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September 10, 2007

VIA OVERNIGHT DELIVERY

Renee J. Jenkins
Director of Administration
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

Re: Independent Telecommunications Systems, Inc.
d/b/a ITS Communications d/b/a IXC Direct, Inc.
Transfer of Control to Capital Growth Systems, Inc.
CIO Filing

Dear Ms. Jenkins:

Please be advised that Independent Telecommunications Systems, Inc. d/b/a ITS Communications d/b/a IXC Direct ("ITS") plans to undergo a change of control. In connection therewith, we have attached an original and seven (7) copies of ITS's Telecommunications Application Form. In addition, we provide the following information:

I. The Parties

Independent Telecommunications Systems, Inc. d/b/a ITS Communications d/b/a IXC Direct ("ITS") is a Michigan corporation whose principal offices are located at 4079 Park East Court, Kentwood, Michigan 49546.

The Commission granted ITS a Certificate of Public and Convenience and Necessity to provide competitive Telecommunications Services throughout Ohio pursuant to its tariff filed in Case No. 90-6124-TP-TRF. See Case No. 03-1078-TP-ACE and Certificate No. 90-6124 dated May 22, 2003. ITS is authorized to provide long distance service in Alabama, California, Florida, Illinois, Indiana, Kentucky, Maryland, Michigan, Mississippi, Ohio, Pennsylvania, Tennessee, Texas, Virginia, Washington and Wisconsin and also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations. ITS and CGSY are in the process of obtaining all required approvals from both the FCC and all applicable state regulatory authorities, and are filing all required notices.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician 2 Date Processed 9-12-07

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ITS is a leading provider of network solutions and professional consulting services related to data, voice and network management. Over two decades of experience in the industry has built a national base of clients who rely on ITS to deliver a wide array of Information Technology ("IT") and telecommunications solutions including:

- Data network circuit design, provisioning and management with an emphasis in point-to-point private line and Multiprotocol Label Switching ("MPLS") networks leveraged through its presence as a national virtual carrier.
- Software and hardware based enterprise network management solutions for Fortune 2000 companies and government entities through its world class partners and in-house expertise.
- On-site and remote network management and maintenance services delivered through ITS' team of field engineers and ITS's advanced data center.

Capital Growth Systems, Inc. d/b/a Global Capacity ("CGSY") is a publicly-traded corporation that delivers telecom integration services to a global client set consisting of systems integrators, telecommunications companies and enterprise customers. CGSY has acquired unique technologies and software assets in the network integration space. Management believes that these assets enable CGSY to more efficiently design, price, deliver and manage connectivity solutions on a global basis. Companies that deliver connectivity solutions are referred to as Network Operators and Logistics and Communications Systems Integrator. CGSY is a Logistics and Communications Systems Integrator (Telecom Integrator), which delivers connectivity solutions to clients but does not own the underlying infrastructure. Therefore, Telecom Integrators are generally viewed as asset light and more solution oriented than traditional network operators that are mainly telephone companies, who, in CGSY's estimation, are more intent on offering as much of the solution as possible over their own networks. CGSY intends to become a leading Telecom Integrator and capitalize on the over \$100 billion global access market.

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ITS Merger Sub, Inc is a Michigan corporation and a wholly-owned subsidiary of CGSY. ITS Merger Sub, Inc. was organized solely for the purpose of entering into the Merger Agreement with ITS and completing the Merger and has not conducted any business operations.

II. Description of Transaction

ITS and CGSY have entered into a Letter of Intent which contemplates a definitive agreement through which: (1) CGSY's wholly owned subsidiary, ITS Merger Sub, Inc. ("ITS Merger Sub"), which was created for this purpose, will be merged with and into ITS whereupon the separate existence of ITS Merger Sub shall cease and ITS shall be the surviving corporation ("Surviving Corporation"), (2) the certificate of incorporation and by-laws of ITS Merger Sub shall become the certificate of incorporation and by-laws of Surviving Corporation, and Surviving Corporation will be called "Independent Telecommunications System, Inc." (3) the stock of ITS will be cancelled and converted into the right to receive a certain amount of cash, and (4) each share of the common stock of ITS Merger Sub will be converted into one share of the common stock of Surviving Corporation. At the conclusion of the transaction, Surviving Corporation will be the wholly owned subsidiary of CGSY.

The proposed transaction will provide ITS with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of its telecommunications infrastructure; (b) improvement of customer service, billing, financial reporting and other management information systems; and (c) possible acquisitions, future investments or strategic alliances.

There is no plan to notify customers. There will be no impact on customers, since the transaction will be transparent to customers; the transaction will only result in a change in ownership for the service provider. There will be no change in name, and the company will continue to provide services pursuant to the same terms and conditions.

