

FILE

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

RECEIVED
2014 SEP -3 AM 11:50
DOCKETING DIV
PUCO

In the Matter of the Application of)
Vodafone US Inc. to Provide Competitive Local Exchange)
and Interexchange Telecommunications Services in the)
State of Ohio)

TRF Docket No. 90-

Case No. 14 - 1546 -TP -ACE

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Vodafone US Inc.

DBA(s) of Registrant(s) Vodafone Americas

Address of Registrant(s) 560 Lexington Avenue, 9th Floor, New York, NY 10022

Company Web Address <http://www.vodafone.com/>

Regulatory Contact Person(s): Blair Rosenthal

Phone 303.293.5832

Fax 303.296.3178

Regulatory Contact Person's Email Address: blair.rosenthal [at] Vodafone [dot] com

Contact Person for Annual Report: Blair Rosenthal

Phone 303.293.5832

Address (if different from above): 999 18th Street, Suite 1750, Denver, CO 80202

Consumer Contact Information : Customer Service Manager

Phone 855.377.8360

Address (if different from above): 560 Lexington Avenue, 9th Floor, New York, NY 10022

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

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

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III - Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV - Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

* 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 BM Date Processed SEP 03 2014

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14</u> <u>(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)</u> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III – IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input checked="" type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules

I am an officer/agent of the applicant corporation, Vodafone US Inc.

, and am authorized to make this statement on its behalf.

Megan Doberneck
(Name)

Please Check ALL that apply:

☒ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede 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.

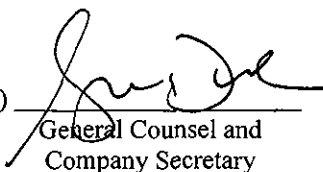
☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code. (Inapplicable)

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

Executed on (Date) ^{August 25} ~~July~~, 2014

at (Location) Denver, Colorado

*(Signature and Title)


General Counsel and
Company Secretary

(Date) August ²⁵, 2014

- 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, Megan Doberneck verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission 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 and Title)

General Counsel and Company Secretary

(Date) August ²⁵, 2014

*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
180 East Broad Street, Columbus, OH 43215-3793
Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

FILE

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS SUPPLEMENTAL APPLICATION FORM
for CARRIER CERTIFICATION

(Effective: 01/20/2011)

(Pursuant to Case No. 10-1010-TP-ORD)

NOTE: This SUPPLEMENTAL form must be used WITH the
TELECOMMUNICATIONS FILING FORM for ROUTINE PROCEEDINGS.

RECEIVED-DOCKETING DIV

2014 SEP -3 AM 11:50

In the Matter of the Application of
Vodafone US Inc. to Provide Competitive Local
Exchange and Interexchange Telecommunications
Services in the State of Ohio)

Case No. 14-1546-TP-RUCO

Name of Registrant(s) **Vodafone US Inc.**
DBA(s) of Registrant(s) **Vodafone Americas**
Address of Registrant(s) **560 Lexington Avenue, 9th Floor, New York, NY 10022**

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]

List of Required Exhibits

Tariffs: (Include all that apply)

☒ Interexchange Tariff

☒ Local Tariff

☐ CESTC Tariff

☒ Carrier-to-Carrier (Access) Tariff

Description of Services

NOTE: All Facilities-Based carriers must file an Access Tariff

Service provisioned via Resale

☐ Service provisioned via Facilities

☒ Both Resold and Facilities-based

☒ Description of Proposed Services

☐ Statement about the provision of
CTS services

☒ Description of the general
geographic area served

☒ Explanation of how the proposed
services in the proposed market
area are in the public interest.

☒ Description of the class of customers (e.g., residence, business) that the
applicant intends to serve

Business Requirements

Evidence of Registration with:

☒ Ohio Department of Taxation

☒ Ohio Secretary of State¹ &
Certificate of Good Standing

Documentation attesting to the applicant's financial viability, including the following:

- ☒ 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.
- ☒ 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
- ☒ Documentation to support the applicant's cash and funding sources.

Documentation attesting to the applicant's managerial ability and corporate structure, including the following:

- ☒ Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area
- ☒ List of names, addresses, and phone numbers of officers and directors, or partners.
- ☒ Documentation indicating the applicant's corporate structure and ownership
- ☒ Information regarding any similar operations in other states.

If this company has been previously certified in the State of Ohio, include that certification number _____

- ☒ Verification that the applicant will follow federal communications commission (FCC) accounting requirements, if

¹ Certification from Ohio Secretary of State (domestic or foreign corporation, authorized use of fictitious name, etc.), and Certificate of Good Standing is required. 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 SM Date Processed SEP 03 2014

applicable.

Documentation attesting to the applicant's proposed interactions with other Carriers

X Explanation as to whether rates are derived through (check all applicable):

☒ interconnection agreement

retail tariffs

☒ resale tariffs

X Explanation as to which service areas company currently has an approved interconnection or resale agreement.

☐ A notarized affidavit accompanied by bona fide 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.

Documentation attesting to the applicant's proposed interactions with Customers

X A sample copy of the customer bill and disconnection notice the applicant plans to utilize.

X Provide a copy of any customer application form required in order to establish residential service, if applicable.

X For CLECs, List of Ohio ILEC Exchanges the applicant intends to serve
(Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357)

X If Mirroring the entire ILEC local service areas, tariffs may incorporate by reference. If not mirroring the entire ILEC local exchange areas, the CLEC shall specifically define its local service areas in the tariff.

Affidavit

I, Megan Doberneck, am an authorized representative of the applicant corporation and I am authorized to make this statement on its behalf. I attest that I have utilized the Telecommunications Supplemental Application Form for Carrier Certification provided by the Commission, and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct.

Executed on August 24 2014

at Denver, Colorado



General Counsel and Company Secretary
(Signature and Title)

August 24 2014
(Date)

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS SUPPLEMENTAL APPLICATION FORM
for CARRIER CERTIFICATION

Exhibits

Tariffs

Applicant does not propose to offer Basic Local Exchange Service ("BLES") as defined pursuant to Ohio Revised Code §4927.01(A)(1). Applicant's *Telecommunications Retail Service Offering Form for Non-BLES Carriers* and tariff in compliance with Chapter 4901:1-6 are attached hereto. Applicant will submit a switched access tariff at such time as it has completed interconnection agreements with incumbent carriers and prior to its introduction of switched access services.

Description of Services

Description of Proposed Services

Applicant seeks authority to provide competitive local exchange and interexchange services in Ohio. Specifically, Applicant proposes to provide local exchange services bundled with related custom calling features, intraLATA and interLATA toll services, access to directory assistance, and other non-regulated services. Applicant proposes to provide local exchange and interexchange telecommunications services exclusively to enterprise-level commercial subscribers. Applicant does not propose to offer alternative operator services to the transient public. Applicant's services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant and reflected in Applicant's *service guides and tariffs*. *Services will be offered and provided in accordance with applicable Ohio laws and Commission rules and regulations.*

Description of the general geographic area served

Applicant proposes to provide local exchange services in the AT&T Ohio, CenturyLink (formerly United), Cincinnati Bell, and Frontier (formerly Verizon North) local exchange service territories. Applicant will adopt the incumbents' local exchange operating territories in Ohio as its own.

Explanation of how the proposed services in the proposed market area are in the public interest

Applicant maintains that approval of the instant Application is in the public interest. As demonstrated herein, VUSI possesses the technical, financial, and managerial ability to serve the public in Ohio as a facilities-based and resale competitive local exchange and interexchange carrier. Applicant proposes to provide bundled local services and expand service options for customers in Ohio, and will increase and facilitate competition in Ohio by expanding the diversity of suppliers within the telecommunications market place without any adverse impact on the Commission's goals of universal service and affordable telecommunications services for the residents of Ohio.

The Company's participation in the local exchange and interexchange telecommunications services markets in Ohio will promote consumer choice by expanding the ability of innovative, high quality, reliable and competitively priced telecommunications services. The granting of this Application also is likely to compel other local telecommunications providers to improve their existing services, increase the quality and efficiency of their operations, and introduce innovative new services of their own. Moreover, the addition of the Applicant to the Ohio local telecommunications market makes it likely that consumers of telecommunications services in Ohio will receive the benefits of downward pressure on prices, improved customer responsiveness and access to increasingly advanced telecommunications technology.

Description of the class of customers (e.g., residence, business) that the applicant intends to serve

Applicant proposes to provide service exclusively to enterprise-level commercial subscribers.

Business Requirements

Evidence of Registration with: Ohio Department of Taxation

Evidence of Registration with the Ohio Department of Taxation is appended at **Exhibit A**.

Evidence of Registration with: Ohio Secretary of State & Certificate of Good Standing

Applicant's Ohio Certificate of Authority to Transact Business is appended at **Exhibit B**.

Documentation attesting to the applicant's financial viability, including the following:

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.

Applicant possesses the necessary financial resources to provide the services proposed in the instant Application. Applicant is a wholly-owned subsidiary of Vodafone Group Plc ("Vodafone"), a major multi-national communications provider. In its March 2014 annual report, Vodafone reported approximately \$64.5 billion in revenues from its global operations. Thus, as a wholly owned subsidiary of Vodafone, Applicant has reliable access to more than ample working capital to fund the Company's proposed operations, including the ability to meet any lease and ownership obligations associated with its provision of competitive telecommunications services. A copy of Vodafone's complete March 2014 annual report can be accessed at http://www.vodafone.com/content/annualreport/annual_report14/downloads/full_annual_report_2014.pdf.

Moreover, VUSI's own financial statements demonstrate that Applicant is well capitalized, and has the financial ability to meet its ongoing obligations.

The Company notes that it will serve local exchange utilizing a combination of local exchange carrier unbundled network elements ("UNEs") and resold services. Applicant will not construct facilities and thus requires no additional funding to initiate operations.

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.

Applicant's financial statements are appended as confidential **Exhibit C**. Applicant considers its financial statements to be proprietary. A separate *Motion for Protective Order* is being submitted concurrent with this Application to protect the confidentiality of VUSI's financial data.

Documentation to support the applicant's cash and funding sources.

Because VUSI does not intend to construct or deploy its own facilities in Ohio, the Company will not require any extraordinary sources of funding to commence operations. Applicant's financial statements and the information provided regarding the resources available through its ultimate parent, Vodafone, demonstrate the adequacy of the Company's capitalization.

Documentation attesting to the applicant's managerial ability and corporate structure, including the following:

Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area

Applicant's operations are directed by a management team with proven experience and capability. Each of the officers and directors of Applicant has ten or more years' experience in his or her respective area of expertise, whether telecommunication, finance, or corporate management. The current management group brings over two decades of experience working within the Vodafone corporate family. This continuity ensures a cohesive strategic vision for Applicant while providing the critical collaborative skills necessary for effective implementation. In addition, Applicant benefits from access to the operational expertise of the entire Vodafone corporate family of companies. The depth of managerial and telecommunications experience available to Applicant makes VUSI well suited to serve subscribers in Ohio and elsewhere. Applicant's senior management curricula vitae are appended as **Exhibit D**.

