



October 1, 2012
Via Overnight Delivery
(Plus E-Filed Copy)

Ms. Rosemary Chiavetta, Commission Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Bldg.
400 North Street 2nd Floor
Harrisburg, PA 17120

RE: Application of Spectrotel of Pennsylvania, LLC for approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania

Dear Ms. Chiavetta:

Enclosed for filing please find the original and three (3) copies of the Application of Spectrotel of Pennsylvania, LLC for approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania.. A check in the amount of \$250.00 is enclosed to cover the filing fee.

The Company is requesting confidential treatment of the financial information provided as Exhibit C. A redacted version is included. Please handle the confidential version in accordance with Commission established procedures for confidential material.

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

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to sthomas@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Sharon Thomas
Consultant to Spectrotel, Inc.

cc: Ross Artale (Email Only) - Spectrotel
Joe Mullin (Email Only) - Spectrotel
Service List
file: Spectrotel - Pennsylvania - Other
tms: PAX1202

Enclosures
ST/im

RECEIVED
OCT 01 2012
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of: Spectrotel of Pennsylvania, LLC 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.

Spectrotel of Pennsylvania, LLC
d/b/a One Touch Communications
d/b/a Surfstone d/b/a Touch Base Communications
3535 State Highway 66, Suite 7
Neptune, NJ 07753
Telephone: 732-345-7000
Facsimile: 732-345-7893
website: www.spectrotel.com

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.

Spectrotel, Inc.

Spectrotel, Inc. is currently authorized to provide resold and facilities-based local and resold long distance telecommunications services in Pennsylvania pursuant to CPCs issued in Docket Nos. A-310976 A-310976F0002, A-310976F0003, A-310976F0004 and in Docket Nos. A-2011-2249746, A-2011-2249749, A-2011-2249751, A-2011-2249752, A-2011-2249753, A-2011-2249754 and A-2011-2249756.

Spectrotel, Inc, and Spectrotel of Pennsylvania, LLC have filed a joint Application with the Commonwealth of Pennsylvania seeking approval for a transaction whereby Spectrotel of Pennsylvania, LLC will acquire assets, including customers, account information, customer contracts, and customer deposits, from Spectrotel, Inc. In conjunction with a corporate reorganization for Spectrotel, current Customers will be transferred to Spectrotel of Pennsylvania, LLC. As such, Spectrotel of Pennsylvania, LLC is requesting authority to offer, render, furnish or supply telecommunications to the Customers currently served by Spectrotel, Inc., which will be the ultimate parent company of Spectrotel of Pennsylvania, LLC. Upon approval of this transaction, Spectrotel, Inc. will discontinue its operations as a telecommunications provider in Pennsylvania and surrender its authority.

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

Briant T. FitzGerald
Dewey & LeBoeuf LLP
99 Washington Avenue, Suite 2020
Albany, NY 12210
Telephone: 518-626-9311
Facsimile: 518-626-9010

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.

Sharon Thomas, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, Florida 32751
Telephone: 407-740-3031
Facsimile: 407-740-0613
Email: sthomas@tminc.com

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).

Vanessa Leon, Director of Regulatory Affairs
Spectrotel of Pennsylvania, LLC
d/b/a One Touch Communications
d/b/a Surfstone d/b/a Touch Base Communications
3535 State Highway 66, Suite 7
Neptune, NJ 07753
Telephone: 732-345-7847
Facsimile: 732-345-7893
Email: vanessa.leon@spectrotel.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.

Ross Artale, Chief Operating Officer
Spectrotel of Pennsylvania, LLC
d/b/a One Touch Communications
d/b/a Surfstone d/b/a Touch Base Communications
3535 State Highway.66, Suite 7
Neptune, NJ 07753
Telephone: 732-345-7845
Facsimile: 732-345-7893
Email: rantale@spectrotel.com

4. FICTITIOUS NAME:

- The Applicant will not be using a fictitious name.
- The Applicant will be using 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. See Exhibit A-2

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)
 - *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.

National Registered Agents
600 N. 2nd Street
Harrisburg, PA 17101

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.

See Exhibit A-1. Spectrotel of Pennsylvania, LLC is a privately held LLC organized under the laws of the State of Delaware on June 28, 2012.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**

- 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.

