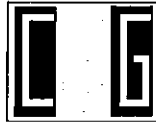


FILE



09-1061-TRACE

37

The CommLaw Group

HELEIN & MARASHLIAN, LLC
1420 Spring Hill Road
Suite 205
McLean, Virginia 22102

Telephone: (703) 714-1300
Facsimile: (703) 714-1330
E-mail: mail@CommLawGroup.com
Website: www.CommLawGroup.com

Writer's Direct Dial Number
703-714-1319

Writer's E-mail Address
mpd@commlawgroup.com

November 4, 2009

Via Overnight Courier

Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215-3793

PUCO

2009 NOV -5 PM 1:03

RECEIVED-DOCKETING DIV

**Re: Grasshopper Group of MA, LLC
Telecommunications Application Form for Routine Proceedings and
Telecommunications Supplemental Application Form for Carrier Certification**

Ladies and Gentlemen:

On behalf of Grasshopper Group of MA, LLC ("Grasshopper"), transmitted herewith are an original plus seven (7) copies of its Telecommunications Application Form for Routine Proceedings and Telecommunications Supplemental Application Form for Carrier Certification. Also enclosed is an original plus seven (7) copies of Grasshopper's "Verified Motion for Protective Order." Three (3) copies of the documents for which confidential treatment is requested are enclosed in a sealed envelope with each page marked "CONFIDENTIAL."

An additional copy of this transmittal letter is also enclosed, to be date-stamped and returned in the postage prepaid envelope provided.

Should there be any questions regarding this matter, kindly contact the undersigned.

Respectfully submitted,

Michael P. Donahue
Regulatory Counsel

Enclosures

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 And Date Processed 11/5/09

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

In the Matter of the Application of)
Grasshopper Group of MA, LLC)
To provide resold interexchange services in Ohio)

TRF Docket No. 90-_____

Case No. 04-1061-TP-ACE

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

Name of Registrant(s) Grasshopper Group of MA, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 197 1st Avenue, Suite 200, Needham, Massachusetts 02494

Company Web Address www.grasshopper.com

Regulatory Contact Person(s) Michael P. Donahue, Esq.

Phone (703) 714-1319

Fax (703) 714-1330

Regulatory Contact Person's Email Address mpd@commlawgroup.com

Contact Person for Annual Report Don Schiavone, Vice President of Operations

Phone (800) 820-8210

Address (if different from above) _____

Consumer Contact Information Don Schiavone, Vice President of Operations

Phone (800) 820-8210

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 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.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input checked="" type="checkbox"/> X CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
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)		
Tier 2 Regulatory Treatment				
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	

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)	X 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 type="checkbox"/> ACO 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)
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)
Procedural				
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 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
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)		
CMRS Providers 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)	
Other* (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	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).

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, Grasshopper Group of MA, LLC, 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) 10/28/09

at (Location) 197 1st Ave, Newbury MA

*(Signature and Title) _____

Co-founder & CEO

(Date)

10/28/09

- 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, Siamak Taghaddos, Co-Founder & CEO of Grasshopper Group of MA, LLC

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) _____

Co-Founder & CEO

(Date)

10/28/09

*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

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

(Effective: 09/19/2007)

(Pursuant to Case Nos. 06-1344-TP-ORD and 06-1345-TP-ORD)

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

In the Matter of the Application of
Grasshopper Group of MA, LLC
to provide resold interexchange services in Ohio

)
)
)
)

Case No. _____ - _____ -TP - _____

Name of Registrant(s) Grasshopper Group of MA, LLC
DBA(s) of Registrant(s) _____
Address of Registrant(s) 197 1st Avenue, Suite 200, Needham, Massachusetts 02494

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

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

List of Required Exhibits

Tariffs: (Include all that apply)

X Interexchange Tariff¹
See Exhibit A

☐ Local Tariff¹

☐ Carrier-to-Carrier (Access) Tariff

Description of Services

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

X Service provisioned via Resale

☐ Service provisioned via Facilities

☐ Both Resold and Facilities-based

X Description of Proposed Services
See Exhibit B

X Statement about the provision of
CTS services See Exhibit B

X Description of the proposed market
area See Exhibit B

X Explanation of how the proposed
services in the proposed market
area are in the public interest.
See Exhibit B

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

Business Requirements

Evidence of Registration with:

X Ohio Department of Taxation See
Exhibit C

X Ohio Secretary of State² &
Certificate of Good Standing See
Exhibit D.

