CROCKER & CROCKER, P.C.

ATTORNEYS AT LAW

PATRICK D. CROCKER
patrick@crockerlawfirm.com

April 20, 2011

Ms. Elizabeth Rolando, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

VIA E-DOCKET

Re: Access Long Distance Inc
Application for a Certificate of Interexchange Authority to Operate as a Reseller of Telecommunications Services

Dear Ms. Rolando:

Enclosed herewith for filing with the Commission, please find the above referenced company's Application for a Certificate of Interexchange Authority to Operate as a Reseller of Telecommunications Services throughout the State of Illinois.

Should you have any questions, please contact me at (269) 381-8893 or patrick@crockerlawfirm.com.

Very truly yours,

CROCKER & CROCKER, P.C.

Patrick D. Crocker

PDC/tld

Docket No._____
ICC Office Use Only

Access Long Distance Inc	:
	:
Application for a Certificate of Interexchange Authority to Operate as a Reseller of Telecommunications Services Throughout the State of Illinois.	:

APPLICATION FOR CERTIFICATE TO BECOME A TELECOMMUNICATIONS CARRIER

I. GENERAL (To be completed by All Applicants)

1. Applicant's Name (including d/b/a, if any)
   Access Long Distance Inc FEIN # **27-4265907**

   Address: Street **442 Hayward Avenue**

   City **Oakdale** State/Zip **MN 55128**

   Note: Assumed business names must be provided if and only if registered with the Illinois Secretary of State's Office.

2. Authority Requested: (Mark all that apply)

   Interexchange Service (*Authorities: See Sections 13-401, 13-403 and 13-404 of the IPUA)*

   - ☐ Facilities Based Prepaid Interexchange Service
   - ☐ Facilities Based Non-Prepaid Interexchange Service
   - ☐ Resold Prepaid Interexchange Service
   - ☒ Resold Non-Prepaid Interexchange Service
   - ☐ Interexchange Public Pay Telephone Service

   Local Exchange Service (*Authorities: See Sections 13-401, 13-404, and 13-405 of the IPUA)*

   - ☐ Facilities Based Prepaid Local Exchange Service
   - ☐ Facilities Based Non-Prepaid Local Exchange Service
   - ☐ Resold Prepaid Local Exchange Service
   - ☐ Resold Non-Prepaid Local Exchange Service
   - ☐ Local Exchange Public Pay Telephone Service

   Cellular Radio/Wireless Telephone Service (*Authorities: See Section 13-401 of the IPUA)*

   - ☐ FCC Permitted or Licensed Prepaid Cellular Radio/Wireless Telephone Service
   - ☐ FCC Permitted or Licensed Non-Prepaid Cellular Radio/Wireless Telephone Svc.
   - ☐ Resold Prepaid Cellular Radio/Wireless Telephone Service
   - ☐ Resold Non-Prepaid Cellular Radio/Wireless Telephone Service

   ☐ Other Telecommunications Services (Specify) (*Authorities: See Section 13-401 of the IPUA)*

   _____

3. For each service that the Applicant is requesting authority to provide, please specify the area or areas of the State for which the applicant is seeking authority to provide such service and the services (as designed in question 2 above) that will be provided in each area.

Applicant is requesting authority to provide service throughout the State of Illinois.

4. Contact Information - Please provide contact information, including name(s), address(es), telephone number(s), and e-mail address(es), for personnel or entities responsible for the areas below:

a) Issues related to processing this application

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 West Michigan Avenue, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
E-mail: patrick@crockerlawfirm.com

b) Designated agent *(Note: Applicants must have an Illinois In-State Designated Agent listed. An additional Out-of-State Designate Agent is permitted, but not required.)*

Corporation Service Company
422 N Northwest Highway
Park Ridge, IL 60068

c) Business Operations (*Note: The contact numbers reported in this questionnaire are intended to be used by the ICC Staff to contact the Applicant as issues arise. They are not intended to be contact numbers used by customers or the general public. If separate contacts apply for different issue areas, please report the separate numbers by issue below.)*

i) Consumer issues;
ii) Customer complaint resolution;
iii) Technical and service quality issues;
iv) "Tariff" and pricing issues;
v) 9-1-1 issues;
vi) Security/law enforcement issues;
vii) Regulatory issues.

