

Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

November 7, 2009

VIA OVERNIGHT DELIVERY

Utah Public Service Commission
160 East 300 South
Salt Lake City, UT 84145
Att: Ms. Julie Orchard
Commission Secretary

Re: Petition of Broadvox-CLEC, LLC for Authority to Compete as a
Telecommunications Corporation and to Offer Public Local Exchange and
Interexchange Telecommunications Services - Request for Agency Action

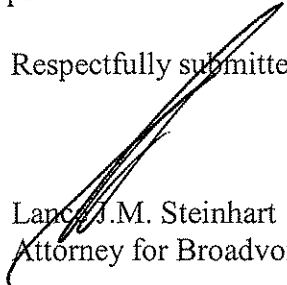
Dear Ms. Orchard:

Enclosed please find for filing an original and fifteen (15) copies of the Petition of Broadvox-CLEC, LLC for Authority to Compete as a Telecommunications Corporation and to Offer Public Local Exchange and Interexchange Telecommunications Services, along with a check in the amount of \$100.00 payable to the Utah PSC to cover the filing fee. An electronic version has also been filed in pdf format to Jennifer Watts at jwatts@utah.gov on November 7, 2009.

APPLICANT HAS ALSO ENCLOSED ONE COPY OF FINANCIAL STATEMENTS AND FIVE YEAR PROJECTIONS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in enclosed pre-addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Broadvox-CLEC, LLC

Enclosures

cc: Alecia Monroe (w/enc)
Jennifer Watts via e-mail: jwatts@utah.gov

1022

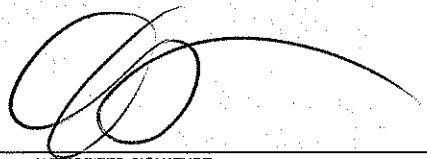
BROADVOX-CLEC, LLC
1228 EUCLID AVE, STE. 390
CLEVELAND, OH 44115

KEYBANK NATIONAL ASSOCIATION
CLEVELAND, OHIO 44114
6-103-410

CHECK NO.	DATE	AMOUNT
1022	May 20, 2009	*****\$100.00

Memo:
One Hundred and 00/100 Dollars
UTAH PUBLIC SERVICE COMMISSION

PAY
TO THE
ORDER
OF:


 AUTHORIZED SIGNATURE

Security features. Details on back.

⑈001022⑈ ⑆041001039⑆ 359681260493⑈

Lance J.M. Steinhart
Lance J.M. Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
Telephone: 770/232-9200
Facsimile: 770/232/9208
E-mail: lsteinhart@telecomcounsel.com
Date Submitted:

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Petition)	
of Broadvox-CLEC, LLC)	
)	DOCKET NO.
for Authority to Compete as a)	
Telecommunications Corporation)	REQUEST FOR AGENCY ACTION
and to offer Interexchange and)	
Public Local Exchange)	
Telecommunications Services)	

Broadvox-CLEC, LLC, ("Broadvox-CLEC") hereby requests agency action from the Utah Public Service Commission (the "Commission") pursuant to the Commission's Rules of Practice and Procedure (Utah Admin. Code R746-100) and Section 63-46b-3 of the Utah Administrative Procedures Act. Broadvox-CLEC petitions the Commission for authority to compete as a telecommunications corporation (as defined at Utah Code Ann. § 54-8b-2(7)) and to compete in providing interexchange and public local exchange telecommunications services (as defined at Utah Code Ann. § 54-8b-2(6)) in Utah. In support of this Request for Agency Action, Broadvox-CLEC alleges as follows:

DESCRIPTION OF PETITIONER

1. Broadvox-CLEC is incorporated in the State of Delaware and is in good standing under the laws of that state. The Company was incorporated on November 18, 2008 as Broadvox-CLEC, LLC. The Company is authorized to do business as a foreign limited liability company in the State of Utah.

2. Broadvox-CLEC, LLC is a wholly-owned operating subsidiary of The Broadvox Holding Company, LLC.

3. Broadvox-CLEC is a Delaware Limited Liability Company with offices located at 1228 Euclid Avenue, Suite 390, Cleveland, Ohio 44115; (216) 373-4623 (Phone); and (216) 373-4812 (Fax). The company's contact for customer complaints is Eugene Blumin, Chief Operating Officer of The Broadvox Holding Company, LLC, Member. The toll-free number for customer service is (877) 884-6597.

The name, address and telephone number (including toll free number from desired Utah service areas) electronic mailing address of the persons responsible for resolving complaints, inquires, and matters concerning rates and price lists and/or tariffs.

