

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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December 12, 2013

Rosemary Chiavetta  
Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
Second Floor – Room N201  
Harrisburg, PA 17120

*via courier*

- Re: Application of Vodafone Global Enterprise Inc. for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as a Competitive Local Exchange Carrier in the Commonwealth of Pennsylvania in the Operating Territories of Verizon North LLC and Verizon Pennsylvania LLC;
- Application of Vodafone Global Enterprise Inc. for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as a Competitive Access Provider in the Commonwealth of Pennsylvania
- Application of Vodafone Global Enterprise Inc. for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as an Interexchange Services Provider in the Commonwealth of Pennsylvania

Dear Ms. Chiavetta:

On behalf of Vodafone Global Enterprise Inc. (“VGEI,” or the “Company”), enclosed, for filing with the Pennsylvania Public Utility Commission (“Commission”), please find an original and a duplicate copy of VGEI’s application for authority to provide local exchange, competitive access and interexchange telecommunications services in Pennsylvania. Exhibit E-2 to this application contains proprietary and confidential financial information pertaining to VGEI and is therefore submitted *under seal* in an envelope marked “Confidential.” VGEI requests that these materials be accorded confidential treatment by the Commission.

***VGEI is pursuing a business opportunity to provide resold interexchange services in Pennsylvania in the first quarter of 2014 and respectfully requests that the Commission grant provisional authority as soon as practicable.***

In addition, the Company respectfully requests waiver of any supplemental requirement to arrange for additional publication of this application pursuant to 52 Pa. Code § 5.14(b). VGEI is serving the affected incumbent local exchange carriers (as well as the statutory

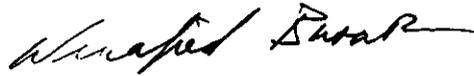
KELLEY DRYE & WARREN LLP

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Page Two

agencies) with a copy of this filing. The Company believes that this, in addition to publication in the Pennsylvania Bulletin will adequately meet the need for public notice.

Please date-stamp the duplicate and return it in the pre-addressed envelope provided. Should there be any questions with respect to this filing, please contact me at (202) 342-8819 or via email at [wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com). Thank you for your assistance with this matter.

Sincerely,



Winifred Brantl

*Counsel for Vodafone Global Enterprise Inc.*

Enclosures  
cc: Service List (Certificate of Service)

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PA PUBLIC UTILITY COMMISSION  
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**Application of:** Vodafone Global Enterprise 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.

Vodafone Global Enterprise Inc.  
560 Lexington Avenue, 9th Floor  
New York, New York 10022  
Phone: 1-212-731-2670  
Fax: (212) 731-2699

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.

VGEI was spun off as a freestanding entity from Vodafone Asia Pacific Ltd. in March 2008. Vodafone Asia Pacific Ltd. does not operate as a regulated carrier in the United States. VGEI has not operated under other names in the preceding five years and has not previously provided telecommunications services in Pennsylvania.

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

Barbara A. Miller [Attorney ID No. 80665]  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Phone: (202) 342-8571  
Fax: (202) 342-8451

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.

Winafred Brantl  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Phone: (202) 342-8819  
Fax: (202) 342-8451  
Email: [wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.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).

Robert Chu  
IT&Support Services  
Vodafone US  
275 Shoreline Drive, Suite 400  
Redwood City, CA 94065  
Tel: (650) 832-6688  
Fax: (650) 832-6687  
Email: robert.chu@vodafone.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.

Governance Manager  
Vodafone US Inc.  
999 18th Street, Suite 1750  
Denver, Co 80202  
Tel: 1-855-377-8360  
Fax: (212) 731-2699  
Email: [inquiries-vusi@vodafone.com](mailto:inquiries-vusi@vodafone.com)

Alternative: Megan Doberneck  
General Counsel and Company Secretary  
999 18th St., S. Tower, Ste. 1750  
Denver, CO 80202  
Tel: (303) 293-5870  
Fax: (303) 296-3178

**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.

**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, Inc.  
116 Pine St., 3rd Floor, Suite 320  
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.**

Copies of VGEL's Articles of Incorporation and Certificate of Authority are attached as ATTACHMENT A.