Applicant's ability to provide network services will rely substantially upon the technical capabilities and network services of its underlying carriers that have been certified and deemed technically and managerially capable of providing telecommunications services in Ohio. Applicant's senior management team is technically qualified to provide services through its extensive telecommunications and general management experience.

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

The name; job title; business address; business telephone number of Applicant's officers and directors are:

Chuck Pol, President Tel: 855.377.8360	560 Lexington Avenue, 9th Floor New York, NY 10022
Megan Doberneck, General Counsel & Company Secretary Tel: 303.293.5870	Located at: Vodafone US Inc. 999 18th Street, Suite 1750 Denver, CO 80202
Anna Ewing, Chief Financial Officer Tel: 303.293.5910	
Bryan Ganno Assistant Secretary Tel: 303.293.5872	

Documentation indicating the applicant's corporate structure and ownership.

A copy of VUSI's Articles of Incorporation and a chart depicting the core of VUSI's organizational structure are appended as **Exhibit E** to document Applicant's corporate structure and ownership.

Information regarding any similar operations in other states.

VUSI is not yet providing regulated telecommunications services in any state; however the Company has been granted authority to provide interexchange service in [14?] states and to provide local exchange service in six states.²

² VUSI holds authority to provide interexchange services in Connecticut, Delaware, Georgia, Illinois, Maryland, Massachusetts, Mississippi, Missouri, New Jersey, New York, North Carolina, Pennsylvania (provisional), Tennessee, Texas and Washington. The company holds authority to provide local exchange services in Massachusetts, New Jersey, New York, North Carolina, Pennsylvania (provisional), and Washington.

Verification that the applicant will follow Federal Communications Commission (FCC) accounting requirements, if applicable.

FCC USOA accounting practices are inapplicable to competitive carriers.

Documentation attesting to the applicant's proposed interactions with other Carriers

Explanation as to whether rates are derived through (check all applicable): interconnection agreement retail tariffs resale tariffs

Applicant's rates are derived through interconnection and resale agreements as well as resale tariffs.

Explanation as to which service areas company currently has an approved interconnection or resale agreement.

At this time, the Company has not yet formally requested interconnection with any ILECs. The Company understands that it may not offer local exchange services in Ohio without Commission approval of either its interconnection or resale agreement(s). Currently, the Company is reviewing available agreements and will formally request interconnection with relevant ILECs shortly. At that time, the required affidavit and a copy of the request(s) will be submitted to the Commission in connection with this application.

A notarized affidavit accompanied by bona fide 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.

Applicant does not expect to construct facilities. Applicant will provide local exchange service in Ohio via leased network facilities and resale of incumbent and/or competitive carriers' services. Interexchange telecommunications services will be provided primarily via resale of other carriers' service offerings. VUSI expects to offer services to customers in Ohio as soon as it is appropriately authorized to do so.

Documentation attesting to the applicant's proposed interactions with Customers

A sample copy of the customer bill and disconnection notice the applicant plans to utilize.

Copies of a sample customer bill and a disconnection notice are appended at **Exhibit F**.

Provide a copy of any customer application form required in order to establish residential service, if applicable.

Inapplicable. Applicant will provide service exclusively to business subscribers.

For CLECs, List of Ohio ILEC Exchanges the applicant intends to serve
(Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357)

A listing of applicable exchanges is appended at **Exhibit G**.

If Mirroring the entire ILEC local service areas, tariffs may incorporate by reference. If not mirroring the entire ILEC local exchange areas, the CLEC shall specifically define its local service areas in the tariff.

Applicant will mirror the Ohio local exchange service territories of AT&T, CenturyLink (formerly United Telephone dba Embarq), Frontier (formerly Verizon North), Cincinnati Bell, and any subsequent incumbent local exchange carrier with whom Applicant enters into an interconnection agreement.

Exhibit A

Evidence of Registration with the Ohio Department of Taxation
(Attached)

McCaffrey, Scott, Vodafone US

From: matia.harper@TOS.OHIO.GOV
Sent: Friday, May 23, 2014 9:29 AM
To: McCaffrey, Scott, Vodafone US
Subject: EFT Notification
Attachments: Commercial Activity Tax Credit Instructions.doc

JOSH MANDEL
OHIO TREASURER of STATE



MAY 23, 2014

96078726 0
VODAFONE GLOBAL ENTERPRISES
999 18TH ST SOUTH TOWR STE1750
DENVER CO 80202

RE: OHIO-CATTAX TAX

TO: SCOTT MCCAFFREY

This letter is your confirmation that you have registered with the State of Ohio to use the ACH Credit Method. By making your tax payment by electronic funds transfer, you are helping us collect revenue more efficiently and accurately.

Attached you will find the credit instructions on how to properly pay your Ohio tax. If you have a question regarding the credit instructions, we will be happy to assist you.

Please do not use your Federal ID number.

The Treasury is modernizing its processes by collecting revenue via electronic funds transfer whenever we can. We are experienced in electronic payments, so please do not hesitate to call us for help or to answer any other questions. Please call us toll free at 1-877-EFT-OHIO or e-mail us at eft@tos.ohio.gov.

We value our customers and are glad to be working with you. Please let us know at any time if you have any suggestions or concerns. Thank you again.

Sincerely,

Josh Mandel

Josh Mandel
Treasurer of State

Our Mission: The mission of the Ohio Treasury is to protect, manage, and invest state money with integrity and high ethical standards while providing innovative financial services and educational resources to all Ohioans.

Confidentiality Notice: This message and any response to it may constitute a public record, and therefore may be available upon request in accordance with Ohio public records law (ORC 149.43). This email message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information. Any unauthorized review, use, disclosure or distribution is prohibited. If you are not the intended recipient(s), please contact the sender by reply email and destroy all copies of the original message.

ADDENDA RECORD FORMAT INSTRUCTIONS FOR OHIO ACH CREDIT METHOD

Payment information must be formatted as shown in this sample record:

TXP	*	9XXXXXXXX0	*	09601	*	070331	*	T	*	1550000	*	\
Begin Record (always use TXP)		Your 8-digit tax CAT ID NUMBER <u>Plus 0</u>		Tax Type Code (See below)		Quarter end date Use YYMMDD format (for example: March 31, 2007)		Amount Type (always use T)		Amount paying \$15,500.00 Note: no commas or decimals		End Record (Always use back slash)

Use " * " to separate each entry, and end with " \ ". DO NOT USE SPACES OR DASHES IN YOUR FORMAT.

PLEASE PROVIDE THIS INFORMATION TO YOUR BANK

Tax Type Code:

09601 = Commercial Activity Tax

Quarter end dates:

March 31st
June 30th
Sept 30th
Dec 31st

BANKING INFORMATION FOR TAX PAYMENTS:

**KEY BANK
4910 TIEDEMAN RD
BROOKLYN, OH. 44144**

BANK ACCOUNT NUMBER: 359681181921

TRANSIT AND ROUTING NUMBER: 041001039

(PLEASE DO NOT USE YOUR FEDERAL ID NUMBER)

NACHA TXP CONVENTION LAYOUT FOR ACH CREDIT PAYMENT

DATA ELEMENT NUMBER	DESCRIPTION	FIELD LENGTH	CONTENTS
1	NACHA'S Record Type Code	1	7
2	NACHA'S Addenda Type Code	2	05
3	Segment Identifier	3	TXP
4	Separator	1	*
5	CAT ID Number Plus 0	15	Numeric (9) Digits
6	Separator	1	*
7	Tax Type Code	5	Numeric (5) Digits
8	Separator	1	*
9	Tax Period (see above)	6	YYMMDD
10	Separator	1	*
11	Amount Type Code	1	T
12	Separator	1	*
13	Amount	Variable	Numeric (always enter cents)
14	Segment Terminator	1	\

**If you have any questions please call 1-877-EFT-OHIO
Ohio Treasurer Josh Mandel**

Exhibit B
Ohio Certificate of Authority to Transact Business
(Attached)

201419900503

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/18/2014	201419900503	TRADE NAME/ORIGINAL FILING (RNO)	50.00	100.00	.00	.00	.00

Receipt

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

CT CORPORATION SYSTEM - JAMES H TANKS III
4400 EASTON COMMONS WAY
STE 125
COLUMBUS, OH 43219

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2311577

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

VODAFONE AMERICAS

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

Document(s)

TRADE NAME/ORIGINAL FILING

Document No(s):

201419900503

Effective Date: 07/17/2014

Date of First Use: 07/14/2014

Expiration Date: 07/17/2019

VODAFONE US INC.
560 LEXINGTON AVE
9TH FLOOR
NEW YORK, NY 10022



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 18th day of July, A.D. 2014.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

201401002033

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/13/2014	201401002033	FOREIGN/AMENDMENT (FAM)	50.00	.00	.00	.00	.00

Receipt

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

C.T. CORPORATION SYSTEM JAMES H. TANKS III
4400 EASTON COMMONS WAY
SUITE 125
COLUMBUS, OH 43219

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

1781532

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

VODAFONE US INC.

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

Document(s):

FOREIGN/AMENDMENT

Document No(s):

201401002033

Effective Date: 01/08/2014



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
13th day of January, A.D. 2014.

Jon Husted

Ohio Secretary of State



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/20/2008	200814100266	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	100.00	.00	.00	.00

Receipt

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

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1781532

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

VODAFONE GLOBAL ENTERPRISE INC.

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200814100266

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 16th day of May, A.D.
2008.

Ohio Secretary of State



Prescribed by :

The Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILLS (1-877-767-3453)

www.sos.state.oh.us
 e-mail: busserv@sos.state.oh.us

Expedite this Form: (check one)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216
*** Requires an additional fee of \$100 ***	
<input type="radio"/> No	PO Box 670 Columbus, OH 43216

**FOREIGN CORPORATION APPLICATION FOR LICENSE
 OR REGISTRATION OF CORPORATION NAME**
(For Foreign Profit or Nonprofit)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) Foreign Corporation <input checked="" type="checkbox"/> For-Profit (151-FLP) ORC 1703 <input type="checkbox"/> Nonprofit (152-FLN)	(2) Registration of Corporate Name by Unlicensed Foreign Corporation <input type="checkbox"/> Original (158-RCO) <input type="checkbox"/> Renewal (172-RNR (RCR)) ORC 1703
Filing Fee \$125.00	Filing Fee \$58.00 (Registration No.)

Complete the General Information in this section for the box checked above.

Corporate Name	Vodafone Global Enterprise Inc.		
Under the Laws of the State of	Delaware <i>(Home State)</i>		
Date of Incorporation in Home State	March 26, 2008 <i>(Date)</i>		
The corporation's principal office is located at			
2999 Oak Road, 7th Floor <i>(Street)</i>			
NOTE: P.O. Box Addresses are NOT acceptable.			
Walnut Creek <i>(City)</i>	CA <i>(State)</i>	94597 <i>(Zip Code)</i>	
The corporate purpose it proposes to exercise in the state of Ohio are as follows: <i>(Please provide a brief but specific description; a general purpose clause is not sufficient)</i>			
Facilitate services to multi national companies that use services of Verizon Wireless			
in the US and Vodafone in Europe, Asia, etc.			
The corporation is carrying on or doing business.			
<input type="checkbox"/> Check here if additional provisions are attached			

Complete the information in this section if box (1) is checked.