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

- X 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. See Exhibit E.
- X 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. See Exhibit E.
- X Documentation to support the applicant's cash and funding sources. See Exhibit E.

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

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

¹ Detariffed services are regulated but not required to be filed in a tariff. For purposes of Certification, all detariffed services offered must be provided as an exhibit.

² Certification from Ohio Secretary of State (domestic or foreign corporation, authorized use of fictitious name, etc.), and Certificate of Good Standing is required.

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

- X Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP. See Exhibit B.

Documentation attesting to the applicant's managerial ability and corporate structure (cont'd):

- X Verification of compliance with any affiliate transaction requirements See Exhibit B.

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

- X Explanation as to whether rates are derived through (check all applicable): See Exhibit B.

☐ interconnection agreement

☐ retail tariffs

☐ resale tariffs

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

- X 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. Not applicable. See Exhibit B.

Documentation attesting to the applicant's proposed interactions with Customers

- ☐ Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone. Not applicable.

- X Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable) Not applicable. See Exhibit A at pp. _____ and Exhibit B.

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

- X Provide a copy of any customer application form required in order to establish residential service, if applicable. Not applicable. See Exhibit B.

- ☐ 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)

- ☐ If Mirroring the entire ILEC exchanges for both serving area and local calling areas, tariffs may incorporate by reference. If not mirroring the entire ILEC serving and/or local calling areas, the CLEC shall specifically define their service and local calling areas in the tariff.

Affidavit

I am an authorized representative of the applicant corporation Grasshopper Group of MA, LLC
(Name)

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

10/28/11

at

117 1st Ave, Needham, MA

Co-Founder & CEO

(Signature and Title)

(Date)

EXHIBITS

Exhibit A – Interexchange Product Service Guide

Exhibit B – Description of Applicant and Applicant's Services

Exhibit C – Department of Taxation Registration

Exhibit D – Secretary of State Authorization to Transaction Business in Ohio
And Certificate of Good Standing

Exhibit E - Financial Information (Confidential Information submitted under seal)

Exhibit F – Management Background

Exhibit G – Sample Customer Bill and Disconnection Notice

Exhibit A

Interexchange Product Service Guide

TITLE SHEET

OHIO TELECOMMUNICATIONS TARIFF

Customers have certain rights and responsibilities under the Minimum Telephone Service Standards (Ohio Adm. Code 4901:1-5) (MTSS). These safeguards can be found in the Appendix to Ohio Adm. Code 4901:1-5-03, which is entitled "Telephone Customer Rights and Responsibilities." These rights and responsibilities include complaint handling, ordering, or changing service, service repair, payment of bills, and disconnection and reconnection of service.

Information concerning the rates, terms and conditions of service associated with Grasshopper Group of MA, LLC's telecommunications services in the State of Ohio, may be reviewed on the Company's website, www.grasshopper.com.

Issued: November 5, 2009

Effective: December 5, 2009

Dominic Schiavone, Vice President
187 1st Avenue, Suite 200
Needham, Massachusetts 02494

1.1 Payment of Calls

1.1.1 Late Payment Charges

A late payment Charge of the lesser of (1) 1.5% per month or (2) the highest amount allowed by law, will be assessed on all unpaid balances more than thirty days old, except that such late payment charge will not be applied to any previously-applied late payment charges. Late payment charges will be assessed without discrimination.

Issued: November 5, 2009

Effective: December 5, 2009

Dominic Schiavone, Vice President
187 1st Avenue, Suite 200
Needham, Massachusetts 02494

Exhibit B

Description of Applicant and Applicant's Services

DESCRIPTION OF APPLICANT AND SERVICES

I. DESCRIPTION OF APPLICANT

A. Name, Address, Telephone Number, Facsimile Number, Website

Applicant's legal name is Grasshopper Group, LLC ("Grasshopper" or "Applicant").

Applicant is a limited liability company formed under the laws of the Commonwealth of Massachusetts on or about December 4, 2002. Applicant is a privately-held company.

Applicant's principal place of business is:

Grasshopper Group, LLC
197 1st Avenue, Suite 200
Needham, Massachusetts 02494
Telephone: (800) 820-8210
Facsimile: (866) 466-1618
www.grasshopper.com

Applicant's toll-free number for customer complaints and inquiries is (800) 820-8210.

