



April 7, 2017
Via Overnight Delivery

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

RE: Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications and Jail
Education Solutions, Inc. d/b/a Edovo Joint Application for Approval of Transfer of Control

Dear Ms. Chiavetta:

Enclosed for filing please find the Application for Approval of a Transfer of Control filed on behalf of Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications ("Legacy") and Jail Education Solutions, Inc. d/b/a Edovo ("Edovo"). A copy of the Purchase Agreement is included with this filing under Seal and marked "Confidential". Please handle in accordance with your procedures for Confidential material.

Also enclosed is a check in the amount of \$350.00 for the required filing fee.

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 407-740-3005 or via email to swarren@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Sharon R. Warren
Consultant to Legacy Long Distance International, Inc. and
Jail Education Solutions, Inc.

cc: Curtis Brown (Via Email) – Legacy
Valerie Hedge (Via Email) - Edovo
file: Legacy - Pennsylvania - Other
tms: PAX1701

Enclosures
SW/sw

RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of)
)
Legacy Long Distance International, Inc.)
d/b/a Legacy Inmate Communications)
) Docket No. A310817
and)
)
Jail Education Solutions, Inc.)
d/b/a Edovo)
)
for Approval of a Transfer of)
Control as a General Rule Transaction)
Pursuant to 52 PA.Code § 63.324)

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to 66 Pa.C.S. § 1102 a.(3) and 52 PA Code §63.324, Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications (“Legacy”), and Jail Education Solutions, Inc. d/b/a Edovo (“Edovo”) (collectively, “Applicants”) hereby seek approval for the direct transfer of ownership of Legacy, a California corporation, to Edovo, a Delaware corporation. Following the consummation of the Proposed Transaction (as defined below), Legacy will operate as a wholly-owned subsidiary of Edovo, as described in *Exhibit A*. Legacy is a full-service provider of inmate communications and investigative technology services at hundreds of correctional facilities nationwide. Legacy’s services includes operator services, debit, and prepaid calling.

Applicants request expedited treatment of this Joint Application. For important business reasons, the parties are targeting a closing date no later than May 10, 2017. Applicants request that the Commission act on this Joint Application no later than May 1, 2017, so that the parties can take the corporate measures necessary to complete the process within that timeframe.

Legacy will remain a separate operating company and will continue to provide service under the name of Legacy Inmate Communications. Legacy was granted a Certificate of Public Convenience to provide institutional telecommunications services in the Commonwealth of Pennsylvania on August 12, 1999. There will be no changes to rates, terms or conditions of service as a result of this transaction. As an institutional service provider, Legacy does not have presubscribed customers, and no customer notice will be issued.

RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

I. ABOUT LEGACY

Legacy Long Distance International, Inc. is incorporated under the laws of the state of California with its principal business office located at 10833 Valley View Street, Suite 150, Cypress, CA 90630. Legacy is a full-service provider of inmate communications and investigative technology services at hundreds of correctional facilities nationwide. Legacy's services includes operator services, debit, and prepaid calling. Legacy is known for their outstanding service and support, their comprehensive technology and service offerings, and their user-centric and intuitive iCON inmate communications management system. Legacy also provides operator-assisted and direct dial calling services to coin-operated privately owned pay telephone providers. Legacy is also authorized by the FCC to provide domestic and international telecommunications services.

II. ABOUT EDOVO

Edovo is incorporated under the laws of Delaware, with its principal business office at 500 W. Madison Avenue, Suite 801, Chicago, IL 60661. Edovo provides secure tablet technology to correctional facilities to help to better prepare inmates for re-entry and improve public safety. Their mobile tablet solution provides over 10,000 hours of educational, vocational and treatment programming to the inmate population. A copy of Buyer's Certificate of Incorporation is included as *Exhibit B*.

III. DESCRIPTION OF PROPOSED TRANSACTION

On January 27, 2017, Legacy entered into a Stock Purchase Agreement ("*Agreement*") between Legacy and Edovo. Edovo will acquire 100% of the voting equity interests of Legacy ("Proposed Transaction"). Curtis Brown, President and CEO of Legacy, currently holds a majority interest in Legacy. At the closing of the Proposed Transaction, Legacy will become a wholly-owned subsidiary of Edovo, and the majority ownership of Edovo will consist of minority shareholders. No single entity will own a majority interest in Edovo. For the Commission's reference, pre- and post-Transaction Charts are provided as *Exhibit A*. A copy of the Stock Purchase Agreement is provided as *Exhibit C* (filed under seal).

This change in control does not involve a transfer of operating authority, assets or customers in Pennsylvania or elsewhere. Legacy's corporate identity, name and operations, and the rates, terms and conditions of its service offerings will remain intact after the Proposed Transaction. Accordingly, the Proposed Transaction will be seamless to customers. The parties intend to consummate the Proposed Transaction as promptly as possible after the necessary federal and state regulatory approvals have been received.

IV. CUSTOMER IMPACT

The Applicants submit the Proposed Transaction is in the public interest, and will be seamless from the

perspective of Legacy's Pennsylvania customers. Legacy will remain a separate operating company after completion of the Proposed Transaction. The Proposed Transaction will have no effect on Legacy's name, address, contact information, services, rates or terms and conditions of service. Legacy will continue to brand and bill its services in the same name. The toll free telephone number and website for customer service will remain the same. At this time no change in day-to-day management is contemplated.

V. CONTACT INFORMATION

All correspondence and communications with respect to this Joint Application should be addressed or directed as follows:

For Legacy Long Distance International, Inc.:

Mr. Curtis Brown
President and Chief Executive Officer
Legacy Long Distance International, Inc.
10833 Valley View Street, Suite 150
Cypress, CA 90630
Telephone: (800) 577-5534
Facsimile: (800) 700-1116
E-mail: cbrown@legacyinmate.com

With a copy to:

Ms. Sharon R. Warren, Consultant
Technologies Management, Inc.
151 Southhall Lane, Suite 450
Maitland, Florida 32751
Telephone: (407) 740-3005
Facsimile: (407) 740-0613
E-mail: swarren@tminc.com

For Jail Education Solutions, Inc. d/b/a Edovo:

Ms. Valerie Hedge
In-House Counsel
Jail Education Solutions, Inc.
500 W. Madison Avenue
Suite 801
Chicago, IL 60661
Telephone: (773)-263-0178
E-mail: valerie@edovo.com

With a copy to:

Mr. Brian Hill
President and Chief Executive Officer
Jail Education Solutions, Inc.
500 W. Madison Avenue

Suite 801
Chicago, IL 60661
Telephone: (602)-403-9905
E-mail: brian@edovo.com

VI. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the Proposed Transaction will serve the public interest. As noted previously, the Proposed Transaction will be seamless from the perspective of Legacy's customers because there will be no change in the company name and no changes to the services, rates, terms or conditions of service. Legacy will continue to offer inmate communications and investigative technology services to the corrections market, serving the needs of inmates and their families as well as facility management personnel. Moreover, the approval of the Proposed Transaction will enhance Legacy's financial and managerial capabilities to continue to provide high-quality, competitive telecommunications to Pennsylvania customers.