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio:

CSC - Lawyers Incorporating Service (Corporation Service Company)

(Name)

50 West Broad Street, Suite 1800

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Columbus

(City)

Ohio

(State)

43215

(Zip Code)

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- A. the agent cannot be found or
- B. the above listed fails to designate another agent when required to do so, or
- C. the above stated registration to do business in Ohio expires or is cancelled

Complete the information in this section if profit is checked in box (1).

The application is made to secure a ☒ permanent ☐ temporary license

The corporation's principal office within Ohio is to be located in

☐ Corporation will not have an office in Ohio

1782 Century Oaks Drive

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Columbus

(City)

Franklin

(County)

Ohio

(State)

43215

(Zip Code)

Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☒ No

If yes, prior License No. _____

issued _____

(Date)

The date on which the corporation began transacting business in Ohio

☒ Date April 1, 2008

OR

☐ Will begin business upon approval of application

Is this application being made to enable the corporation to prosecute or defend a legal action?

☐ Yes ☒ No

Complete the information in this section if non-profit is checked in box (1).

The location of its principal office in the state of Ohio is

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(County)

Ohio

(State)

(Zip Code)

(Pursuant to ORC 1703.27 must have an Ohio address)

SS.

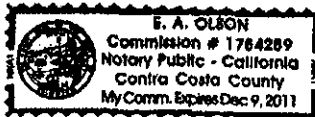
IN WITNESS WHEREOF, the corporation has caused this application to be executed by an authorized

officer on 5-14-08
(Date)STATE OF CaliforniaCOUNTY OF Contra CostaSuzanne Williams, being first duly sworn, deposes and says that he/she is the
(Name of Officer)Treasurer _____ of Vodafone Global Enterprise Inc.
(Title)

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to the best of my knowledge and belief.

Signature: [Signature]Name: Suzanne Williams, TreasurerSworn to before me and subscribed in my presence. 5-14-08
(date)[Signature]
(Notary Public)

NOTARY SEAL

Expiration date of Notary's Commission: 12-9-2011
(date)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE GLOBAL ENTERPRISE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MAY, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4524493 8300

080549659

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6591672

DATE: 05-14-08

Exhibit C
Financial Statements

Applicant considers its financial statements to be proprietary and provides them here under seal. A separate *Motion for Protective Order* has been submitted with this Application to protect the confidentiality of Applicant's financial statements.

REDACTED FOR PUBLIC INSPECTION

REDACTED FOR PUBLIC INSPECTION

REDACTED FOR PUBLIC INSPECTION

Exhibit D
Senior Management Qualifications

Applicant's operations are directed by a management team with proven experience and capability. Each of the officers and directors of Applicant has ten or more years' experience in his or her respective area of expertise, whether telecommunication, finance, or corporate management. The current management group brings over two decades of experience working within the Vodafone corporate family. This continuity ensures a cohesive strategic vision for Applicant while providing the critical collaborative skills necessary for effective implementation. In addition, Applicant benefits from access to the operational expertise of the entire Vodafone corporate family of companies.

Resumes for the Company's key management personnel are appended.

**Chuck Pol**

Country Chairperson, Vodafone US

President, Americas & Global Transformation Team, Vodafone Global Enterprise

Chuck Pol is the Country Chairperson for Vodafone US responsible for the compliance, governance and integration of all Vodafone entities that operate in America. Chuck also serves a dual role for Vodafone Global Enterprise as the President of the Americas region, as well as the Director of the Global Transformation Team, focused on selling and delivering large €100m+ complex deals for Vodafone.

Chuck joined Vodafone Global Enterprise in 2010 from British Telecom, where he held various senior executive positions in the US and UK spanning over 20 years in varying industry sectors, from Mobile Markets in BT Wholesale to the Global Financial Services sector.

Chuck has served as a Non-Executive Director of Project Renewal, a charity which devotes time, resource and finances to the homeless of New York City. He is a graduate of Belmont Abbey College. He has been married to Angella for over 30 years and has three grown children. He lives between New Jersey and Florida and spends any free time playing golf and spending time with his family.

Megan Doberneck
meganatpeak7@gmail.com
(303) 854-7663

- President and General Counsel* **Vodafone Americas Inc. (Denver, Colorado)**
Vodafone Americas is the management entity for the Vodafone US group, and holds Vodafone's stake in Verizon Wireless.
Nov 2008-current
- General Counsel*
2008
- Senior Counsel*
2007
- Board of Director, operational and governance responsibility for the Vodafone Americas group of companies, including management of the Finance, Tax, Legal/HR and Payroll/Risk Management functions to ensure delivery of financial and operational results.
 - General Counsel and Company Secretary for the Vodafone Americas group of companies with primary focus on corporate finance and capital structure; corporate governance; management of current, legacy and tax litigation; and risk management related to employment issues and benefit plan administration and operation. As General Counsel for the Americas group, acted as lead counsel on a multi-billion dollar external financing, sale of a multi-million dollar stake in a telematics company and sale of a multi-million dollar corporate jet. Successfully disposed of 50% of the Company's pending litigation over a three year period with no indemnity paid by the Company; led successful tax litigation efforts resulting in multi-million dollar refunds; lead counsel on federal audit defense and appeal; and revitalized the Company's governance and risk management processes.
 - General Counsel for Vodafone xone, Vodafone's recently launched innovation center in Silicon Valley and its investment counterpart, Vodafone Ventures. Designed and implemented the strategic and contractual architecture for Vodafone xone's incubator including the development program as well as the intellectual property and equity investment models. Developed Vodafone xone's business development model for revenue sharing arrangements and IP monetization.
 - US legal counsel to Vodafone Americas Foundation, Vodafone Group and non-US Vodafone operating companies. Advise business teams on the Verizon Wireless partnership agreement and corresponding rights and restrictions, Vodafone commercial offerings in the US, and commercial and compliance matters arising under US law.
 - YoY opex reductions of 10% while delivering millions of dollars in economic value. Right-sized Finance and Tax team skill sets and team structures; designed and implemented cross-functional efficiencies that eliminated significant external costs across all cost centers with a contemporaneous enhancement in the delivery of core Finance, Tax, HR/Legal and Payroll/Risk Management objectives.
- Director, Legal and External Affairs* **Covad Communications Company (Denver, Colorado)**
Covad (now MegaPath) was the largest independent provider of facilities-based DSL services in the United States, providing service across 45 states and in 240 major metropolitan markets.
2003-2005
- Regional General Counsel*
2002
- Responsible for Covad's public policy advocacy, state and federal regulatory relationships, commercial, contract and litigation efforts in the fourteen state Qwest region.
 - Developed and executed legal strategy for new product deployment and existing

<i>Senior Counsel 2001</i>	<p>product operations in the Qwest region.</p> <ul style="list-style-type: none"> • Led the turnaround strategy for Covad's Qwest region operations team, resulting in significantly improved vendor performance in provisioning and repair, as well as the creation of an effective escalation path for operational issues. This initiative delivered residential subscriber growth and pushed two of the Qwest markets into the Company's top five residential markets. • Maximized on litigation requiring incumbent providers to provide access to line shared DSL services as an unbundled network element or "UNE." Following the federal elimination of this UNE three years later, negotiated the first commercial line sharing agreement in the US.
<i>Of Counsel 2006</i>	<p>Faegre & Benson LLP (Denver, Colorado)</p> <ul style="list-style-type: none"> • Business litigation, with a particular focus on complex commercial, products liability and class action litigation. Partnered with clients to advise on risk assessments, negotiations and non-litigation resolution strategies. Also practiced and had primary responsibility for all phases of litigation, from filing of complaint through appeals.
<i>Associate 1996-2000</i>	
<i>Associate 1994-1996</i>	<p>Akin, Gump, Strauss, Hauer and Feld, LLP (Washington, D.C.)</p> <ul style="list-style-type: none"> • Associate in business litigation group, with emphasis on commercial and environmental litigation. Engaged in issue assessments and lead discovery efforts. Represented clients in federal, state and administrative proceedings.
<i>Education</i>	<p>J.D. (<i>with honors</i>, Stone Scholar), Columbia University School of Law, NY, 1994 B.A. in Political Science (<i>magna cum laude</i>, Phi Beta Kappa), University of California at Berkeley, 1990</p>
<i>Personal</i>	<p>Member, Colorado, New York and District of Columbia bars Chicago, New York and Boston marathons All American and Academic All American (swimming), 1987-1990</p>

Anna D. Ewing, CPA

office: +1 303-293-5910 mobile: +1 720-320-7877

anna.ewing@vodafone.com

Experience

1/'14- present

Vodafone US Inc.

Denver, Colorado

Chief Financial Officer

- Officer and director; report to US President with a functional dotted line to Vodafone Group Enterprise. Serve as the US Investment Committee Chairman for qualified and nonqualified retirement plans, and as Treasurer of the Vodafone US Foundation
- Responsibility for all accounting and finance functions of four legal entities, including financial reporting, governance, and controls; tax and treasury; forecasting and planning; business decision support; payroll/risk management
- Review and assessment of overall US finance function, including consolidation of legal entities, financial systems integration, process improvement and policy compliance, and US-wide initiative to design and implement a standardized corporate services platform and governance structure; lead and professionally develop team of 20+ finance associates
- Continued oversight of quarterly investment committee meetings, maintenance of investment policy statement and monitoring process of investment performance (+\$120 million in plan assets)

2/'09- 2/'14

Vodafone Americas Inc.