Attached as Exhibit A.

Note: To avoid possible revocation of service authority, the name and contact information above must be kept current. Changes in the applicants Designated Agent(s) should be directed to the Chief Clerk's Office of the ICC at 217-782-7434. All other changes should be directed to the Telecommunications Division of the ICC at 217-524-5073.

5. How is the Applicant organized?

☐ Individual

☐ Partnership

☒ Corporation:

Date Corporation was formed: **November 17, 2010**

State of incorporation: **Minnesota**

☐ Other (Specify) _____

6. Please attach a copy of articles of incorporation. Applicants that are not Illinois corporations should also submit a copy of its Certificate of Authority to Transact Business in Illinois as issued by the Secretary of State. **Attached hereto as Exhibit B.**

7. Has the Applicant been issued by the Federal Communications Commission a construction permit or an operating license to construct or operate a cellular radio system in the areas, or a portion of the area, for which the Applicant seeks a Certificate of Service Authority?

☐ YES ☒ NO **Not Applicable**

If YES, please provide all relevant license or permit numbers:

_____

II. MANAGERIAL (To be completed by All Applicants except Wireless Applicants)

1. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in narrative form, in the form of resumes of key personnel, or a combination of these forms. **Attached hereto as Exhibit C.**

2. Please attach a current organization chart. **Attached hereto as Exhibit D.**

3. List officers of Applicant.

Jon Greene	**President/Secretary/Treasurer/Director**

4. Does the Applicant currently, or has it in the past, held a certificate from the Illinois Commerce Commission?

   ☐ YES ☒ NO

5. Does the Applicant currently, or has it in the past, provided service under any other name in Illinois?

   ☐ YES ☒ NO

   If YES, please provide all other names under which service is being or has been provided.

   _____

6. Is any affiliate of the Applicant providing, or has any affiliate provided, service in Illinois?

   ☒ YES ☐ NO

   If YES, please provide the names of all affiliates under which service is being or has been provided in Illinois.

   Affiliate Long Distance Access, Inc. is providing service under Docket No. 08-0287 authorized on June 4, 2008.

7. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in Illinois under this or another name?

   ☐ YES ☒ NO

   If YES, describe fully. _____

8. Have there been any complaints or judgments levied against the Applicant in Illinois in this or another name?

☐ YES ☒ NO

If YES, describe fully. _____

9. List jurisdictions other than Illinois in which the Applicant is offering service(s).

Applicant is authorized to provide service in: Colorado, Georgia, Indiana, Kentucky, Michigan, New Jersey, Pennsylvania, Texas, Virginia and Washington. Applicant is a newly formed company and not currently offering service in any jurisdiction.

10. Has the Applicant, or any principal of the Applicant, been denied a Certificate of Service or had its certification revoked in any jurisdiction other than Illinois under this or another name?

☐ YES ☒ NO

If YES, describe fully. _____

11. Have there been any complaints or judgments levied against the Applicant in any jurisdiction other than Illinois in this or another name?

☐ YES ☒ NO

If YES, describe fully. _____

12. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? ☒ YES ☐ NO

If YES, please list, by officer, each entity in which the officer has an ownership or other interest.

Applicant shares a corporate officer with Long Distance Access, Inc.

13. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Applicant will bill customers on a monthly basis through the local exchange company using an invoice which complies with Illinois customer service requirements as well as the FCC's Truth-in-Billing rules.

The billing statement presents clear and concise billing information including a detailed listing of taxes, fees and surcharges. Bill inserts and windows will be utilized to convey important billing and service change related information on an as needed or as required basis.

14. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, and the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission.)

    Customer service representatives are available to handle service, billing, and repair complaints via a toll free number. If the complaint can not be handled locally or to the satisfaction of the customer within 24 hours, the complaint will escalate to the Customer Service Supervisor. Should the customer's complaint be unresolved to the customer's satisfaction after 72 hours the customer will be notified that they may seek assistance from the Commission and they will be provided with the appropriate Commission contact information.

15. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? ☒ YES ☐ NO

16. What telephone number(s) would a customer use to contact the Applicant?

    Customers Service: (651) 468-0017 or (866) 818-6183.

17. If granted authority to operate as provider of anything other than a Pay Telephone service, will the applicant file tariffs prior to providing service in Illinois and within 2 years of Application approval?

    ☒ YES ☐ NO

18. How many employees does the Applicant employ? 2

19. Has the Applicant reviewed all ICC rules applicable to the services it seeks to provide?

    ☒ YES ☐ NO

    Note: See http://www.ilga.gov/commission/jcar/admincode/083/083parts.html for the ICC's Title 83: Public Utility Rules.

20. Will the Applicant abide by all ICC rules applicable to the services it seeks to provide?

    ☒ YES ☐ NO

21. If granted the authority to operate as a telecommunications provider, will the Applicant comply with all the applicable filing requirements listed in Appendix A?

    ☒ YES ☐ NO

22. If granted the authority to operate as a telecommunications provider, will the applicant remit all applicable taxes, contributions, or other assessments specified in Appendix A?

    ☒ YES ☐ NO

III. FINANCIAL (To be completed by All Applicants except Wireless Applicants)

1. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement, balance sheet, chart of accounts and any other appropriate documentation of applicant's financial resources and ability to provide service. **Attached as Exhibit E.**

2. Does the Applicant have a financial relationship with any other companies?

   ☐ YES ☒ NO

   If YES, please provide the names of all companies with which the Applicant has a financial relationship and a brief explanation of the relationship.

   _____

   _____

3. Will the Applicant keep its books and records in Illinois? ☐ YES ☒ NO

   Note: If the Applicant will not keep its books and records in Illinois, then the Applicant must request a waiver of Code Part 250.

4. Has the applicant or any other company with which the Applicant has a financial arrangement filed for bankruptcy within the last 7 years?

   ☐ YES ☒ NO

   If YES, please explain. _____

   _____

   _____

   _____

IV. TECHNICAL (To be completed by All Applicants except Wireless Applicants)

1. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

   Applicant will provide the resale of long distance.

2. Does Applicant utilize its own equipment and/or facilities? ☐ YES ☒ NO

   If YES, please provide a brief description of the facilities Applicant owns and intends to utilize.

   If YES, please explain what services will be offered with these facilities and where the Applicant will utilize its own facilities.

   If YES, please include evidence that Applicant possesses the necessary technical resources to deploy and maintain the said facilities.

   If YES, and if the Applicant is a switch based provider, please provide an attachment that includes the following information regarding each switch: (i) switch type, (ii) address, (iii) CLLI code, (iv) location of remotes or POIs, and (v) any tandems to which the switch is homed.

3. Does Applicant lease equipment and/or facilities? ☐ YES ☒ NO

   If YES, please provide a brief description of the facilities the Applicant leases and the entity or entities from which such equipment or facilities are leased.

   If YES, please explain what services will be provided with these facilities and where the Applicant will utilize these leased facilities.

If YES, please include evidence that Applicant possesses the necessary technical resources to maintain and operate said facilities.

4. Does Applicant resell services? ☒ YES ☐ NO

If YES, please provide a brief description of the entity or entities from which wholesale service is purchased.

Applicant will resell the services of the incumbent local exchange carriers (e.g. AT&T Illinois, formerly Ameritech) and other authorized facilities-based carriers.

If YES, please explain what services will be provided through resale and where the Applicant will provide resold services.

Applicant will provide the resale of long distance throughout the State of Illinois.

5. Does the Applicant provide its own repair service?

☐ YES ☒ NO

If NO, please provide the name of the entity or entities providing repair service for the Applicant.

Applicant will contract with the underlying carrier for repair service.

6. Will technical personnel be available at all times to assist customers with service problems?

☐ YES ☒ NO

If NO, please provide the hours of assistance.

Applicant will be available during normal business hours to assist with customer service problems.