Evidence of Applicant's authority to transact business in Ohio, Certificate of Good Standing and its registration with the Ohio Department of Taxation is attached as Exhibit C and Exhibit D, respectively. The Applicant is currently authorized to provide telecommunications services in New Jersey, by virtue of having registered with Verizon, and in Virginia, which has de-regulated interexchange services, by having registered with the State Corporation Commission. Applicant is currently preparing and submitting applications for Certificates of Authority in the states of Arizona, California, Colorado, Connecticut, Florida, Illinois, Maryland, Michigan, New York, North Carolina, Ohio, Washington and Texas.

B. Officers and Directors

The following persons are the officers and directors of Applicant:

Siamak Taghaddos, Co-Founder and Chief Executive Officer
David Hauser, Chief Technology Officer
Dominic Schiavone Vice President of Operations
Mohammed Taghaddos, Member

All officers and directors can be reached at Applicant's principal place of business provided in Section I.A above. Applicant does not have a formal Board of Directors.

C. Designated Contact

Correspondence or communications pertaining to this Application should be directed to:

Michael P. Donahue
Helein & Marashlian, LLC
The CommLaw Group
1420 Spring Hill Road, Suite 205
McLean, Virginia 22102
Tel: (703) 714-1319
Fax: (703) 714-1330
Email: mpd@CommLawGroup.com

D. Regulatory Contact

Questions, correspondence and all other regulatory matters concerning the ongoing operations of the Applicant following certification should be directed to:

Dominic Schiavone
Vice President of Operations
Grasshopper Group, LLC
197 1st Avenue, Suite 200
Needham, Massachusetts 02494
Tel: (617) 396-5700 x724
Fax: (866) 466-1618
E-mail: dschiavone@grasshopper.com

II. FINANCIAL, MANAGERIAL AND TECHNICAL QUALIFICATIONS

A. Description of Applicant's Financial Qualifications

Grasshopper is financially qualified to provide competitive telecommunications services in Ohio. Attached to Grasshopper's application as Confidential Exhibit E are financial statements for the first three quarters of 2009. This information is being filed under seal pursuant to a request for Protective Order in this docket. Grasshopper has been providing non-regulated enhanced and information services successfully and profitably in other states for several years and anticipates continuing to do so. As demonstrated by the information contained in Confidential Exhibit E, Grasshopper has the liquidity and financial strength to provide the services described in its application to customers in the State of Ohio.

B. Description of Applicant's Managerial and Technical Qualifications

Applicant has the managerial and technical qualifications to provide competitive telecommunications services in Ohio. Grasshopper will rely on the managerial and technical expertise of its management personnel. Applicant's Ohio operations will be directed by Grasshopper's existing corporate management and technical personnel, who are responsible for the company's non-regulated information service and interexchange operations in other states. Attached to the Application as Exhibit F are descriptions of the background of Grasshopper's key personnel, which demonstrates the extensive managerial and technical experience of its management team.

III. PROPOSED SERVICES

A. Description of Services

Applicant seeks authority to provide competitive telecommunications services in the State of Ohio. Applicant seeks statewide authority. Applicant will offer integrated phone service solutions, voicemail processing and other enhanced services to business end-users. Applicant will provide business end-users toll-free and local access numbers to facilitate call conferencing/bridging and long distance service to access enhanced features provided through a Virtual Private Branch Exchange System. Applicant's long distance services are provided through local exchange and/or other connecting carriers from whom Applicant leases underlying facilities and other services. Applicant will continuously monitor and maintain a high level of control over its operations on a 24-hours-a-day, 7-days-a-week basis.

The numbers Applicant resells do not provide dial tone (i.e., they only receive incoming calls). Applicant proposes to offer business customers resold switch-based intrastate, interstate and international long distance services, including:

- Switched inbound toll-free (8XX);
- Dedicated inbound toll-free (8XX);
- Inbound long distance; and
- Call Conferencing

B. Product Service Guide

Applicant's Interexchange Service Product Guide containing the rates, terms and conditions of Applicant's intrastate interexchange service is attached to this Application as Exhibit A.

C. Compliance with Affiliate Transaction Rules

Applicant intends to comply with applicable Commission affiliate transaction rules.

D. Maintaining Records in Accordance with GAAP

Applicant intends to maintain its local telephony records separate and apart from other accounting records in accordance with GAAP.

E. Time-Line for Construction, Interconnection and Offering of Service

Applicant is not seeking authority to provide local exchange services at this time. Applicant intends to resell the services of other competitive carriers and has entered into resale agreements with Level 3 Communications, LLC, and Zone Telecom, and Network Billing Systems.

