

BEFORE THE  
UTAH PUBLIC SERVICE COMMISSION

Application of )  
 )  
iNetworks Group, Inc. ) Docket No. \_\_\_\_\_  
 )  
For a Certificate of Public Convenience and )  
Necessity to Provide Competitive Local Exchange )  
Services within the State of Utah )

**APPLICATION**

iNetworks Group, Inc. (“iNetworks” or Applicant”), pursuant to the Public Service Commission of Utah’s (“Commission”) Rules of Practice and Procedure, Utah Admin. Code R746-100, Filing Requirements, Utah Admin Code R746-349-3, and Sections 63-46b-3, 54-8b-1.1 *et seq.* of the Utah Code, and the Utah Division of Public Utilities *Telecom CPCN Application Check List*, hereby applies to the Commission for a certificate of public convenience and necessity (“CPCN”) authorizing Applicant to operate as a provider of facilities-based and resold competitive local exchange and exchange access telecommunications services in Utah. By way of the instant Application, iNetworks also advises the Commission of its intent to provide non-jurisdictional interexchange services on a non-facilities-based basis throughout the State of Utah.<sup>1</sup>

In support of its Application, Applicant states as follows.

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<sup>1</sup> As a non-facilities-based reseller of interexchange telecommunications services, Applicant does not meet the definition of “Telephone Corporation” and is therefore exempt from Commission jurisdiction for the provision of its interexchange services pursuant to Section 54-2-1 (25)(b)(iii) Utah Code, as a provider of “resold intrastate toll service.”

1. Company Information

Applicant's legal name is iNetworks Group, Inc. Applicant will do business as iNetworks Group, Inc. Applicant's principal place of business is:

125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0822  
Facsimile: 312.422.9201

Applicant is a corporation duly organized and existing under the laws of the State of Illinois on January 16, 2002. A copy of Applicant's Articles of Incorporation is attached hereto as **Exhibit A**. Applicant is qualified to transact business in Utah. A copy of the certificate of authority from the Secretary of State of Utah is attached as **Exhibit B**.

2. Contact Information for This Application

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

Andrew Isar  
Miller Isar, Inc.  
4423 Point Fosdick Drive, NW  
Suite 306  
Gig Harbor, Washington 98335  
Telephone: 253.851.6700  
Facsimile: 866.474.3630  
E-mail: aisar [at] millerisar [dot] com

3. Contact for Ongoing Company Operations

Correspondence or communications concerning Applicant's ongoing operations following certification should be directed to:

Raymond L. Cowley  
Sr. Vice President and General Manager  
iNetworks Group, Inc.  
125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0825  
E-mail: rcowley [at] ingts [dot] com

4. Registered Agent in Utah

Applicant's registered agent in the State of Utah is:

CT Corporation System  
136 East South Temple, Suite 2100  
Salt Lake City, Utah 84111

5. Toll Free Customer Service Telephone Number

Applicant's toll free number for customer inquiries is 866.363.6387.

6. Company Consumer Complaint Contact

Applicant's designated representative for responding to consumer complaint inquiries by the public or the Commission is:

Raymond L. Cowley  
Sr. Vice President and General Manager  
iNetworks Group, Inc.  
125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0825  
E-mail: rcowley [at] ingts [dot] com

7. R746-349-3(A)(3). Statement Re: Facilities to be Used

Applicant proposes to provide competitive local exchange services through leased unbundled network elements ("UNEs") subject to the provisions of a commercial agreement entered into with Qwest Corporation ("Qwest") and through resale of network services obtained from other certificated local exchange carriers including Qwest. Applicant does not intend to construct or otherwise deploy new facilities in the state of Utah.