7. If Applicant intends to provide Public Pay Telephone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? ☐ YES ☐ NO **Not applicable**

8. If Applicant intends to provide Public Pay Telephone service, please explain the method the Applicant will used to comply with Section 771.330 of the ICC's rules. **Not applicable**

Note: See http://www.ilga.gov/commission/jcar/admincode/083/08300771sections.html for the ICC's Pay Telephone Service Provider rules.

V. WAIVERS (To be completed by All Applicants except Wireless Applicants)

Note: If Applicant is seeking any waivers or variances of Commission rules and regulations in this proceeding, then, other than when explained below, please attach an explanation of why the Applicant is seeking any waiver or variance.

Local Exchange Service authority applicants under Sections 13-401, 13-404 and/or 13-405 generally seek waivers of Part 710, Section 735.180 of Part 735 and Part 250. Additionally, a waiver from Parts 730.115 and 732.60 may be requested for those applicants that will only be providing data services.

Interexchange Service authority applicants under Sections 13-401, 13-403 and 13-404 generally request waivers of Parts 710, 735 and 250 of Title 83 of the Illinois Administrative Code

Public Pay Telephone Service authority applicants under Sections 13-401, 13-403, 13-404, and/or 13-405 generally request waivers of Parts 710, 735 and 250 of Title 83 of the Illinois Administrative Code

Local Exchange Service Please indicate which waivers Applicant is requesting.

- ☐ Part 710 Uniform System of Accounts for Telecommunications Carriers
- ☐ Part 735.180 Directories (within Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois)
- ☐ Part 730.115 and 732.60 Service Quality and Customer Credit Quarterly Reporting – Waiver is available for carriers providing Data Services only. (ref. 13-517c)
- ☐ Part 250 Public Utility Books and Accounts (maintaining books and records out of state)
- ☐ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

_____

_____

Interexchange Service Please indicate which waivers Applicant is requesting.

- ☒ Part 710 Uniform System of Accounts for Telecommunications Carriers
- ☒ Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois
- ☒ Part 250 Public Utility Books and Accounts (maintaining books and records out of state)
- ☐ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

_____

_____

Local and Interexchange Public Pay Telephone Service Please indicate which waivers Applicant is requesting.

☐ Part 710 Uniform System of Accounts for Telecommunications Carriers

☐ Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

☐ Part 250 Public Utility Books and Accounts (maintaining books and records out of state)

☐ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

_____

_____

1. If the Applicant is requesting a waiver of Part 710, what circumstances warrant a departure from the prescribed Uniform System of Accounts ("USOA")?

   As a non-dominant carrier, Applicant is not required to maintain its accounts in the Uniform System of Accounts ("USOA") by the Federal Communications Commission, Applicant will maintain its books using Generally Accepted Accounting Practices ("GAAP") and requests waiver of any USOA requirements for its records of Illinois accounts.

2. If the Applicant is requesting a waiver of Part 710, then will records be maintained in accordance with Generally Accepted Accounting Principles ("GAAP")?

   ☒ YES ☐ NO

3. If the Applicant is requesting a waiver of Part 710, then will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?

   ☒ YES ☐ NO

4. If the Applicant is requesting a waiver of Part 710, then will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes and surcharges?

   ☒ YES ☐ NO

5. If the Applicant is requesting a waiver of Part 710, then does the accounting system currently in use by Applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns?

   ☒ YES ☐ NO

   If YES, What specific accounts or sub-accounts provide this data?

   Intrastate

6. If the Applicant is requesting a waiver of Part 710, then will the Applicant provide annual audited statements when required or requested subsequent to granting of the waiver?

   ☒ YES ☐ NO

   Note: See http://www.icc.illinois.gov/forms/results.aspx?st=3&t=2 for Annual Reports instructions for detail.

7. If the Applicant is requesting a waiver of Part 710, does the Applicant understand that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company?

   ☒ YES ☐ NO

VI. TELEPHONE ASSISTANCE PROGRAMS
(To be completed by Local Exchange Service Applicants)

1. Has the Applicant signed and returned the ITAC Membership Application and Agreement to Commission Staff?

   ☐ YES ☐ NO **Not applicable**

   _____
   _____
   _____

   Note: See http://www.icc.illinois.gov/telecommunications/Certification.aspx for application forms.