F. Derivation of Rates

Applicant will derive its rates through the resale agreements it enters into with other carriers.

G. Sample Customer Forms

Applicant does not intend to provide service to residential customers. Attached to this Application as Exhibit G are Applicant's sample bill and disconnection notice.

IV. PUBLIC INTEREST STATEMENT

Applicant's service offerings will enhance competition for telecommunications services in the State of Ohio because the addition of another supplier of service will create a new competitor who will be required to compete in terms of price and quality of service for the business of telephone services consumers. Applicant will make available to its customers innovative, low cost, competitively priced, telecommunications and other services. In addition

to providing subscribers with the cost advantages realized by resale of facilities-based capacity, Applicant's proposed service will help to optimize the use of existing telecommunications facilities and contribute to their efficient use and operation. Petitioner's proposed services will therefore benefit the telephone end users of the State of Ohio.

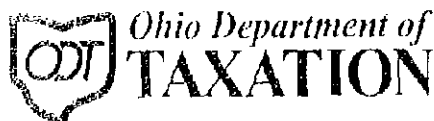
V. CONCLUSION

For the reasons stated above and in the Application, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application for authority to provide resold interexchange telecommunications services in Ohio.

Wherefore, Applicant respectfully requests that the Commission issue an order granting the authority requested in this Application and authorizing Applicant to provide resold interexchange telecommunications services in the State of Ohio.

Exhibit C

Department of Taxation Registration

**REGISTRATION
CONFIRMATION**

*Taxpayer Services
Compliance Support Division
P.O. Box 482215
Columbus, OH 43218-2215
Phone: 1-888-405-4089
Fax: 1-614-466-8892
TTY TDD: 1-800-750-0750
tax.ohio.gov*

11/4/2009

Grasshopper Group LLC
1305 State Bridge Road
Suite 103-304
Alpharetta, GA 30022

RF, Account Type: SELLERS REGISTRATION
Account Number: 99802688
Effective Date: 10/1/2009
Filing Frequency: SEMI-ANNUAL

Dear Taxpayer:

Please verify that the information listed below is complete and accurate. If there are corrections and/or additions, please note them on this form and return it by mail or fax. You may also contact us by telephone or by email through our Web site at

Legal Name:	Grasshopper Group LLC
Federal Employer Identification Number:	061668922
Social Security Number:	
Ohio Charter Number:	

Effective 11/09, electronic filing of sales tax returns is required. You can file and pay your sales tax returns electronically through the Ohio Business Gateway at business.ohio.gov. Payments may be made directly from your bank account (electronic check) or by credit card. For additional electronic filing options, visit the Department of Taxation website at tax.ohio.gov.

The Ohio Department of Taxation must receive all returns and payments on or before the 23rd of the month following the end of the reporting period. Failure to file and pay taxes due in a timely manner may result in the loss of discount and the imposition of interest, penalties and/or additional charges. You must file a return even if you made no taxable sales for the filing period.

If you have questions concerning your tax responsibilities or how to file your return(s) please contact us at 1-888-405-4039.

OHIO DEPARTMENT OF TAXATION
PO BOX 182215, COLUMBUS, OHIO 43218-2215

Grasshopper Group LLC
4305 State Bridge Road
Suite 103-304
Alpharetta, GA 30022

License Type: SELLERS REGISTRATION
Account #: 99802688
Effective Date: 10/1/2009

This is to certify that the above registrant is authorized to make retail sales subject to taxes levied pursuant to Chapter 5739 of the Ohio Revised Code.

A new registration must be obtained if the business is sold or if the form of ownership changes. An ownership change includes, but is not limited to, incorporating a business, changing from a partnership to a sole proprietor, a sole proprietorship to a partnership, or any similar entity change.

Transaction Confirmation and Receipt

Company Name: Grasshopper Group LLC
FEIN: 06-1668922

The following transactions will be sent to the respective agency that administers the service. Please note the session confirmation number when calling the OBG Help Desk (866-644-6468).

If your transaction(s) includes payment, please note that this confirmation acknowledges that payment instructions have been received, but it does not acknowledge that funds have been transferred from your account. Payment instructions may not be processed for reasons that include insufficient funds and prohibited or blocked payments. You should review your account statement to insure that funds have been transferred (settled). For ACH debit payments, settlement is projected to be two business days after the date of this confirmation (or the selected deferred payment date, if applicable). If the date falls on a weekend or holiday, settlement is projected to be two business days after the next business day. The actual settlement date is dependent upon the processing timelines of the agency and their bank.