**The Applicant is incorporated in the State of Delaware.**

Give name and address of officers:

- Chuck Pol, President - 560 Lexington Avenue, 9th Floor, New York, NY 10022
- Megan Doberneck, General Counsel and Company Secretary — 999 18th St., S. Tower, Ste. 1750, Denver, CO 80202
- Sue Williams, Treasurer — 275 Shoreline Drive, #400, Redwood City, CA 94065
- Lynn Oliver, Assistant Secretary - — 999 18th St., S. Tower, Ste. 1750, Denver, CO 80202

**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. 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.

**Notes:** VGEI was spun off as a freestanding entity from Vodafone Asia Pacific Ltd. in March 2008. Vodafone Asia Pacific Ltd. (c/o VGEI, 560 Lexington Avenue, 9th Floor, New York, NY 10022) was registered to do business as a foreign corporation in Pennsylvania; however, it is not a jurisdictional public utility. VGEI has not operated under other names in the preceding five years and has not previously provided telecommunications or other public utility services in Pennsylvania.

Through a joint venture with Verizon, VGEI's ultimate parent, Vodafone Group Plc currently holds approximately 45% indirect interest in Verizon Wireless, f/k/a Vodafone Airtouch Licenses. Verizon Wireless LLC, listed in its Pennsylvania registration at 1 Verizon Place, Alpharetta, GA 30004, operates in Pennsylvania. It is VGEI's understanding that Verizon Wireless is not a jurisdictional utility in Pennsylvania. At this time, Vodafone Group Plc and Verizon are seeking regulatory approval to transfer Vodafone Group Plc's interest in Verizon Wireless to Verizon. Following that transfer, VGEI will no longer be affiliated with Verizon Wireless.

**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).

VGEI has an affiliate, Cable & Wireless Americas Operations ("CWAO"), which provides telecommunications services in five states (Florida, Illinois, New Jersey, New York, Texas) and the District of Columbia. CWAO also provides interstate and international telecommunications services. CWAO's principal address is 20110 Ashbrook Pl., Suite 170, Ashburn, VA 20132. VGEI also has a number of affiliates that provide international telecommunications services throughout the world.

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.

Applicant proposes to provide resold and facilities-based local exchange, competitive access, and intraLATA/interLATA interexchange telecommunications service to business customers within the Commonwealth of Pennsylvania. Local exchange services will provide access to the public switched telephone network and a full range of features. Competitive access services will provision enterprise customers with dedicated/multipoint nonswitched services. Interexchange services will include basic "1+" long distance services, calling card services and toll-free services. VGEI will also provide customers with access to directory assistance and operator-assisted calling.

VGEI intends to provide its services to enterprise level business customers and other carriers. Initially, VGEI will provide service by reselling the underlying services of facilities-based local exchange and interexchange carriers authorized by the Commission to operate in Pennsylvania. Over time, the Company anticipates that it may deploy its own network facilities as well.

VGEI intends to offer its competitive access, local exchange and switched access services in accordance with the terms, conditions and rates contained in its proposed local exchange, competitive access and switched access tariffs, attached as **ATTACHMENTS B, C and D**, respectively. The Company proposes to offer its interexchange services on a de-tariffed basis.

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.

With respect to the geographic coverage area for its intended services, VGEI requests authority to provide its local exchange services throughout the incumbent local exchange carrier territories of Verizon Pennsylvania and Verizon North. The Company requests authority to provide its competitive access provider and interexchange services on a statewide basis.

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.

VGEI intends to provide its services to enterprise level business customers and other carriers.

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.

A proposed Local Exchange Tariff is provided as **ATTACHMENT B**.

A proposed Competitive Access Provider Tariff is provided as **ATTACHMENT C**.

A proposed Switched Access Tariff is provided as **ATTACHMENT D**.