2. Will the Applicant's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?

   ☐ YES ☐ NO **Not applicable**

3. Has the Applicant signed and returned the Universal Telephone Access Corporation (UTAC) - Membership Application to Commission Staff?

   ☐ YES ☐ NO **Not applicable**

   _____
   _____
   _____

   Note: See http://www.icc.illinois.gov/telecommunications/Certification.aspx for application forms.

4. Will the Applicant solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?

   ☐ YES ☐ NO **Not applicable**

5. Does the Applicant realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link-Up Programs if it is not an eligible carrier?

   ☐ YES ☐ NO **Not applicable**

6. Does the Applicant plan on filing to become an Eligible Telecommunications Carrier?

   ☐ YES ☐ NO **Not applicable**

VII. 911 SERVICE (To be completed by Local Exchange Service Applicants)

1. Will the Applicant ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?

   ☐ YES ☐ NO

   Not applicable.

   Note: See http://www.icc.illinois.gov/911/ for links to the Emergency Telephone System Act and other 911 related rules and regulations.

2. Who will be responsible for building and maintaining the 911 database for your local exchange customers?

   Not applicable.

3. How often will the Applicant update the 911 database with customer information?

   Not applicable.

4. Please explain the procedures the Applicant will use to collect 911 surcharges and transmit them to the local 911 systems.

   Not applicable.

VIII. PREPAID SERVICE
(To be completed by Local Exchange Service Applicants that Provide Prepaid Service)

1. Will customers have the ability to sign up with any long distance company they choose?

   ☐ YES ☐ NO **Not applicable.**

2. Will customers have the ability to use dial around long distance companies?

   ☐ YES ☐ NO **Not applicable.**

3. Will customers have access to the Illinois Relay Service?

   ☐ YES ☐ NO **Not applicable.**

4. Will customers be able to make 1-800 calls for free?

   ☐ YES ☐ NO **Not applicable.**

5. Will the Applicant offer operator services?

   ☐ YES ☐ NO **Not applicable.**

6. Please describe how applicant plans to collect the monthly fee to be paid in advance.

   Not applicable. _____

   _____

7. Will customers' monthly bills show a breakdown of services, features, surcharges, taxes, etc.?

   ☐ YES ☐ NO **Not applicable.**

8. Will customers pay an installation fee?

   ☐ YES ☐ NO **Not applicable.**

   If YES, will payment arrangements be offered for the installation fee?

   ☐ YES ☐ NO **Not applicable.**

9. Will telephone service be in the Applicant's name or the customer's name?

   ☐ YES ☐ NO **Not applicable.**

   If YES, please describe how information will appear in data bases, such as 9-1-1, directory assistance, etc.?

   Not applicable. _____

10. Will applicant offer prepaid service as a monthly service or as a usage service?

☐ Monthly ☐ Usage **Not applicable.**

11. Will applicant provide a warning when the remaining value of service is about to cease?

☐ YES ☐ NO **Not applicable.**

If YES, is the customer given more than one notice of the remaining value of service?

☐ YES ☐ NO **Not applicable.**

If YES, how much advance notice is given to the customer of the remaining value of service?

Not applicable. _____

12. If the customer is in the middle of a call will they be disconnected when the remaining value of service has expired?

☐ YES ☐ NO **Not applicable.**

If YES, are customers made aware of potentially being disconnected during a call when the remaining value of service expires?

☐ YES ☐ NO **Not applicable.**

13. When does the timing of a call start? **Not applicable.** _____

14. If the person called does not answer, is any time deducted from the customer's account?

☐ YES ☐ NO **Not applicable.**

15. Will there be any other instances in which the Company would disconnect a customer, other than running out of prepaid time?

☐ YES ☐ NO **Not applicable.**

If YES, please explain. _____

16. When a customer runs out of time is their phone immediately disconnected or on suspension?

☐ YES ☐ NO **Not applicable.**

If YES, will they still be able to receive calls?

☐ YES ☐ NO **Not applicable.**

17. Are the Applicant's services available to TTY callers?

☐ YES ☐ NO **Not applicable.**

18. How will the Applicant handle a complaint from a customer who disputes the amount of time used or remaining?

Not applicable.