VII. ADDITIONAL INFORMATION REQUIRED PURSUANT TO §63.324 (d)

1. Summary of service and territories affected by the transaction.
Legacy currently provides services throughout the Commonwealth of Pennsylvania.
2. How transaction fits into one or more categories subject to the general rule for notification.
The Proposed Transaction is subject to the general rule for notification pursuant to §63.324 (a)(2) as more than 20% of the equity interest in Legacy will be transferred. There will no changes to rates, terms or conditions of service as a result of the Proposed Transaction.
3. Identification of other transactions related to the transaction.
There are no other transactions related to the Proposed Transaction.
4. Whether transaction warrants special consideration because either party is facing imminent business failure.
No party is facing imminent business failure. Grant of approval by the planned closing date is respectfully requested.
5. Identification of a separately-filed waiver request sought in conjunction with the transaction.
There is no separately-filed waiver request being sought in conjunction with the Proposed Transaction.
6. Compliance with regulatory obligations and filings.
Legacy is in compliance with Commission obligations and compliance filings.

7. Customer Notice.
As an institutional provider, Legacy does not have presubscribed customers. No customer notice is necessary or applicable.
8. Copy of Certificate.
A copy of Legacy's certificate on file with the Commission is attached as *Exhibit D*.
9. Effect of transaction on intrastate tariffs.
There will be no changes to rates, terms, or conditions of service in any jurisdiction as a result of the Proposed Transaction.
10. Transaction's effect on existing affiliate interest agreements.
Legacy has no affiliate interest agreements.
11. Other state or federal agency actions.
No state or federal regulatory agency is expected to undertake a formal or informal investigation, complaint or proceeding relating to the Proposed Transaction.
12. Pre- and post-transaction corporate organizational charts.
The requested organizational charts are included as *Exhibit A*.
13. Copy of the application filed with the FCC and website.
A copy of Applicants' FCC Section 214 transfer of control filing is included as *Exhibit E*. The FCC's website is www.fcc.gov.
14. Expected public effect of the transaction on capital structure over the next five years.
There will be no effect on the capital structure of Legacy as a result of the Proposed Transaction, other than the transfer of ownership described in this Joint Application.
15. Broadband deployment commitment
Legacy does not offer broadband services, has no broadband facilities, and no deployment commitment.
16. Eligible telecommunications carrier status.

Legacy is not an eligible telecommunications carrier.


17. Compliance with prohibition against cross-subsidization imposed under federal and state law.
Legacy has no affiliates now, nor will it have any affiliates following the Proposed Transaction, that provide telecommunications services. Therefore, there are no issues with respect to any federal or state prohibitions regarding cross-subsidization.

VIII. CONCLUSION

WHEREFORE, for the reasons stated above, Applicants submit that the public interest, convenience and necessity would be furthered by a grant of this Joint Application and respectfully request approval of the Proposed Transaction as requested herein.

VERIFICATION

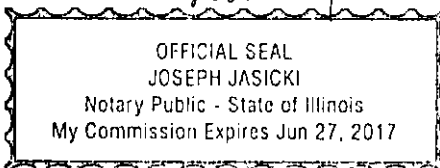
I, Brian Hill, hereby declare that I am President and Chief Executive Officer of Jail Education Solutions, Inc. dba Edovo, and am authorized to make this verification on its behalf. I have read the foregoing Application and the information set forth therein is true and correct to the best of my knowledge, information and belief.



Brian Hill
President and Chief Executive Officer
Jail Education Solutions, Inc. dba Edovo

Sworn to and subscribed before me this 23 day of FEBRUARY, 2017.


Notary Public



My Commission expires:

June 27, 2017

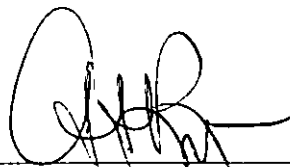
RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VERIFICATION

I, Curtis Brown, hereby declare that I am President and Chief Executive Officer of Legacy Long Distance International, Inc. and am authorized to make this verification on their behalf. I have read the foregoing Application and the information set forth therein is true and correct to the best of my knowledge, information and belief.



Curtis Brown
President and Chief Executive Officer
Legacy Long Distance International, Inc.

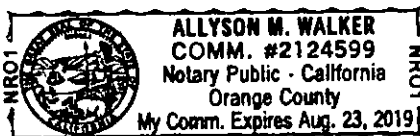
Sworn to and subscribed before me this 15th day of February, 2017.



Notary Public

My Commission expires:

8/23/2019



RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

JAIL EDUCATION SOLUTIONS, INC. D/B/A EDOVO

EXHIBIT A

Pre and Post Transaction Structure

Corporate Organizational Chart

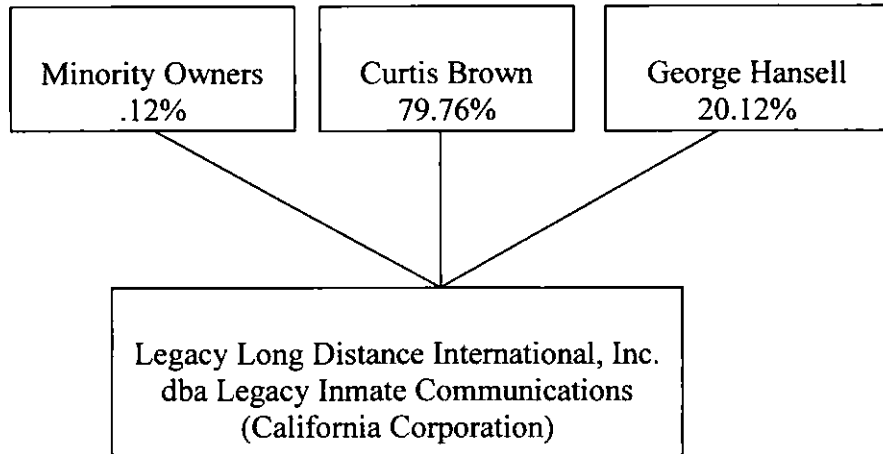
RECEIVED

APR 08 2017

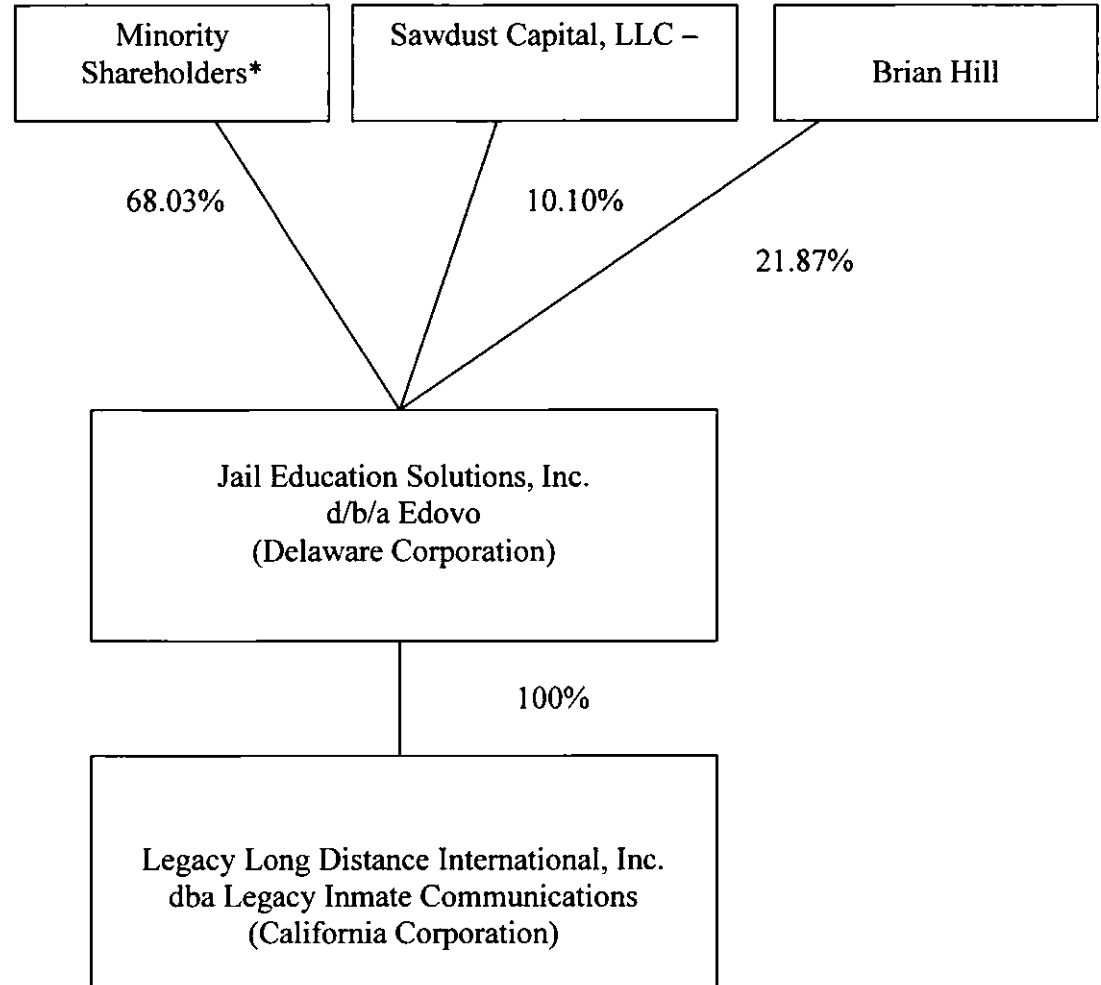
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT A

PRE- ORGANIZATION CHART



POST- ORGANIZATION CHART



*- to include prior shareholders of Legacy Long Distance International, Inc.

JAIL EDUCATION SOLUTIONS, INC. D/B/A EDOVO

EXHIBIT B

Certificate of Incorporation
For
Jail Education Solutions, Inc.
d/b/a Edovo

RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "JAIL EDUCATION SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2016, AT 7:37 O'CLOCK P.M.

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



5501374 8100
SR# 20160133084

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

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

Authentication: 201653581
Date: 01-11-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:37 PM 01/08/2016
FILED 07:37 PM 01/08/2016
SR 20160133084 - File Number 5501374

**JAIL EDUCATION SOLUTIONS, INC.
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Jail Education Solutions, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), does hereby certify as follows;

1. The name of this corporation is Jail Education Solutions, Inc. and this corporation was originally incorporated pursuant to the General Corporation Law on March 14, 2014 under the name Jail Education Solutions, Inc.

2. The Board of Directors of this corporation duly adopted resolutions proposing a Second Amended and Restated Certificate of Incorporation of this corporation (the "*Restated Certificate*"), declaring said Restated Certificate to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed Restated Certificate is as follows;

RESOLVED, the Shareholders do hereby adopt the Restated Certificate.

3. The Restated Certificate is attached hereto as Exhibit A and is hereby incorporated herein by this reference. This Restated Certificate was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. This Restated Certificate, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Second Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 8th day of January, 2016.

By: /s/ Brian Hill
Brian Hill, President

EXHIBIT A

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
JAIL EDUCATION SOLUTIONS, INC.**

(Incorporated March 14, 2014)

Jail Education Solutions, Inc. (the "*Corporation*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*Law*"), does hereby certify:

ARTICLE I

The name of the Corporation is Jail Education Solutions, Inc. (the "*Corporation*").

ARTICLE II

The registered office of the Corporation is located at 160 Greentree Drive, Ste. 101, City of Dover, County of Kent 19904. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "*Law*"), including, the purpose of providing a general public benefit. The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities, including considering the impact of its decisions related to its activities, not only on its shareholders, but also on its employees, customers, suppliers, community and the environment, to the extent possible within the Law.

ARTICLE IV

A. Classes of Stock.

1. **Authorized Stock.** The Corporation is authorized to issue "*Common Stock*" and "*Preferred Stock*." The total number of shares which the Corporation is authorized to issue is 7,562,152 shares, of which 6,000,000 shares shall be Common Stock, and 1,562,152 shares shall be Preferred Stock. 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.

2. **Class or Series of Preferred Stock.** The Preferred Stock may be issued in one or more classes or series. The Board of Directors of the Corporation is hereby authorized to issue the shares of Preferred Stock in such classes or series and to fix from time to time before issuance the number of shares to be included in any class or series and the designation, relative rights, preferences and limitation of all shares of such class or series. On the date of this Second Amended and Restated Certificate of Incorporation, the Corporation has designated 755,700 shares of Preferred Stock as "Series A-1 Preferred Stock" and 806,452 shares as "Series A-2

Preferred Stock.” The Series A-1 Preferred Stock and the Series A-2 Preferred Stock are collectively referred to herein as the **“Series A Preferred Stock.”**

3. Conversion of Series A Preferred Stock into Series A-1 Preferred Stock. Immediately upon the effectiveness of this Second Amended and Restated Certificate of Incorporation, each outstanding share of the Corporation’s previously issued Series A Preferred Stock, par value of \$0.0001 per share, shall without further action by the Corporation or the holder thereof be reclassified, changed and converted into one share of Series A-1 Preferred Stock. Each share of Series A-1 Preferred Stock shall have the rights, preferences, limitations of Series A Preferred Stock as provided herein.