Alecia Monroe, Paralegal/Manager of Regulatory Affairs of
The Broadvox Holding Company, LLC, Member
(877) 884-6597
1228 Euclid Avenue, Suite 390, Cleveland, Ohio 44115
(216) 373-4623 (Phone)
agertsburg@broadvox.net (E-mail)

4. Broadvox-CLEC was formed in Delaware to provide a comprehensive package of voice and data telecommunications services to its targeted customers, primarily small to mid-sized business and residential customers. An organization chart listing all the Company employees currently working or that plan to be working in or for Utah operations, their job titles, and responsibilities is attached hereto as Exhibit 10.

5. Broadvox-CLEC has access to the financial and capital necessary to conduct its telecommunications operations as specified herein. Broadvox-CLEC is financially qualified to provide resold and facilities-based/UNE telecommunications services in the State. Broadvox-CLEC's management team has extensive experience in providing telecommunications services. Broadvox-CLEC will rely upon existing financial, personnel and technological resources to provide the proposed local exchange services.

6. Broadvox-CLEC is financially and technically qualified to provide public telecommunications services in the State of Utah and has complied with or will comply with all legal requirements to act as a telecommunications corporation and to provide public telecommunications services in the State of Utah.

JURISDICTION

7. The Commission has jurisdiction to supervise and regulate every public utility in the State of Utah, including telephone corporations, under Utah Code Ann. Title 54 (the "Act").

PROPOSED UTAH SERVICES OF Broadvox-CLEC

8. Broadvox-CLEC hereby petitions the Commission for the legal authority as a telecommunications corporation to provide to provide all forms of intrastate interexchange and local exchange telecommunications services. Upon initiation of service in Utah, Broadvox-CLEC, LLC, (Broadvox-CLEC) proposes to offer resold interexchange and local exchange services, and local services through the use of unbundled network elements. Services will be provided by utilizing the facilities of incumbent local exchange carriers ("LECs") and facilities-based interexchange carriers, such as Qwest, WorldCom, and Global Crossing. Broadvox-CLEC intends to provide all forms of intrastate interexchange and local exchange telecommunications services including:

Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards; and
- D. Data Services.

Local Exchange:

- A. Local Exchange Services for business and residential customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including local dial tone and custom calling features.
- B. Switched local exchange services, including basic service, trunks, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.(the Broadvox-CLEC Services").

Initially, Broadvox-CLEC intends to offer services targeted to the small to mid-sized business customer market within the Broadvox-CLEC Service Territory (defined in paragraph 9).

An implementation schedule pursuant to 47 U.S.C. 252(c) of the Telecommunications Act of 1996 is as follows: The Company intends to commence providing local exchange service for residential and business customers in the 1st quarter of 2009.

9. Applicant seeks statewide authority except within exchange areas with less than 5,000 access lines that are owned or controlled by an ILEC with fewer than 30,000 total access lines in accordance with Utah Code Ann. § 54-8b-2.1 (3) and (4). Specifically, Broadvox-CLEC seeks authority as a reseller and facilities-based provider of interexchange and local exchange services in the service areas of Qwest Communications, Inc. and any other existing or future LECs providing service in Utah (the "Broadvox-CLEC Service Territory"). As service will be provided on a statewide basis and will mirror the service areas of certified local exchange carriers, a service area map is not being submitted at this time.

The Applicant will initially be providing resold local exchange service, and will utilize unbundled network elements, to provide local service in the State of Utah. Should the Applicant decide to install facilities in the State of Utah, Applicant is willing to provide detailed maps of proposed locations of facilities including a description of the specific facilities and services to be deployed at each location when the Applicant submits its first price list prior to beginning service in Utah. Broadvox-CLEC's proposed tariff describing its proposed local exchange services and operations, and relevant terms and conditions will be filed hereafter.

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

10. Broadvox-CLEC hereby petitions the Commission for the issuance of a certificate of public convenience and necessity under Utah Code Ann. § 54-4-25 ("Certificate") for the Broadvox-CLEC Service Territory. Broadvox-CLEC alleges as follows:

a. The entry of Broadvox-CLEC into the public intrastate telecommunications marketplace will enhance the public convenience and necessity. Among other things, Broadvox-CLEC's participation will:

- (1) Provide a wider private investment in the telecommunications infrastructure of the State of Utah;
- (2) Promote consumer choice by expanding the availability of innovative, high quality, reliable and competitively priced public telecommunications services; and
- (3) Increase incentives for other providers of public telecommunications services to improve their responsiveness to consumers, to enhance their productive efficiency, to accelerate product innovation and to adjust service prices continually according to market conditions.