Denver, Colorado

Chief Financial Officer

- Report to President, with a functional dotted line to Vodafone Group Plc. Member of the Vodafone Americas Inc. and the ATX-SR boards of directors, and serve as the US Investment Committee Chairman for qualified and nonqualified retirement plans
- Responsibility for all accounting and finance functions of six legal entities, including: financial reporting, forecasting, risk management, financial governance, treasury, benefit plan administration, US GAAP/IFRS, and SOX compliance. Management of US cash flows (\$3.5+ billion per annum) and maintenance of proper internal controls over financial processes
- Oversight of semi-annual investment committee meetings, maintenance of investment policy statement and monitoring process of investment performance (+\$100 million in plan assets)
- Oversight of core business process changes, including migration of accounting functionality to a multinational shared services platform and local implementation of a global general ledger system conversion

Finance Manager

- Coordination of financial aspects of Company 401K plan, including annual audit, related regulatory filings, and formal search for new service provider (Request for Proposal) for recommendation to Company Investment Committee
- Coordination of financial aspects of Company deferred compensation and medical plans, including IAS 19 compliance, and analysis of various reserve balances
- Technical accounting research to ensure Company compliance with IFRS, US GAAP, and SEC regulations
- Champion of US SOX compliance and internal control initiatives
- Oversight of government reporting process and deliverables to ensure compliance with US Department of Commerce requirements
- Preparation of stand-alone financial statements for Company subsidiaries to assist tax compliance
- Special projects and preparation of various ad hoc analyses to support CFO, tax department, and overall financial reporting function

7/'06 – 3/'08

Intrawest

Copper Mountain Resort, Copper Mountain, Colorado

Director, Finance & Accounting

- Coordination and direction of all business planning and financial analyses for Resort, including budgeting, forecasting, capital planning, and accounting policies, including comprehensive annual three year plan and detailed presentation to Corporate leadership
- Member of Resort Leadership Team; direction of overall financials plans and participation in company policies and procedures as a member of senior management team; direct report to Resort General Manager
- Communication with operational directors and managers regarding policies/procedures and accountability for financial results

- Daily, weekly, & monthly review of financial and operational results; variance analysis, projection analysis, and contingency planning
- Preparation of curriculum and instruction of all finance training for education of managers and supervisors
- Liason and primary contact with Intrawest Shared Services on all issues and procedures. Coordination of SOX compliance policies and operational excellence initiatives
- Project lead/participation in several key business initiatives including improvement of aged accounts receivable, documentation for property tax reporting, and revisions to Resort contract for condo rental pool properties
- Management of Resort accountants (three associates) and all financial processes performed on property
- Preparation of multi-million dollar capital plans; financial oversight of projects and physical inventory of significant assets for both accounting and property tax improvements
- Extensive interaction with multiple levels of Resort management, community leaders, Resort homeowners, and Corporate management

4/05 – 7/06

Intrawest
Intrawest Shared Services, Golden, Colorado
Resort Accounting Manager

- Management of resort accounting department (thirteen associates) and all general ledger processes in a recently established shared service model, including monthly close, cash management, financial analysis, and high-volume balance sheet reconciliation for US-based Intrawest Resorts
- Ongoing implementation of process improvements including transition of Resorts to the shared service platform, integration of Intrawest Golf, recent conversion to SAP payroll, incorporation of lodging accounting functions to the general ledger team, and centralization of core accounting processes
- Internal control assessment, mapping, and testing to strengthen control environment and prepare for Sarbanes-Oxley compliance; participation in multiple internal committees to address SOX initiatives
- Review and assessment of overall financial reporting function, including participation in a large-scale Corporate initiative to shorten the fiscal close process and expedite the cycle time for regulatory requirements (Intrawest Operational Excellence)
- Key point of contact for internal and independent audits and coordination thereof
- Effective team leadership and staff development resulting in improved annual employee engagement index of twenty percent; proven track record in coaching, motivating, and mentoring others
- Extensive interaction with multiple levels of Resort management and Corporate headquarters

5/04 -4/05

College Partnership, Inc.
Lakewood, Colorado
Corporate Controller

- Financial statement preparation and analysis including SEC reporting for \$20 million public company
- Restructure and ongoing management of seven-member accounting department and all related core processes
- Hands-on treasury and cash flow management, including full scale banking conversion and financing of accounts receivable
- Development of Company's human resource function; management of payroll process and benefits administration
- Internal control assessment, process flow mapping, and process improvement to strengthen control environment and prepare for Sarbanes-Oxley compliance
- Review and development of accounting methodology, including revenue recognition for multiple deliverables of products and services
- Development of budget framework, profit/cost centers and related general ledger redesign
- Extensive interaction with Company's officers, independent auditors, and board of directors

5/00-2/04

Omnicom Group, Inc.
The Integer Group, Lakewood, Colorado
Corporate Controller

- Consolidation, forecasting, and financial statement review & analysis for six public companies totaling \$100 million in annual revenues, including trend/productivity analysis, cash flow, and capital expenditures
- Service fee & contract development for various service platforms, including pricing & profitability analysis
- Direct report to CEO; primary corporate contact for all financial matters, including extensive communication with corporate headquarters, agency Presidents & CFO's, and various levels of agency management
- Project lead for Sarbanes-Oxley initiative; extensive involvement with corporate Sarbanes-Oxley team and coordination of compliance for all Integer companies
- System conversion and roll-out of best practices to achieve consistencies in efficiencies, financial reporting, and performance measures among companies

- Coordination of information required by auditors, both independent and internal

Controller

- Managed accounting department of eighteen associates and all core processes including accounts payable and receivable, billing, general ledger, inventory management, and cash management for \$50 million agency
- Job costing and profitability analysis, including design of client profitability and time analysis reports
- Complete system conversion of all accounting functions as well as project management system
- Preparation of financial statements, detailed quarterly financial reporting packages, quarterly/annual forecasts and related variance analysis
- Development and maintenance of internal controls, including department reorganization resulting in increased efficiencies

3/97-5/00

Omnicom Group, Inc.

Omnicom Management Services, Dallas, Texas

Assistant Controller

- Preparation of internal financial statements for ten-plus advertising agencies and their respective divisions
- Responsible for reporting actual results, financial reporting packages, and quarterly forecasts to parent company and its networks; preparation of budgets and variance analysis
- Extensive interaction with local financial management as well as communication with corporate headquarters
- General ledger management, including system maintenance, reconciliation, and related research
- System design and enhancement of various accounting and financial applications
- Assisted Controller with management of accounting department

9/95-2/97

Price Waterhouse LLP, Dallas, Texas

Audit Staff

- Participated in audits of companies within a variety of industries
- Developed strong analytical skills by performing analysis of operating results and trends
- Evaluation of internal accounting and control procedures to enhance control environment and improve efficiency of operations; extensive interaction with all levels of client management

Certification

Certified Public Accountant in Texas and Colorado

Education

Baylor University, Waco, Texas

Bachelor of Business Administration/Accounting, *Magna Cum Laude*

Memberships

- American Institute of CPAs
- Colorado Society of CPAs
- Association for Financial Professionals
- Western Pension and Benefits Conference

Bryan Ganno

490 S. Locust St., Denver, CO 80224 | dial: 415.377.3996 | mail: bganno@gmail.com

SUMMARY

Operations manager with over 10 years of experience in strategic operational design supported by results-based implementation. Experience extends from business development and over-arching budgetary forecasting and planning to personnel and project oversight.

CORE SKILLS

***Operations • Strategy • Optimization • Forecasting • Business Development • Writing •
Corporate & Regulatory Compliance • Process Improvement • Contract & Budget Analysis***

PROFESSIONAL EXPERIENCE

Vodafone US Inc. Governance Manager

Denver, CO 2014 – Present

- Corporate officer for Vodafone US Inc. responsible for board meeting logistics and minutes.
- U.S. entity operational support.
- Responsible for regulatory compliance and maintaining corporate and organizational records.
- Oversee formation and dissolution of corporate entities.
- Coordinate corporate transactions and govern process recordation, including stock issuance.

Zupkus & Angell, P.C. Business Manager

Denver, CO 2012 – 2014

- Oversee and direct all operating functions, administrative policies and procedures, financial management, personnel, professional liability, and information systems.
- Critically evaluated contracts and invoices and implemented strategy resulting in net profit percentage gain from 2011 to present over 250% and reduced expenses over 50%.
- Evaluate and optimize staff organizational structure, eliminating redundant annual paper and payroll expense.
- Manage all contracts for employees, contractors, vendors, and property maintenance needs.
- Assess and prioritize all financial transactions, including managing cash flow, creating budgets, and developing long-term fiscal plans.
- Wrote standardized procedures, protocols, and billing practices to reduce rates of error and to boost efficiency.

Exposures Magazine & ROOT Journal Editor-in-Chief

Denver, CO 2010 – 2013

- Oversee content, evaluate and drive readership expansion, and responsible for final editorial determination.
- Directed ROOT to award-winning status and expanded publication from local to national in two years.

National Park Service**Assistant Landscape Architect***Rocky Mountain National Park, CO 2010 – 2011*

- Developed field operations and protocols identifying accessibility risk and compliance.
- Wrote 326-page ADA assessment manual, to be implemented nationwide as best practices for national parks.

Securities & Exchange Commission**Contract Paralegal***Denver, CO 2009 – 2010*

- Implemented federal compliance measures while directing backlog of decades-old case materials for permanent archival.

Sonnenschein Nath & Rosenthal LLP**Senior Paralegal and Human Resources Officer (Patent Litigation)***Menlo Park, CA 2007 – 2008*

- Consulted nationwide to streamline paralegal workforce and establish group-wide best practices.
- Developed and directed paralegal operational strategy for Silicon Valley and Washington, D.C. patent groups.
- Designed business development presentations for the Board of Directors at Yahoo and legal departments at: Intel, Oracle, Cisco, Broadcom and others.

Weil, Gotshal & Manges LLP**Senior Paralegal / U.S. Paralegal Trainer***Menlo Park, CA 2003 – 2007*

- Oversight and management of 10 direct reports across multiple cases and disciplines.
- Co-wrote national Patent Litigation paralegal training manual and evaluated and directed paralegal development.

EDUCATION**University of Colorado Denver, *Master of Arts* – Landscape Architecture – High Honors.****University of Montana, *Bachelor of Arts* - Journalism, Print Option – Dean's List.****ADDITIONAL SKILLS*****Excellent Computer Knowledge and Application – Microsoft Office, Adobe Creative Suite, Wordpress • Google Analytics • Basic German Language • Communication – Verbal and through Design***

Exhibit E

Articles of Incorporation and Corporate Structure
(Attached)

Delaware

PAGE 1

The First State

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

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

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



4524493 8320

140000085

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025286

DATE: 01-02-14

Delaware

PAGE 1

The First State

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

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

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

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

295788

2014 JAN -8 AM 11:29

4524493 8300

140000085

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025284

DATE: 01-02-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:09 PM 12/23/2013
FILED 02:10 PM 12/23/2013
SRV 131466523 - 4524493 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

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

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

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

The name of this corporation is Vodafone US Inc.

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

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

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

By: 

(Signature)

Print Name: Secretary + General Counsel

Title: Megan DeBerneck

Delaware

PAGE 1

The First State

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

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



4524493 8100

080358168

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478506

DATE: 03-26-08

CERTIFICATE OF INCORPORATION
OF
VODAFONE GLOBAL ENTERPRISE INC.