8. R746-349-3(A)(4). Services to be Offered

a. Classes of Customers: Applicant proposes to provide a suite of competitive basic local exchange and interexchange telecommunications services exclusively to commercial retail

subscribers. Applicant may subsequently provide exchange access services to duly authorized interconnecting carriers.

b. Locations to be Served: Applicant proposes to provide basic local exchange, and exchange access telecommunications services on a facilities and resold basis, throughout all exchanges currently served by Qwest as set forth at Section 5 of Qwest's Utah Price List. The specific incumbent local exchange carrier exchanges within which Applicant proposes to offer services are listed in the incumbent provider's local exchange tariff. Applicant may seek expanded authority to provide basic local exchange services in other areas of the state through a subsequent proceeding. Further, Applicant proposes to provide interexchange telecommunications services on a resold basis throughout the State of Utah. Applicant does not intend to provide services in areas considered subject to the exemption clauses as set forth in Section 251 of the Telecommunications Act of 1996, as amended.<sup>2</sup>

c. Types of Services to be Offered

Applicant proposes to provide a suite of competitive basic local exchange and interexchange telecommunications services, to commercial retail subscribers and wholesale carriers. Applicant's facilities-based services will be provided through leased underlying local exchange carrier network facilities. Specifically, Applicant proposes to provide basic local exchange services and related custom calling features, intraLATA and interLATA toll services, operator assisted calling exclusively to subscribers of record, directory assistance, as well as several specialized commercial services including dedicated, non-switched private-line special access high-speed broadband facilities and data transmission services.

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<sup>2</sup> 47 U.S.C. §251(f).

Additionally, Applicant proposes to offer specialized non-regulated services specifically designed for commercial subscribers, including network design, engineering, and facility deployment services.

Applicant's services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant and reflected in Applicant's retail tariff, attached hereto at **Exhibit C**. Applicant's subscribers will have access to emergency 911 and enhanced 911 calling services at no charge. Applicant does not propose to provide operator-assisted calling services to the transient public. In the future, Applicant may provide exchange access and transport services to interconnecting carriers.

9. R746-349-3(A)(5). Access to Standard Services

Applicant will provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings and emergency services, such as 911 and E911, through use of unbundled network service subject to the provisions of a commercial agreement entered into with Qwest, by resale, or by purchasing those functionalities from Qwest.

10. R746-349-3(A)(6). Implementation Schedule Pursuant to 47 U.S.C. §252(c)(3)

Applicant plans to commence competitive local exchange and exchange access services within 30 days of the Commission's approval of the instant application, approval of Applicant's tariff and the approved effective date of Applicant's interconnection agreement with an underlying carrier. Applicant has provided the Commission with notice of its intent to provide unregulated resold intrastate interexchange services in Utah and will begin providing intrastate long distance services contemporaneously with the grant of the instant Application.

11. R746-349-3(A)(7). Professional Experience and Education of managerial personnel who will have responsibilities for the applicant's proposed Utah operations

Applicant possesses the technical and managerial expertise necessary to provide the proposed services. Description of backgrounds of Applicant's senior management team, which demonstrate Applicant's extensive management experience and expertise are attached hereto at **Exhibit D**. Applicant's senior management team has successfully and profitably managed Applicant's telecommunications operations for more than eight years. Commission contact for Applicant's ongoing Utah operations is:

Raymond L. Cowley  
Sr. Vice President and General Manager  
iNetworks Group, Inc.  
125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0825  
E-mail: rcowley [at] ingts [dot] com

12. R746-349-3(A)(8). Organization Chart for Utah Employees

Applicant will not employ individuals in Utah. Mr. Cowley is solely responsible for Applicant's Utah operations.

13. R746-349-(A)(9). Chart of Accounts

Applicant's confidential chart of accounts, including account numbers, names and brief descriptions is attached hereto under seal, as **Exhibit E**. Pursuant to Utah Code Chapter 63-2-304, Applicant requests confidential treatment of proprietary financial information and submits its financial statements under seal and labeled "Confidential."