Spectrotel of Pennsylvania, LLC is a subsidiary of:

Spectrotel, Inc.
d/b/a One Touch Communications
d/b/a Surfstone d/b/a Touch Base Communications
3535 State Highway 66, Suite 7
Neptune, NJ 07753
Telephone: 732-345-7000
Facsimile: 732-345-7893
website: www.spectrotel.com

Spectrotel, Inc. is authorized to provide local and long distance services in Pennsylvania pursuant to orders in Docket Nos. A-310976 A-310976F0002, A-310976F0003, A-310976F0004 and in Docket Nos. A-2011-2249746, A-2011-2249749, A-2011-2249751, A-2011-2249752, A-2011-2249753, A-2011-2249754 and A-2011-2249756. Spectrotel, Inc. and Spectrotel of Pennsylvania, LLC have concurrently filed a joint Application for Transfer of Assets and Abandonment of Service to facilitate the transfer of Spectrotel, Inc.'s customers and other assets to Spectrotel of Pennsylvania, LLC and the relinquishment of Spectrotel, Inc.'s operating authority in Pennsylvania, as part of an internal corporate reorganization.

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

- 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).

Spectrotel, Inc.
d/b/a One Touch Communications
d/b/a Surfstone d/b/a Touch Base Communications
3535 State Highway 66, Suite 7
Neptune, NJ 07753
Telephone: 732-345-7000
Facsimile: 732-345-7893
website: www.spectrotel.com

Spectrotel, Inc. is currently authorized to provide local and interexchange services in nearly all states and the District of Columbia. It will be both a predecessor of Spectrotel of Pennsylvania, LLC in Pennsylvania (see response to Item 6) and will be an affiliate of Spectrotel of Pennsylvania, LLC going forward, since it will remain the certificated operating entity in most states. Upon completion of the Applicant's internal corporate reorganization in 2012, the following will also be affiliates of Spectrotel of Pennsylvania, LLC:

Spectrotel of New England, LLC – CLEC and IXC in MA, NH, RI, and VT
Spectrotel of Maryland, LLC – CLEC and IXC in MD
Spectrotel of New Jersey, LLC – CLEC and IXC in NJ
Spectrotel of New York, LLC – CLEC and IXC in NY
Spectrotel of Virginia, LLC – CLEC and IXC in VA

The address and other contact information for these entities is the same as for Spectrotel, Inc. indicated above.

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

- 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)
- 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).

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.

Spectrotel of Pennsylvania, LLC will provide facilities-based local telephone exchange service by purchasing network elements from underlying local carriers via Interconnection Agreement and/or Commercial Agreement. The Applicant will provide resold interexchange services by reselling the telecommunications services of facilities-based long distance carriers. At this time, the Applicant does not propose to construct its own facilities in Pennsylvania.

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.

Spectrotel of Pennsylvania, LLC. proposes to offer services in the same service are currently authorized for Spectrotel, Inc. This includes interexchange services statewide and local exchange services in exchanges served by Verizon Pennsylvania LLC; Verizon North LLC.; Frontier Commonwealth Telephone Company d/b/a Frontier Communications Commonwealth Telephone Company, LLC; Frontier Communications of Breezewood, LLC; Frontier Communications of Canton, LLC; Frontier Communications of Lakewood, LLC; Frontier Communications of Oswayo River, LLC; and Frontier Communications of Pennsylvania, LLC .

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.

Spectrotel, Inc. proposes to market its services to small and medium business customers and may extend its services in the future to larger business and residential customers throughout the proposed service areas.

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.

Spectrotel of Pennsylvania, LLC will be operating as a detariffed IXC Reseller; therefore, an IXC reseller tariff will not be included. The Company understands that detariffed IXCs remain subject to Pennsylvania laws. Please see *Exhibit B* for the CLEC and access tariffs. These tariffs are identical to the current CLEC and access tariffs currently on file for Spectrotel, Inc. in Pennsylvania. The only changes that have

been made are to reflect the new company name, Spectrotel of Pennsylvania, LLC and related formatting changes (e.g., making all pages original and removing all margin notations).

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 see Exhibit C.

15. START DATE:

The Applicant proposes to begin offering services upon approval of this Application. The Applicant respectfully requests approval by December 31, 2012.

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, Pennsylvania 17101-1923

Frontier Communications – Commonwealth Telephone Company
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

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

Frontier Communications of Breezewood, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

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

Frontier Communications of Canton, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Verizon Pennsylvania LLC
Ms. Stephanie Ulrich
Strawberry Square, 4th Floor
Harrisburg, PA 17101

Frontier Communications – Lakewood, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Verizon North LLC
Ms. Stephanie Ulrich
Strawberry Square, 4th Floor
Harrisburg, PA 17101

Frontier Communications – Oswayo River, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of Pennsylvania, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

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.