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.

Relevant financial information is attached to this Application as public ATTACHMENT E-1 and confidential ATTACHMENT E-2

15. **START DATE: *Contingent upon receipt of provisional authority***, the Applicant proposes to begin offering services as soon as possible after January 1, 2014.

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.

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



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

**AFFIDAVIT**

[Commonwealth/State] of Colorado

County of Denver

:  
:  
ss.  
:

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

Affiant is the Secretary (Office of Affiant) of Vodafone Global Enterprise Inc.

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

That Vodafone Global Enterprise Inc., the Applicant herein, acknowledges that [he/she/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 Vodafone Global Enterprise 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.

That Vodafone Global Enterprise 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.

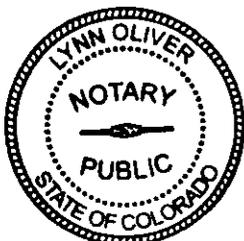
That the facts above set forth are true and correct] to the best of Affiant knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.

[Signature]  
Signature of Affiant

Sworn and subscribed before me this 10th day of December, 2013.

[Signature]  
Signature of official administering oath

My Commission expires 4/21/2014.



My Commission Expires April 21, 2014

23. §1.36 Verification.

## Verification

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*I, Megan Doberneck, 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).*

12/10/13  
Date

  
Signature

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List of Attachments

- A Articles of Incorporation and Certificate of Authority to Transact Business in Pennsylvania
- B Proposed Competitive Access Provider Tariff
- C Proposed Local Exchange Tariff
- D Proposed Switched Access Tariff
- E-1 Financial Information (Public)
- E-2 Financial Information (Under Seal)
- F 911 Coordinator List

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Attachment A  
Articles of Incorporation and Certificate of Authority  
to Transact Business in Pennsylvania

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VODAFONE GLOBAL ENTERPRISE INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008, AT 2:10 O'CLOCK P.M.

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

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

4524493 8100

080358168

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478506

DATE: 03-26-08

CERTIFICATE OF INCORPORATION  
OF  
VODAFONE GLOBAL ENTERPRISE INC.

ARTICLE I

The name of this corporation is Vodafone Global Enterprise Inc. (the "Corporation").

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are:

Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, Delaware 19808  
County of New Castle

ARTICLE III

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

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated respectively Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of Common Stock this Corporation is authorized to issue is one thousand (1,000). The total number of shares of Preferred Stock this Corporation shall be authorized to issue is five hundred (500). The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the

status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation, provided, however, that the by-laws may only be amended in accordance with the provisions thereof.

B. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

C. The books of the corporation may be kept at such place within or without the State of Delaware as the by-laws of the corporation may provide or as may be designated from time to time by the Board of Directors.

#### ARTICLE VI

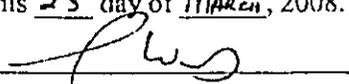
A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit.

#### ARTICLE VII

The name and mailing address of the incorporator is:

Suzanne Williams  
Vodafone Asia Pacific Limited  
2999 Oak Road, 7<sup>th</sup> Floor  
Walnut Creek, CA 94597

I, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25 day of MARCH, 2008.

/s/ Suzanne Williams 

Suzanne Williams, Incorporator

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Application for Certificate of Authority  
(15 Pa.C.S.)

- Foreign Business Corporation (§ 4124)
- Foreign Nonprofit Corporation (§ 6124)

W  
Corporation Service Company

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

Commonwealth of Pennsylvania  
CERTIFICATE OF AUTHORITY 3 Page(s)



Fee: \$250

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

1. The name of the corporation is:  
Vodafone Global Enterprise Inc.

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

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:

2999 Oak Road, 7th Floor, Walnut Creek, CA 94597

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

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:				
(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o: Corporation Service Company				Dauphin

7. Check one of the following:

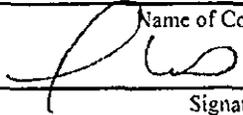
*Business Corporation*: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

*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 Certificate of Authority to be signed by a duly authorized officer thereof this 14th day of May, 2008.