14. R746-349-(A)(10) and (11). Financial Statements and Financial Viability

a. Balance Sheet, Income Statement, Cash Flow Statement, and Accompanying Notes

Applicant's year-end balance sheet, income statement, and cash flow statements, prepared in accordance with Generally Accepted Accounting Practices

(“GAAP”), are attached hereto as confidential **Exhibit F**. Pursuant to Utah Code Chapter 63-2-304, Applicant requests confidential treatment of proprietary financial information and submits its financial statements under seal and labeled “Confidential.”

b. A verification attesting to the accuracy, integrity, and objectivity of Applicant’s financial statements and that the statements were prepared in accordance with GAAP is also attached hereto as **Exhibit F**.

c. This section is inapplicable. Applicant is not a start up company.

d. This section is inapplicable. Applicant is not a subsidiary of another corporation. Applicant requests a waiver of the requirement in Rule R746-349-3(A)(2), that Applicant obtain a bond in the amount of \$100,000.00 as security for customer deposits or other liabilities to telecommunications customers. Applicant’s financial statements submitted herewith indicate that the company has a positive net worth. In addition, Applicant will not collect deposits. Applicant also will not collect advance payments from customers, except that Applicant will bill local exchange monthly recurring charges to its subscribers in advance as is customary. Should Applicant subsequently require deposits or advanced payments, Applicant will coordinate with the Commission to determine bond applicability.

15. R746-349(A)(12). 5 Year Projection of Expected Operations

a. Applicant’s projection of expected operations in Utah, including pro-forma income statements and pro-forma cash flow statements, are submitted herewith, under seal, as **Exhibit F**. Applicant requests confidential treatment of the attached projections,

pursuant to Utah Code, Chapter 63-2-304. These documents are enclosed in a sealed envelope, labeled “Confidential,” pursuant to Commission rules.

b. Applicant will provide local exchange services through the purchase or lease of unbundled network elements from Qwest, the resale of other duly authorized underlying carriers including Qwest, or a combination thereof. Applicant currently does not intend to construct or otherwise deploy new facilities in the state of Utah.

c. Applicant does not maintain detailed maps of proposed locations of facilities and services to be deployed at each location. Applicant will provide local exchange services in any location in Qwest’s service area where subscribers request company to provide service, as set forth in Section 5 of Qwest’s Utah Price List.

16. R746-349-3(A)(13). Implementation Schedule Pursuant to 47 U.S.C. §252(c)(3)

Applicant is prepared to begin offering resold and facilities-based local exchange and exchange access services within 30 days of Commission authorization, approval of Applicant’s tariff and the approved effective date of its interconnection agreement.

17. R746-349-3(A)(14). Evidence of Sufficient Managerial and Technical Ability to Provide Service

Applicant possesses the managerial and technical qualifications to execute its business plan, provide its proposed telecommunications services, and operate and maintain facilities over which its services will be deployed, as evidenced by documentation attached as **Exhibit C**. Also refer to discussion in paragraph 11, *supra*.

a. Applicant has been granted authority to provide local exchange and intrastate interexchange services in the every state with the exception of Alaska, Alabama, Missouri, Utah, and Texas. Of these five states, Applicant has applications pending in all states but Alaska. In no instance has Applicant’s application been rejected or denied.



b. Applicant has been providing telecommunications services for eight years. Such services include those for which Applicant now requests local exchange operating authority in the State of Utah, for such services as set forth in paragraph 8, *supra*.

18. R746-349-3(A)(15). Statement of Public Interest

Commission approval of the instant Application will enable Applicant to offer the following long-term benefits to the public.

- (a) greater value to subscribers through lower-priced, better quality services;
- (b) innovative telecommunications services;
- (c) increased consumer choice in telecommunications service and alternative billing options; and
- (d) efficient use of existing telecommunications resources, as well as increased diversification and reliability in the supply of telecommunications services.

Approval of the instant Application is in the public interest and is consistent with the pro-competitive policies promoted by the United States Congress, the Federal Communications Commission and the Utah Public Service Commission.

19. R746-349-3(A)(16). Proof of Authority to Conduct Business

A copy of Applicant's Certificate of Authority from the Utah Secretary of State is attached as **Exhibit B**.