Not Applicable

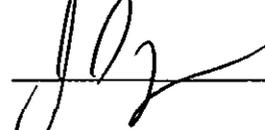
19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last 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 the Applicant, any affiliates or predecessors, nor any person identified in the 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.

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:



By: Jacob Dayan

Title: Chief Executive Officer

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

AFFIDAVIT

State] of New Jersey :
 : ss.
County of Monmouth :

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

Affiant is the Chief Executive Officer of Spectrotel of Pennsylvania, LLC;

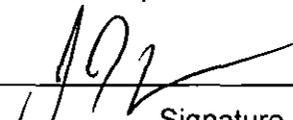
That Affiant is authorized to and does make this affidavit for said corporation;

That Spectrotel of Pennsylvania, LLC, 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 Spectrotel of Pennsylvania, LLC, 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.

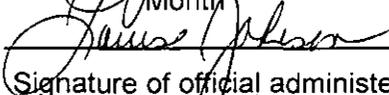
That Spectrotel of Pennsylvania, LLC, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 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 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 27 day of September, 2012
Month Year



Signature of official administering oath

My Commission expires 7/10/2015

Louise Johnson
Notary Public of New Jersey
My Commission Expires July 10, 2015

23. §1.36 Verification.

Verification

I, Jacob Dayan, Chief Executive Officer of Spectrotel of Pennsylvania, LLC, 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).

9/27/12
Date

J. Dayan
Signature

RECEIVED

OCT 01 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SPECTROTEL OF PENNSYLVANIA, LLC

EXHIBIT A-1

**SECRETARY OF STATE AUTHORITY
DE CERTIFICATE OF FORMATION
DE CERTIFICATE OF GOOD STANDING**

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Spectrotel of Pennsylvania, LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 4128096

Miller, Phyllis
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Registration - Foreign
(15 Pa.C.S.)

- Registered Limited Liability General Partnership (§ 8211)
 Registered Limited Liability Limited Partnership (§ 8211)
 Limited Partnership (§ 8582)
 Limited Liability Company (§ 8981)

Name <u>Phyllis Miller</u>		
Address <u>2600 Maitland Center Parkway Suite 300</u>		
City <u>Maitland, FL</u>	State <u>FL</u>	Zip Code <u>32751</u>

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)

Fee: \$250



In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:
Spectrotel of Pennsylvania, LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:
Spectrotel of Pennsylvania, LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:
Spectrotel of Pennsylvania, LLC
Jurisdiction: Delaware Date of Formation: 06/28/2012

4. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider <u>National Registered Agents, Inc.</u>				County <u>Dauphin</u>

2012 AUG 14 PM 2: 03

PA DEPT. OF STATE

5. Check and complete one of the following:

The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

160 Greentree Drive, Suite 101	Dover	DE	19904
Number and street	City	State	Zip

It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

Number and street	City	State	Zip

6. For Restricted Professional Limited Liability Company Only. Strike out if inapplicable: ~~This company is a restricted professional company organized to render the following professional service(s):~~

Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

Name	Business Address

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

Number and street	City	State	Zip	County

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

19th day of July, 2012

Spectrotel of Pennsylvania, LLC
Name of Partnership/Company

[Signature]
Signature

Member
Title

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SPECTROTEL OF PENNSYLVANIA, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2012, AT 3:54 O'CLOCK P.M.

5177356 8100

120789509

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9678819

DATE: 06-28-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:54 PM 06/28/2012
FILED 03:54 PM 06/28/2012
SRV 120789509 - 5177356 FILE

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is _____
Spectrotel of Pennsylvania, LLC

Second: The address of its registered office in the State of Delaware is _____

160 Greentree Dr. Ste 101 in the City of Dover

Zip code 19904. The name of its Registered agent at such address is
National Registered Agents, Inc.

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

[Empty rectangular box for additional matters]

In Witness Whereof, the undersigned have executed this Certificate of Formation this

28th day of June, 2012.

By: [Signature]
Authorized Person (s)

Name: Jacob Dayan

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTROTEL OF PENNSYLVANIA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 2012.

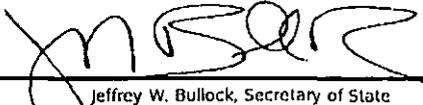
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPECTROTEL OF PENNSYLVANIA, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2012.