Vodafone Global Enterprise Inc.

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

  
\_\_\_\_\_  
Signature

Treasurer

\_\_\_\_\_  
Title

Attachment E-1  
Financial Information (Public)

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

VGEI possesses the necessary financial resources to provide the services proposed in this Application. The Company is a wholly-owned subsidiary of Vodafone Group Plc (“Vodafone”), a major multi-national communications provider. In its March 2013 annual report, Vodafone reported approximately \$70.2 billion in revenues from its global operations. Thus, as a wholly-owned subsidiary of Vodafone, VGEI has reliable access to more than ample working capital to fund the Company’s proposed operations, including the ability to meet any lease and ownership obligations associated with its provision of competitive telecommunications services. Below is an extract from the Consolidated Income Statement presented on page 90 of the Vodafone March 2013 annual report. (The table originally included data from 2011, 2012, and 2013.) The data provided was originally reported in UK pounds (£) but has been converted unofficially to US dollars based upon the average conversion rate as of the issuance of the annual report.<sup>1</sup> A copy of Vodafone’s complete March 2013 annual report can be accessed at [http://www.vodafone.com/content/index/investors/investor\\_information/annual\\_report.html](http://www.vodafone.com/content/index/investors/investor_information/annual_report.html).

<b>Consolidated income statement</b> (April 1, 2012 – March 31, 2013)		
	<b>2013</b> <b>UK £</b> <b>(million)</b>	<b>2013</b> <b>US \$\$</b> <b>(million)</b>
<b>Revenue</b>	<b>44,445</b>	<b>70,223.1</b>
Cost of Sales	(30,505)	(48,197.9)
<b>Gross profit</b>	<b>13,940</b>	<b>22025.2</b>
Selling and distribution expenses	(3,258)	(5,147.64)
Administrative expenses	(5,199)	(8,214.42)
Share of result in associates	6,477	10,233.66
Impairment losses	(7,700)	(12,166)
Other income and expense	468	739.44
<b>Operating profit</b>	<b>4,728</b>	<b>7470.24</b>
Non-operating income and expense	10	15.8
Investment income	305	481.9
Financing costs	(1,788)	(2,825.04)
<b>Profit before taxation</b>	<b>3,255</b>	<b>5,142.9</b>
Income tax expense	(2,582)	(4,079.56)
<b>Profit for the financial year</b>	<b>673</b>	<b>1,063.34</b>
Attributable to:		
- Equity shareholders	429	677.82
- Non-controlling interests	244	385.52
Basic earnings per share*	0.87p	1.3746
Diluted earnings per share*	0.87p	1.3746

\*These values are not expressed in terms of millions.

<sup>1</sup> The average conversion rate as of the issuance of the report was 1.58 (£ = \$1.58 US).

In support of its application, VGEI further provides its own financial materials, including:

- Balance Sheet
- Income Statement
- Projected One-Year Balance Sheet & Income Statement

These materials are confidential and proprietary and VGEI submits them as Attachment E-2 *under seal* with a request that they be accorded confidential treatment.

The custodian for VGEI's accounting records and supporting documentation is:

Anna Ewing  
Head of US Finance  
999 18<sup>th</sup> Street, S. Twr., Ste. 1750  
Denver, CO 80202  
Phone: 303-293-5910  
Fax: 303-296-3178

VGEI's accounting records and supporting documentation are maintained at Vodafone offices in Denver, CO.