ARTICLE I

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

ARTICLE II

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

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

ARTICLE III

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

ARTICLE IV

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

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

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

ARTICLE V

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

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

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

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

ARTICLE VI

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

ARTICLE VII

The name and mailing address of the incorporator is:

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

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

/s/ Suzanne Williams 

Suzanne Williams, Incorporator

VUSI Corporate Structure 2014

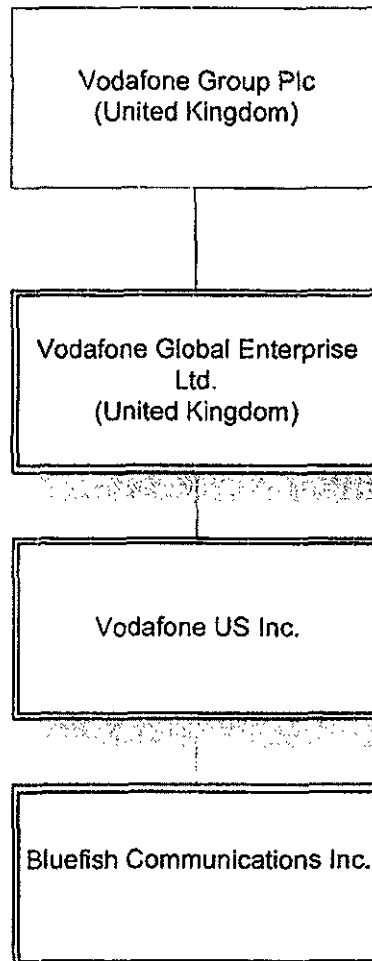


EXHIBIT F
Sample Customer Bill and Disconnection Notice
(Attached)



Example Customer
Attn: AP Contact
1265 Example Road
Any Town, NM 99999

Vodafone US Inc.
999 18th St
Denver, CO 80202
USA

Example Customer
PO Number:

Registered address: 2711 Centreville Rd., Ste.400
Wilmington, DE 19808
USA

Invoice

Invoice Date: 20th September 2013

Account No: 13199999

Invoice No: VOUS-00999

Internal Ref: Auburn

Invoice Period: Jan 1 2014 - Jan 31 2014

Page 1/3

This period	Charges
Services	245,000.00
Discounts	0.00
Sundry Charges	0.00
Miscellaneous Credits	0.00
Total (excluding Tax)	245,000.00 USD

Taxes	
Taxes and Surcharges (see detail pages)	46,966.50
Sundry Charges (Tax only)	0.00
Miscellaneous Credits (Tax Only)	0.00
Total Tax	46,966.50 USD

This period amount (including Tax) **291,966.50 USD**

We would appreciate your payment within 15 days.

What can we do for you?
For enquires, please see back
of this page for contact details.

Website
www.vodafone.com

Vodafone

Bill Enquiries

If you have any queries about this invoice:

Call us at **1 571 223 3299**

Monday to Friday from 09:00 to 17:00

Please have your account number 13199999 ready, as you will be asked for it when you call.

Email us at **VodafoneUSBillingEnquiries@cw.com**

If your contact name or address has changed, please contact us at: **1 571 223 3299**

Please note that any conversation you may have with us may be recorded for quality purposes.

How to Pay

By Mail

You can pay by mail using the payment slip. Please make checks payable to **Vodafone US Inc.** and write your account number 13199999 on the check. Please do not send cash through the mail.

Please mail your payments to:

Vodafone US Inc.
Accounts Receivable
09 18
Denver, CO 80202
USA

By Electronic Funds Transfer

Instruct your bank to make payment using the bank details at the bottom left of this page. Quote the customer account name that appears on your bill and your account number 13199999.

VODAFONE LIMITED

Citibank New York
USA
ABA: 021000999
A/C No: 30546999
Swift code: CITIUS99

Customer Acct. No. 13199999

Invoice No. VOUS-00999

Signature _____

Date _____

Amount Due 291,966.50 USD

Amount Paid _____

Vodafone

Invoice Date: 20th September 2013

Account No: 13199999
Invoice No: VOUS-00999
Internal Ref: Ashburn
Invoice Period: One Time Invoice
Page: 2/3

Invoice Details

PO Number:

Description	Total
Private Line services from Dallas, Tx to Denver CO	245,000.00
Subtotal for Charges	245,000.00
excluding Tax	
Total Amount Due	245,000.00 USD

Taxes and Surcharges Details

State Tax and Surcharges	Amount
Texas	
Sales Tax	19,404.00
P.U.C. Tax (Fees)	6,125.00
Universal Service Fund Surcharge	21,437.50
Total Tax and Surcharges for Ohio	46,966.50 USD
Total Tax and Surcharges	46,966.50 USD

Tax Summary

Description	Amount	Tax
USA 0.00%	245,000.00	46,966.50
Sundry Charges (Tax only)	0.00	0.00
Miscellaneous Credits (Tax Only)	0.00	0.00
Total	245,000.00	46,966.50 USD

SAMPLE DISCONNECT NOTICE

Customer Name
Address
City/Town/Ohio/Zip

Account # _____
Amount Past Due: \$ _____

Dear _____:

Our records indicate that your account has a delinquent balance of \$_____ for Ohio regulated toll services. Failure to pay the amount specified by (DATE) may result in the disconnection of your toll services between the hours of 8:00 a.m. and 5:00 p.m. Eastern Time on (DATE) (*Note: date of disconnection must be at least 7 days after the date this notice is postmarked*). Failure to pay delinquent toll charges will not result in disconnection of your local service.

You may contact us to make an inquiry, to discuss the delinquency, or to make a complaint at the following address, or you may contact our customer service department at the toll-free number listed below. Customer Service Representatives are available Monday through Friday 8:00 a.m. to 5:00 p.m. Eastern Time. Please mail your payment directly to the Company at the address below. The Company has no authorized payment agents in the State of Ohio.

Customer Service Department
Vodafone US Inc.
560 Lexington Avenue, 9th Floor
New York, NY 10022
Telephone: 855.377.8360
Facsimile: 212.731.2699

If your questions are not resolved after you have contacted the company, you may call the Public Utilities Commission of Ohio (PUCO), toll free at the telephone numbers listed below, from 8:00 a.m. to 5:00 p.m. weekdays, or visit the PUCO web site at www.puco.ohio.gov.

Telephone: 1-800-686-1570
1-614-466-3293
TDD/TYY 1-800-686-1570
1-614-466-8180

An additional charge for reconnection may apply if service is disconnected.

EXHIBIT G
Local Service Territories
(Attached)

Competitive Local Exchange Company (CLEC) Exchange Listing Form (**xls format**) (**UPDATED 01-19-11**)

Company Name:
dba:
Certificate
Number:

Vodafone US Inc.

Select Only AT&T Ohio

AT&T Ohio Only

Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes

ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	ADAMS	Winchester	X
AT&T Ohio	ATHENS	Nelsonville	X
AT&T Ohio	BELMONT	Barnesville	X
AT&T Ohio	BELMONT	Bellaire	X
AT&T Ohio	BELMONT	Bethesda	X
		Martins Ferry-	
AT&T Ohio	BELMONT	Bridgeport	X
AT&T Ohio	BELMONT	Somerton	X
AT&T Ohio	BELMONT	St. Clairsville	X
AT&T Ohio	BROWN	Aberdeen	X
AT&T Ohio	BROWN	Ripley	X
AT&T Ohio	BUTLER	Middletown	X
AT&T Ohio	BUTLER	Monroe	X
AT&T Ohio	BUTLER	Trenton	X
AT&T Ohio	CHAMPAIGN	Christiansburg	X
AT&T Ohio	CLARK	Donnelsville	X
AT&T Ohio	CLARK	Enon	X
AT&T Ohio	CLARK	Medway	X
AT&T Ohio	CLARK	New Carlisle	X
AT&T Ohio	CLARK	North Hampton	X
AT&T Ohio	CLARK	Pitchin	X
AT&T Ohio	CLARK	South Charleston	X
AT&T Ohio	CLARK	South Vienna	X
AT&T Ohio	CLARK	Springfield	X
AT&T Ohio	CLARK	Tremont City	X
AT&T Ohio	COLUMBIANA	Columbiana	X
AT&T Ohio	COLUMBIANA	East Liverpool	X
AT&T Ohio	COLUMBIANA	East Palestine	X
AT&T Ohio	COLUMBIANA	Leetonia	X
AT&T Ohio	COLUMBIANA	Lisbon	X
AT&T Ohio	COLUMBIANA	New Waterford	X
AT&T Ohio	COLUMBIANA	Rogers	X
AT&T Ohio	COLUMBIANA	Salem	X
AT&T Ohio	COLUMBIANA	Salineville	X
AT&T Ohio	COLUMBIANA	Wellsville	X
AT&T Ohio	COSHOCTON	Conesville	X
AT&T Ohio	COSHOCTON	Coshocton	X
AT&T Ohio	COSHOCTON	West Lafayette	X
AT&T Ohio	CUYAHOGA	Bedford	X
AT&T Ohio	CUYAHOGA	Berea	X
AT&T Ohio	CUYAHOGA	Brecksville	X

AT&T Ohio	CUYAHOGA	Chagrin Falls	X
AT&T Ohio	CUYAHOGA	Cleveland	X
AT&T Ohio	CUYAHOGA	Gates Mills	X
AT&T Ohio	CUYAHOGA	Hillcrest	X
AT&T Ohio	CUYAHOGA	Independence	X
AT&T Ohio	CUYAHOGA	Montrose [CUY]	X
AT&T Ohio	CUYAHOGA	North Royalton	X
AT&T Ohio	CUYAHOGA	Olmsted Falls	X
AT&T Ohio	CUYAHOGA	Strongsville	X
AT&T Ohio	CUYAHOGA	Terrace	X
AT&T Ohio	CUYAHOGA	Trinity	X
AT&T Ohio	CUYAHOGA	Victory	X
AT&T Ohio	ERIE	Bloomington	X
AT&T Ohio	ERIE	Castalia	X
AT&T Ohio	ERIE	Sandusky	X
AT&T Ohio	FAIRFIELD	Carroll	X
AT&T Ohio	FAIRFIELD	Lancaster	X
AT&T Ohio	FAIRFIELD	Rushville	X
AT&T Ohio	FAIRFIELD	Sugar Grove	X
AT&T Ohio	FAYETTE	Bloomington	X
AT&T Ohio	FAYETTE	Jeffersonville	X
AT&T Ohio	FAYETTE	Milledgeville	X
AT&T Ohio	FAYETTE	Washington Court House	X
AT&T Ohio	FRANKLIN	Alton	X
AT&T Ohio	FRANKLIN	Canal Winchester	X
AT&T Ohio	FRANKLIN	Columbus	X
AT&T Ohio	FRANKLIN	Dublin	X
AT&T Ohio	FRANKLIN	Gahanna	X
AT&T Ohio	FRANKLIN	Grove City	X
AT&T Ohio	FRANKLIN	Groveport	X
AT&T Ohio	FRANKLIN	Harrisburg	X
AT&T Ohio	FRANKLIN	Hilliard	X
AT&T Ohio	FRANKLIN	Lockbourne	X
AT&T Ohio	FRANKLIN	New Albany	X
AT&T Ohio	FRANKLIN	Reynoldsburg	X
AT&T Ohio	FRANKLIN	Westerville	X
AT&T Ohio	FRANKLIN	Worthington	X
AT&T Ohio	GALLIA	Cheshire	X
AT&T Ohio	GALLIA	Gallipolis	X
AT&T Ohio	GALLIA	Guyan	X
AT&T Ohio	GALLIA	Rio Grande	X
AT&T Ohio	GALLIA	Vinton	X
AT&T Ohio	GALLIA	Walnut	X
AT&T Ohio	GEAUGA	Burton	X
AT&T Ohio	GEAUGA	Chesterland	X
AT&T Ohio	GREENE	Beavercreek	X
AT&T Ohio	GREENE	Bellbrook	X
AT&T Ohio	GREENE	Bowersville	X
AT&T Ohio	GREENE	Cedarville	X
AT&T Ohio	GREENE	Fairborn	X
AT&T Ohio	GREENE	Jamestown	X
AT&T Ohio	GREENE	Spring Valley	X