4. Conversion of Class A Common Stock into Common Stock. Immediately upon the effectiveness of this Second Amended and Restated Certificate of Incorporation, each outstanding share of the Corporation’s previously issued Class A Common Stock, par value of \$0.0001 per share, shall without further action by the Corporation or the holder thereof be reclassified, changed and converted into one share of Common Stock and shall have the rights, preferences, limitations of Common Stock as provided herein.

B. Rights, Powers, Preferences and Restrictions of the Series A Preferred Stock. The powers, preferences, rights, restrictions, and other matters relating to the Series A Preferred Stock are as follows:

1. Dividend Provisions. The holders of Series A Preferred Stock shall be entitled to receive such dividends if, as and when declared from time to time by the Board of Directors, out of the assets of the Corporation which by law are available therefor.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), the holders of Series A Preferred Stock, at their election, shall be entitled to receive, (except as otherwise provided in the last sentence of Subsection B(2)(c) of this Article IV) *pari passu* to each other and prior and in preference to any distribution of any assets of this Corporation to the holders of Common Stock by reason of their ownership thereof, the greater of (i) a cash amount per share equal to the Original Series Issue Price (as defined below), plus any declared but unpaid dividends on each such share (*“Liquidation Preference”*) and (ii) the per-share amount that the holders of Series A Preferred Stock would have received if they had converted their Series A Preferred Stock to Common Stock immediately prior to the Liquidation Event. If upon the occurrence of such event, the amounts thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts that would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. Such amount shall be payable in cash, or to the extent that cash is not available for such payment as a result of the Liquidation Event, property of the Corporation. The *“Original Series Issue Price”* for the Series A-1 Preferred Stock means \$2.57 per share and \$3.41 per share for the Series A-2 Preferred Stock.

(b) Upon the completion of the distribution required by subsection (a) of this subsection (B)(2) (to the extent applicable), the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

(c) The term "*Liquidation Event*" shall mean (i) the liquidation of the Corporation, (ii) the winding up of the Corporation, (iii) the sale of all or substantially all of the assets of the Corporation in one or more related transactions, (iv) the exclusive licensing of all or substantially all of the Corporation's assets, (v) any merger, consolidation or other corporate reorganization (other than a merger, consolidation or other reorganization in which the Corporation's stockholders of record as constituted immediately prior to such merger, consolidation or other reorganization will, immediately after such merger, consolidation or other reorganization (by virtue of securities retained by the Corporation's stockholders or issued as consideration for the Corporation's merger, consolidation or other reorganization) hold at least 50% of the voting power of the surviving or acquiring entity), or (vi) the sale, in any one or more related transactions, of 50% or more of the Corporation's outstanding voting securities (excluding any issuance of stock by the Company). Notwithstanding the foregoing, in the event of a Liquidation Event described in subsection (B)(2)(c)(v) in which the Corporation is not the surviving corporation, upon the consent of the holders of a majority of the then outstanding Series A Preferred Stock, the merger, consolidation or other corporate reorganization shall not be treated as a Liquidation Event and the holders of Series A Preferred Stock instead shall receive substitute securities issued by the surviving or reorganized entity and replicating the liquidation preference, conversion, adjustment, dividend, protective provisions and other rights and privileges of the Series A Preferred Stock on terms as nearly equivalent as is practicable.

(d) Whenever the distribution provided for in this subsection (B)(2) shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors.

3. Conversion. The holders of the Series A Preferred Stock shall have the following rights to convert such Series A Preferred Stock into Common Stock as follows (the "*Conversion Rights*"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series Issue Price by the conversion price (the "*Conversion Price*") applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Series Issue Price; provided, however, that the Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in subsection (B)(3)(d) of this Article IV.

(b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the applicable Conversion Price at the time in effect for such Series A Preferred Stock (i) immediately upon the closing of the Corporation's sale of its Common Stock in a firm commitment underwritten initial public offering pursuant to a registration statement under the Securities Act of 1933, as amended, the public offering price per share of which is not less than five (5) times the Original Series Issue Price (adjusted to reflect stock dividends, stock splits or recapitalizations after the date upon which such shares of Series A Preferred Stock were first issued by the Corporation (each a "*Series A Preferred Purchase Date*") and the total public offering price is not less than \$50,000,000 in the aggregate ("*Qualified Public Offering*"), or (ii) upon the written consent of the holders of a majority of the then outstanding Series A Preferred Stock.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion shall be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series A Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) If the Corporation shall issue, after the Series A Preferred Purchase Date, any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series or class in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding (including shares deemed to be outstanding pursuant to subsection (B)3(d)(i) of this Article IV), immediately prior to such issuance

plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares deemed to be outstanding pursuant to subsection (B)(3)(d)(i) of this Article IV) plus the number of shares of such Additional Stock. At the election of the holders of a majority of the Series A Preferred Stock, this subsection (B)(3)(d)(i) may be waived.

(A) No adjustment of the Conversion Price for the Series A Preferred Stock shall be made in an amount less than one-tenth of one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to 3 years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of 3 years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections (B)(3)(d)(i)(D)(3) and (B)(3)(d)(i)(D)(4) of this Article IV, no adjustment of such Conversion Price pursuant to this subsection (B)(3)(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(B) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(C) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(D) In the case of the issuance (whether before, on or after a Series A Preferred Purchase Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection (B)(3)(d)(i) and subsection (B)(3)(d)(ii) of this Article IV:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential anti-dilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections (B)(3)(d)(i)(C) and (B)(3)(d)(i)(D) of this Article IV), if

any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential anti-dilution adjustments) for the securities covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including without limitation, the passage of time, but without taking into account potential anti-dilution adjustments) for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential anti-dilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections (B)(3)(d)(i)(C) and (B)(3)(d)(i)(D) of this Article IV).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Conversion Price for such Series A Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the applicable Conversion Price for such Series A Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued or issuable upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections (B)(3)(d)(i)(D)(1) and (2) of this Article IV shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection (B)(3)(d)(i)(D)(3) or (4) of this Article IV.

(ii) **"Additional Stock"** shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection (B)(3)(d)(i) of this Article IV) by the Corporation after a Series A Preferred Purchase Date other than the following (collectively, the **"Excluded Securities"**):

(A) all shares of Common Stock into which the shares of Series A Preferred Stock are convertible;

(B) shares of Common Stock issued pursuant to a transaction described in subsection (B)(3)(d)(iii) of this Article IV;

(C) shares of Common Stock issuable or issued to employees of: consultants to or directors of the Corporation pursuant to a stock option plan or equity incentive agreements approved by the Board of Directors;

(D) shares of Common Stock (or securities exercisable for or convertible into shares of Common Stock) issued for consideration other than cash in connection with mergers, consolidations, acquisitions or similar business combinations approved by the Board of Directors (but excluding shares issued for the purpose of raising capital to fund such transactions);

(E) shares of Common Stock (or securities exercisable for or convertible into shares of Common Stock) issued to persons or entities with whom the Corporation has business relationships, including in connection with commercial credit arrangements, equipment financings or similar transactions approved by the Board of Directors, provided such issuances are for other than primarily equity financing purposes;

(F) shares of Common Stock issued upon the actual exercise or conversion of exercisable or convertible securities (including rights, subscriptions, options and warrants) outstanding as of a Series A Preferred Purchase Date;

(G) shares of Common Stock issued or issuable (1) in a public offering before or in connection with which all outstanding shares of Series A Preferred Stock will be converted to Common Stock or (2) upon exercise of warrants or rights granted to underwriters in connection with such a public offering;

(H) shares of Common Stock (or securities exercisable for or convertible into shares of Common Stock) issued in connection with such other issuances as approved by the holders of a majority of the then-outstanding Series A Preferred Stock.