Attachment E-2  
Financial Information (Confidential)

**This Exhibit Contains Confidential  
and Proprietary Financial Information  
and is Submitted *Under Seal***

Attachment F  
911 Coordinator List



# Pennsylvania 911 Coordinators

Participating Counties and Cities

## Adams

---

**Donna Powers**                      **Notified**

230 Greenmyer Lane  
Gettysburg, PA 17325-2313

**Phone** 7173348603  
**Fax** 7173341822  
**Email** dpowers@adamscounty.us

## Allegheny

---

**Gary Thomas**                      **Notified**

400 North Lexington Street, Suite 200  
Pittsburgh, PA 15208

**Phone** 4124731412  
**Fax** 4124732623  
**Email** gthomas@county.allegheny.pa.us

## Allentown

---

**Mike Hilbert**

1304 Fairview Street  
Allentown, PA 18102

**Phone** 6104377771  
**Fax** 6104378718  
**Email** Michael.Hilbert@Allentowpa.gov

## Armstrong

---

**Ronald Baustert**                      **Notified**

131 Armsdale Road  
Kittanning, PA 16201

**Phone** 7245483225  
**Fax** 7245483243  
**Email** rdbaustert@co.armstrong.pa.us

## Beaver

---

**Wesley Hill**                              **Notified**

351 14th Street  
Ambridge, PA 15003

**Phone** 7247751700  
**Fax** 7242663783  
**Email** whill@beavercountypa.gov

## Bedford

---

**Pam Corley**                              **Notified**

200 South Juliana Street  
Bedford, PA 15522

**Phone** 8146239528  
**Fax** 8146230799  
**Email** pcorley@bedfordcountypa.org

## Berks

---

**Ms. Wanda Keener**                      **Notified**

Directlink Technologies Center  
2561 Bernville Rd  
Reading, PA 19605

**Phone** (610) 236-8231  
**Fax** (610) 655-4972  
**Email** wkeener@countyofberks.com

## Bethlehem

---

**Robert Haffner**

10 East Church Street  
Bethlehem, PA 18018-6025

**Phone** 6108657161  
**Fax** 6108652462  
**Email** rhaffner@bethlehem-pa.gov



# Pennsylvania 911 Coordinators

Participating Counties and Cities

## Blair

---

**Mark Taylor** Notified

615 4th Street  
Altoona, PA 16602

**Phone** 8149405905  
**Fax** 8149405907  
**Email** mtaylor911@atlanticbnn.net

## Bradford

---

**Robert Repasky** Notified

22 Burgert Drive  
Towanda, PA 18848

**Phone** 5702659101  
**Fax** 5702652407  
**Email** repaskyr@bradfordco.org

## Bucks

---

**Peter Ference** Notified

911 Freedom Way  
Ivyland, PA 18974

**Phone** 2153285151  
**Fax** 2153486689  
**Email** pdference@co.bucks.pa.us

## Butler

---

**Robert McLafferty** Notified

120 McCune Drive  
Butler, PA 16001-6388

**Phone** 7242845211  
**Fax** 7242856388  
**Email** rmclaffe@co.butler.pa.us

## Cambria

---

**Robbin Melnyk** Notified

401 Candlelight Drive, Suite 100  
Ebensburg, PA 15931

**Phone** 8144722050  
**Fax** 8144721439  
**Email** rmelnyk@co.cambria.pa.us

## Cameron

---

**Laura Narby** Notified

20 East 5th Street  
Emporium, PA 15834

**Phone** 8144869368  
**Fax** 8144869393  
**Email** carnoes2@cameroncountypa.com

## Carbon

---

**Gary Williams** Notified

1264 Emergency Lane  
Nesquehoning, PA 18240

**Phone** 5703253298  
**Fax** 5703259121  
**Email** cc911dir@ptd.net

## Centre

---