19. The Public Utilities Act requires a local calling area that has no time or duration charges. How will the Applicant define each customer's untimed local calling area?

Not applicable.

Access Long Distance Inc

By: _____
Jon Greene, President

Applicant's Attorney:

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W. Michigan Ave, 4th Floor
Kalamazoo, MI 49007
Tel: (269) 381-8893
Fax: (269) 381-4855
Email: Patrick@crockerlawfirm.com

VERIFICATION

This application shall be verified under oath.

OATH

State of Minnesota)
) ss
County of Ramsey)

Jon Greene makes oath and says that he is President
(Insert here the name of affiant) *(Insert the official title of the affiant)*

of Access Long Distance Inc
(Insert here the exact legal title or name of the Applicant)

that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Jon Greene, President

Subscribed and sworn to before me, a Notary Public _____
(Title of person authorized to administer oaths)

in the State and County above named, this 15th day of February 2011

ANN MARIE DAILEY
NOTARY PUBLIC - MINNESOTA
My Commission Expires 1/31/2015

(Signature of person authorized to administer oath)

EXHIBIT A

Contact Persons

Contact persons to work with Staff on the following:

i) Consumer issues:

Jon Greene, President
442 Hayward Avenue
Oakdale, MN 55128
Telephone: (651) 468-0017
Facsimile: (651) 649-3580
E-mail: Jon@LDAccess.com

ii) Consumer complaint resolution:

Ann Dailey, Customer Service
442 Hayward Avenue
Oakdale, MN 55128
Telephone: (651) 468-0017
Facsimile: (651) 649-3580
E-mail: Jon@LDAccess.com

iii) Technical and service quality issues:

Jon Greene, President
442 Hayward Avenue
Oakdale, MN 55128
Telephone: (651) 468-0017
Facsimile: (651) 649-3580
E-mail: Jon@LDAccess.com

iv) "Tariff" and pricing issues:

Jon Greene, President
442 Hayward Avenue
Oakdale, MN 55128
Telephone: (651) 468-0017
Facsimile: (651) 649-3580
E-mail: Jon@LDAccess.com

v) 9-1-1 issues:

Jon Greene, President
442 Hayward Avenue
Oakdale, MN 55128
Telephone: (651) 468-0017
Facsimile: (651) 649-3580
E-mail: Jon@LDAccess.com

vi) Security/law enforcement:

Jon Greene, President
442 Hayward Avenue
Oakdale, MN 55128
Telephone: (651) 468-0017
Facsimile: (651) 649-3580
E-mail: Jon@LDAccess.com

vii) Regulatory issues:

Patrick D. Crocker, President
Nationwide Regulatory Compliance, LLC
The Kalamazoo Building
107 W. Michigan Avenue, 4th Floor
Kalamazoo, Michigan 49007
Telephone: (269) 381-8888
Facsimile: (269) 381-4855
E-mail: contact@nationwideregulatorycompliance.com

EXHIBIT B

Articles of Incorporation

And

Certificate of Authority to Transact Business

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Access Long Distance Inc

Corporate Charter Number: 4062758-2

Chapter Formed Under: 302A

This certificate has been issued on 11/17/2010.

Mark Ritchie
Secretary of State.

40627580002

DC OK

MINNESOTA SECRETARY OF STATE
MINNESOTA BUSINESS CORPORATION
ARTICLES OF INCORPORATION

Minnesota Statutes, Chapter 302A
Fee $160.00

Fed ID # - 27-4265907

State Tax # - 1875048

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM.

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older, and adopts the following articles of incorporation:

Note: A professional corporation governed under Chapter 319B must include an attachment with the following information: (This information is only required if this is a professional corporation.)

1. Statement that the Minnesota firm elects to operate and acknowledges that it is subject to Minnesota Statutes, Chapter 319B.01 to 319B.12.
2. List the professional service the corporation is authorized to provide under Chap. 319B, subd 19.