20. R746-349-3(A)(17) Complaints or Investigations of Unauthorized Switching or Other Illegal Activities

Applicant has at no time been subject to complaints or investigations associates with unauthorized switching, other illegal activities, or any other form of non-compliance with applicable regulations or law.

21. R746-349-3(A)(17). Statement Re: Written Policies Regarding Solicitation of New Customers

Applicant has reviewed the provisions of Utah Code Annotated § 54-8b-18 and Utah Code Annotated § 13-26 and otherwise complies with the provisions of Section 64.1100 *et seq.* of the Federal Communications Commission's regulations governing unauthorized account

transfers.<sup>3</sup> Applicant has developed a slamming policy that its independent marketing agents are required to review and sign prior to engagement. A copy of Applicant's written policy re: slamming is attached as **Exhibit H** to this Application.

22. Waivers and Regulatory Compliance

Applicant requests that the Commission grant waivers of regulatory requirements that are deemed inapplicable to competitive local exchange service providers. Such rules are not appropriate nor necessary for competitive providers and constitute an economic barrier to entry into the telecommunications market. Applicant specifically requests that the Commission grant the following standard waivers that are routinely granted to competitive providers in Utah.

Exemptions from Title 54:

- |                 |                                     |
|-----------------|-------------------------------------|
| 54-3-8, 54-3-19 | -- Prohibitions of discrimination   |
| 54-7-12         | -- Rate increases or decreases      |
| 54-4-21         | -- Establishment of property values |
| 54-4-24         | -- Depreciation rates               |
| 54-4-26         | -- Approval of expenditures         |

Waivers of Regulations:

- |                  |   |
|------------------|---|
| R746-340-2(D)    | -- Uniform System of Accounts                                       |
| R746-340-2(E)(1) | -- Tariff filings required  |
| R746-340-2(E)(2) | -- Exchange maps  |
| R746-341         | -- Lifeline   |
| R746-344         | -- Rate case filing requirements                                    |
| R746-401         | -- Reporting of construction, acquisition and disposition of assets |
| R746-405         | -- Tariff formats   |
| R746-600         | -- Accounting for post retirement benefits                          |

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<sup>3</sup> 47 C.F.R. §§64.1100 *et seq.*

23. Request for Waiver of USOA Requirements

Applicant further requests that it be exempt from record keeping regulations that require a carrier to maintain its financial records in conformance with the Uniform System of Accounts (“USOA”). The USOA was developed by the Federal Communications Commission as a means of regulating telecommunications companies subject to rate base regulation.

As a competitive carrier, Applicant maintains its book of accounts in accordance with Generally Accepted Accounting Principles (“GAAP”). Applicant has not been required heretofore to maintain its records according to the USOA, thus Applicant does not possess the detailed cost data required by USOA, nor does it maintain detailed records on a state specific basic. Applicant’s network operations are integrated to achieve maximum efficiency. Having to maintain records pertaining specifically to its Utah operations would place a severe burden on Applicant. Moreover, because Applicant utilizes GAAP, the Commission will have a reliable means by which to evaluate Applicant’s operations and assess its financial fitness. A Chart of Accounts is provided as confidential **Exhibit E**.

For these reasons, Applicant respectfully requests an exemption from the USOA requirements.

24. Request for Waiver of Local Directory Publication Requirement

Applicant also requests that it not be required to publish a local exchange directory. Applicant will make arrangements with the incumbent local exchange carrier whereby the names of Applicant’s commercial customers will be included in the directories published by the incumbent and distributed to Applicant’s customers. Utilization of the ILEC directories will benefit both Applicant and its customers, as customers will need to refer to only one directory for a universal listing of customer information. It would be an unnecessary burden on Applicant to

require that it publish and distribute its own directory to all customers located within each exchange area, particularly since nearly all of these customers will be customers of the incumbent. It is more efficient and cost effective for Applicant simply to include its limited customer list in the existing directories of ILEC.