**Dan Tancibok** Notified

Willowbank Office Building  
420 Holmes Street  
Bellefonte, PA 16823

**Phone** 8143556800  
**Fax** 8143556776  
**Email** datancibok@centrecountypa.gov



# Pennsylvania 911 Coordinators

Participating Counties and Cities

## Chester

---

**Edward Atkins** Notified  
Government Service Center  
601 Westtown Road, Suite 12  
West Chester, PA 19380-0990  
  
**Phone** 6103445000  
**Fax** 6103445050  
**Email** eatkins@chesco.org

## Clarion

---

**T. Lance Theiss** Notified  
  
421 Madison Road  
Clarion, PA 16214  
  
**Phone** 8142266631  
**Fax** 8142264294  
**Email** ltheiss@oes.clarion.pa.us

## Clearfield

---

**Debra Archer** Notified  
  
911 Leonard Street  
Clearfield, PA 16830-3245  
  
**Phone** 8147655357  
**Fax** 8147689920  
**Email** darcher@clearfield911.com

## Clinton

---

**Kevin Fanning** Notified  
  
22 Cree Drive  
Lock Haven, PA 17745  
  
**Phone** 5708934090  
**Fax** 5708934044  
**Email** kfanning@clintoncountypa.com

## Columbia

---

**Fred Hunsinger** Notified  
  
R 26 West First Street  
Bloomsburg, PA 17815  
  
**Phone** 5703895731  
**Fax** 5707842975  
**Email** fhunsinger@columbiapa.org

## Crawford

---

**Kevin Nicholson** Notified  
  
903 Diamond Park  
Meadville, PA 16335  
  
**Phone** 8143732530  
**Fax** 8147242563  
**Email** knicholson@co.crawford.pa.us

## Cumberland

---

**Theodore Wise** Notified  
  
1 Public Safety Drive  
Carlisle, PA 17013  
  
**Phone** 7172182904  
**Fax** 7172406406  
**Email** twise@ccpa.net

## Dauphin

---

**Gregory Kline** Notified  
  
911 Gibson Boulevard  
Steelton, PA 17113-1899  
  
**Phone** 7175586800  
**Fax** 7175586850  
**Email** gkline@dauphinc.org





## Huntingdon

---

**Gilbert Dick** Notified

530 Washington Street  
Huntingdon, PA 16652  
**Phone** 8146433960  
**Fax** 8146432644  
**Email** amedemt@yahoo.com

## Indiana

---

**Linda Artman** Notified

85 Haven Drive  
Indiana, PA 15701  
**Phone** 7243499300  
**Fax** 7244653868  
**Email** lartman@indianacounty.org

## Jefferson

---

**Christopher Clark** Notified

560 Service Center Road  
Brookville, PA 15825  
**Phone** 8148494009  
**Fax** 8148491689  
**Email** cclark@jeffersoncountypa.com

## Juniata

---

**Allen Weaver** Notified

11 North 3rd Street  
Mifflintown, PA 17059  
**Phone** 7174367730  
**Fax** 7174367733  
**Email** aweaver@juniataco.org

## Lackawanna

---

**David Hahn** Notified

30 Valley View Business Park  
Jessup, PA 18434  
**Phone** 5703077301  
**Fax** 5703077321  
**Email** hahnd@lackawanacounty.org

## Lancaster

---

**Michael Weaver** Notified

PO Box 487  
Manheim, PA 17545-0487  
**Phone** 7176641100  
**Fax** 7176641126  
**Email** mweaver@lcwc911.us

## Lawrence

---

**Jeff Parish** Notified

110 East Lincoln Avenue  
New Castle, PA 16101  
**Phone** 7246564927  
**Fax** 7246521835  
**Email** jparish@co.lawrence.pa.us

## Lebanon

---

**John Wilson** Notified

400 South 8th Street, Room 12  
Lebanon, PA 17042  
**Phone** 7172727621  
**Fax** 7172729509  
**Email** john@lebanonema.org