b. The public convenience and necessity requires the issuance of a Certificate to Broadvox-CLEC due to, among other things: (1) the significant benefits of the entry of Broadvox-CLEC to the citizens of Utah enumerated above; (2) the continuing changes in the public demand for public telecommunications services; (3) the rapid advance of telecommunications technology; and (4) the market position, managerial skill and technological expertise of Broadvox-CLEC.

c. Before engaging in regulated activities in geographic areas under the jurisdiction of any local public authority, Broadvox-CLEC will secure and submit to the Commission evidence of any required consent, franchise or permit of the local authority.

d. The proposed operations of Broadvox-CLEC will not conflict with or adversely affect the operations of any existing certificated fixed public utility in the Broadvox-CLEC Service Territory within the meaning of Utah Code Ann. § 54-4-25(3).

e. Broadvox-CLEC will not encroach upon, interrupt, overburden, disrupt or otherwise adversely affect the transmission lines, switches or facilities of any existing fixed public utility within the meaning of Utah Code Ann. § 54-4-25(3).

f. The proposed activities and services of Broadvox-CLEC are not an improper extension into the territory certificated to an existing fixed public utility within the meaning of Utah Code Ann. § 54-4-25(3).

g. The issuance of a Certificate to Broadvox-CLEC is a first and necessary step towards implementation of Broadvox-CLEC's offering of the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory. Other related issues can be resolved through private negotiation, through additional proceedings before the Commission or both. However, resolution of all such issues need not delay the issuance of the Certificate to Broadvox-CLEC.

REQUEST FOR EXEMPTION FROM REGULATION

11. To the extent necessary for the Commission to issue a Certificate and to authorize Broadvox-CLEC to provide the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory, Broadvox-CLEC petitions the Commission to exempt Broadvox-CLEC, pursuant to Chapter 8b of the Act, from certain restrictions and limitations of the Act. The requested exemptions would apply solely to Broadvox-CLEC in its capacity as a telecommunications corporation providing the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory.¹ The requested exemptions include:

¹ Under Utah Code Ann. § 54-8b-3(1), the Commission has authority, upon proper findings, to exempt any telecommunications corporation or any public telecommunications service from any requirement of the Act.

a. An exemption to the extent the Commission determines that the Broadvox-CLEC Services will impermissibly conflict with the services of an existing fixed public utility, or that an exclusive territorial certificate has previously been granted to an existing service provider.

b. An exemption from the general rate making and any cost-of-service based pricing requirements relating to the sale of the Broadvox-CLEC Services.

c. An exemption from the requirements of the Act and any rules promulgated under the Act otherwise applicable to a noncompetitive telephone corporation related to the filing of service and class of service limitations, budgeting and budget filing requirements, tariff filings, the filing of contracts, seeking approval for issuance of securities or for transactions with affiliates, reporting transfers of property, and other similar or related filing, notice and reporting requirements.

d. All CLEC Exemptions set forth in R746-349-7, for both Title 53 and Commission rules, including Uniform System of Accounts, Tariff Filings, and Exchange Maps.

The Applicant is willing to accept only those exemptions listed in Utah Administrative Rule R746-349-7.

12. In support of its petition for exemption, Broadvox-CLEC alleges as follows:

a. In providing the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory, Broadvox-CLEC will be subject to effective competition within the meaning of Utah Code Ann. § 54-8b-3(4)(a). Broadvox-CLEC will be subject to effective competition as shown, among other things, by the following:

(1) Each of the Broadvox-CLEC Services is currently offered by incumbent service providers in the Broadvox-CLEC Service Territory. Such incumbents have facilities in place and offer public telecommunications services in the Broadvox-CLEC Service Territory, which are functionally equivalent to or substitutable for the Broadvox-CLEC Services. Therefore, Broadvox-CLEC will face effective competition when Broadvox-CLEC offers the Broadvox-CLEC Services.

(2) Many of the incumbent telecommunications providers in Utah have nearly a century of operating experience in the intrastate public telecommunications marketplace and have clearly demonstrated they possess the technical ability, the economic substance and have in place or can put into service adequate facilities to provide functionally equivalent or substitutable services to intrastate offerings of Broadvox-CLEC at competitive rates, terms and conditions.

(3) Broadvox-CLEC, with its breadth and extent of its existing and planned network operations, and its proven managerial and technological expertise, has the ability to provide to its customers services which are comparable to and competitive with services currently offered in the Broadvox-CLEC Service Territory. Accordingly, competition is both feasible and practical.

(4) While Broadvox-CLEC, as a new entrant in the public telecommunications services market in Utah, will initially have no market share for its services, it is a strong potential competitor for public telecommunications services.