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DESIGNATED CONTACTS

The designated contact for questions concerning this Notice is:

Lance J.M. Steinhart
Lance J.M. Steinhart, PC
1720 Windward Concourse, Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)

PUBLIC INTEREST

The proposed transaction is in the public interest. The following factors demonstrate that the transaction will not harm rates, employees, or the provision of services at just and reasonable rates, and will result in positive benefits to customers and the State of Indiana.

The only change to ITS will be to its ultimate ownership and control and the transfer of control of ITS will be transparent to customers and will not have any adverse impact to them. Upon consummation of the transactions contemplated by the Agreement, ITS will continue to operate under the same name and operating authority as at present. The proposed transfer of control of ITS involves no disruption, impairment, or other changes in the entity providing service to customers, the facilities used to provide such services, or the rates, terms and conditions of such service.

In addition, the contact points for customers and Commission inquiries will remain the same after the transfer of control.

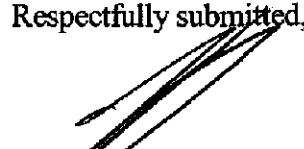
All existing customer service numbers/operations, contracts and procedures of ITS will remain in place after the Merger, including procedures relating to billing and repair complaints. Further, the transaction will not result in either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment.

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I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart
Attorney Independent Telecommunications Systems, Inc. d/b/a ITS
Communications d/b/a IXC Direct
and Capital Growth Systems, Inc.

c: Mr. Jonathan Wynne-Evans
Mitch Goldsmith, Esq.
Dale Rietberg, Esq.

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)
(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of _____
Independent Telecommunications Systems, Inc. _____
d/b/a ITS Communications d/b/a IXC Direct, Inc. _____
to _____

Case No. 07 - 1012 - TP - CIO

Name of Registrant(s) Independent Telecommunications Systems, Inc.
DBA(s) of Registrant(s) d/b/a ITS Communications d/b/a IXC Direct, Inc.
Address of Registrant(s) 4079 Park East Court, Kentwood, Michigan 49546
Company Web Address www.itscommunications.com
Regulatory Contact Person(s) Frederick D. Byam Phone (616) 242-5300 Fax (616) 242-5309
Regulatory Contact Person's Email Address fbyam@itscommunications.com
Contact Person for Annual Report Frederick D. Byam Phone (616) 242-5300
Consumer Contact Information Frederick D. Byam Phone (616) 242-5300
Date August 30, 2007 TRF Docket No. _____ -CT-TRF or _____ -TP-TRF

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]

Company Type (check all applicable): ☒ CTS (IXC) ☐ ILEC ☐ CLEC ☐ CMRS ☐ AOS
☐ Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable **NOT** to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- ☐ 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
☐ 2 (ABN) Abandonment of all Services
☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (**NOT** automatic, 10 copies)
☐ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No. 15 on this page.*
☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain) _____
☐ 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
☐ 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
☐ 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings.
☐ 7 (AMT) LEC Merger (30-day approval, 10 copies)
☐ 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
☐ 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
☐ iii. New End User Service (**NOT** preceded by a 30-day filing submittal, 30-day approval, 10 copies)
☐ iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
☐ v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
☐ vi. Grandfather service (30-day approval, 10 copies)
☐ vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
☐ viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
☐ b. Reclassification of Service Among Tiers (**NOT** automatic, 10 copies)
☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
☐ 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
☐ 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
☐ 12 (ATW) Application to Withdraw a Tier 1 Service
☐ a. CLEC (60-day approval, 10 copies) ☐ b. ILEC (**NOT** automatic, 10 copies)
☒ 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
☐ 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
☐ 15 (RRC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
☐ 16 (SLF) Self-complaint Application
☐ a. CLEC only -Tier 1 (60-day automatic, 10 copies)
☐ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
☐ 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
☐ 18 (ZTA) Tariff Application Involving only Tier 2 Services
NOTE: Notifications do not require or imply Commission Approval.

- ☐ a. New End User Service (0-day notice, 10 copies)
☐ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
☐ c. Withdrawal of service (0-day notice, 10 copies)
☐ 19 Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 20 Introduction or Extension of Promotional Offering
☐ 21 New Price List Rate for Existing Service
☐ a. Tier 1 ☐ b. Tier 2
☐ 22 Designation of Registrant's Process Agent(s)
☐ 23 Update to Registrant's Maps
☐ 24 Annual Tariff Option For Tier 2 Services – indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
☐ Paper Tariff ☐ Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- ☐ 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
 CTR Docket No. _____ - _____ - TP – CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input checked="" type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a,(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3,4,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established.
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners.
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.