If multiple agencies are being paid, payment instructions will be processed separately so you will see multiple entries on your account statements.

Date/Time	11/4/2009 12:11 PM
Confirmation #	11467914
Receipt #	5333496

Transaction	Defer Date	ACH	CC	CC Fee	
Sellers Registration	N/A	N/A	N/A	N/A	

Exhibit D

Secretary of State Authorization to Transaction Business in Ohio

and

Certificate of Good Standing

200927801994

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/06/2009	200927801994	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	.00	.00	.00	.00

Receipt

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

CORPORATE FILING SOLUTIONS, LLC
31 ST. JAMES AVE.
STE 850
BOSTON, MA 02116

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1887283

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

GRASSHOPPER GROUP OF MA, LLC

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

Document(s)

REG. OF FOR. PROFIT LIM. LIAB. CO.

Document No(s):

200927801994



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 5th day of October, A.D.
2009.

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

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 GRASSHOPPER GROUP OF MA, LLC, a Massachusetts For Profit Limited Liability Company, Registration Number 1887283, filed on October 05, 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 26th day of October, A.D. 2009*

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

Ohio Secretary of State

Validation Number: V200929901DAAE

CONFIDENTIAL Exhibit E

Financial Information (Confidential Information submitted under seal)

This information is confidential and is being submitted under seal pursuant to a request for

Protective Order in this Docket.

Exhibit F

Management Background

Grasshopper Group, LLC

Management Bios

Siamak Taghaddos

Co-founder and Chief Executive Officer

Siamak Taghaddos oversees the strategic direction of Grasshopper and serves as the company's marketing and creative visionary. A life-long student of branding, Siamak could be described as a one-man, full-service ad agency. Fortunately, his passion for creating effective marketing campaigns is grounded by his desire to create outstanding products and services that truly empower his fellow entrepreneurs. Prior to Grasshopper CEO, Siamak launched a successful communications company serving mobile professionals throughout the United States. He also worked extensively with College Coach, LLC, a Boston-based educational consulting firm, to develop highly targeted, strategic marketing campaigns aimed at the elusive youth market. Siamak has served as a panelist at Harvard Business School, has been a guest speaker at Loyola University School of Business, and serves as a judge for numerous Babson entrepreneurship competitions. Siamak was born in Iran and raised in Boston. He graduated from Babson College with a Bachelor of Science in Entrepreneurship and Marketing. He is also a student of Sun Tzu.

Career Highlights

- Inc. | One of youngest CEOs to be named to Inc.'s List of 500 Fastest-Growing Private Companies in America
- CNN | Featured as part of the series "Young People Who Rock"
- BusinessWeek | One of "Top 5 Entrepreneurs Under 25"
- American Venture Magazine | One of "40 Under 40" young entrepreneurial leaders
- Boston Business Journal | Named one of "40 Under 40" business leaders
- Entrepreneur | Named a small business "Power Player"
- U.S. Small Business Administration | Selected as "Massachusetts Young Entrepreneur of the Year"
- Featured in the Boston Globe, Wall Street Journal, Fox Business, and other media

David Hauser

Co-founder and Chief Technology Officer

David Hauser oversees the strategic direction and operations of Grasshopper and serves as the company's technology visionary. A passionate technologist, he's the guy you go to when you have a question about how the universe operates (or if you simply want to consult his encyclopedic inner search engine). As champion of the company's Core Values and work culture, he strives to create an environment that is professionally and personally rewarding for all employees. David leads multiple departments across Grasshopper including Labs, Engineering, Network Operations, and overall company Operations. A technology start-up veteran, David was co-founder of Return Path, an e-mail performance management company, and founder of WebAds360, an ad-serving technology provider for small and mid-sized

businesses. David's strong entrepreneurial spirit has allowed him to serve as a consultant for various companies as well as a mentor to emerging entrepreneurs through his alma mater, Babson College. David is an Entrepreneurs' Organization (EO) Board Member, and a Member of the Global Advisory Board for Students for the Advancement of Global Entrepreneurship (SAGE). He also judges several young entrepreneur competitions each year. David was born and raised in New York City. David graduated from Babson College with a Bachelor of Science in Business. He also enjoys long walks on the beach.