(5) Existing providers, by definition, are not subject to economic or regulatory barriers to entry. A significant barrier to entry for new entrants in the relevant intrastate telecommunications markets Broadvox-CLEC seeks to enter appear to be regulatory in nature and if regulatory barriers to entry are lowered or eliminated, market forces will accelerate the pace of technological advances which will benefit the public through increased choices and potentially lower cost of service.

(6) Upon the relaxation of existing regulatory barriers to entry, Broadvox-CLEC can enter the market and compete with the incumbent telecommunications service providers. In addition, other qualified competitors will have the potential to enter the market and to compete in the providing of public telecommunications services. The entry of Broadvox-CLEC in the marketplace will also increase competition for price and service of public telecommunications services. Competition will create an incentive for existing service providers to enhance their efficiency and to accelerate technological and service innovations. The result of such innovations will be additional and more convenient services, and greater choice in selecting services and service providers, all of which will benefit and promote the public interest. Competition will also increase system redundancies that can eliminate or mitigate the adverse effects of network failures.

(7) Broadvox-CLEC seeks an exemption to the extent necessary to allow Broadvox-CLEC, as a telecommunications corporation, to provide the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory. Granting the proposed exemptions will not in and of itself alter the regulatory status of public telecommunications services provided by other telecommunications corporations, or the status of any other telecommunications corporations.

a. Authorizing Broadvox-CLEC to provide the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory is in the public interest. Currently, a significant proportion of potential customers in the Broadvox-CLEC Service Territory are customers of an incumbent service provider. The entry of Broadvox-CLEC will afford those customers a choice in local exchange services, which choice is not currently available. Additionally, the granting of this request is and will be in the public interest, among other reasons, because of the following:

- (1) Competition has emerged for many public telecommunications services that were previously thought to be natural monopolies;
- (2) Advancements in telecommunications infrastructure will enhance the public welfare by helping to speed the delivery of new and competitive services;
- (3) Increased competition in public telecommunications

services will encourage infrastructure development and have beneficial effects on the price, universal availability, variety, and quality of public telecommunications services;

(4) The emergence of competition in public telecommunications services has already contributed, and can be expected to continue contributing, to the modernization of the telecommunications infrastructure;

(5) Competition in the local market will, as in the long distance industry and the communications equipment market, bring lower prices and higher quality services;

(6) A diversity of telecommunications carriers enhances the network reliability by providing redundant capacity, thereby lessening the impact of any network failure;

(7) Increasing the availability of interconnection and interoperability among the facilities of telecommunications carriers will help stimulate the development of fair competition among providers;

(8) Access to unbundled network features and functions will enhance the growth of competition and promote the diversity of services available to the public; and

(9) Access to switched, digital telecommunications service for all segments of the population promotes the core First Amendment goals of diverse information sources and diverse means of

disseminating information by enabling individuals and organizations alike to publish and otherwise make information available in electronic form.

b. Broadvox-CLEC will not have any captive customers because all potential customers of Broadvox-CLEC will have access to reasonably available alternative public telecommunications services.

c. Because the Broadvox-CLEC Services will be subject to effective competition, market pressures will establish prices for the Broadvox-CLEC Services that will not exploit customers and which, if efficiently delivered, will provide a fair return to Broadvox-CLEC. The resulting Broadvox-CLEC rates will be just and reasonable, and the Commission, with respect to Broadvox-CLEC, can replace regulatory rate making, which is only a substitute for effective competition, with actual competition.

RELATED ISSUES

13. Interconnection between Broadvox-CLEC and incumbent service providers is practical and technologically feasible and there are practical and feasible means for treating related interconnection issues such as 911/E911 routing, directory assistance, 800 routing, local area number portability, custom local area signaling services ("CLASS"),² operator services and the development and operation of an open network architecture. Broadvox-CLEC petitions the Commission for legal authority to resolve all such issues to the satisfaction of the Commission, either through private negotiation or through additional proceedings before the Commission. Specifically, Broadvox-CLEC petitions the Commission for an order which:

² CLASS is a generic term for features that require Signaling System 7 connectivity. The most well known feature under this umbrella is Caller Identification, commonly referred to as Caller ID.

a. Authorizes interconnection between Broadvox-CLEC and incumbent service providers in the Broadvox-CLEC Service Territory; and

b. Requires incumbent service providers in the Broadvox-CLEC Service Territory to sell access, interconnection and related services to Broadvox-CLEC on an unbundled basis.