# Pennsylvania 911 Coordinators

Participating Counties and Cities

## Lehigh

---

**Laurie Bailey** Notified

640 West Hamilton Street, 10th Floor  
Allentown, PA 18101

**Phone** 6107824651  
**Fax** 6107824659  
**Email** lauriebailey@lehighcounty.org

## Luzerne

---

**Jack Robshaw** Notified

100 Young Street  
Wilkes-Barre, PA 18706

**Phone** 5708263078  
**Fax** 5708263056  
**Email** Jack.Robshaw@Luzernecounty.org

## Lycoming

---

**Sandra Holdren** Notified

542 County Farm Road, Suite 101  
Montoursville, PA 17754

**Phone** 5704334461  
**Fax** 5704334220  
**Email** sholdren@lyco.org

## McKean

---

**Larry Norton** Notified

17175 State Route 6  
Smethport, PA 16749

**Phone** 8148875070  
**Fax** 8148874910  
**Email** lbnorton@mckeancountypa.org

## Mercer

---

**Frank Jannetti, Jr.** Notified

205 South Erie Street  
Mercer, PA 16137-1501

**Phone** 7246626100  
**Fax** 7246626145  
**Email** fjannetti@mcc.co.mercer.pa.us

## Mifflin

---

**Philip Lucas** Notified

20 North Wayne Street  
Lewistown, PA 17044

**Phone** 7172489645  
**Fax** 7172480300  
**Email** PLucas@co.mifflin.pa.us

## Monroe

---

**Gary Hoffman** Notified

100 Gypsum Road, Suite 201  
Stroudsburg, PA 18360

**Phone** 5709924500  
**Fax** 5704028890  
**Email** ghoffman@monroeco911.com

## Montgomery

---

**Thomas Sullivan** Notified

50 Eagleville Road  
Eagleville, PA 19403

**Phone** 6106316506  
**Fax** 6106316539  
**Email** tsulliva@montcopa.org



## Montour

---

**Walter Peters, III** Notified

30 Woodbine Lane  
Danville, PA 17821

**Phone** 5702713047  
**Fax** 5702044907  
**Email** wpeters@montourco.org

## Northampton

---

**Ronald Hulsizer** Notified  
County of Northampton Division of Emergency Management Services

100 Gracedale Avenue  
Nazareth, PA 18064-8894

**Phone** 6107463194  
**Fax** 6107463199  
**Email** rhulsizer@ncem-pa.org

## Northumberland

---

**William Brown** Notified

911 Greenough Street, Suite 2  
Sunbury, PA 17801

**Phone** 5709884441  
**Fax** 5709884546  
**Email** Bill.Brown@norrycopa.net

## Perry

---

**Thomas Bell**

PO Box 37  
New Bloomfield, PA 17068

**Phone** 7175822131  
**Fax** 7175827320  
**Email** tbell@perryco.org

## Philadelphia

---

**Raymond Hayling** Notified

Office of Innovation and Technology  
1234 Market Street, Suite 1850  
Philadelphia, PA 19107