WHEREFORE, iNetworks Group, Inc. respectfully requests that the Utah Public Service Commission: (1) issue a Certificate of Public Convenience and Necessity authorizing iNetworks Group, Inc. to provide competitive local exchange and exchange access telecommunications services in Utah; (2) grant the waivers requested in the Application and any other waivers the Commission deems reasonable; and (3) grant such other relief as it deems necessary and appropriate.

Respectfully submitted this 15<sup>th</sup> day of July, 2010.

iNetworks Group, Inc.

/s/ Raymond L. Cowley

By:

\_\_\_\_\_  
Raymond L. Cowley  
Sr. Vice President and General Manager  
125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0825

Andrew Isar  
Miller Isar, Inc.  
4423 Point Fosdick Drive NE, Suite 306  
Gig Harbor, Washington 98335  
Telephone: 253.851.6700

Regulatory Consultants for  
iNetworks Group, Inc.

**VERIFICATION OF APPLICATION**

STATE OF ILLINOIS                         )  
  ) ss.  
COUNTY OF COOK                         )

I, Raymond L. Cowley, under the pains and penalty of perjury, declare that I am Sr. Vice President and General Manager of iNetworks Group, Inc. (“iNetworks”), the Applicant in the instant proceeding, that I am authorized to make this affidavit on behalf of iNetworks, and to submit this Application, and that such authority has been properly granted; that the iNetworks is familiar with and intends to adhere to the laws of the Utah and the Rules and Orders of the Commission; that I have read the foregoing Application and exhibits; and the same are true, accurate, and correct to the best of my knowledge, information, and belief.

iNetworks Group, Inc.

/s/ Raymond L. Cowley

By: \_\_\_\_\_  
Raymond L. Cowley  
Sr. Vice President and General Manager  
125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0825

Subscribed and sworn to before me this 15<sup>th</sup> day of July, 2010

/s/

\_\_\_\_\_  
Notary Public in and for the State  
of Illinois,

[seal]

My Commission Expires: October 12, 2010

BEFORE THE  
UTAH PUBLIC SERVICE COMMISSION

Application of )  
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iNetworks Group, Inc. ) Docket No. \_\_\_\_\_  
 )  
For a Certificate of Public Convenience and )  
Necessity to Provide Competitive Local Exchange )  
Services within the State of Utah )

**EXHIBITS**

EXHIBIT A	Articles of Incorporation
EXHIBIT B	Certificate of Authority to Conduct Business in Utah
EXHIBIT C	Proposed Local Exchange Tariff
EXHIBIT D	Senior Management Biographical Information
EXHIBIT E	CONFIDENTIAL – Chart of Accounts
EXHIBIT F	CONFIDENTIAL – Financial Statements, Verification of Financial Statements
EXHIBIT G	CONFIDENTIAL – Five Year Projection of Expected Operations
EXHIBIT H	Written Policy On Slamming

**EXHIBIT A**

**ARTICLES OF INCORPORATION**  
(Attached)



Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White  
 Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 http://www.sos.state.il.us

This space for use by Secretary of State

**Filed 1/16/2002**

**Jesse White Secretary of State**

**SUBMIT IN DUPLICATE!**

This space for use by Secretary of State

Date **Filed 1/16/2002**

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Approved **BE** **\$100.00**

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

62002301



1. CORPORATE NAME: iNETWORKS Group, Inc. **RB**

(The corporate name must contain the word "corporation", "company", "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Laurence J. DeVries

First Name	Middle Initial	Last name
<u>566 West Adams, Suite 600</u>		
Number	Street	Suite #
<u>Chicago</u>	<u>IL</u>	<u>Cook</u>
City	County	Zip Code
		<u>60661</u>

3. Purpose or purposes for which the corporation is organized:  
 (If not sufficient space to cover this point, add one or more sheets of this size.) **44**

To conduct any and all business for which corporations may be organized under the Illinois Business Corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
<u>Common</u>	<u>\$ N/A</u>	<u>10,000</u>	<u>1000</u>	<u>\$100.00</u>

**TOTAL = \$100.00**

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: N/A

(If not sufficient space to cover this point, add one or more sheets of this size.)