14. Broadvox-CLEC will participate in all existing Commission approved programs and can satisfy statutory requirements relating to the universal availability of public telecommunications services in Utah. While it is the belief of Broadvox-CLEC that the competitive entry it has proposed in this Request for Agency Action will assist, not hinder, universal service, Broadvox-CLEC will, nonetheless, agree to participate in any reasonable program supporting universal availability of public telecommunications services that the Commission.

15. Broadvox-CLEC will further participate in all existing Commission approved programs and can satisfy statutory requirements relating to the provision of 911/E-911 services and Telecommunications Device for the Deaf (TDD).

16. Broadvox-CLEC further petitions the Commission for legal authority to undertake such additional activities as are necessary or incidental to bringing into operation the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory.

NOW, THEREFORE, Broadvox-CLEC respectfully requests that the

Commission:

A. Grant to Broadvox-CLEC a Certificate authorizing Broadvox-CLEC to compete as a telecommunications corporation offering the Broadvox-CLEC Interexchange and Local Exchange Services in the Broadvox-CLEC Service Territory.

B. As may be deemed necessary or appropriate by the Commission, issue an order under Chapter 8b of the Act granting Broadvox-CLEC an exemption to the requirements of the Act to allow Broadvox-CLEC:

1. To obtain a nonexclusive Certificate to compete as a telecommunications corporation offering the Broadvox-CLEC Interexchange and Local Exchange Services in the Broadvox-CLEC Service Territory;

2. To price the Broadvox-CLEC Services at market rates; and

3. As set forth in this Request for Agency Action, to operate without the reporting, notice and filing requirements imposed by the Act and applicable Commission rules on noncompetitive telephone corporations.

C. Issue an order under authority of Chapter 8b and Section 54-4-1 of the Act:

1. Authorizing Broadvox-CLEC to interconnect with incumbent service providers in the Broadvox-CLEC Service Territory;

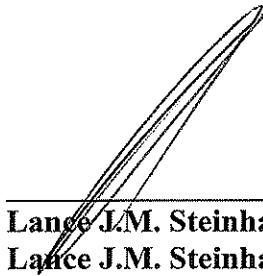
2. Requiring incumbent local exchange telecommunications services providers to offer access, interconnection and related services to Broadvox-CLEC on an unbundled basis.

D. Issue an order authorizing Broadvox-CLEC to undertake such additional activities as are necessary or incidental to bringing into operation the Broadvox-CLEC Services in the Broadvox-CLEC Service Territory.

E. Grant Broadvox-CLEC a waiver of the \$100,000 bond requirement.
Broadvox-CLEC will not require advance payments or deposits.

Respectfully submitted this 7th day of November, 2009

By: _____


Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (E-mail)

Counsel for Broadvox-CLEC, LLC

LIST OF EXHIBITS

1. BROADVOX-CLEC, LLC's Broadvox, Inc. & Subsidiaries Consolidated Financial Statements for the years ended December 31, 2006, December 31, 2007 and December 31, 2008
2. STATEMENT REGARDING FACILITIES
3. MANAGEMENT PROFILES
4. CERTIFICATION IN OTHER JURISDICTIONS
5. PROOF OF AUTHORITY TO CONDUCT BUSINESS IN UTAH
6. 5 YEAR PROJECTION OF EXPECTED OPERATIONS
7. STATEMENT REGARDING COMPLAINTS
8. STATEMENT REGARDING WRITTEN POLICIES REGARDING SOLICITATION OF NEW CUSTOMERS AND DESCRIPTION OF EFFORTS MADE TO PREVENT UNAUTHORIZED SWITCHING OF UTAH LOCAL SERVICE
9. CHART OF ACCOUNTS
10. ORGANIZATIONAL CHART
11. LOCAL TARIFF

1. BROADVOX-CLEC, LLC's Broadvox, Inc. & Subsidiaries Consolidated
Financial Statements for the years ended December 31, 2006, December 31, 2007 and
December 31, 2008

Broadvox-CLEC, LLC
1228 Euclid Avenue, Suite 390
Cleveland, Ohio 44115

VIA OVERNIGHT DELIVERY


Utah Public Service Commission
160 East 300 South
Salt Lake City, UT 84145
Att: Ms. Julie Orchard
Commission Secretary

Re: Petition of Broadvox-CLEC, LLC for Authority to Compete as a
Telecommunications Corporation and to Offer Public Local Exchange and
Interexchange Telecommunications Services

Dear Ms. Orchard:

Alex Gertsburg, Corporate Secretary of The Broadvox Holding Company, LLC, Member of Broadvox-CLEC, LLC attests to the accuracy, integrity and objectivity that the statements were prepared in accordance with generally accepted accounting principles and the applicable rules of the Commission.

