

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

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AFFILIATE OFFICES

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April 11, 2014

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

*via electronic filing*

Re: Docket Nos. A-2014-2399684, A-2014-2399685, A-2014-2399686,  
A-2014-2399708, A-2014-2399709: **Notice by Vodafone Global  
Enterprise Inc. of a Name Change - Supplement**

Dear Ms. Chiavetta:

On February 12, 2014, Vodafone Global Enterprise Inc. (“VGEI,” or the “Company”) submitted a notice into the above-referenced dockets (addressing the Company’s application for telecommunications authority) to apprise the Commission of the Company’s change of name from Vodafone Global Enterprise Inc. to Vodafone US Inc. Pursuant to a subsequent communication from Staff, VUSI is submitting an amended copy of its application, reflecting the change of name. An updated Exhibit A is provided, including documentation evidencing the change of name with the Delaware Secretary of State and the Pennsylvania Secretary of State. The remaining exhibits have not been included here, as Staff has indicated that the tariffs will be revised for the name change at a later date and there is no change to the financial exhibits or the 911 coordinator list.

If there are 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,



Winafred Brantl

*Counsel for Vodafone Global Enterprise Inc.*

Enclosures

cc: Service List (Certificate of Service)

**Application of:** Vodafone US 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 US 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.

VUSI 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. VUSI 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 VUSI'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
- Anna Ewing, Treasurer — 999 18th St., S. Tower, Ste. 1750, Denver, CO 80202
- Bryan Ganno, 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:** VUSI was spun off as a freestanding entity from Vodafone Asia Pacific Ltd. in March 2008. Vodafone Asia Pacific Ltd. (c/o VUSI, 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. VUSI 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, VUSI's ultimate parent, Vodafone Group Plc held an 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 VUSI'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 approval, VUSI will no longer be affiliated with Verizon Wireless in any manner.

**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).

VUSI has an affiliate, Cable & Wireless Americas Operations, Inc. ("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. VUSI 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. VUSI will also provide customers with access to directory assistance and operator-assisted calling.

VUSI intends to provide its services to enterprise level business customers and other carriers. Initially, VUSI 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.

VUSI 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, VUSI 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.

VUSI 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 April 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

***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.

VUSI does not claim a particular status pursuant to the Federal Telecommunications Act of 1996.

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

Neither 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.

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.

Affirmed.

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.

Affirmed.

Applicant: VODAFONE US INC.

By:   
\_\_\_\_\_  
Megan Doberneck

Title: General Counsel and Company Secretary

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

**AFFIDAVIT**

State of Colorado :  
 :  
 : ss.  
County of Denver :

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

Affiant is the Treasurer and Chief Financial Officer of Vodafone US Inc.;

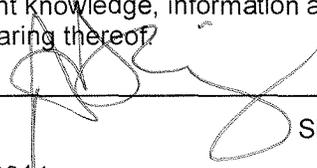
That Affiant is authorized to and does make this affidavit for said corporation;

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

That Vodafone US Inc., the Applicant herein, asserts that Applicant 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.

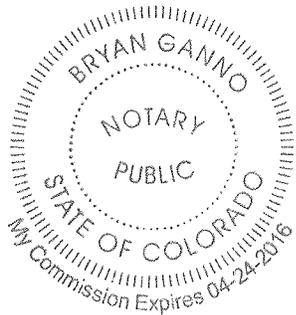
That Vodafone US Inc., the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each 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 of Affiant

Sworn and subscribed before me this 31st day of March, 2014.

  
\_\_\_\_\_  
Signature of official administering oath



My Commission expires 4/24/2016

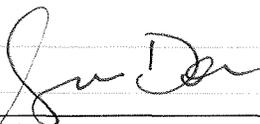
23. §1.36 Verification.

## **Verification**

---

*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).*

*March 28, 2014*  
Date

  
Signature

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

# Delaware

PAGE 1

## The First State

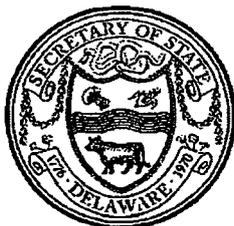
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VODAFONE GLOBAL ENTERPRISE INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VODAFONE US INC.", THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 2:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

4524493 8320

140000085



Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 1025286

DATE: 01-02-14

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE US INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VODAFONE US INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008.

295788

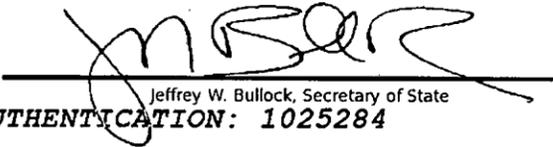
2014 JAN -8 AM 11:29

4524493 8300

140000085



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025284

DATE: 01-02-14

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Vodafone Global Enterprise Inc. ("VGEI"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that on January 1, 2014, the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article 1" so that, as amended, said Article shall be and read as follows:

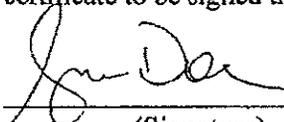
The name of this corporation is Vodafone US Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 20<sup>th</sup> day of December, 2013.

By: \_\_\_\_\_

  
(Signature)

Print Name: Secretary + General Counsel

Title: Megan Deberneck

Entity #: 3810854  
Date Filed: 01/07/2014  
Carol Aichele  
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Application for Amended Certificate of Authority

Foreign Corporation

(15 Pa.C.S.)

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

Name: CT-Counter

Address: \_\_\_\_\_

City: 8988906 State: SO Zip Code: 134

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

Commonwealth of Pennsylvania  
AMENDU CERT OF AUTHORITY BUSINESS Foreign 3 Page(s)



Fec: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned foreign corporation, desiring to receive an amended certificate of authority, hereby states that:

1. The name under which the corporation currently holds a certificate of authority to do business within the Commonwealth of Pennsylvania is:  
Vodafone Global Enterprise Inc.

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

3. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:  
560 Lexington Avenue, 9th Floor, New York, NY 10022  
Number and Street City State Zip

4. The (a) address of this corporation's 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: National Registered Agents, Inc. Dauphin

Check if applicable:  
 The foregoing reflects a change in Pennsylvania registered office.

2014 JAN -7 11:3:33  
PA DEPT OF STATE

5. The corporation desires that its certificate of authority be amended to change or correct the following information:

NEW NAME OF THE CORPORATION IS: Vodafone US Inc.

NEW PRINCIPAL OFFICE ADDRESS OF THE CORPORATION IS: 560 Lexington Avenue, 9th floor, New York, NY 10022

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

6. If the amendment set forth in Paragraph 5 reflects a change in the name of the corporation to one 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).

7. If the amendment set forth in Paragraph 5 reflects a change in the name of the corporation, check one of the following:

The change of name reflects a change effected in the jurisdiction of incorporation

Documents complying with the applicable provisions of 15 Pa.C.S. § 4123(b) or 6123(b) (relating to exception; name) accompany this application.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for an Amended Certificate of Authority to be signed by a duly authorized officer thereof this

23<sup>rd</sup> day of Dec., 2013.

Vodafone US Inc.  
Name of Corporation

Lynn Oliver  
Signature

Lynn Oliver  
Asst. Secretary

Title

## CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document (*Notice by Vodafone Global Enterprise Inc. of a Name Change – Supplement*), electronically filed with the Commission, 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 (US Mail)  
1717 Arch Street  
Philadelphia, PA 19103

Verizon Pennsylvania LLC (US Mail)  
1717 Arch Street  
Philadelphia, PA 19103

Dated this 11<sup>th</sup> day of April, 2014.

/s/ Winafred R. Brantl  
Winafred R. Brantl