Career Highlights

- Inc. | One of youngest co-founders to be named to Inc.'s List of 500 Fastest-Growing Private Companies in America
- CNN | Featured as part of the series "Young People Who Rock"
- BusinessWeek | One of "Top 5 Entrepreneurs Under 25"
- American Venture Magazine | One of "40 Under 40" young entrepreneurial leaders
- Entrepreneur | Named a small business "Power Player"
- U.S. Small Business Administration | Selected as "Massachusetts Young Entrepreneur of the Year"
- Featured in multiple publications including the Boston Globe, Business Week and the Wall Street Journal

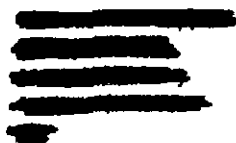
Dominic (Don) Schiavone

Vice President of Operations

Don oversees Grasshopper's enterprise-wide operational processes to create outstanding customer experience and foster tremendous growth. Don boasts a 17-year track record of helping businesses of all sizes scale their operational processes. Before joining Grasshopper, Don was the Co-Founder and Managing Partner of Sagebridge Consulting, LLC, which develops web solutions for entrepreneurs and small businesses. Don also served as Vice President of Professional Services for Granitar Inc., a top-tier Internet consulting firm, where he provided technology solutions to Fortune 1000 clients including State Street Bank, Fidelity, Amtrak, New York Times Digital, and Standard & Poors. In addition, he has held leadership positions at firms such as Mitchell Madison Group, Siemens, Westinghouse, and IBM. Don combines his technical and operational expertise with a passionate, business-driven perspective. He holds a Bachelor of Science degree in Computer and Electrical Engineering from Clarkson University and an MBA from The Wharton School of the University of Pennsylvania.

Exhibit G

Sample Customer Bill and Disconnection Notice



Previous Invoice Amount:-\$60.89

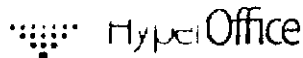
Current Charges:
Recurring Charges \$56.95
Non-Recurring Charges \$0.00
Usage Charges \$0.00
Taxes & Surcharges \$4.80
Total Charges: **\$61.75**
Payments & Credits \$122.64
Balance Due: **\$0.00**

Bill Date: 06/28/09
Usage Period: 05/28/09 - 06/28/09



At Grasshopper, we know that entrepreneurs just like you can change the world, one small business at a time.

That's why we started the Entrepreneur Movement. Watch the video at [http://www.grasshopper.com/entrepreneur](#) and tell everyone you know about Grasshopper.



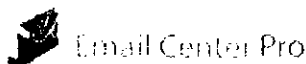
HyperOffice

HyperOffice helps companies to create, innovate, and compete through web-based communication and collaboration technology. Web email, project management tools, and online calendars. Share business information with anyone from anywhere. For more information, visit [http://www.hyperoffice.com](#)



FedEx

FedEx and Grasshopper have teamed up to offer Grasshopper customers special savings on FedEx® shipping, copying, and print services. There is no cost to enroll in the program and there are no minimum shipping quotas. For more information, visit [http://www.fedex.com/grasshopper](#) (Use Passcode LRSRQS)



Email Center Pro

Email Center Pro enables two people to do the work of 10 customer service reps. Enjoy work flow management that will increase productivity and improve the quality of your communication. Use Email Center Pro to treat each message as a relationship -- and a sales opportunity. For more information, visit [http://www.emailcenterpro.com](#)



Statement Summary
Page 2 of 2

Date	Detail	Payment/Credit
05/31/09	Dunning Balance Payment - Paid on Visa ending in [REDACTED]	\$60.90
06/29/09	Monthly Payment - Paid on Visa ending in [REDACTED]	\$61.74
Total Payments & Credits:		\$122.64

Type	Detail	Charge
Current Plan	Offer Charge - 06/28/09 - 07/28/09	\$9.95
Current Package	500 Minutes - 06/28/09 - 07/28/09	\$29.00
Optional Feature	Web & Email Delivery - 06/28/09 - 07/28/09	\$10.00
Optional Feature	ACD Queues - 06/28/09 - 07/28/09	\$8.00
Total Recurring Charges:		\$56.95

Type	Detail	Charge
Tax	Other Tax	\$0.08
Tax	CA High Cost Fund A	\$0.04
Tax	CA Teleconnect Fund	\$0.03
Tax	Telecommunications Relay Service Surcharge	\$0.06
Tax	State High Cost Fund	\$0.08
Tax	E911 Tax	\$0.17
Tax	Utility Users Tax	\$2.22
Tax	P.U.C. Fee	\$0.06
Tax	Universal Lifeline Telephone Service Charge	\$0.37
Tax	Fed Universal Service Fund	\$1.64
Tax	FCC Regulatory Fee (Wireline)	\$0.05
Total Taxes & Surcharges:		\$4.80

Domestic: Calls that are placed inside the United States and its provinces.