Sincerely,



Alex Gertsburg
Corporate Secretary of
The Broadvox Holding Company, LLC, Member

Enclosures

cc: Lance J.M. Steinhart, P.C.

UT CLEC Petition

2. STATEMENT REGARDING FACILITIES

Upon initiation of service in Utah, the company proposes to offer resold interexchange and local exchange services, and local services utilizing unbundled network elements. Such services will be provided by utilizing the facilities of incumbent local exchange carriers ("LECs") and facilities-based interexchange carriers. The company has no current plans to install facilities in the State of Utah. If the company installs facilities in Utah, it will probably use the following or a similar configuration of equipment: Broadvox-CLEC will provide voice and high speed data services through a combination of the latest technology switching and transport media. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via Broadvox-CLEC constructed facilities. All of Applicant's equipment will be capable of providing local number portability, and will be compliant and compatible with existing 911 systems. At the time of the filing of this application, none of this equipment has been installed in the State of Utah.

3. MANAGEMENT PROFILES

See Attached

Andre Temnorod

Chairman & Chief Executive Officer

Building on 12 years of executive management experience, Mr. Temnorod has excelled in business operations and the high tech industry. Mr. Temnorod is the strategy behind the Broadvox vision to be a leader in the telecommunications world, as well as its wholesale long-distance deployment and its initiative in the hosted Centrex and converged communications efforts.

Prior to founding Broadvox, Mr. Temnorod served as the Chief Executive Officer of Nexbell Communications, a leader in VoIP (purchased by COUNSEL Communications in 2001). Mr. Temnorod then served as Chief Technology Officer at Unicent Technologies, where he spearheaded the research and deployment testing of early VoIP initiatives.

Mr. Temnorod is among the most respected VoIP technology leaders in the market today. He has been featured in numerous professional forums in print, video and as a guest speaker on a variety of panels.

Eugene Blumin

Chief Operating Officer

Mr. Blumin has more than 15 years of experience in the technology field and has held a range of executive positions in senior management, operations and finance related roles.

Eugene S. Blumin is Chief Operating Officer and Co-Founder of Broadvox. Utilizing his vast experience in operations, sales and finance, Mr. Blumin is now focused on day to day operations with significant involvement in customer and vendor relationships. Prior to Broadvox, Mr. Blumin was co-founder of Nexbell Communications and served as Director of Carrier Relations. Nexbell Communications was sold to COUNSEL Communications in 2001. Prior to Nexbell Communications, Mr. Blumin served as President and COO of Unicent Technologies, a 100 million dollar privately held PC and communications company.

Alex Gertsburg

Vice President, General Counsel

Mr. Gertsburg handles and supervises all of the company's legal work, addressing issues relating to contracts, compliance, disputes, employment, intellectual property, marketing and many others. Prior to joining Broadvox, Mr. Gertsburg's primary legal focus was business litigation with the corporate firms of Callise, Haller & Griswold LLP in Cleveland, and Roetzel & Andress LPA in Akron. In both firms, he worked with closely-held, publicly-traded and foreign clients in developing strategies to resolve complex and diverse legal disputes, both inside and outside the courtroom. He also dedicated a significant amount of his practice on First Amendment, antitrust, real estate and commercial disputes.

In 2003, Mr. Gertsburg was deployed with his Army Reserve unit to Iraq, where he served as a platoon leader and convoy commander during the first year of the war. By the time he was demobilized at the end of that year, he had served with the Army Reserve for ten years.

Mr. Gertsburg graduated magna cum laude from the Cleveland-Marshall College of Law, and was honored with membership in the Order of the Barristers as a result of his successful tenure in the law school's moot court program. In law school, he also served as an extern for the late Judge John Manos of the United States District Court for the Northern District of Ohio. He received his B.A. from Miami University in 1997, where he studied political science and sociology.

Jeff Slater brings over twenty four years executive management experience to Broadvox-CLEC, and serves as President. Mr. Slater is responsible all aspects of managing the business and for developing, deploying and supporting a portfolio of retail and wholesale products throughout the US.

Prior to joining Broadvox-CLEC, Mr. Slater held several executive positions including: Vice President of Planning of CIMCO Communications, a Chicago CLEC; President of Cedar Valley Communications, a Texas CLEC; Executive Vice President of TotalTel USA a large east coast IXC; and Corporate Director of Product Development for LCI International, a Midwestern facilities-based carrier. In addition, Mr. Slater was the President of JTek Systems, Ltd, a management consulting company he founded providing executive management, business development, operations management, and strategic planning services to local, national and international telecommunications carriers.