AT&T Ohio	GREENE	Xenia	X
AT&T Ohio	GREENE	Yellow Springs-Clifton	X
AT&T Ohio	HANCOCK	Findlay	X
AT&T Ohio	HIGHLAND	Belfast	X
AT&T Ohio	HIGHLAND	Danville [HIG]	X
AT&T Ohio	HIGHLAND	Hillsboro	X
AT&T Ohio	HIGHLAND	Marshall	X
AT&T Ohio	HIGHLAND	Rainsboro	X
AT&T Ohio	HIGHLAND	Sugar Tree Ridge	X
AT&T Ohio	HOCKING	Murray City	X
AT&T Ohio	JEFFERSON	Mingo Junction	X
AT&T Ohio	JEFFERSON	Steubenville	X
AT&T Ohio	JEFFERSON	Toronto	X
AT&T Ohio	LAKE	Leroy	X
AT&T Ohio	LAKE	Mentor	X
AT&T Ohio	LAKE	Painesville	X
AT&T Ohio	LAKE	Wickliffe	X
AT&T Ohio	LAKE	Willoughby	X
AT&T Ohio	LAWRENCE	Arabia	X
AT&T Ohio	LAWRENCE	Ironton	X
AT&T Ohio	LUCAS	Holland	X
AT&T Ohio	LUCAS	Maumee	X
AT&T Ohio	LUCAS	Toledo	X
AT&T Ohio	LUCAS	Whitehouse	X
AT&T Ohio	MADISON	London	X
AT&T Ohio	MADISON	Sedalia	X
AT&T Ohio	MADISON	South Solon	X
AT&T Ohio	MADISON	West Jefferson	X
AT&T Ohio	MAHONING	Canfield	X
AT&T Ohio	MAHONING	Lowellville	X
AT&T Ohio	MAHONING	North Jackson	X
AT&T Ohio	MAHONING	North Lima	X
AT&T Ohio	MAHONING	Sebring	X
AT&T Ohio	MAHONING	Youngstown	X
AT&T Ohio	MIAMI	Fletcher-Lena	X
AT&T Ohio	MIAMI	Piqua	X
AT&T Ohio	MONROE	Beallsville	X
AT&T Ohio	MONROE	Clarington	X
AT&T Ohio	MONROE	Duffy	X
AT&T Ohio	MONROE	Graysville	X
AT&T Ohio	MONROE	Lewisville	X
AT&T Ohio	MONROE	Woodsfield	X
AT&T Ohio	MONTGOMERY	Centerville [MOT]	X
AT&T Ohio	MONTGOMERY	Dayton	X
AT&T Ohio	MONTGOMERY	Miamisburg-	
AT&T Ohio	MONTGOMERY	W.Carrollton	X
AT&T Ohio	MONTGOMERY	Vandalia	X
AT&T Ohio	MUSKINGUM	Dresden	X
AT&T Ohio	MUSKINGUM	Fultonham	X
AT&T Ohio	MUSKINGUM	Norwich	X
AT&T Ohio	MUSKINGUM	Philo	X
AT&T Ohio	MUSKINGUM	Zanesville	X
AT&T Ohio	PERRY	Corning	X

AT&T Ohio	PERRY	Glenford	X
AT&T Ohio	PERRY	New Lexington	X
AT&T Ohio	PERRY	Roseville	X
AT&T Ohio	PERRY	Shawnee	X
AT&T Ohio	PERRY	Somerset	X
AT&T Ohio	PERRY	Thornville	X
AT&T Ohio	PICKAWAY	New Holland	X
AT&T Ohio	PORTAGE	Atwater	X
AT&T Ohio	PORTAGE	Kent	X
AT&T Ohio	PORTAGE	Mantua	X
AT&T Ohio	PORTAGE	Mogadore	X
AT&T Ohio	PORTAGE	Ravenna	X
AT&T Ohio	PORTAGE	Rootstown	X
AT&T Ohio	SANDUSKY	Fremont	X
AT&T Ohio	SANDUSKY	Lindsey	X
AT&T Ohio	SENECA	Fostoria	X
AT&T Ohio	SENECA	New Riegel	X
AT&T Ohio	SENECA	Tiffin	X
AT&T Ohio	STARK	Alliance	X
AT&T Ohio	STARK	Canal Fulton	X
AT&T Ohio	STARK	Canton	X
AT&T Ohio	STARK	Hartville	X
AT&T Ohio	STARK	Louisville	X
AT&T Ohio	STARK	Magnolia-Waynesburg	X
AT&T Ohio	STARK	Marlboro	X
AT&T Ohio	STARK	Massillon	X
AT&T Ohio	STARK	Navarre	X
AT&T Ohio	STARK	North Canton	X
AT&T Ohio	STARK	Uniontown	X
AT&T Ohio	SUMMIT	Akron	X
AT&T Ohio	SUMMIT	Greensburg	X
AT&T Ohio	SUMMIT	Manchester [SUM]	X
AT&T Ohio	TRUMBULL	Girard	X
AT&T Ohio	TRUMBULL	Hubbard	X
AT&T Ohio	TRUMBULL	Kirtland	X
AT&T Ohio	TRUMBULL	Niles	X
AT&T Ohio	TRUMBULL	Sharon	X
AT&T Ohio	TUSCARAWAS	Gnadenhutten	X
AT&T Ohio	TUSCARAWAS	Newcomerstown	X
AT&T Ohio	TUSCARAWAS	Uhrichsville	X
AT&T Ohio	WARREN	Franklin	X
AT&T Ohio	WASHINGTON	Belpre	X
AT&T Ohio	WASHINGTON	Marietta	X
AT&T Ohio	WASHINGTON	New Matamoras	X
AT&T Ohio	WASHINGTON	Newport	X
AT&T Ohio	WAYNE	Dalton	X
AT&T Ohio	WOOD	Perrysburg	X
AT&T Ohio	WYANDOT	Upper Sandusky	X

Company Name: Vodafone US Inc.
dba:
Certificate Number:

*Select Only United
 Telephone dba Embarq*

United dba Embarq Only

Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes
Now Known As CenturyLink

ILEC	COUNTY	EXCHANGE	PMA
United Telephone dba Embarq	ALLEN	Beaverdam	X
United Telephone dba Embarq	ALLEN	Bluffton	X
United Telephone dba Embarq	ALLEN	Cairo	X
United Telephone dba Embarq	ALLEN	Delphos	X
United Telephone dba Embarq	ALLEN	Elida	X
United Telephone dba Embarq	ALLEN	Gomer	X
United Telephone dba Embarq	ALLEN	Lafayette	X
United Telephone dba Embarq	ALLEN	Lima	X
United Telephone dba Embarq	ALLEN	Westminster	X
United Telephone dba Embarq	ASHTABULA	Andover	X
United Telephone dba Embarq	ASHTABULA	Jefferson	X
United Telephone dba Embarq	ASHTABULA	New Lyme	X
United Telephone dba Embarq	ATHENS	Glouster	X
United Telephone dba Embarq	AUGLAIZE	Waynesfield	X
United Telephone dba Embarq	CHAMPAIGN	North Lewisburg	X
United Telephone dba Embarq	CHAMPAIGN	Rosewood	X
United Telephone dba Embarq	CRAWFORD	Bucyrus	X
United Telephone dba Embarq	CRAWFORD	Chatfield	X
United Telephone dba Embarq	CRAWFORD	Lykens	X
United Telephone dba Embarq	CRAWFORD	New Winchester	X
United Telephone dba Embarq	DARKE	Ansonia	X
United Telephone dba Embarq	DARKE	Arcanum	X
United Telephone dba Embarq	DARKE	Bradford	X
United Telephone dba Embarq	DARKE	Gettysburg	X
United Telephone dba Embarq	DARKE	Greenville	X
United Telephone dba Embarq	DARKE	Hollansburg	X
United Telephone dba Embarq	DARKE	New Madison	X
United Telephone dba Embarq	DARKE	Rosburg	X
United Telephone dba Embarq	DARKE	Versailles	X
United Telephone dba Embarq	DEFIANCE	Defiance	X
United Telephone dba Embarq	DEFIANCE	Jewell	X
United Telephone dba Embarq	DELAWARE	Sunbury	X
United Telephone dba Embarq	FULTON	Archbold	X
United Telephone dba Embarq	FULTON	Lyons	X
United Telephone dba Embarq	FULTON	Metamora	X
United Telephone dba Embarq	FULTON	Swanton	X
United Telephone dba Embarq	FULTON	Wauseon	X
United Telephone dba Embarq	HARDIN	Ada	X
United Telephone dba Embarq	HARDIN	Alger	X
United Telephone dba Embarq	HARDIN	Dunkirk	X
United Telephone dba Embarq	HARDIN	Mount Victory	X
United Telephone dba Embarq	HARDIN	Ridgeway	X

United Telephone dba Embarq	HENRY	Deshler	X
United Telephone dba Embarq	HENRY	Florida	X
United Telephone dba Embarq	HENRY	Gerald	X
United Telephone dba Embarq	HENRY	Grelton-Malinta	X
United Telephone dba Embarq	HENRY	Hamler	X
United Telephone dba Embarq	HENRY	Holgate	X
United Telephone dba Embarq	HENRY	Liberty Center	X
United Telephone dba Embarq	HENRY	Napoleon	X
United Telephone dba Embarq	HOLMES	Big Prairie	X
United Telephone dba Embarq	HOLMES	Glenmont	X
United Telephone dba Embarq	HOLMES	Holmesville	X
United Telephone dba Embarq	HOLMES	Killbuck	X
United Telephone dba Embarq	HOLMES	Millersburg	X
United Telephone dba Embarq	HOLMES	Nashville	X
United Telephone dba Embarq	KNOX	Centerburg	X
United Telephone dba Embarq	KNOX	Danville [KNO]	X
United Telephone dba Embarq	KNOX	Fredericktown	X
United Telephone dba Embarq	KNOX	Gambier	X
United Telephone dba Embarq	KNOX	Martinsburg	X
United Telephone dba Embarq	KNOX	Mount Vernon	X
United Telephone dba Embarq	LICKING	Alexandria	X
United Telephone dba Embarq	LICKING	Croton	X
United Telephone dba Embarq	LICKING	Hebron	X
United Telephone dba Embarq	LICKING	Johnstown	X
United Telephone dba Embarq	LICKING	Pataskala	X
United Telephone dba Embarq	LICKING	Utica-Homer	X
United Telephone dba Embarq	LOGAN	Belle Center	X
United Telephone dba Embarq	LOGAN	Bellefontaine	X
United Telephone dba Embarq	LOGAN	De Graff	X
United Telephone dba Embarq	LOGAN	East Liberty	X
United Telephone dba Embarq	LOGAN	Huntsville	X
United Telephone dba Embarq	LOGAN	Rushsylvania	X
United Telephone dba Embarq	LOGAN	Russells Point	X
United Telephone dba Embarq	LOGAN	West Liberty	X
United Telephone dba Embarq	LOGAN	West Mansfield	X
United Telephone dba Embarq	LUCAS	Richfield Center-Berkey	X
United Telephone dba Embarq	LUCAS	Waterville	X
United Telephone dba Embarq	MAHONING	Berlin Center	X
United Telephone dba Embarq	MAHONING	Damascus	X
United Telephone dba Embarq	MAHONING	North Benton	X
United Telephone dba Embarq	MARION	Caledonia	X
United Telephone dba Embarq	MERCER	Rockford	X
United Telephone dba Embarq	MORGAN	Chesterhill	X
United Telephone dba Embarq	MORGAN	McConnelsville	X
United Telephone dba Embarq	MORGAN	Pennsville	X
United Telephone dba Embarq	MORGAN	Reinersville-Hackney	X
United Telephone dba Embarq	MORGAN	Stockport	X
United Telephone dba Embarq	MORROW	Cardington	X
United Telephone dba Embarq	MORROW	Chesterville	X
United Telephone dba Embarq	MORROW	Johnsville	X
United Telephone dba Embarq	MORROW	Marengo	X
United Telephone dba Embarq	MORROW	Mount Gilead	X
United Telephone dba Embarq	MUSKINGUM	Adamsville	X