5177356 8300

120792069

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9681493

DATE: 06-29-12

RECEIVED
OCT 01 2012
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SPECTROTEL OF PENNSYLVANIA, LLC

EXHIBIT A-2

DBA APPLICATIONS

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Application for Registration of Fictitious Name
54 Pa.C.S. § 311

Name		
Phyllis Miller - Technologies Management, Inc.		
Address		
P.O. Drawer 200		
City	State	Zip Code
Winter Park, FL		32751

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:
One Touch Communications

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
telecommunications services

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):
3535 State Highway 66, Suite 7, Neptune, NJ 07753

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State

5. Each entity, other than an individual, interested in such business is (are):

<u>Spectrotel of Pennsylvania, LLC</u>	<u>Delaware</u>	
Name	Form of Organization	Organizing Jurisdiction
<u>3535 State Highway 66, Suite 7, Neptune, NJ 07753</u>		
Principal Office Address		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

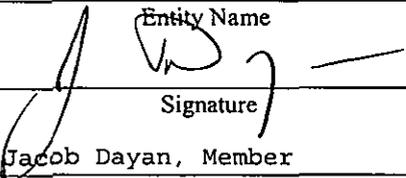
IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

19th day of Sept, 2012.

Individual Signature

Individual Signature

Spectrotel of Pennsylvania, LLC
Entity Name


Signature

Jacob Dayan, Member
Title

Individual Signature

Individual Signature

Entity Name

Signature

Title

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Application for Registration of Fictitious Name
54 Pa.C.S. § 311

Name Phyllis Miller - Technologies Management, Inc.		
Address P.O. Drawer 200		
City	State	Zip Code
Winter Park, FL		32751

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:
Surftone

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
telecommunications services

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is **not** acceptable):
3535 State Highway 66, Suite 7, Neptune, NJ 07753

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State

5. Each entity, other than an individual, interested in such business is (are):

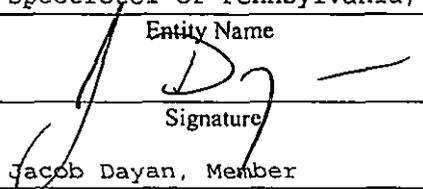
<u>Spectrotel of Pennsylvania, LLC</u>	<u>Delaware</u>	
Name	Form of Organization	Organizing Jurisdiction
<u>3535 State Highway 66, Suite 7, Neptune, NJ 07753</u>		
Principal Office Address		
PA Registered Office, if any		
<u> </u>	<u> </u>	<u> </u>
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional: The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

19th day of Sept, 2012.

<u> </u>	<u> </u>
Individual Signature	Individual Signature
<u> </u>	<u> </u>
Individual Signature	Individual Signature
<u>Spectrotel of Pennsylvania, LLC</u>	<u> </u>
Entity Name	Entity Name
<u></u>	<u> </u>
Signature	Signature
<u>Jacob Dayan, Member</u>	<u> </u>
Title	Title

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Application for Registration of Fictitious Name
54 Pa.C.S. § 311**

Name		
Phyllis Miller - Technologies Management, Inc.		
Address		
P.O. Drawer 200		
City	State	Zip Code
Winter Park, FL		32751

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:
Touch Base Communications

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
telecommunications services

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):
3535 State Highway 66, Suite 7, Neptune, NJ 07753

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State

5. Each entity, other than an individual, interested in such business is (are):

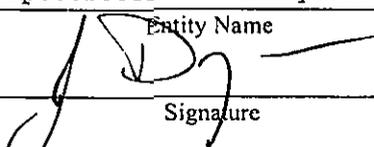
Spectrotel of Pennsylvania, LLC	Delaware	
Name	Form of Organization	Organizing Jurisdiction
3535 State Highway 66, Suite 7, Neptune, NJ 07753		
Principal Office Address		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional: The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

19th day of Sept, 2012.