Mr. Slater earned a BA from DePaul University in Chicago, IL.

4. CERTIFICATION IN OTHER JURISDICTIONS

Applicant is currently authorized to provide long distance service in Arkansas, and is authorized to provide long distance and local exchange service in in Alabama, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Vermont, Virginia, Washington, West Virginia and Wisconsin to provide local exchange and long distance services.

5. PROOF OF AUTHORITY TO CONDUCT BUSINESS IN UTAH

See Attached



State of Utah
 DEPARTMENT OF COMMERCE
 Division of Corporations & Commercial Code
 Application for Authority to Transact Business
 for a Foreign Limited Liability Company

Division of Corporations & Commercial Code
 hereby certifies that the foregoing was filed and
 recorded in the office of the Division and hereby issues
 this Certificate of Good Standing.

Date 11/4/09
 Kathy Berg
 Division Director

A Certificate of Good Standing/Existence from the state of organization dated no earlier than ninety (90) days prior to filing with the Division is attached.

Non-Remittable Processing Fee: <input checked="" type="checkbox"/> Foreign LLC \$52.00 <input type="checkbox"/> Series LLC \$52.00 <input type="checkbox"/> Tribal LLC \$52.00			
1. Exact Name of Foreign Limited Liability Company:		Broadvox-CLEC, LLC	
2. This limited liability company of the state/country/tribal nation of:		Delaware	
3. Date of formation or organization in home state:		November 24, 2008	4. Duration: perpetual
5. Is the registered agent a <u>commercial registered agent</u> ? <input checked="" type="radio"/> YES <input type="radio"/> NO What is a commercial registered agent? If Yes, is the <u>commercial registered agent</u> an: <input type="radio"/> Individual <input checked="" type="radio"/> Entity			
What is the Commercial Registered Agent Registration Number? (required): 7175202-0250			
Registered Agent Name: Incorp Services, Inc.			
6. Principal place of business:		1228 Euclid Ave. Ste. 390 Street Address City Cleveland State OH Zip 44115	
7. The nature of the business or purpose(s) to be conducted or promoted in Utah:		Provide Telecommunication Services	
8. The limited liability company shall use as its name in Utah:		Broadvox-CLEC, LLC	
(The limited liability company shall use its name as set forth at the top of this form unless the name is not available for use in Utah.)			
9. Large indication of who is managing the company is required.			
10a. Is this foreign limited liability company manager-managed? ___ Yes, <input checked="" type="checkbox"/> No If YES, you must list the name and business or residence street address of each manager.			
Position	Name	Address	City State Zip
MANAGER:			
MANAGER:			
10b. Is this foreign limited liability company member-managed? <input checked="" type="checkbox"/> Yes, ___ No If YES, you must list the name and business or residence street address of each member.			
Position	Name	Address	City State Zip
MEMBER:	See Attached		
MEMBER:			
Please list additional managers/members (if any) on an attachment			
11. If a foreign entity is a member or manager, you must list the home state where the entity is registered:		Delaware	
12. The date the limited liability company intends to first transact business in Utah:		upon qualification	
Under penalties of perjury, I declare as a manager or member with management authority of this limited liability company having authority to sign hereto, that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Broadvox-CLEC, LLC By: Alex Gensburg, Corporate Secretary			
Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.			

11-02-09A07:46 RCVD

Case: 11/02/2009
 Receipt Number: 3820192

Amount Paid: \$75.00

7504987

LIST OF MEMBERS & DIRECTORS OF
Broadvox-CLEC, LLC

Members

The Broadvox Holding Company, LLC 100%
Officers of The Broadvox Holding Company, LLC:
 Alex Gertsburg, Corporate Secretary
 Andre Temnorod, CEO
 Eugene Blumin, COO & Treasurer

Directors

None

All the above referenced Members & Directors can be reached at:
1228 Euclid Avenue, Suite 390, Cleveland, Ohio 44115

11-02-09A07:46 RCVD

6. 5 YEAR PROJECTION OF EXPECTED OPERATIONS

See Attached.

7. STATEMENT REGARDING COMPLAINTS

Broadvox-CLEC, LLC, has had no formal complaints filed with the FCC or any state regulatory authority, nor have any sanctions been imposed against the company.

8. STATEMENT REGARDING WRITTEN POLICIES REGARDING SOLICITATION OF NEW CUSTOMERS AND DESCRIPTION OF EFFORTS MADE TO PREVENT UNAUTHORIZED SWITCHING OF UTAH LOCAL SERVICE

The company intends to and is willing to abide by and comply with Commission Rule 746-349-3.

