouk, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the Chief Executive Officer of Transbeam, Inc.;

That Affiant is authorized to and does make this affidavit for said corporation;

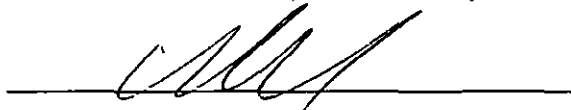
That Transbeam, Inc., the Applicant herein, acknowledges that it may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That Transbeam, Inc., the Applicant herein, asserts that Affiant possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

***Next paragraph for CLEC Applicants ONLY (excluding data-only CLECS):**

That Transbeam, Inc. the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

That the facts above set forth are true and correct to the best of Affiant's knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.



Signature of Affiant

Sworn and subscribed before me this 15th day of August 2012.



Signature of official administering oath

SCOTT MILLER
Notary Public, State of New York
No. 4874723
Qualified in New York County
Commission Expires ~~SEP 6 2012~~ JANUARY 5, 2015

My Commission expires _____

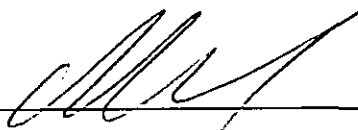
23. §1.36 Verification.

Verification

I, Marc Sellouk, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief), and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

August , 2012
Date

Signature



Sworn and subscribed before me this 15th day of August 2012.



Signature of official administering oath

~~Scott M. Miller~~
Notary Public, State of New York
No. 4874723
Qualified in New York County
Commission Expires ~~January 5, 2015~~

My Commission expires _____

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SECRETARY'S BUREAU

**Application Form for Approval of Authority to Offer, Render, Furnish,
or Supply Telecommunications Services to the Public in the
Commonwealth of Pennsylvania**

Listing of Exhibits

Exhibit	Item
A	Corporate Filing with the Commonwealth's Department of State
B	Articles of Incorporation
C	Tariffs
D	Confidential Financial Statements

Exhibit A

CORPORATE FILING WITH THE COMMONWEALTH'S DEPARTMENT OF STATE

(Attached)

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**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

200037-1464

MAY 09 2000

Microfilm Number _____

Entity Number 2940564

Filed with the Department of State on _____

Kim Fitzgerald

Secretary of the Commonwealth

APPLICATION FOR CERTIFICATE OF AUTHORITY

DSCB:15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

☒ Foreign Business Corporation (15 Pa.C.S. § 4124)☐ Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: Transbeam, Inc.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

3. (If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following):

The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

Delaware

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1013 Centre Road, Wilmington, DE 19805

Number and Street	City	State	Zip
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6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

3517 North 2nd St., Harrisburg, PA 17110

(a) Number and Street	City	State	Zip	County
--------------------------	------	-------	-----	--------

(b) c/o: TCS Corporate Services, Inc.

Name of Commercial Registered Office Provider	County
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For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

CS

200037-1465

DSCB:15-4124/6124 (Rev 90)-2

7. (Check one of the following):

☒ (Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

☐ (Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 17 day of April 2000.

Transbeam, Inc.

(Name of Corporation)

BY:

(Signature)

TITLE:

CEO

Exhibit B

ARTICLES OF INCOPORATION
(Attached)

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**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Office of the Secretary of State

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 INCORPORATION OF "MEDIA LOG, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2867043 8100

981083776

8954795

03-05-98

CERTIFICATE OF INCORPORATION

OF

MEDIA LOG, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is MEDIA LOG, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington 19805, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware 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 the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand. The par value of each of such shares is one dollar. All such shares are of one class and are shares of Common Stock.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAME

MAILING ADDRESS

John S. Hoenigmann

375 Hudson Street, 11th Floor
New York, New York 10014

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

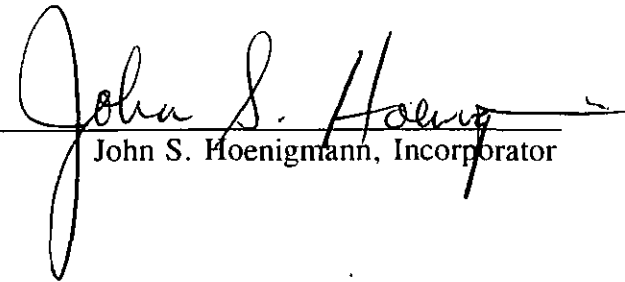
3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on March 3, 1998.


John S. Hoenigmann, Incorporator

CERTIFIED COPY OF CERTIFICATE OF INCORPORATION

State of Delaware
Office of the Secretary of State

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 RESTATED CERTIFICATE OF "MEDIA LOG, INC.", CHANGING ITS NAME FROM "MEDIA LOG, INC." TO "TRANSBEAM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, 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.





Edward J. Freel, Secretary of State

2867043 8100

001164278

AUTHENTICATION: 0353068

DATE: 03-31-00

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MEDIA LOG, INC.**

MEDIA LOG, INC. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The Corporation filed its original Certificate of Incorporation with the Secretary of the State of Delaware on March 4, 1998.

2. That the Corporation shall change its name.

3. That in order to effect a 5-for-1 split of its shares of common stock the Corporation shall increase its authorized number of shares of common stock, par value \$.001 per share from 3,000,000 authorized shares to 20,000,000 authorized shares.