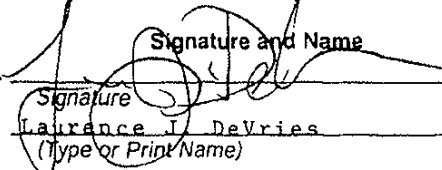
5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_ .  
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:  
 Name Residential Address City, State, ZIP  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS**  
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**  
 The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated December 17, 2001  
 (Month & Day) Year

Signature and Name	Address
1. <u></u> Signature <u>Laurence J. DeVries</u> (Type or Print Name)	1. <u>566 West Adams Street, Suite 600</u> Street <u>Chicago, Illinois 60661</u> City/Town State ZIP Code
2. _____ Signature _____ (Type or Print Name)	2. _____ Street _____ City/Town State ZIP Code
3. _____ Signature _____ (Type or Print Name)	3. _____ Street _____ City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)  
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The **minimum total due** (franchise tax + filing fee) is **\$100**.  
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.  
 Illinois Secretary of State Springfield, IL 62756  
 Department of Business Services Telephone (217) 782-9522 or 782-9523

FORM **BCA 5.10/5.20** (rev. Dec. 2003)  
**STATEMENT OF CHANGE OF  
REGISTERED AGENT AND/OR  
REGISTERED OFFICE**  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
217-782-3647  
www.cyberdriveillinois.com

**FILED**

**FEB 26 2007**

JESSE WHITE  
SECRETARY OF STATE

**PAID**  
FEB 27 2007

DEPARTMENT OF  
BUSINESS SERVICES

Remit payment in the form of a  
check or money order payable  
to Secretary of State.



CP0667654

File # 6200-230-1 Filing Fee: \$25 Approved: JH

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: iNETWORKS Group, Inc.
2. State or Country of Incorporation: Illinois
3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent Laurence J. DeVries  
First Name Middle Name Last Name  
Registered Office 566 W. Adams, Suite 600  
Number Street Suite No. (P.O. Box alone is unacceptable)  
Chicago 60661 Cook  
City ZIP Code County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent Laurence J. DeVries  
First Name Middle Name Last Name  
Registered Office 900 W. Jackson, Suite #7E  
Number Street Suite No. (P.O. Box alone is unacceptable)  
Chicago 60607 Cook  
City ZIP Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
  - a.  Resolution duly adopted by the board of directors. (Note 5)
  - b.  Action of the registered agent. (Note 6)

**SEE REVERSE FOR SIGNATURE(S).**

**7. If authorized by the board of directors, sign here. See Note 5 below.**

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation  
\_\_\_\_\_  
Any Authorized Officer's Signature  
\_\_\_\_\_  
Name and Title (type or print)

**If change of registered office by registered agent, sign here. See Note 6 below.**

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated February 8, 2007  
Month & Day Year  
\_\_\_\_\_  
Signature of Registered Agent of Record  
Laurence J. DeVries  
\_\_\_\_\_  
Name (type or print)  
If Registered Agent is a corporation,  
Name and Title of officer who is signing on its behalf.