The company intends to and is willing to abide by and comply with Commission Rule 746-349-3.

The company's Policy on Slamming is as follows:

Verification of orders

Broadvox-CLEC will not submit a change order for local exchange or intrastate toll service until the change order is confirmed in accordance with one of the following procedure:

(a) Broadvox-CLEC has obtained the customer's written authorization to submit the order which includes the following information from the customer:

- (1) The customer billing name, billing telephone number and billing address and each telephone number to be covered by the change order;
- (2) The decision to change; and
- (3) The customer's understanding of the change fee, if any.

Implementing order changes

(a) Telemarketing orders. Within three business days of any telemarketing order for a change, Broadvox-CLEC will send each new customer an information package by first class mail containing at least the following information concerning the requested change:

- (1) The information is being sent to confirm a telemarketing order placed by the customer.
- (2) The name of the customer's current telecommunications company.
- (3) A description of any terms, conditions or charges that will be incurred.
- (4) The name of the newly requested telecommunications company.
- (5) The name of the person ordering the change.
- (6) The name, address and telephone number of both the customer and Broadvox-CLEC.
- (7) A postpaid postcard that the customer can use to deny, cancel or confirm a service order.
- (8) A clear statement that if the customer does not return the postcard, the customer's service will be switched fourteen days after the date the information package was mailed. If customers have cancelled their orders during the waiting period, Broadvox-CLEC cannot submit the customer's order.

(9) The name, address and telephone number of a contact point for consumer complaints.

(b) The documentation of the order shall be retained by Broadvox-CLEC, at a minimum, for twelve months to serve as verification of the customer's authorization to change its telecommunications company. The documentation will be made available to the customer upon request.

(c) Customer initiated orders. Broadvox-CLEC when receiving the customer initiated request for a change of local exchange and/or intrastate toll shall keep an internal memorandum or record generated at the time of the request. Such internal record shall be maintained by Broadvox-CLEC for a minimum of twelve months to serve as verification of the customer's authorization to change telecommunications companies. The internal record will be made available to the customer upon request. Within three business days of the order, Broadvox-CLEC will send each new customer an information package by first class mail containing at least the following information concerning the request to change.

9. CHART OF ACCOUNTS

See Attached

Broadvox-CLEC, LLC

Chart of Accounts

Filter Criteria includes: Report order is by ID. Report is printed in Detail Format.

Account ID	Account Description
10200	Cash - Keybank Main Acct
11000	Accounts Receivable
14000	Prepaid Expenses
14010	Other Receivables
15100	Equipment
17100	Accum. Depreciation-Equipment
19000	Deposits
21000	Accounts Payable - Trade
21050	A/P - Disputed Invoice Amounts
23000	Accrued Expenses
24810	AMEX Clearing Account
24925	Due to Broadvox LLC
24950	Due to Broadvox, Inc.
24970	Due to Origination Technologies, LLC
39003	Additional Paid in Capital
39005	Members' Equity
39008	Members' Contributions - Common Stock
40700	Wholesale Call Revenue
41000	Other Income
50000	Measured Termination-Domestic
50020	Measured Origination
62000	Bank Charges
63100	CLEC Registration Fees
63200	CLEC Operating Fees
63520	Corporation Franchise Filing Fees
64000	Depreciation Expense
65100	Filing Fees - Sec of State
65500	Freight Expense
66700	Information Subscriptions
67000	Insurance Expense
67500	Interest Expense
68500	Legal Fees
69000	Licenses Expense
70050	Management Fees
70530	Membership Fees
71500	Other Taxes
71600	Outside Services

Broadvox-CLEC, LLC
Chart of Accounts

Filter Criteria includes: Report order is by ID. Report is printed in Detail Format.

Account ID	Account Description
72400	Late Payment Fees
72500	Penalties and Fines Exp
72520	Professional Fees
73900	Regulatory Expense
76100	Taxes - Business Property
76500	Travel Expense
80100	MRC Toll Free
80300	MRC Transport
80400	Co-location Supplies
81200	MRC Flat Rated (CLEC PRIs)
81400	MRC Enhanced Services
81500	MRC Colocation
81510	MRC LNP (PORT)
81530	MRC MPLS
81620	NRC Transport
81700	LNP Query
81900	Billing Surcharge/Other Credit
81920	Carrier Invoice Taxes
81940	Carrier Invoice Surcharges
89000	Other Expenses

10. ORGANIZATIONAL CHART

BROADVOX, INC.
(Ohio S Corp.)

THE BROADVOX HOLDING CO., LLC
(Delaware LLC)

BROADVOX-CLEC, LLC
(Delaware LLC)