Off Shore: Calls placed outside of U.S. borders.

International: Calls placed from a country other than the U.S.

Voice Over: Use of voice talents for recording of main greeting or extensions.

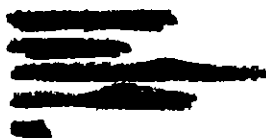
Bonus Minutes: Extra minutes that are credited to your account.

Set Up Support: Help setting up your account and customizing your features.



Statement Summary

Page 1 of 2



Previous Invoice Amount:-\$64.31

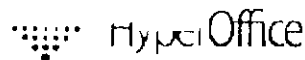
Current Charges:
Recurring Charges \$57.95
Non-Recurring Charges \$0.00
Usage Charges \$0.00
Taxes & Surcharges \$6.79
Total Charges: \$64.74
Payments & Credits \$64.74
Balance Due: \$0.00

Bill Date: 06/30/09
Usage Period: 05/30/09 - 06/30/09



At Grasshopper, we know that entrepreneurs just like you can change the world, one small business at a time.

That's why we started the Entrepreneur Movement. Watch the video at [http://www.grasshopper.com/entrepreneur](#) and tell everyone you know about Grasshopper.



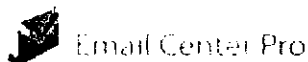
HyperOffice

HyperOffice helps companies to create, innovate, and compete through web-based communication and collaboration technology. Web email, project management tools, and online calendars. Share business information with anyone from anywhere. For more information, visit [http://www.hyperoffice.com](#)



FedEx

FedEx and Grasshopper have teamed up to offer Grasshopper customers special savings on FedEx® shipping, copying, and print services. There is no cost to enroll in the program and there are no minimum shipping quotas. For more information, visit [http://www.fedex.com/grasshopper](#) (Use Passcode LRSRQS)



Email Center Pro

Email Center Pro enables two people to do the work of 10 customer service reps. Enjoy work flow management that will increase productivity and improve the quality of your communication. Use Email Center Pro to treat each message as a relationship -- and a sales opportunity. For more information, visit [http://www.emailcenterpro.com](#)



Statement Summary
Page 2 of 2

Date	Detail	Payment/Credit
07/01/09	Monthly Payment - Paid on American Express ending in [REDACTED]	\$64.74
Total Payments & Credits:		\$64.74

Type	Detail	Charge
Current Plan	Offer Charge - 06/30/09 - 07/30/09	\$9.95
Current Package	1000 Minutes - 06/30/09 - 07/30/09	\$48.00
Total Recurring Charges:		\$57.95

Type	Included	Used	Overage	Rate	Charge
Domestic	1,000 minutes	969.2	0 minutes	\$0.00	\$0.00
Total Minute Charges:					\$0.00

Type	Detail	Charge
Tax	E911 Tax	\$0.24
Tax	P.U.C. Fee	\$0.06
Tax	Sales Tax	\$2.55
Tax	State Universal Service Fund	\$1.16
Tax	Fed Universal Service Fund	\$2.71
Tax	FCC Regulatory Fee (Wireline)	\$0.08
Total Taxes & Surcharges:		\$6.79

Number	Total Minutes	
888-742-4544	969.2	
Total Minutes Used:		969.2

Domestic: Calls that are placed inside the United States and its provinces.

Off Shore: Calls placed outside of U.S. borders.

International: Calls placed from a country other than the U.S.

Voice Over: Use of voice talents for recording of main greeting or extensions.

Bonus Minutes: Extra minutes that are credited to your account.

Set Up Support: Help setting up your account and customizing your features.

Michael Donahue

From: billing@grasshopper.com
Sent: Thursday, October 01, 2009 6:33 PM
To: Steve Swartzlander - Grasshopper
Subject: NOTICE: Failed Credit Card Transaction

Hello UnitTest Dunning Stage 1,

We just tried to process your monthly Grasshopper invoice for \$0, but the credit card (xxxx-xxxx-xxxx-1111) charge was declined.

The reason given for the declined transaction was:
"Declined."

To continue Grasshopper service without interruption, update the credit card on file right now.