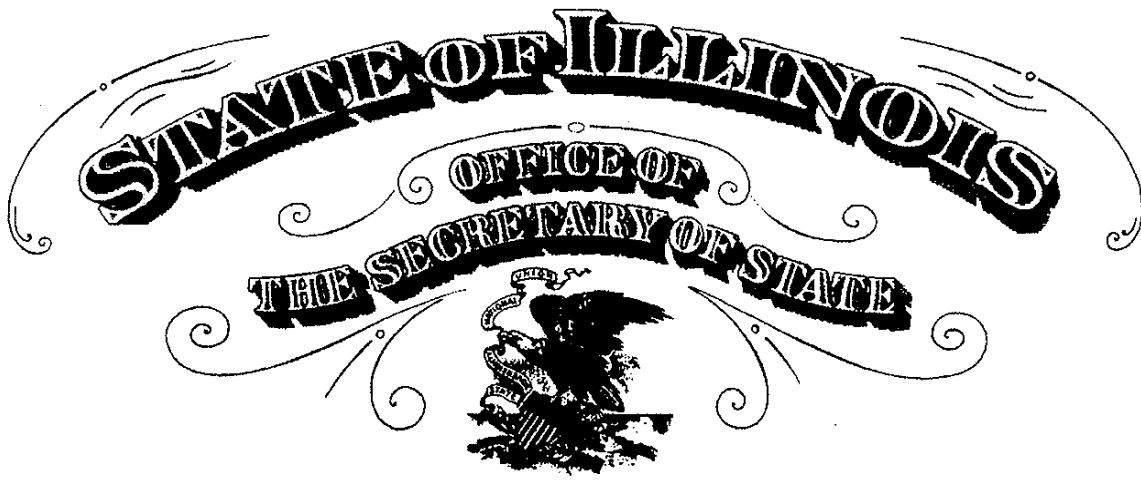
**NOTES**

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.



File Number

6200-230-1



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 04 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR INETWORKS GROUP, INC..\*\*\*\*\*



***In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 19TH day of SEPTEMBER A.D. 2008***

*Jesse White*

SECRETARY OF STATE

**EXHIBIT B**

**CERTIFICATE OF AUTHORITY TO CONDUCT BUSINESS IN UTAH**  
(Attached)







**Francine Gianì**  
*Executive Director*  
Department of Commerce

**Jon M. Huntsman, Jr.**  
*Governor*  
State of Utah

**Kathy Berg**  
*Director*  
Division of Corporations  
& Commercial Code

**STATE OF UTAH**  
**DEPARTMENT OF COMMERCE**  
***DIVISION OF CORPORATIONS & COMMERCIAL CODE***  
**CERTIFICATE OF REGISTRATION**

CT CORPORATION SYSTEM  
**INETWORKS GROUP, INC.**  
136 E SOUTH TEMPLE, STE 2100  
SALT LAKE CITY UT 84111



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**Corporation - Foreign - Profit**

This certifies that **INETWORKS GROUP, INC.** has been filed and approved on **September 27, 2006** and has been issued the registration number **6341875-0143** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG  
Division Director

**EXHIBIT C**

**PROPOSED LOCAL EXCHANGE TARIFF**

(Attached as separate file)

**EXHIBIT D**

**KEY SENIOR MANAGEMENT BIOGRAPHICAL INFORMATION**  
(Attached)

**David J. Smat, President and CEO of iNETWORKS Group, Inc.** started the company in 2002 after a highly successful 12 year career with AT&T Corp. Under Mr. Smat's leadership, iNETWORKS Group, Inc and its federal sales unit Innovative Government Telecom Solutions, Inc. have grown to become a major provider of network integration and off net services, performing as a comprehensive solutions provider delivering high capacity services. The company provides services to enterprise, carriers and government customers including the United States Department of Defense. Prior to founding iNETWORKS Group, Mr. Smat held multiple positions at AT&T Corp including Sales Vice President and General Manager in AT&T's Wholesale organization. At AT&T, Mr. Smat built and managed a number of sales organizations supporting Service Provider and Systems Integrator customers.

Mr. Smat has vast experience in over-seeing the planning, design and implementation of many large scale SONET networks. Mr. Smat's experiences also include overseeing the design and implementation of toll free and long distance networks. Mr. Smat also has a strong management background having directed multiple sales organizations and sales support functions.

Mr. Smat has a Bachelor of Science Degree from the University of Illinois and an MBA from Case Western Reserve University. Mr. Smat resides in Chicago, IL with his wife and three children.