**Phone** 2156868204  
**Fax** 2156868258  
**Email** raymond.hayling@phila.gov

## Pike

---

**J. Bernard Swartwood** Notified

135 Pike County Blvd.  
Lords Valley, PA 18428

**Phone** 5702963465  
**Fax** 5702963550  
**Email** 911@pikepa.org

## Potter

---

**Julie Sitkowski** Notified

20 Mockingbird Lane  
Coudersport, PA 16915

**Phone** 8142748900  
**Fax** 8142748901  
**Email** jsitkowski@pottercountypa.net

## Schuylkill

---

**Scott Krater** Notified

435 North Centre Street  
Pottsville, PA 17901

**Phone** 5706219911  
**Fax** 5706219999  
**Email** skrater@co.schuylkill.pa.us



## Snyder

---

**Chad Aucker** Notified

30 Universal Road  
Selinsgrove, PA 17870

**Phone** 5703720535  
**Fax** 5703745151  
**Email** caucker@snydercounty.org

## Somerset

---

**David Fox** Notified

111 East Union Street  
Somerset, PA 15501

**Phone** 8144451525  
**Fax** 8144431090  
**Email** dfox@co.somerset.pa.us

## Sullivan

---

**Joseph Carpenter**

PO Box 157  
Laporte, PA 18626

**Phone** 5709465010  
**Fax** 5709464122  
**Email** jecarpenter@sullivancodes.org

## Susquehanna

---

**Arthur Donato**

County Office Building  
81 Public Avenue  
Montrose, PA 18801

**Phone** 5702784600  
**Fax** 5702789269  
**Email** adonato@susq911.com

## Tioga

---

**David Cohick** Notified

118 Main Street  
Wellsboro, PA 16901

**Phone** 5707249110  
**Fax** 5707246819  
**Email** dcochick@tiogacountypa.us

## Union

---

**Lisa James** Notified

155 North 15th Street  
Lewisburg, PA 17837

**Phone** 5705248810  
**Fax** 5705248818  
**Email** ljames@unionco.org

## Venango

---

**Mark Seigworth** Notified

1052 Grandview Road  
Oil City, PA 16301

**Phone** 8146770325  
**Fax** 8146777459  
**Email** mseigworth@co.venango.pa.us

## Warren

---

**Todd Lake** Notified

100 Dillon Drive, Suite 203  
Youngsville, PA 16371

**Phone** 8145632220  
**Fax** 8145639438  
**Email** tlake@warren-county.net



**pennsylvania**  
EMERGENCY MANAGEMENT AGENCY

## Pennsylvania 911 Coordinators

Participating Counties and Cities

### Washington

---

Jeffrey Yates                      Notified

100 West Beau Street, C-1  
Washington, PA 15301

Phone 7242286911  
Fax 7242234706  
Email yatesj@co.washington.pa.us

### York

---

Cindy Dietz                                      Notified

120 Davies Drive  
York, PA 17402

Phone 7178402911  
Fax 7178407553  
Email cadietz@ycdes.org

### Wayne

---

Marty Hedgelon                      Notified

43 Volunteer Drive  
Honesdale, PA 18431

Phone 5702539458  
Fax 5702532943  
Email yinka9@yahoo.com

### Westmoreland

---

Marc Taylor                                      Notified

911 Public Safety Road  
Greensburg, PA 15601

Phone 7246007320  
Fax 7246007356  
Email mtaylor1@co.westmoreland.pa.us

### Wyoming

---

Debra Raimondi

PO Box 738  
Tunkhannock, PA 18657

Phone (570) 836-6161  
Fax (570) 836-8887  
Email draimondi@wycopa911.org

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a true copy of the foregoing document (Vodafone Global Enterprise Inc.'s application for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.) upon the parties listed below in the manner indicated, in accordance with the requirements of 52 Pa. Code Section 1.54.

Office of Attorney General (US Mail)  
Office of Consumer Protection  
Strawberry Square  
Harrisburg, PA 17120

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

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

Verizon North LLC  
1717 Arch Street  
Philadelphia, PA 19103

Verizon Pennsylvania LLC  
1717 Arch Street  
Philadelphia, PA 19103

**RECEIVED**

DEC 12 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Dated this 12<sup>th</sup> day of December, 2013.

  
Winifred R. Brantl

UPS CampusShip: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.

2. Fold the printed sheet containing the label. Place the label on a single side of the package shipping tape. Do not cover any seams or label in a UPS Shipping Pouch. If you do not have shipping tape over the entire label.

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Your driver will pickup your shipment(s) as usual.

12/13/2013 10:45:58 AM

TO: CHIAVETTA, R. PUC (CHIAVETTA)  
 Agency: PUC  
 Floor:  
 External Carrier: UPS



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WINAFRED BRANTL 2023428819 KELLEY DRYE WARREN LLP 3050 K STREET, NW STE 400 WASHINGTON DC 20007		4 LBS	PAK	1 OF 1
<b>SHIP TO:</b> MS. ROSEMARY CHIAVETTA, SECRETARY PENNSYLVANIA PUBLIC UTILITY COMM. KEYSTONE COMMONWEALTH BLDG. 400 NORTH STREET HARRISBURG PA 17120-0200				
		PA 171 9-20 		
<b>UPS NEXT DAY AIR</b>		<b>1</b>		
TRACKING #: 1Z E20 834 01 9774 9602				
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Client Matter#: 0219270001				
CS 15.6.12.		WNTTE90 45.0A 10/2013		