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Spectrotel of Pennsylvania, LLC	
Entity Name	Entity Name
	Signature
Signature	Signature
Jacob Dayan, Member	
Title	Title

SPECTROTEL OF PENNSYLVANIA, LLC

EXHIBIT C

FINANCIALS

Submitted under Confidential Seal

SPECTROTTEL, INC

BALANCE SHEET

DECEMBER 31, 2010 AND 2011

ASSETS

	REVIEWED 2010	PRELIMINARY & UNAUDITED 2011
Current Assets		
Cash and Cash equivalents	[REDACTED]	[REDACTED]
Account receivable, net	[REDACTED]	[REDACTED]
Unbilled revenue	[REDACTED]	[REDACTED]
Prepaid expense and other current assets	[REDACTED]	[REDACTED]
Total current assets	[REDACTED]	[REDACTED]
Property and equipment, net	[REDACTED]	[REDACTED]
Deferred expenses, net	[REDACTED]	[REDACTED]
Other Assets	[REDACTED]	[REDACTED]
Total assets	[REDACTED]	[REDACTED]
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]
Total Current Liabilities	[REDACTED]	[REDACTED]
Other liabilities	[REDACTED]	[REDACTED]
Total Liabilities	[REDACTED]	[REDACTED]
Equity		
1,000,000 shares issued and outstanding - stated at par	[REDACTED]	[REDACTED]
Additional paid in capital	[REDACTED]	[REDACTED]
Retained earnings	[REDACTED]	[REDACTED]
Total equity	[REDACTED]	[REDACTED]
Total Liabilities and equity	[REDACTED]	[REDACTED]

Proprietary Confidential

Proprietary Confidential

SPECTROTEL, INC
 STATEMENT OF OPERATIONS AND RETAINED EARNINGS
 FOR THE YEARS ENDED December 31, 2010 AND 2011

	REVIEWED 2010	PRELIMINARY & UNAUDITED 2011
Revenues	[REDACTED]	[REDACTED]
Operating expenses		
Network costs	[REDACTED]	[REDACTED]
Selling, general and administrative	[REDACTED]	[REDACTED]
Deprecation	[REDACTED]	[REDACTED]
Total operating expenses	[REDACTED]	[REDACTED]
Income from operations	[REDACTED]	[REDACTED]
Other (Income) expense:		
Interest expense	[REDACTED]	[REDACTED]
Interest (income)	[REDACTED]	[REDACTED]
Total other expense	[REDACTED]	[REDACTED]
Income before provision for income taxes	[REDACTED]	[REDACTED]
Provision for income taxes	[REDACTED]	[REDACTED]
Net Income	[REDACTED]	[REDACTED]

Proprietary Confidential

SPECTROTEL OF PENNSYLVANIA, LLC

EXHIBIT D

List of 911 Coordinators Contacted

Donna Powers
Adams County 911 Coordinator
230 Greenmyer Lane
Gettysburg, PA 17325-2313

Ronald Baustert
Armstrong County 911 Coordinator
450 East Market Street
Kittanning, PA 16201-1409

Pam Corley
Bedford County 911 Coordinator
200 South Juliana Street
Bedford, PA 15522

Wanda Kenner
Berks County 911 Coordinator
Directlink Technologies Center
2561 Bernville Road
Reading, PA 19605

Robert Repasky
Bradford County 911 Coordinator
R.D. #1
Box 179-C
Towanda, PA 18848

Peter Ference
Bucks County 911 Coordinator
911 Freedom Way
Ivyland, PA 18974

Frank Matis
Butler County 911 Coordinator
120 McCune Dr
Butler, PA 16001

Carol Peretin
Cambria County 911 Coordinator
401 Candlelight Drive
Suite 100
Ebensburg, PA 15931

Gary Williams
Carbon County 911 Coordinator
1264 Emergency Lane
Nesquehoning, PA 18240

Dan Tancibok
Centre County 911 Coordinator
Willowbank Office Building
420 Holmes Street
Bellefonte, PA 16823

Edward Atkins
Chester County 911 Coordinator
Government Service Center
601 Westtown Road, Suite 12
West Chester, PA 19380-0990

Irene Miller
Columbia County 911 Coordinator
P.O. Box 380
Bloomsburg, PA 17815

Kevin Nicholson
Crawford County 911 Coordinator
902 Diamond Park
Meadville, PA 16335

Gregory Kline
Dauphin County 911 Coordinator
911 Gibson Boulevard
Steelton, PA 17113-1988

John Grappy
Erie County 911 Coordinator
2880 Flower Road
Erie, PA 16509

L. Guy Napolillo
Fayette County 911 Coordinator
24 East Main Street
4th Floor
Uniontown, PA 15401

Scott Henry
Forest County 911 Coordinator
526 Elm Street
Unit 3
Tionesta, PA 16353-9724