**Raymond L. Cowley, Sr VP & General Manager, iNETWORKS Group, Inc.** joined the company in 2004 after successful assignments with several Fortune 500 firms. Under Mr. Cowley's leadership, iNETWORKS Group, Inc. and its federal sales unit Innovative Government Telecom Solutions, Inc. have grown to become a major provider of network integration and off net services, performing as a comprehensive solutions provider delivering high capacity services. The company provides services to enterprise, carriers and government customers including the United States Department of Defense. Prior to joining iNETWORKS Group, Mr. Cowley held multiple positions at Key Corp, a multi-regional banking institution headquartered in Cleveland, Ohio. While at Key Corp, Mr. Cowley attained the position of Sr VP Network Operations and was responsible for the overall telecommunication engineering and operations. Prior to his assignment at Key Corp, Mr. Cowley held telecommunications management positions at Blue Cross Blue Shield of Ohio and Libbey-Owens-Ford Company.

During his career at Libbey-Owens Ford Company, Mr. Cowley was responsible for implementation of the corporate voice and data networks including the implementation of PBX systems throughout the company. Continuing his career at BCBSOH, Mr. Cowley was responsible for designing and streamlining the company voice network and implementing a state of the art Call Center ACD system. Finally, as Sr VP Network Operations at Key Corp, Mr. Cowley implemented a company wide Cisco data network and upgraded the customer facing ACD call centers.

Mr. Cowley holds a Bachelor of Business Administration Degree from the University of Toledo. Mr. Cowley resides in Naperville, IL with his wife and two children.

**EXHIBIT E**

**CHART OF ACCOUNTS**  
**(FILED AS CONFIDENTIAL)**

**EXHIBIT F**

**CONFIDENTIAL FINANCIAL STATEMENTS AND  
VERIFICATION OF FINANCIAL STATEMENTS  
(FILED AS CONFIDENTIAL)**

**VERIFICATION OF FINANCIAL INFORMATION**

STATE OF ILLINOIS                                       )  
  ) ss.  
COUNTY OF COOK                                       )

I I, Raymond L. Cowley, under the pains and penalty of perjury, declare that I am Sr. Vice President and General Manager of iNetworks Group, Inc. (“iNetworks”), and that I am authorized to make this affidavit on behalf of iNetworks, the Applicant in the instant proceeding. iNetworks has submitted financial information, including a balance sheet, income statement and cash flow statements, as Exhibit E to this application. I attest to the accuracy, integrity and objectivity of the financial information submitted herewith, and further attest that the statements were prepared in accordance with GAAP.

iNetworks Group, Inc.

/s/ Raymond L. Cowley

By: \_\_\_\_\_  
Raymond L. Cowley  
Sr. Vice President and General Manager  
125 South Wacker Drive, Suite 2510  
Chicago, Illinois 60606  
Telephone: 312.212.0825

Subscribed and sworn to before me this 15<sup>th</sup> day of July, 2010

/s/

\_\_\_\_\_  
Notary Public in and for the State  
of Illinois,

[seal]

My Commission Expires: October 12, 2010



**EXHIBIT G**

**5 YEAR PROJECTION OF EXPECTED OPERATIONS  
(FILED AS CONFIDENTIAL)**

## **EXHIBIT H**

### **WRITTEN POLICY ON SLAMMING**

iNetwork has a zero-tolerance policy for misrepresentation and slamming. iNetwork complies with the provisions of the Federal Communications Commission's rules governing unauthorized account transfers as set forth in Section 64.1100 *et seq* , 47 C.F. R. §§64.1100 *et seq*. Employees having contact with retail subscribers are thoroughly briefed on the requirements for accuracy in contact with prospective subscribers. All retail subscriptions are confirmed through a letter of agency or specific service agreement that clearly identifies the Company as the local exchange and/or interexchange service provider, details the entirety of the services to be provided, and the term, if a term commitment is applicable. Further, Company complies with all related state account verification and transfer regulations as may apply, and is committed to working with federal and state regulators to resolve service complaints and inquiries, in the event they should arise.