(iii) In the event the Corporation should at any time or from time to time after a Series A Preferred Purchase Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible or exercisable into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "*Common Stock Equivalents* ") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the applicable Conversion Price for Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock shall be increased in proportion to the increase of the aggregate number of shares of outstanding Common Stock plus those issuable with respect to such Common Stock Equivalents (determined from time to time in the manner provided for deemed issuances in subsection (B)(3)(d)(i)(D) of this Article IV).

(iv) If the number of shares of Common Stock outstanding at any time after a Series A Preferred Purchase Date is decreased by a combination or reverse stock split of the outstanding shares of Common Stock, then, following the record date of such combination or reverse stock split, as the case may be, the applicable Conversion Price for Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares of Common Stock.

(e) Other Distributions. In the event the Corporation shall declare a dividend or distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or Common Stock Equivalents, then, in each such case, the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such dividend or distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization, or reorganization, including a merger or consolidation of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Article IV or subsection (B)(2) of this Article IV) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization or reorganization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Article IV with respect to the rights of the holders of the Series A

Preferred Stock after the recapitalization or reorganization to the end that the provisions of this Article IV (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. This Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Article IV.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price for Series A Preferred Stock pursuant to this Article IV, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such Series A Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred Stock.

(i) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Preferred Stock, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable Upon Conversion. This Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A

Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in commercially reasonable efforts to obtain the requisite stockholder approval of any necessary amendment to this Second Amended and Restated Certificate of Incorporation. The number of authorized shares of Common Stock may be decreased or increased with the approval of a majority of the outstanding shares of Series A Preferred Stock and Common Stock, voting together as a single class.

(k) Notices. Any notice required by the provisions of this Article IV to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

4. Voting Rights.

(a) The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such holder's shares of Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, except as required by law, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Election of Directors.

(i) The holders of shares of Common Stock shall be entitled to elect two (2) directors of the Corporation by a vote of the holders of shares of Common Stock.

(ii) The holders of shares of the Series A Preferred Stock shall be entitled to elect two (2) directors of the Corporation by a vote of the holders of the shares of Preferred Stock.

(iii) The holders of Series A Preferred Stock and Common Stock shall be entitled to elect any remaining directors of the Corporation a by a vote of the holders shares of Common Stock and the holders of shares of Series A Preferred Stock voting together as a single class.

(c) Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Second Amended and Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock, the holders of shares of such class or series may override the Board of Directors' action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of the Corporation's stockholders or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of the stockholders. Any director may be removed during his or her term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent.

5. Protective Provisions. So long as at any of the Series A Preferred Stock originally issued remain outstanding, the Corporation shall not, either directly or by amendment, merger, consolidation, or otherwise, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock:

(a) Alter any provision of the Corporation's Certificate of Incorporation or Bylaws if it would adversely alter the rights, preferences, privileges or powers of the Series A Preferred Stock;

(b) Issue securities of any kind except for Excluded Securities;

(c) Execute any related party transactions other than (1) payment of customary salary for services rendered or (2) for other standard employee benefits made generally available to all employees (including units option agreements);

(d) Change the authorized number of shares of Series A Preferred Stock unless such change is necessitated by a share issuance permitted hereunder;

(e) Approve any merger, sale of assets or other corporate reorganization, dissolution, liquidation or acquisition of the Company that results in a per share return of less than five times the Original Series Issue Price;

(f) Engage in any business that is substantially different than that engaged in upon the date of the first sale of Series A Preferred Stock;

(g) Create an obligation under any loan or guarantee of indebtedness in excess of \$150,000 in the aggregate;

(h) Hire or terminate a Chief Executive Officer, President and/or Chief Financial Officer;

(i) Increase or decrease the size of the Board;

(j) Acquire by merger or purchase substantially all of the assets or the business of any other company, or acquires any product line, intellectual property or technology if not provided for in a budget approved by the Board of Directors; or

(k) Establish or sell any subsidiary or holding company.

Reissuance of Converted Shares. No shares of Series A Preferred Stock which have been converted pursuant to Article IV hereof into Common Stock after the original issuance thereof shall ever again be reissued and all such shares so converted shall upon such conversion cease to be a part of the authorized shares of the Corporation.

C. **Common Stock.** Except for and subject to those preferences, rights, and privileges expressly granted as preferences, rights and privileges of Series A Preferred Stock, and except as may be provided by the laws of the State of Delaware, the holders of Common Stock shall have of the rights conferred on all other stockholders of the Corporation, including, but not by any way of limitation:

1. **Dividend Rights.** The holders of Common Stock shall be entitled to receive such dividends if, as and when declared from time to time by the Board of Directors out of the assets of the Corporation which by law are available therefor, provided any dividends declared have been paid pursuant to subsection (B)(1) of this Article IV to the holders of Preferred Stock, and provided that until December 31, 2019 approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding Series A Preferred Stock is required for any such dividend paid to the holders of Common Stock.

2. **Liquidation Rights.** Upon a Liquidation Event and following the completion of the distribution required by subsection (B)(2) of this Article IV, the assets of the Corporation shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each holder.

3. **Voting Rights.** Each share of Common Stock shall have the right to one vote, and holders shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE V

To the fullest extent that the Law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of officers and directors, no officer or director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer or director, provided that this provision shall not eliminate or limit the liability of an officer or director (a) for any breach of the officer or director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Law, or (d) for any transaction from which the officer or director derived an improper personal benefit. If the Law is amended after approval by the stockholders of this Second Amended and Restated Certificate of Incorporation to permit corporate action further eliminating or limiting the personal liability of officers and directors, then the liability of an officer or director of the Corporation

shall automatically be eliminated or limited to the fullest extent permitted by the Law as so amended without the requirement of further action by the Board of Directors or stockholders. Any repeal or modification of this Article V, unless otherwise required by law, shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of, an officer or director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

ARTICLE VI

A. The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Corporation), by reason of his or her acting as a director or officer of the Corporation (or his or her service at the request of the Corporation in any other capacity for or on behalf of the Corporation) against any expenses (including attorneys' fees, judgments, fines, ERISA or other excise taxes, penalties and amounts paid in settlement) actually and reasonably incurred by such person in respect thereof; provided, however, that, the Corporation shall not be obligated to indemnify any such person with respect to proceedings, claims or actions initiated or brought voluntarily by such person and not by way of defense. Expenses that may be subject to indemnification hereunder shall be paid in advance of the final disposition of the action, suit or proceeding to the full extent permitted by the Law, subject to the Corporation's receipt of any undertaking required thereby.