Vince Joyce
Fulton County 911 Coordinator
219 N. 2nd St.
Suite 106
McConnellsburg, PA 17233

Gary Ryan
Indiana County 911 Coordinator
85 Haven Drive
Indiana, PA 15701

Thomas Dubas
Lackawanna County 911 Coordinator
30 Valley View Business Park
Jessup, PA 18434

Michael Weaver
Lancaster County 911 Coordinator
PO Box 487
Manheim, PA 17545-0219

Jeff Parish
Lawrence County 911 Coordinator
110 E. Lincoln Avenue
New Castle, PA 16101

Dan Kauffman
Lebanon County 911 Coordinator
409 S. 8th Street
Room 12
Lebanon, PA 17042

Laurie Bailey
Lehigh County 911 Coordinator
640 West Hamilton Street
10th Floor
Allentown, PA 18101

J.J. McFarland
Luzerne County 911 Coordinator
100 Young Street
Wilkes-Barre, PA 18711-1001

Connie Turner
Lycoming County 911 Coordinator
542 County Farm Road
Suite 101
Montoursville, PA 17754

Larry Norton
McKean County 911 Coordinator
17175 Route 6
Smethport, PA 16749

Frank Jannetti, Jr.
Mercer County 911 Coordinator
205 South Erie Street
Mercer, PA 16137-1501

Gary Hoffman
Monroe County 911 Coordinator
100 Gypsum Road
Stroudsburg, PA 18360

Jennifer Enstrom
Northampton County 911 Coordinator
100 Gracedale Avenue
Nazareth, PA 18064

Jennifer Enstrom
Northampton County 911 Coordinator
100 Gracedale Avenue
Nazareth, PA 18064

J. Bernard Swartwood
Pike County 911 Coordinator
Administration Building
506 Broad Street
Millford, PA 18337

John Hetrick
Potter County 911 Coordinator
20 Mockingbird Lane
Coudersport, PA 16915

Scott Krater
Schuylkill County 911 Coordinator
435 North Centre Street
Pottsville, PA 17901

Chad Aucker
Snyder County 911 Coordinator
30 Universal Road
Selinsgrove, PA 17870

David Fox
Somerset County 911 Coordinator
111 East Union Street
Somerset, PA 15501

Joseph Carpenter
Sullivan County 911 Coordinator
P.O. Box 157
Laporte, PA 18626

Arthur Donato
Susquehanna County 911 Coordinator
County Office Building
31 Public Avenue
Montrose, PA 18801

David Cohick
Tioga County 911 Coordinator
118 Main Street
Wellsboro, PA 16901

Steve Rembold
Venango County 911 Coordinator
1052 Grandview Road
Oil City, PA 16301

Todd Lake
Warren County 911 Coordinator
100 Dillon Drive
Suite 203
Youngsville, PA 16371

Jeffrey Yates
Washington County 911 Coordinator
100 West Beau Street
C-1
Washington, PA 15301

Marty Hedgelon
Wayne County 911 Coordinator
925 Court Street
Honesdale, PA 18431-1996

Joseph Niedzalkoski
Westmoreland County 911 Coordinator
911 Public Safety Road
Greensburg, PA 15601

Debra Raimondi
Wyoming County 911 Coordinator
P.O. Box 738
Tunkhannock, PA 18657

Cindy Dietz
York County 911 Coordinator
120 Davies Drive
York, PA 17402

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of October, 2012, I caused to be served a copy of the foregoing application upon the following, by first class mail, postage prepaid, or equivalent service:

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

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

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

In addition, a copy of the foregoing Competitive Local Exchange Carrier application is also served this day by first class mail on the following Incumbent Local Exchange Carriers and 911 Coordinators via Certified Mail:

Verizon Pennsylvania LLC
Ms. Stephanie Ulrich
Strawberry Square, 4th Floor
Harrisburg, PA 17101

Frontier Communications of Canton,
Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Verizon North LLC
Ms. Stephanie Ulrich
Strawberry Square, 4th Floor
Harrisburg, PA 17101

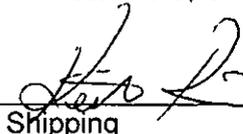
Frontier Communications –
Lakewood, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Frontier Communications –
Commonwealth Telephone Company
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Frontier Communications – Oswayo
River, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of
Breezewood, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of
Pennsylvania, Inc.
Joseph Demasi, Director Regulatory
3 High Ridge Park
Stamford, CT 06905



Shipping
Technologies Management, Inc.