United Telephone dba Embarq	MUSKINGUM	Fazeysburg	X
United Telephone dba Embarq	PERRY	Crooksville	X
United Telephone dba Embarq	PERRY	Junction City	X
United Telephone dba Embarq	PICKAWAY	Mount Sterling	X
United Telephone dba Embarq	PORTAGE	Lake Milton	X
United Telephone dba Embarq	PORTAGE	Wayland	X
United Telephone dba Embarq	PORTAGE	Windham	X
United Telephone dba Embarq	PREBLE	Camden	X
United Telephone dba Embarq	PREBLE	Eaton	X
United Telephone dba Embarq	PREBLE	Eldorado	X
United Telephone dba Embarq	PREBLE	New Paris	X
United Telephone dba Embarq	PREBLE	West Manchester	X
United Telephone dba Embarq	PUTNAM	Ottawa	X
United Telephone dba Embarq	RICHLAND	Adario	X
United Telephone dba Embarq	RICHLAND	Bellville	X
United Telephone dba Embarq	RICHLAND	Butler	X
United Telephone dba Embarq	RICHLAND	Lexington	X
United Telephone dba Embarq	RICHLAND	Lucas	X
United Telephone dba Embarq	RICHLAND	Mansfield	X
United Telephone dba Embarq	RICHLAND	Shelby	X
United Telephone dba Embarq	RICHLAND	Shiloh	X
United Telephone dba Embarq	SANDUSKY	Woodville	X
United Telephone dba Embarq	SENECA	Green Springs	X
United Telephone dba Embarq	SENECA	Old Fort	X
United Telephone dba Embarq	SHELBY	Anna	X
United Telephone dba Embarq	SHELBY	Botkins	X
United Telephone dba Embarq	SHELBY	Fort Loramie	X
United Telephone dba Embarq	SHELBY	Jackson Center	X
United Telephone dba Embarq	SHELBY	Sidney	X
United Telephone dba Embarq	TRUMBULL	Bristolville	X
United Telephone dba Embarq	TRUMBULL	Cortland	X
United Telephone dba Embarq	TRUMBULL	Greene	X
United Telephone dba Embarq	TRUMBULL	Hartford	X
United Telephone dba Embarq	TRUMBULL	Johnston	X
United Telephone dba Embarq	TRUMBULL	Kinsman	X
United Telephone dba Embarq	TRUMBULL	Newton Falls	X
United Telephone dba Embarq	TRUMBULL	Warren	X
United Telephone dba Embarq	UNION	Byhalia	X
United Telephone dba Embarq	UNION	Magnetic Springs	X
United Telephone dba Embarq	UNION	Marysville	X
United Telephone dba Embarq	UNION	Milford Center	X
United Telephone dba Embarq	UNION	Raymond	X
United Telephone dba Embarq	UNION	York Center	X
United Telephone dba Embarq	VAN WERT	Van Wert	X
United Telephone dba Embarq	VAN WERT	Venedocia	X
United Telephone dba Embarq	WARREN	Lebanon	X
United Telephone dba Embarq	WARREN	Mason	X
United Telephone dba Embarq	WARREN	Morrow	X
United Telephone dba Embarq	WARREN	South Lebanon	X
United Telephone dba Embarq	WARREN	Waynesville	X
United Telephone dba Embarq	WASHINGTON	Bartlett	X
United Telephone dba Embarq	WAYNE	Apple Creek	X
United Telephone dba Embarq	WAYNE	Fredericksburg	X

United Telephone dba Embarq	WAYNE	Kidron	X
United Telephone dba Embarq	WAYNE	Marshallville	X
United Telephone dba Embarq	WAYNE	Orrville	X
United Telephone dba Embarq	WAYNE	Rittman	X
United Telephone dba Embarq	WAYNE	Shreve	X
United Telephone dba Embarq	WAYNE	Smithville	X
United Telephone dba Embarq	WAYNE	Sterling	X
United Telephone dba Embarq	WAYNE	Wooster	X
United Telephone dba Embarq	WILLIAMS	Stryker	X
United Telephone dba Embarq	WOOD	Bloomdale	X
United Telephone dba Embarq	WOOD	Cygnnet	X
United Telephone dba Embarq	WOOD	Luckey	X
United Telephone dba Embarq	WOOD	Moline	X
United Telephone dba Embarq	WOOD	Portage	X
United Telephone dba Embarq	WOOD	Risingsun	X
United Telephone dba Embarq	WOOD	Stony Ridge	X

Company Name: Vodafone US Inc.
 dba:
 Certificate
 Number:

Select Only Verizon
 North
 Now Frontier

Verizon North Only

Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes

ILEC	COUNTY	EXCHANGE	PMA
Frontier	ADAMS	Manchester [ADA]	X
Frontier	ADAMS	Peebles	X
Frontier	ADAMS	Seaman	X
Frontier	ADAMS	West Union	X
Frontier	ALLEN	Spencerville	X
Frontier	ASHLAND	Ashland	X
Frontier	ASHLAND	Hayesville	X
Frontier	ASHLAND	Loudonville	X
Frontier	ASHLAND	Perrysville	X
Frontier	ASHLAND	Polk	X
Frontier	ASHLAND	Redhaw	X
Frontier	ASHLAND	Savannah	X
Frontier	ATHENS	Albany	X
Frontier	ATHENS	Amesville	X
Frontier	ATHENS	Athens	X
Frontier	ATHENS	Guysville	X
Frontier	ATHENS	New Marshfield	X
Frontier	ATHENS	Shade	X
Frontier	ATHENS	The Plains	X
Frontier	AUGLAIZE	Minster	X
Frontier	AUGLAIZE	New Bremen	X
Frontier	AUGLAIZE	St. Marys	X
Frontier	BELMONT	Flushing	X
Frontier	BROWN	Decatur	X
Frontier	BROWN	Georgetown	X
Frontier	BROWN	Hamersville	X
Frontier	BROWN	Higginsport	X
Frontier	BROWN	Mount Orab	X
Frontier	BROWN	Russellville	X
Frontier	BROWN	Sardinia	X
Frontier	BUTLER	Morning Sun	X
Frontier	BUTLER	Oxford	X
Frontier	CARROLL	Carrollton	X
Frontier	CARROLL	Dellroy	X
Frontier	CARROLL	Harlem Springs	X
Frontier	CARROLL	Malvern	X
Frontier	CARROLL	Mechanicstown	X
Frontier	CHAMPAIGN	Mechanicsburg	X
Frontier	CHAMPAIGN	Woodstock	X
Frontier	CLARK	Catawba	X
Frontier	CLERMONT	Felicity	X

Frontier	CLINTON	Blanchester	X
Frontier	CLINTON	Clarksville	X
Frontier	CLINTON	Martinsville	X
Frontier	CLINTON	New Burlington	X
Frontier	CLINTON	New Vienna	X
Frontier	CLINTON	Port William	X
Frontier	CLINTON	Sabina	X
Frontier	CLINTON	Wilmington	X
Frontier	COLUMBIANA	East Rochester	X
Frontier	COLUMBIANA	Hanoverton	X
Frontier	COLUMBIANA	North Georgetown	X
Frontier	COLUMBIANA	Winona	X
Frontier	COSHOCTON	Cooperdale	X
Frontier	COSHOCTON	Warsaw	X
Frontier	CRAWFORD	Crestline	X
Frontier	CRAWFORD	Galion	X
Frontier	CRAWFORD	New Washington	X
Frontier	DARKE	North Star	X
Frontier	DARKE	Yorkshire	X
Frontier	DEFIANCE	Hicksville	X
Frontier	DEFIANCE	Ney	X
Frontier	DELAWARE	Ashley	X
Frontier	DELAWARE	Cheshire Center	X
Frontier	DELAWARE	Delaware	X
Frontier	DELAWARE	Kilbourne	X
Frontier	DELAWARE	Ostrander	X
Frontier	DELAWARE	Radnor	X
Frontier	DELAWARE	Rathbone	X
Frontier	ERIE	Berlin Heights	X
Frontier	ERIE	Huron	X
Frontier	ERIE	Kelleys Island	X
Frontier	ERIE	Milan	X
Frontier	FAIRFIELD	Amanda	X
Frontier	FAIRFIELD	Baltimore	X
Frontier	FAIRFIELD	Bremen	X
Frontier	FAIRFIELD	Millersport	X
Frontier	FAIRFIELD	Pleasantville	X
Frontier	FULTON	Fayette	X
Frontier	GUERNSEY	Byesville	X
Frontier	GUERNSEY	Cambridge	X
Frontier	HANCOCK	Arlington	X
Frontier	HANCOCK	Jenera	X
Frontier	HANCOCK	McComb	X
Frontier	HANCOCK	Mount Blanchard	X
Frontier	HANCOCK	Rawson	X
Frontier	HANCOCK	Van Buren	X
Frontier	HARDIN	Forest	X
Frontier	HARRISON	Bowerston	X
Frontier	HARRISON	Cadiz	X
Frontier	HARRISON	Freeport	X
Frontier	HARRISON	Jewett	X
Frontier	HARRISON	Scio	X
Frontier	HIGHLAND	Greenfield	X