B. The provisions of Article V and this Article VI shall be deemed to constitute a contract between the Corporation and each officer or director who serves in such capacity at any time while Article V and this Article VI and the relevant provisions of the Law are in effect, and each such officer and director shall be deemed to be serving as such in reliance on the provisions of Article V and this Article VI, and any repeal or amendment of any such provisions or of such Articles shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

C. If a claim under subsection A of this Article VI is not paid in full within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant also shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been provided to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of such action that indemnification of the claimant is proper under the circumstances because the claimant has met the applicable standard of conduct set forth in the Law nor an actual determination by the Corporation that the claimant has not met such standard of conduct shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

D. The rights of indemnification and advancement provided by this Article VI are not exclusive of any other right to indemnification or advancement provided by law, agreement or otherwise, and shall apply to actions, suits or proceedings commenced after the date hereof, whether or

not arising from acts or omissions occurring before or after the adoption hereof, and shall continue as to a person who has ceased to be an officer or director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. In the event of any inconsistency between the terms of any written agreement with an officer or director providing rights to indemnification or advancement and the terms of this Article VI, terms most beneficial to the indemnitee shall be given effect to the maximum extent permissible under applicable law.

E. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under this Article VI.

F. For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article VI with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute (but subject to the limitations set forth in Article IV, Section (B)(5)), and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

ARTICLE X

Except as otherwise provided in this Second Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE XI

The Corporation expressly elects not to be governed by Section 203 of the Law.

ARTICLE XII

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

ARTICLE XIII

This Second Amended and Restated Certificate of Incorporation of the Corporation, as herein amended, shall constitute a restatement of and shall supersede all previously filed certificates of incorporation of the Corporation.

JAIL EDUCATION SOLUTIONS, INC. D/B/A EDOVO

TRADE SECRET EXHIBIT C

Stock Purchase Agreement

(Submitted under Seal)

RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**LEGACY LONG DISTANCE INTERNATIONAL, INC.
d/b/a LEGACY INMATE COMMUNICATIONS**

EXHIBIT D

Certificate of Public Convenience

RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

AUGUST 17, 1999

REFER TO OUR FILE

A-310817

THOMAS M FORTE CONSULTANT
TECHNOLOGIES MANAGEMENT INC
210 N PARK AVENUE
PO DRAWER 200
WINTER PARK FL 32790-0200

AUG 24 1999

Application of Legacy Long Distance International, Inc. for approval to offer, render, furnish or supply interexchange telecommunications services as a reseller to residential and business customers in the Commonwealth of Pennsylvania.

To Whom It May Concern:

This is to advise you that an Order has been adopted by the Commission in Public Meeting on August 12, 1999 in the above entitled proceeding.

An Order has been enclosed for your records.

Very truly yours,

James J. McNulty,
Secretary

smk
Encls.
Cert.Mail

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA. 17105-3265

Public Meeting held August 12, 1999

Commissioners Present:

John M. Quain, Chairman
Robert K. Bloom, Vice Chairman
David W. Rolka
Nora Mead Brownell
Aaron Wilson, Jr.

Application of Legacy Long Distance International, Inc.
to offer, render, furnish, or supply interexchange
telecommunication services as a reseller to
residential and commercial customers in the
Commonwealth of Pennsylvania.

Docket No.
A-310817

ORDER

BY THE COMMISSION:

Legacy Long Distance International, Inc. (Applicant) filed the above-captioned Application on March 14, 1999, seeking a Certificate of Public Convenience pursuant to Sections 1101, *et seq.*, of the Public Utility Code, 66 Pa. C.S. §§1101, *et seq.*, evidencing Commission approval to resell interexchange (IXC) telecommunication services to residential and business customers in Pennsylvania.

The Applicant complied with Section 5.14 of our Regulations, 52 Pa. Code § 5.14, relating to applications requiring notice. No protest were filed, and no hearings were held. Furthermore, no motions or petitions have been filed in the proceeding.

The Applicant is a California Corporation with its principal place of business at One World Trade Center, Suite 1460, Long Beach, California 90831-1000. The Applicant provided proof of compliance with 15 Pa. C.S. §4124, relating to foreign corporations. Correspondence to resolve complaints should be directed to Curtis Brown at the Applicant's principal place of business.

The Applicant proposes to operate as a non-facilities based reseller of IXC telecommunications services within the Commonwealth. The Applicant proposes to provide resold interLATA and intraLATA telecommunications services to business and residential customers throughout the Commonwealth.

The Applicant has filed a Proposed Tariff which contains rates in compliance with Section 63.114 of our Regulations, 52 Pa. Code §63.114, relating to maximum rates for resellers of IXC telecommunications services.

Based upon our review of the subject Application and Proposed Tariff, we conclude that the Applicant has met all the requirements for certification as a reseller of IXC telecommunication services in the Commonwealth of Pennsylvania. Furthermore, the Applicant's proposed services do not raise concerns at this time regarding safety, adequacy, reliability or privacy as contemplated by Section 3009(b)(4) of the Public Utility Code, 66 Pa. C.S. §3009 (b)(4). We note, however, deficiencies in the Proposed Tariff. See Appendix A. We shall direct the Applicant to revise the Proposed Tariff accordingly.

The Applicant shall thereafter file its initial tariff, reflecting the requisite changes with the Tariff Section of the Commission on or before sixty (60) days from the date of entry of this Order. Copies of the revised tariff shall also be

served upon the entities receiving service of the original Application. If the time required for such resolution and filing exceeds sixty (60) days, the Applicant may request an extension of sixty (60) days with the Commission's Secretary. Thus if the Initial Tariff is not filed within sixty days(120 days including the extension) of the date of entry of this Order, the Application will be denied and the authority granted herein will be revoked without further Commission Order. The Initial Tariff may become effective upon one (1) days notice from the date upon which it is filed with the Tariff Section;

THEREFORE,

IT IS ORDERED:

1. That the Application of Legacy Long Distance International, Inc. filed on April 14, 1999, at Docket No. A-310817, for approval to resell interexchange telecommunications services to residential and business customers in the Commonwealth of Pennsylvania is approved.

2. That the Applicant shall file its Initial Tariff, consistent with the requisite changes noted in Appendix A of this Order, with the Commission Tariff Section within sixty (60) days of the date of entry of this Order and serve a copy on each entity receiving a copy of the original Application. The Initial Tariff may become effective on one (1) days notice. The Initial Interexchange Reseller Tariff shall reflect on its face that it is an "Interexchange Reseller Toll Tariff."