4. By written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Sections 141(f), 242 and 245 of the General Corporation Law of the State of Delaware, setting forth an Amended and Restated Certificate of Incorporation of the Corporation and declaring said Amended and Restated Certificate of Incorporation advisable. The proposed Amended and Restated Certificate of Incorporation was approved by written consent of holders of not less than a majority of the shares of the Corporation issued and outstanding and entitled to vote thereon, followed by notice to all other stockholders who did not participate in such written consent, in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. The resolution setting forth the Amended and Restated Certificate of Incorporation is as follows:

RESOLVED: That the Certificate of Incorporation, as amended, of the Corporation, be and hereby is amended and restated in its entirety so that the same shall read as follows:

FIRST: The name of the corporation is Transbeam, Inc. (hereinafter called the "corporation").

SECOND: The address of the registered office of the corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, New Castle County, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: Except as stated otherwise in this certificate of incorporation, all shares of the corporation's stock, regardless of class or series, shall have equal rights, preferences and privileges, including, without limitation, the right to vote, receive dividends and to receive distributions upon liquidation.

The Corporation is authorized to issue two classes of stock to be designated respectively Common Stock and Preferred Stock. The total number of shares which the corporation is authorized to issue is Twenty-two Million (22,000,000) shares. Twenty Million (20,000,000) shares shall be Common Stock, par value \$.001 per share, and Two Million (2,000,000) shares shall be Preferred Stock, \$.001 par value per share.

The Preferred Stock authorized by this certificate of incorporation may be issued from time to time in series. Except as otherwise provided in this certificate of incorporation, the Board of Directors is hereby authorized to fix or alter the rights preferences, privileges and restrictions granted or imposed upon any wholly unissued shares of any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. The Board of Directors, except as otherwise provided in this certificate of incorporation, is also authorized to decrease the number of shares of any series, subsequent to the issuance of shares of that series, but not below the number of shares of such series outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption the resolution originally fixing the number of shares of such series.

FIFTH: The corporation is to have perpetual existence.

SIXTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agrees to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

SEVENTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were not vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of §109 of the General Corporation Law of the State of Delaware, and, after the corporation has received payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of §141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions this certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of §242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw,

agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all right at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

IN WITNESS WHEREOF, Media Log, Inc. has caused this Certificate to be signed in its name and on its behalf as of the 29th day of March 2000, by Marc Sellouk its duly authorized officer.

A handwritten signature in dark ink, appearing to read 'Marc Sellouk', is written over a horizontal line.

Name: Marc Sellouk
Title: President

Exhibit D
CONFIDENTIAL FINANCIAL STATEMENTS

(Attached)

Applicant hereby requests proprietary treatment of the attached confidential financial statements and information, pursuant to 52 Pa. Code §§ 5.362 and 5.423. Confidential financial statements and information will reveal the extent of Applicant's operations and provide information regarding the Applicant's capitalization and structure. Release of such confidential financial statements to the public would cause unfair economic or competitive damage and result in inestimable and irreparable harm to Applicant if the information is disclosed without restriction. Applicant maintains the proprietary treatment of Applicant's financial statements and information outweighs the public's interest in free and open access.

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Applicant's Pennsylvania intrastate operating revenues will be incremental in nature. Applicant does not plan to construct facilities nor will it incur additional debt to operate in Pennsylvania.

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

Please see attached.

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

Applicant's custodian for accounting records and supporting documents is:

Mark Levine
Chief Financial Officer
Transbeam, Inc.
8 West 38th Street, 7th Floor
New York, NY 10018
Telephone: 212.631.8100
Facsimile: 212.379.1230

Applicant's accounting records and supporting documents are maintained at Applicant's headquarters location in New York.

A projected income statement for the first year of operations within Pennsylvania is attached.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

Applicant is fully capitalized. Other documents are unavailable.

CERTIFICATE OF SERVICE

Pursuant to 52 Pa. Code §5.14, a redacted copy of the foregoing *Application Form for Approval to Offer, Render, Furnish, or Supply Interexchange Telecommunications Services to the Public in the Commonwealth of Pennsylvania* ("Application") was served on the Parties below by mailing a copy of the Application in the United States Mail, postage-prepaid this 7th day of September 2012.

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

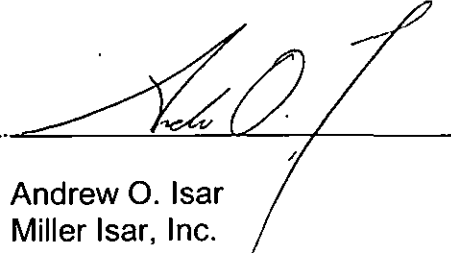
Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of the Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Verizon Pennsylvania, Inc.
Strawberry Square, 4th Floor
Harrisburg, PA 17101

CenturyLink
240 North Third Street, Suite 201
Harrisburg, PA 17101

By: _____


Andrew O. Isar
Miller Isar, Inc.
4423 Point Fosdick Dr. NW, Suite 306
Gig Harbor, WA 98335