<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B.
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input checked="" type="checkbox"/>	[1-2,4-7,9,12-13,16,18-24]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C.
<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – The customer notice will not be sent until reviewed and approved by Commission Staff.
<input checked="" type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been provided to customers. For SLF's the customer notice will be addressed in a Commission Order. NOTE: SLF Filings – The customer notice will not be sent until reviewed and approved by Commission Staff.
<input checked="" type="checkbox"/>	[1,2,5,9a(v),11-13, 18,21(increase only)]	Affidavit attesting that customer notice has been provided.
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input checked="" type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected.
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input checked="" type="checkbox"/>	[5,13]	New title sheet with proposed new company name.
<input type="checkbox"/>	[1,3,13]	For CLEC's, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms.cfm?doc_id=357).
<input type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. If Mirroring Large ILEC exchanges for both serving area and local calling areas: • Serving area must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • Local calling areas must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • Serving Area must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • Local Calling Areas must be described in the tariff through textual delineation and clear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
<input type="checkbox"/>		Other information requested by the Commission staff.
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff – If electronic, provide the web address for the tariff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- ☒ Sales tax
- ☒ Minimum Telephone Service Standards (MTSS)
- ☒ Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- ☒ 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- ☐ Emergency Services Calling Plan [Required if toll service provided]
- ☐ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ☐ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ☐ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- ☐ Service Connection Assistance (SCA) [Required for all LECs]
- ☐ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- ☐ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Frederick D. Byam, Chief Operating Officer
4079 Park East Court
Kentwood, Michigan 49546
(877) 418-1372

V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

Frederick D. Byam, Chief Operating Officer
4079 Park East Court
Kentwood, Michigan 49546
(877) 418-1372

***NOTE:** An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.*

VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunications or other. (If needed, use a separate sheet and check here: ☐)

None

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer of the applicant corporation, Independent Telecommunications Systems, Inc. d/b/a ITS Communications d/b/a IXC Direct, Inc., and am
(Name of Company)
Authorized to make this statement on its behalf. I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service
Standards (MTSS) for the state of Ohio. I understand that the tariff notification filings do not imply Commission approval and that the Commission's
rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supercede any contradictory provisions in our
tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the
suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8-31-07 at Grand Rapids, MI
(Date) (Location)

[Signature] 8-31-07
*(Frederick D. Byam, Secretary and Treasurer) (Date)

**** This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

VERIFICATION

I, Frederick D. Byam verify that I have utilized, verbatim, the Commission's Telecommunications
Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and
correct to the best of my knowledge.

[Signature] 8-31-07
*(Frederick D. Byam, Secretary and Treasurer) (Date)

****Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

Send your completed Application Form, including all required attachments as well as the required number of copies, to:
Public Utilities Commission of Ohio
Attention: Docketing Division (or to the Telecommunications Division Chief if a pre-filing submittal)
180 East Broad Street, Columbus, OH 43215-3793

LIST OF EXHIBITS

EXHIBIT A - Certification from Ohio Secretary of State as to party's proper standing

EXHIBIT B - List of names, addresses, and phone numbers of officers and directors, or partners.

EXHIBIT C - Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.

EXHIBIT D - Copy of revised tariff sheets & price lists

EXHIBIT E - Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is ☐ business; ☐ residence; or ☐ both. Also indicate whether it is a ☐ switched or ☐ dedicated service. Include this information in either the cover letter or Exhibit C.

EXHIBIT F – Copy of Real Time Notice which has been provided to customers

EXHIBIT G - Affidavit attesting that customer notice has been provided.

EXHIBIT H - List of Ohio counties specifically involved or affected.

EXHIBIT A - Certification from Ohio Secretary of State as to party's proper standing

See Attached



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/20/2003	200307901318	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION GUARANTEE AND TRUST COMPANY
3331 STREET ROAD, SUITE 110
ATTN: TERESA MAGEE
BENSALEM, PA 19020

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1376418

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.

and, that said business records show the filing and recording of:

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200307901318

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 20th day of March, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

EXHIBIT B - List of names, addresses, and phone numbers of officers and directors, or partners.

OFFICERS:

Patrick C. Shutt	Chief Executive Officer/Director/Director
George A. King	President/Director
Robert A. Pollan	Chief Operating Officer
Darin McAreavey	Chief Financial Officer
Dan Kardatzke	Vice-President

DIRECTORS:

Patrick C. Shutt	Director
George A. King	Director
Lee Wiskowski	Director
Douglas J. Stukel	Director
Robert T. Geras	Chairman of the Board of Directors
Philip B. Kenny	Director
David A. Beamish	Director

All of the above-listed officers and directors can be reached through the company's address as follows:

125 South Wacker Drive, Suite 300
Chicago, Illinois 60606
Tel: (312) 673-2400

EXHIBIT C - Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.

Not Applicable, change of ownership only

EXHIBIT D - Copy of revised tariff sheets & price lists

Not Applicable, change of ownership only

EXHIBIT E - Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is ☐ business; ☐ residence; or ☐ both. Also indicate whether it is a ☐ switched or ☐ dedicated service. Include this information in either the cover letter or Exhibit C.

Not Applicable, change of ownership only

EXHIBIT F & G – Copy of Real Time Notice which has been provided to customers
Affidavit attesting that customer notice has been provided.

Not Applicable, change of ownership only
The transaction will be transparent to customers.

EXHIBIT G - List of Ohio counties specifically involved or affected.

Statewide