3. That the Applicant shall comply with all provisions of the Public Utility Code, as now exist or as may be hereafter amended, and with all pertinent rules, regulations, and Orders of the Pennsylvania Public Utility Commission, now in effect or as may be prescribed by the Commission. Failure to comply will be

sufficient cause to suspend, revoke or rescind the rights and privileges conferred hereby.

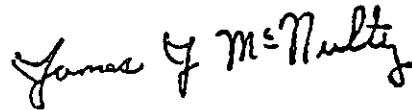
4. That the authority granted herein, to the extent that it duplicates authority now held by or subsequently granted to the Applicant, shall not be construed as conferring more than one operating right to the Applicant.

5. That, upon the establishment of filed rates and the approval of an Initial Tariff, a Certificate of Public Convenience be issued authorizing the Applicant to furnish interexchange telecommunication services within the Commonwealth as an interexchange reseller, consistent with this Order.

6. That in the event the Applicant has not, on or before sixty (60) days (120 days including an approved extension) from the date of entry of this Order, complied with the requirements set forth herein, the Application at Docket No. A-310810 may be dismissed without any further proceeding and the authority

granted herein will be revoked without further Commission Order.

BY THE COMMISSION,

A handwritten signature in cursive script that reads "James J. McNulty".

James J. McNulty

Secretary

(SEAL)

ORDER ADOPTED: August 12, 1999

ORDER ENTERED: **AUG 17 1999**

Appendix A

A-310817; Legacy Long Distance International, Inc. (IXC Reseller)

Tariff deficiencies noted:

1. Original Page 5. Symbols to be used

C-Change

I- Increase

D- Decrease

JAIL EDUCATION SOLUTIONS, INC. D/B/A EDOVO

EXHIBIT E

Copy of FCC 214 Transfer of Control filing

RECEIVED

APR 08 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
--	--

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Copy of Application to Transfer Control of Legacy Long Distance International, Inc. dba Legacy Inmate Communications to Jail Education Solutions, Inc. dba Edovo

1. Legal Name of Applicant			
Name: Jail Education Solutions, Inc. dba Edovo	Phone Number:	602-403-9905	
DBA Name:	Fax Number:		
Street: 500 W. Madison Avenue	E-Mail:		
Suite 801			
City: Chicago	State:	IL	
Country: USA	Zipcode:	60661 -	
Attention: Mr Brian Hill			

2. Name of Contact Representative			
Name: Sharon R. Warren	Phone Number:	4077403005	
Company: Technologies Management, Inc.	Fax Number:	4077400613	
Street: 151 Southhall Lane	E-Mail:	swarren@tminc.com	
Suite 450			
City: Maitland	State:	FL	
Country: USA	Zipcode:	32751-	
Attention:	Relationship:	Other	

CLASSIFICATION OF FILING

<p>3. Choose the button next to the classification that best describes this filing. Choose only one.</p> <p><input type="radio"/> a. Assignment of Section 214 Authority An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)</p> <p><input checked="" type="radio"/> b. Transfer of Control of Section 214 Authority A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)</p> <p><input type="radio"/> c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)</p> <p><input type="radio"/> d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)</p> <p>Date of Consummation: Must be completed if you select c or d.</p>

<p>4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.</p> <p>Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.</p>

File	File	File	File	File	File	File	File
------	------	------	------	------	------	------	------

Number:ITC2141996112500596 Number: Number: Number: Number: Number: Number: Number: Number:

5. Name of Section 214 Authorization Holder

Name:	Mr Curtis A Brown	Phone Number:	714-826-0547
DBA Name:		Fax Number:	
Street:	10833 Valley View Street Suite 150	E-Mail:	info@golegacy.com
City:	Cypress	State:	CA
Country:	USA	Zipcode:	90830 -
Attention:			

6. Name of Assignor / Transferor

Name:	Mr Curtis A Brown	Phone Number:	714-826-0547
DBA Name:	Legacy Long Distance International, Inc.	Fax Number:	
Street:	10833 Valley View Street Suite 150	E-Mail:	info@golegacy.com
City:	Cypress	State:	CA
Country:	USA	Zipcode:	90830 -
Attention:			

7. Name of Assignee / Transferee

Name:	Jail Education Solutions, Inc. dba Edovo	Phone Number:	602-403-9905
DBA Name:		Fax Number:	
Street:	500 W. Madison Avenue Suite 801	E-Mail:	
City:	Chicago	State:	IL
Country:	USA	Zipcode:	60661 -
Attention:	Mr Brian Hill		

8a. Is a fee submitted with this application?
 If Yes, complete and attach FCC Form 159.
 If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other(please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.
 Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)
 Joint International and Domestic Section 214 Application to Transfer Control of Legacy Long Distance International, Inc. dba Legacy Inmate Communications to Jail Education Solutions, Inc. dba Edovo

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? Yes No
 If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and

principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules. Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of

international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. Yes No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor

29. Printed Name of Assignee / Transferee

Legacy Long Distance International, Inc. dba Legac	Jail Education Solutions, Inc. dba Edovo
27. Title (Office Held by Person Signing) President & CEO	30. Title (Office Held by Person Signing) President & CEO
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Curtis Brown	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Brian Hill
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Transfer Control of Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.04 and 64.24 of the Commission's rules¹ to transfer control of Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications ("Legacy" or "Transferor") to Jail Education Solutions, Inc. d/b/a Edovo ("Edovo" or "Transferee") (collectively the "Applicants"). Legacy holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the application serves the public interest.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application's FCC 214 Main Form are as follows:

Answers to Question 10

Transferor Contact Information

Curtis Brown
President and Chief Executive Officer
Legacy Long Distance International, Inc.
10833 Valley View Street
Suite 150
Cypress, CA 90630
Tel. 800-577-5534
Fax 800-700-1116
cbrown@legacyinmate.com

With a copy to:

Sharon R. Warren
Consultant to Legacy Long Distance International,
Inc.
Technologies Management, Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
Tel. 407-740-3005
Fax 407-740-0613
swarren@tminc.com

Transferee Contact Information

Valerie Hedge
In-House Counsel
Jail Education Solutions, Inc.
500 W. Madison Avenue
Suite 801
Chicago, IL 60661
Tel. 773-263-0178
valerie@edovo.com

With a copy to:

Brian Hill
President and Chief Executive Officer
Jail Education Solutions, Inc.
500 W. Madison Avenue
Suite 801
Chicago, IL 60661
Tel. 602-403-9905
brian@edovo.com

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

Place of Organization

Legacy is incorporated under the laws of the state of California. Edovo is incorporated under the laws of the state of Delaware.

Prior International Section 214 Authorizations

Legacy holds an international Section 214 authorization to provide global international resold services between the United States and international points pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-19961125-00596). Edovo does not hold any international Section 214 authorizations.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following individuals will directly or indirectly hold at least ten (10) percent of the equity interest of the transferee upon consummation of this transaction. *Exhibit A* contains a pre and post-transaction chart.