Frontier	HIGHLAND	Leesburg	X
Frontier	HIGHLAND	Lynchburg	X
Frontier	HIGHLAND	Mowrystown	X
Frontier	HIGHLAND	Sinking Spring	X
Frontier	HOCKING	Laurelville	X
Frontier	HOCKING	Logan	X
Frontier	HOLMES	Berlin	X
Frontier	HOLMES	Lakeville	X
Frontier	HURON	Bellevue	X
Frontier	HURON	Greenwich	X
Frontier	HURON	Monroeville	X
Frontier	HURON	New London	X
Frontier	HURON	Norwalk	X
Frontier	HURON	Wakeman	X
Frontier	HURON	Willard	X
Frontier	JACKSON	Jackson	X
Frontier	JACKSON	Oak Hill	X
Frontier	JACKSON	Wellston	X
Frontier	JEFFERSON	Adena	X
Frontier	JEFFERSON	Amsterdam	X
Frontier	JEFFERSON	Bergholz	X
Frontier	JEFFERSON	Brilliant	X
Frontier	JEFFERSON	Dillonvale-Mt. Pleasant	X
Frontier	JEFFERSON	Knoxville	X
Frontier	JEFFERSON	Richmond	X
Frontier	JEFFERSON	Smithfield	X
Frontier	JEFFERSON	Tiltonsville	X
Frontier	LAWRENCE	Chesapeake	X
Frontier	LORAIN	Grafton	X
Frontier	LORAIN	North Eaton	X
Frontier	LORAIN	Oberlin	X
Frontier	LORAIN	Wellington	X
Frontier	LUCAS	Curtice-Oregon	X
Frontier	LUCAS	Sylvania	X
Frontier	MADISON	Resaca	X
Frontier	MARION	Green Camp	X
Frontier	MARION	Larue	X
Frontier	MARION	Marion	X
Frontier	MARION	Morral	X
Frontier	MARION	Prospect	X
Frontier	MARION	Waldo	X
Frontier	MEDINA	Brunswick	X
Frontier	MEDINA	Chatham	X
Frontier	MEDINA	Homerville	X
Frontier	MEDINA	Lodi	X
Frontier	MEDINA	Medina	X
Frontier	MEDINA	Seville	X
Frontier	MEDINA	Sharon Center	X
Frontier	MEDINA	Spencer	X
Frontier	MEDINA	Valley City	X
Frontier	MEDINA	Wadsworth	X
Frontier	MEDINA	Westfield Center	X
Frontier	MEIGS	Letart Falls	X

Frontier	MEIGS	Pomeroy	X
Frontier	MEIGS	Portland	X
Frontier	MERCER	Celina	X
Frontier	MERCER	Coldwater	X
Frontier	MERCER	Fort Recovery	X
Frontier	MERCER	Maria Stein	X
Frontier	MERCER	Mendon	X
Frontier	MIAMI	Laura	X
Frontier	MIAMI	Tipp City	X
Frontier	MIAMI	Troy	X
Frontier	MIAMI	West Milton	X
Frontier	MONTGOMERY	Brookville	X
Frontier	MONTGOMERY	Englewood	X
Frontier	MONTGOMERY	Farmersville	X
Frontier	MONTGOMERY	Liberty	X
Frontier	MONTGOMERY	New Lebanon	X
Frontier	MONTGOMERY	Phillipsburg	X
Frontier	MONTGOMERY	Trotwood	X
Frontier	MUSKINGUM	New Concord	X
Frontier	NOBLE	Caldwell	X
Frontier	NOBLE	Dexter City	X
Frontier	NOBLE	Summerfield	X
Frontier	OTTAWA	Elmore	X
Frontier	OTTAWA	Genoa	X
Frontier	OTTAWA	Marblehead	X
Frontier	OTTAWA	Oak Harbor	X
Frontier	OTTAWA	Port Clinton	X
Frontier	OTTAWA	Put-In-Bay	X
Frontier	PAULDING	Antwerp	X
Frontier	PAULDING	Payne	X
Frontier	PICKAWAY	Ashville	X
Frontier	PICKAWAY	Circleville	X
Frontier	PICKAWAY	Williamsport	X
Frontier	PIKE	Beaver	X
Frontier	PIKE	Idaho	X
Frontier	PIKE	Piketon	X
Frontier	PIKE	Waverly	X
Frontier	PORTAGE	Garrettsville	X
Frontier	PREBLE	Gratis	X
Frontier	PREBLE	Lewisburg	X
Frontier	PREBLE	West Alexandria	X
Frontier	RICHLAND	Plymouth	X
Frontier	SANDUSKY	Clyde	X
Frontier	SANDUSKY	Gibsonburg	X
Frontier	SANDUSKY	Helena	X
Frontier	SCIOTO	Portsmouth	X
Frontier	SENECA	Attica	X
Frontier	SENECA	Bettsville	X
Frontier	SENECA	Bloomville	X
Frontier	SENECA	Republic	X
Frontier	STARK	Beach City	X
Frontier	STARK	Brewster	X
Frontier	STARK	Minerva	X

Frontier	STARK	Paris	X
Frontier	STARK	Wilmot	X
Frontier	SUMMIT	Montrose [SUM]	X
Frontier	TUSCARAWAS	Baltic	X
Frontier	TUSCARAWAS	Bolivar	X
Frontier	TUSCARAWAS	Mineral City	X
Frontier	TUSCARAWAS	New Philadelphia	X
Frontier	TUSCARAWAS	Strasburg	X
Frontier	TUSCARAWAS	Sugarcreek	X
Frontier	UNION	Plain City	X
Frontier	UNION	Richwood	X
Frontier	VAN WERT	Convoy	X
Frontier	VAN WERT	Ohio City	X
Frontier	VAN WERT	Scott	X
Frontier	VAN WERT	Willshire-Wren	X
Frontier	VINTON	McArthur	X
Frontier	VINTON	Wilkesville	X
Frontier	WASHINGTON	Barlow	X
Frontier	WASHINGTON	Beverly	X
Frontier	WASHINGTON	Lowell	X
Frontier	WASHINGTON	Lower Salem	X
Frontier	WASHINGTON	Watertown	X
Frontier	WAYNE	Burbank	X
Frontier	WAYNE	Congress	X
Frontier	WAYNE	Creston	X
Frontier	WAYNE	West Salem	X
Frontier	WILLIAMS	Bryan	X
Frontier	WILLIAMS	Edgerton	X
Frontier	WILLIAMS	Edon	X
Frontier	WILLIAMS	Evansport	X
Frontier	WILLIAMS	Montpelier	X
Frontier	WILLIAMS	Pioneer	X
Frontier	WILLIAMS	West Unity	X
Frontier	WOOD	Bowling Green	X
Frontier	WOOD	Grand Rapids	X
Frontier	WOOD	Haskins-Tontogany	X
Frontier	WOOD	North Baltimore	X
Frontier	WOOD	Pemberville	X
Frontier	WOOD	Wayne-Bradner	X
Frontier	WOOD	Weston	X
Frontier	WYANDOT	Carey	X
Frontier	WYANDOT	Harpster	X
Frontier	WYANDOT	Nevada	X
Frontier	WYANDOT	Wharton	X

Company Name:
dba:
Certificate
Number:

Vodafone US Inc.

Select Only Cincinnati
Bell

Cinci Bell Only

Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes

ILEC	COUNTY	EXCHANGE	PMA
Cincinnati Bell	BUTLER	Bethany-West Chester	X
Cincinnati Bell	BUTLER	Hamilton	X
Cincinnati Bell	BUTLER	Reily	X
Cincinnati Bell	BUTLER	Seven Mile	X
Cincinnati Bell	BUTLER	Shandon	X
Cincinnati Bell	CLERMONT	Bethel	X
Cincinnati Bell	CLERMONT	Clermont	X
Cincinnati Bell	CLERMONT	Little Miami	X
Cincinnati Bell	CLERMONT	Newtownsville	X
Cincinnati Bell	CLERMONT	Williamsburg	X
Cincinnati Bell	HAMILTON	Cincinnati	X
Cincinnati Bell	HAMILTON	Harrison	X

14.15 1/2 TP ACE

5

Per the Commission's 01/19/2011 "Implementation Order" in Case No. 10-1010-TP-ORD
(Effective: 01/20/2011)

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 JM Date Processed SEP 03 2014

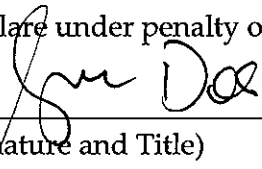
Part IV. – Attestation

Carrier hereby attests to its compliance with pertinent entries and orders issued by the Commission.

I, Megan Doberneck, am an officer of the carrier, Vodafone US Inc. , and am authorized to make statements on its behalf.

I understand that Telephone companies have certain responsibilities to their customers under the Telecommunications Rules (Ohio Adm. Code 4901:1-6). These responsibilities include: warm line service; not committing unfair or deceptive acts and practices; truth in billing requirements; and slamming and preferred carrier freeze requirements. We will comply with the rules of the state of Ohio and understand that non-compliance 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.


_____, General Counsel and Company Secretary
(Signature and Title)

August 21, 2014
(Date)

OHIO TELECOMMUNICATIONS TARIFF

Regulations and Schedule of Charges Applying to
Competitive Local Exchange
And Interexchange
Telecommunications Services
in the State of Ohio

Vodafone US Inc. d/b/a Vodafone Americas

560 Lexington Avenue, 9th Floor
New York, NY 10022

Tariff ("Tariff") contains descriptions, regulations, and rates applicable to the furnishing of competitive, presubscribed local exchange telecommunications Services provided by Vodafone US Inc. ("Company") within the State of Ohio. This Tariff is on file with the Public Utilities Commission of Ohio ("Commission"). This Tariff may also be inspected during normal business hours at Vodafone US Inc.'s principal place of business at 560 Lexington Avenue, 9th Floor New York, NY 10022.

Issued:

Effective:

Issued By:

Blair Rosenthal
Assistant General Counsel
Vodafone US Inc.
560 Lexington Avenue, 9th Floor
New York, NY 10022

RULES AND REGULATIONS

UNDERTAKING OF COMPANY

Liability of Company

Emergency 911 Service

With respect to emergency 911 Service:

1. This Service is offered solely as an aid in handling assistance calls in connection with fire, police and other emergencies. Company is not responsible for any losses, claims, demands, suits or any liability whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or person for any personal injury to or death of any person or persons, and for any loss, damage or destruction of any property, whether owned by the Customer or others, caused or claimed to have been caused by: (1) mistakes, omissions, interruptions, delays, errors or other defects in the provision of this Service, or (2) installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of any equipment and facilities furnishing this Service. In the event that the Company is providing an IP-Enabled Service, its liability, if any shall be limited by the provisions of the 911 NET Act (Pub. L. 110-283) as well as the protections of this Tariff and state law if applicable
2. Neither is Company responsible for any infringement nor invasion of the right of privacy of any person or persons, caused or claimed to have been caused, directly or indirectly, by the installation, operation, failure to operate, maintenance, removal, presence, condition, occasion or use of emergency 911 Service features and the equipment associated therewith, or by any Services furnished by Company including, but not limited to, the identification of the telephone number, address or name associated with the telephone used by the party or parties accessing emergency 911 Service, and which arise out of the negligence or other wrongful act of Company, the Customer, its Authorized Users, agencies or municipalities, or the employees or agents of any one of them.

Issued:

Effective:

Issued By:

Blair Rosenthal
Assistant General Counsel
Vodafone US Inc.
560 Lexington Avenue, 9th Floor
New York, NY 10022

RATES**INTERLATA AND INTRALATA PRESUBSCRIPTION****Rules and Regulations**

New subscribers will be asked to select an intraLATA toll carrier(s) at the time the subscriber places an order to establish local exchange service with Company. Company will process the subscriber's order for interLATA and intraLATA service. The selected carrier(s) will confirm their respective subscriber's verbal selection by third-party verification or return written confirmation notices.

Per line, per change	\$5.50
----------------------	--------

Issued:

Effective:

Issued By:

Blair Rosenthal
Assistant General Counsel
Vodafone US Inc.
560 Lexington Avenue, 9th Floor
New York, NY 10022