

FILE

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS**  
 (Effective: 01/18/2008)

11

In the Matter of the Application of Qualstar  
Communications, Inc.  
 to Approve A Change in Ownership

TRF Docket No. 90- 9144-TP-TRF  
 Case No. 09 - 624-TP - ACO  
 NOTE: Unless you have reserved a Case # or are filing a Contract,  
 leave the "Case No" fields BLANK.

Name of Registrant(s) Qualstar Communications, Inc.  
 DBA(s) of Registrant(s)  
 Address of Registrant(s) 417 Wayne Avenue, Suite 102, P. O. Box 504, Defiance, OH 43512  
 Company Web Address http://www.qualstar.net  
 Regulatory Contact Person(s) Todd Harpest

Phone 419-782-6990  
x110

2009 JUL 23 PM 3:50  
 RECEIVED-DOCKETING DIV  
 PUCO  
 Phone same  
 Phone same

Regulatory Contact Person's Email Address todd.harpest@qualstar.net  
 Contact Person for Annual Report Todd Harpest  
 Address (if different from above)  
 Consumer Contact Information Todd Harpest  
 Address (if different from above) \_\_\_\_\_  
 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.]

**Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.**

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://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.

<b>Carrier Type</b> <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
<b>Tier 1 Regulatory Treatment</b>				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
<b>Tier 2 Regulatory Treatment</b>				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

A/72603208.1

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 Ann Date Processed 7/23/09

# Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Procedural</b>				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

## Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
<b>CMRS Providers</b> See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
<b>Other*</b> (explain)				

\*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s). <b>No tariff changes are part of this application</b>
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <b>No tariff changes are part of this application</b>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. <b>No tariff changes are part of this application</b>
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <b>No notice is required because this transaction will be completely transparent to Qualstar Communications, Inc.'s customers, pursuant to OAC 4901:1-6-14(B)(3).</b>

### Section III. - Attestation

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

#### AFFIDAVIT

##### *Compliance with Commission Rules and Service Standards*

I am an officer/agent of the applicant corporation, Qualstar Communications, Inc. and am authorized to make this statement on its behalf.  
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, 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 declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) 7-23-2009 at (Location) 417 Wayne Ave, Suite 102, Defiance, OH 43512

\*(Signature and Title) Eric Merkel, Vice President (Date) 7-23-2009

- 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, Eric Merkel, verify that I have utilized the Telecommunications Application Form for Routine 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) Eric Merkel, Vice President (Date) 7-23-2009

\*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**

### **ATTACHMENTS**

- |              |   |   |
|--------------|---|---|
| Attachment A | - | Description of Transaction, Notice, and Public Interest |
| Attachment B | - | Certification and Certificate of Good Standing          |
| Attachment C | - | Officers and Directors                                  |

## **ATTACHMENT A**

### **Description of Transaction, Notice and Public Interest**

Defiance Holdings, LLC ("Defiance"), an Ohio limited liability company, is acquiring ownership of all of the outstanding stock in Qualstar Communications, Inc. ("Qualstar"), an Ohio corporation and competitive carrier that holds authority to provide competitive local exchange and intrastate long distance telecommunications services in Ohio.

Although the proposed transaction will result in a change in the ownership of Qualstar, no transfer of certificates, assets or customers will occur as a consequence of the proposed stock transaction. Qualstar will continue to provide service to its existing customers in Ohio under the same rates, terms and conditions. This transaction will be completely transparent to the customers of Qualstar. As a result, no notice to customers is required pursuant to Ohio Administrative Code Section 4901:1-6-14(B)(3).

This application is in the public interest. Following consummation of the proposed transaction, Qualstar will continue to provide the same communications services to its customers without interruption and without change in rates, terms or conditions. The proposed transfer of control will be seamless and transparent to the customers of Qualstar, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

Any questions on this application should be directed to the following:

M. Gavin McCarty  
Mitchell D. Goldsmith  
Shefsky & Froelich Ltd.  
111 E. Wacker Drive  
Suite 2800  
Chicago, IL 60601  
Tel: (312) 527-4000  
Fax: (312) 527-4011  
Email: [mmccarty@shefskylaw.com](mailto:mmccarty@shefskylaw.com)  
[mgoldsmith@shefskylaw.com](mailto:mgoldsmith@shefskylaw.com)  
Counsel for Qualstar Communications, Inc.

William A. Adams  
Bailey Cavalieri LLC  
10 West Broad Street  
Columbus, Ohio 43215  
Tel: (614) 229-3278  
Fax: (614) 221-0479  
Email: [William.Adams@baileycavalieri.com](mailto:William.Adams@baileycavalieri.com)  
Counsel for Defiance Holdings, LLC

**ATTACHMENT B**

**Certification and Certificate of Good Standing**

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 2/4/2000	200003500108	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	10.00	0.00	0.00	0.00
TOTAL			85.00	10.00	0.00	0.00	0.00

Return To:  
DOUGLAS DEWOLFE  
417 WAYNE AVE  
DEFIANCE, OH 43512-0000

-----cut along the dotted line-----



*The State of Ohio*  
 *Certificate* 

*Secretary of State - J. Kenneth Blackwell*

**1129962**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for QUALSTAR COMMUNICATIONS, INC. and that said business records show the filing and recording of:*

Document(s)  
DOMESTIC ARTICLES/FOR PROFIT

Document No(s):  
200003500108

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 2nd day of  
February, A.D. 2000

  
J. Kenneth Blackwell  
Secretary of State

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

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **QUALSTAR COMMUNICATIONS, INC.**, an Ohio corporation, Charter No. 1129962, having its principal location in Defiance, County of Defiance, was incorporated on February 02, 2000 and is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 21st day of July, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009202J29ABC



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/17/2009	200910700440	ARTICLES OF ORGNZTN/DOM, PROFIT LIM.LIAB. CO. (LCP)	125.00	.00	.00	.00	.00

**Receipt**

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

BAILEY CAVALIERI LLC  
10 WEST BROAD STREET  
SUITE 2100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jennifer Brunner**

**1851110**

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

**DEFIANCE HOLDINGS, LLC**

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

Document(s)

**ARTICLES OF ORGNZTN/DOM. PROFIT LIM.LIAB. CO.**

Document No(s):

**200910700440**



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 April, A.D.  
2009.

Ohio Secretary of State

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

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **DEFIANCE HOLDINGS, LLC**, an Ohio For Profit Limited Liability Company, Registration Number 1851110, was organized within the State of Ohio on April 16, 2009, is currently in **FULL FORCE AND EFFECT** upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 21st day of July, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

**Ohio Secretary of State**

**Validation Number: V2009202J648E2**

**ATTACHMENT C**

**List of Directors and Officers**

**Qualstar Communications, Inc.**

Todd Harpest, President and Director  
Eric Merkel, Vice President and Director  
Julie Latham, Secretary/Treasurer and Director

All directors and officers may be contacted at the company's principal place of business 417 Wayne Avenue, Suite 102, P.O. Box 504, Defiance, OH 43512.

**Defiance Holdings, LLC**

Phillip D. Maag, President and Board of Managers  
Michael Woodring, Vice President and Board of Managers  
Eric Roughton, Secretary and Board of Managers  
Tami Pontius, Treasurer  
Kenneth Marckel, Board of Managers  
Richard Wagner, Board of Managers  
John Wirth, Board of Managers

All officers and board members can be contacted at 417 Wayne Avenue, Suite 102, P.O. Box 504, Defiance, OH 43512, (419) 438-0357.