Name: Michael Krasny
Address: 30 S. Wacker Drive
Suite 2500
Chicago, IL 60606
Citizenship: USA
Principal Business: Investor
Ownership Interest: 10.10% of Jail Education Solutions, Inc. d/b/a Edovo

Name: **Brian Hill**
Address: 500 W. Madison Avenue, Suite 801
Chicago, IL 60661
Citizenship: USA
Principal Business: President and Chief Executive Officer
Ownership Interest: 21.87% of Jail Education Solutions, Inc. d/b/a Edovo

Answer to Question 12

There are no interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Applicants

The Transferor is Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications. Legacy is incorporated under the laws of the state of California and headquartered in Cypress, California. Curtis Brown, President and Chief Executive Officer currently holds a 79.76% ownership and voting interest in Legacy. George Hansell, Executive Vice President, currently holds a 20.12% ownership and voting interest in Legacy. Legacy is a full-service provider of inmate communications and investigative technology services at

hundreds of correctional facilities nationwide. Legacy's services include operator services, debit, and prepaid calling. Legacy is known for their outstanding service and support, their comprehensive technology and service offerings, and their user-centric and intuitive iCON inmate communications management system. Legacy also provides operator-assisted and direct dial calling services to coin-operated privately owned pay telephone providers. Legacy is also authorized by the FCC to provide domestic and international telecommunications services.

The Transferee is Jail Business Solutions, Inc. d/b/a Edovo. Edovo is incorporated under the laws of Delaware, with its corporate headquarters in Chicago, Illinois. Current ownership in Edovo consists of Brian Hill, President and Chief Executive Officer, with a 23.30% ownership, Sawdust Capital, LLC holds a 10.76% interest, Serious Change II LP holds a 10.37% interest, with the remaining 55.57% interest held by minority owners. Edovo provides secure tablet technology to correctional facilities to help better prepare and educate inmates for re-entry and improve public safety. Their mobile tablet solution provides over 10,000 hours of educational, vocational and treatment programming to the inmate population.

Description of Transaction and Public Interest Statement

Legacy and Edovo entered into a Stock Purchase Agreement dated January 27, 2017 (the "Agreement"). Pursuant to the Agreement, 100% of the membership interests of Legacy will be acquired by Edovo. Accordingly, upon consummation of the transactions contemplated by the Agreement (the "Proposed Transaction"), Legacy will become a direct wholly-owned subsidiary of Edovo. After the transaction, Curtis Brown and George Hansell will no longer have an ownership interest greater than ten (10) percent. Following the transaction, the following individuals will hold a ten (10) percent or greater equity interest in Edovo: Brian Hill – 21.87%, Michael Krasny - 10.10%, with the remaining 68.03% held by minority shareholders. ***Exhibit A*** to this application depicts the pre and post-organization charts. The Proposed Transaction is expected to close as soon as possible, subject to all regulatory approvals.

The Applicants submit that the Proposed Transaction is in the public interest, and will be seamless from the perspective of Legacy's customers. Legacy will remain a separate operating company, and will continue to be managed and operated by the same officers and personnel as is currently in place. The Proposed Transaction will allow the companies to combine their complementary services, and by combining resources the Applicants will be able to offer a fuller, more robust suite of solutions and services to its customers. The Proposed Transaction will further enhance the combined company's ability to compete more effectively in the highly competitive marketplace. The transaction will have no adverse impact on Legacy's customers, and Legacy will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect.

Answer to Question 14

Transferee certifies that they have no ownership in any foreign carrier, nor are they affiliated with any foreign carrier, nor will they become affiliated with any foreign carrier as a result of this transaction.

Answer to Question 15

Transferee certifies that they do not seek to provide international telecommunications services to any destination country where:

- (1) The Transferee is a foreign carrier in that country; or
- (2) The Transferee controls a foreign carrier in that country; or
- (3) Any entity owns more than 25 percent of the Transferee, or that controls the Transferee, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of the Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

Answer to Question 16

Not applicable.

Answer to Question 18

Not applicable.

Answer to Question 20

Applicants respectfully submit that this application qualifies for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither of the Applicants has any foreign carrier affiliates, and will have no such affiliates post-closing. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to transfer control of Legacy to Edovo, the following information is submitted pursuant to Section 63.04 of the Commission's rules.² Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214

² 47 C.F.R. § 63.04.

application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

Legacy is an institutional services provider certificated, registered or otherwise authorized to provide service in all states except Kansas, Hawaii, North Dakota, Nevada, Ohio, and South Carolina. Edovo does not currently provide telecommunications services.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the Transferee is not a telecommunications provider; (2) Legacy's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) Legacy provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. Neither Applicant is dominant with respect to any telecommunications service offered in the United States.

(a)(9) Identification of all other Commission applications related to this transaction:

No other Commission applications are related to this transaction.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A demonstration of how the grant of Application serves the public interest, convenience and necessity is set forth in Section I above.

CERTIFICATE OF SERVICE

I hereby certify that on the 7th day of April, 2017, 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, PA 17101-1923

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

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

In addition, the foregoing Notice of Filing is also served this day by first class mail on the Serve List provided by the Pennsylvania Public Utility Commission.


Shipping, Technologies Management, Inc.

RECEIVED

APR 08 2017

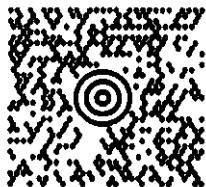
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SHIPPING DEPARTMENT
(407) 740-8575
TECHNOLOGIES MANAGEMENT, INC.
151 SOUTHWALL LN
MAITLAND FL 32751-7101

LTR

SHIP TO:

ROSEMARY CHIAVETTA, SECRETARY
PA PUBLIC UTILITY COMMISSION
2ND FLOOR
400 NORTH STREET
COMMONWEALTH KEYSTONE BLDG.
HARRISBURG PA 17120

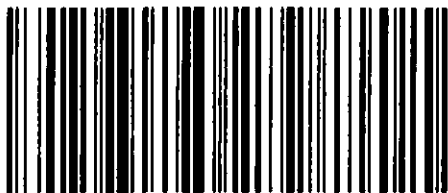


PA 171 9-20



UPS NEXT DAY AIR SAVER 1P

TRACKING #: 1Z 375 062 13 4127 3337



BILLING: P/P

REF 1:5024

WS 10.0.24 Zebra ZP 450 84.0A 01/2017



SEE NOTICE ON REVERSE regarding UPS Terms and notice of limitations of liability. Where allowed by law, shipper authorizes UPS to act as forwarding agent for export control and customs purposes. If imported from the US, shipper certifies that the commodities, technology or software were exported from the US in accordance with the Export Administration Regulations. Exceptions contrary to law is prohibited.

00117