Sign in at: <http://portal.grasshopper.com>. Click My Account and then click Update Billing Information.

You can also update your billing information by calling Grasshopper Support at 800-450-2021.

What's next?

You still have your Grasshopper account. You and your callers will still have access to Grasshopper for the next several days, so there's time to update your credit card information.

We'll try again. We'll try to bill your account three more times. If billing fails on the fourth attempt, your account will be canceled until you contact us to update your credit card.

Need to cancel your account?

Go to <http://support.grasshopper.com> Select Cancellations and then click Next. Complete and submit Cancellation Request

Have a question or two? Grasshopper's Support is available 24/7/365 by calling 800-450-2021 or by visiting <http://support.grasshopper.com>.

Thank you for choosing Grasshopper!

Sincerely,
Team Grasshopper

Michael Donahue

From: billing@grasshopper.com
Sent: Thursday, October 01, 2009 6:34 PM
To: Steve Swartzlander - Grasshopper
Subject: NOTICE: Failed Credit Card Transaction, 2nd Attempt

Hello UnitTest Dunning Stage 2,

We just tried to process your monthly Grasshopper invoice for \$0, but the credit card (xxxx-xxxx-xxxx-1111) charge was declined.

The reason given for the declined transaction was:
"Declined."

To continue Grasshopper service without interruption, update the credit card on file right now.

Sign in at: <http://portal.grasshopper.com>. Click My Account and then click Update Billing Information.

You can also update your billing information by calling Grasshopper Support at 800-450-2021.

What's next?

You still have your Grasshopper account. You and your callers will still have access to Grasshopper for the next several days, so there's time to update your credit card information.

We'll try again. We'll try to bill your account two more times. If billing fails on the fourth attempt, your account will be canceled until you contact us to update your credit card.

Need to cancel your account?

Go to <http://support.grasshopper.com>. Select Cancellations and then click Next. Complete and submit Cancellation Request.

Have a question or two? Grasshopper's Support is available 24/7/365 by calling 800-450-2021 or by visiting <http://support.grasshopper.com>.

Thank you for choosing Grasshopper!

Sincerely,
Team Grasshopper

Michael Donahue

From: billing@grasshopper.com
Sent: Thursday, October 01, 2009 6:34 PM
To: Steve Swartzlander - Grasshopper
Subject: NOTICE: Failed Credit Card Transaction, 3rd Attempt

Hello UnitTest Dunning Stage 3,

We just tried to process your monthly Grasshopper invoice for \$0, but your credit card (xxxx-xxxx-xxxx-1111) charge was declined.

The reason given for the declined transaction was:
"Declined."

To continue Grasshopper service without interruption, update the credit card on file right now.

Sign in at: <http://portal.grasshopper.com>. Click My Account and then click Update Billing Information.

You can also update your billing information by calling Grasshopper Support at 800-450-2021.

What's next?

You still have your Grasshopper account. You and your callers will still have access to Grasshopper for the next several days, so there's time to update your credit card information.

We'll try again. We'll try to bill your account one more time. If billing fails on the fourth attempt, your account will be canceled until you contact us to update your credit card.

Need to cancel your account?

Go to <http://support.grasshopper.com>. Select Cancellations and then click Next. Complete and submit Cancellation Request.

Have a question or two? Grasshopper's Support is available 24/7/365 by calling 800-450-2021 or by visiting <http://support.grasshopper.com>.

Thank you for choosing Grasshopper!

Sincerely,
Team Grasshopper

Michael Donahue

From: billing@grasshopper.com
Sent: Thursday, October 01, 2009 6:34 PM
To: Steve Swartzlander - Grasshopper
Subject: NOTICE: Failed Credit Card Transaction, Account Canceled

Hello UnitTest Dunning Stage 4 Account Cancelled,

We've made several attempts to bill the credit card on file for your Grasshopper account (xxxx-xxxx-xxxx-1111). Unfortunately, each of the four attempts to charge your card have been declined. As a result, your Grasshopper account has been canceled.

Please contact us right away to reactivate your account and avoid further interruption of your Grasshopper service.

If you intended to cancel your Grasshopper account, please contact us at 800-450-2021 to pay your outstanding balance. Unpaid balances may be sent to a collections agency.

Have a question or two? Grasshopper's Support is available 24/7/365 by calling 800-450-2021 or by visiting <http://support.grasshopper.com>.

Thank you for choosing Grasshopper!

Sincerely,
Team Grasshopper