ARTICLE I – BUSINESS NAME
Name of Corporation: (Required) *(Must include a corporate or professional designation in their name.)*

Access Long Distance Inc

ARTICLE II – REGISTERED OFFICE AND AGENT
The Registered Office Address of the Corporation is: (Required)

442 Hayward Ave. N.	Oakdale, MN		55128 5397
Street Address *(A PO Box by itself is not acceptable)*	City	State	Zip

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
NOV 17 2010
Mark Ritchie
Secretary of State

The Registered Agent at the above address is:

Agent's Name *(A registered agent is not required.)*

ARTICLE III – SHARES
The corporation is authorized to issue a total of 10000 **shares.** (Must authorize at least one share.)

ARTICLE IV - INCORPORATORS

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person (s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Jon Greene	442 Hayward Ave. N.	Oakdale, MN	55128	5379	
Incorporator's Name	**Street Address**	**City**	**State**	**Zip**	**Signature**

Incorporator's Name	**Street Address**	**City**	**State**	**Zip**	**Signature**

List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.

Ann Daily	651-468-0021	ann@coremarkinc.com
Contact Name	Phone Number	E-Mail Address

FORM **BCA 13.15** (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS
Business Corporation Act

FILED
JAN 3 1 2011
JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6760-755-4
File #

Filing Fee $ 150.00 Franchise Tax $ 25.00 Penalty/Interest $ _____ Total $ 175.00 Approved: KK

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

1. (a) CORPORATE NAME: ACCESS LONG DISTANCE INC

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Minnesota; Date of Incorporation Nov. 17, 2010; Period of Duration perpetual

3. (a) Address of the principal office, wherever located:
442 Hayward Avenue, North
Oakdale, MN 55128-5397

(b) Address of principal office in Illinois: (If none, so state)
None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Corporation Service Company
First Name *Middle Initial* *Last name*

Registered Office: 422 North Northwest Highway, Suite 150
Number *Street* *Suite #* (A P.O. Box alone is not acceptable.)
Park Ridge, 60068 Cook
City *ZIP Code* *County*

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
MN

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

	Name	No. & Street	City	State	ZIP
President	Jon Greene,	442 Hayward Avenue, North,	Oakdale,	MN	55128-5397
Secretary	Jon Greene,	442 Hayward Avenue, North,	Oakdale,	MN	55128-5397
Director	Jon Greene,	442 Hayward Avenue, North,	Oakdale,	MN	55128-5397
Director					
Director					

C-171.15

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Providing telecommunication services

8. Authorized and Issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	---	No par value	10,000	10,000

(If more, attach list)

9. Paid-in Capital: $ 25,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: $ 50,000.00
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: $ 1,000.00
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: $ 50,000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: $ 5,000.00

11. Interrogatories: (Important - this section must be completed.)

(a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 12-14, 2010
(Month & Day) (Year)

ACCESS LONG DISTANCE INC
(Exact Name of Corporation)

(Any Authorized Officer's Signature)

Jon Greene, President
(Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is $175. Any additional fees will be billed and must be paid before this application can be filed.

EXHIBIT C

Background and Experience of Management

Jon Greene, President
Access Long Distance Inc

Jon Greene is President of Access Long Distance Inc and has been in the telecommunications industry for 10+ years.

Experience

Managed Telecommunication Center and then started his own business in 1998. He started and sold a successful telecommunication telemarketing company with over 120 employees. Jon has also started two long distance reseller companies in the past 6 years and worked extensively in the industry. He currently is working on investments in some other companies and managing his current businesses.

Jon has three children and spends his free time golfing, fishing, and supporting the Minnesota Wild.

EXHIBIT D

Current Organization Chart

Name	Title	Ownership
Jon Greene 442 Hayward Avenue Oakdale, MN 55128	President Secretary Treasurer Director	100%

EXHIBIT D

Financial Statements

3:18 PM

01/04/11

Accrual Basis

Access Long Distance
Balance Sheet
As of January 4, 2011

	Jan 4, 11
ASSETS	
Current Assets	
Checking/Savings	
US Bank	25,000.00
Total Checking/Savings	25,000.00
Total Current Assets	25,000.00
TOTAL ASSETS	25,000.00
LIABILITIES & EQUITY	
Equity	
Opening Bal Equity	25,000.00
Total Equity	25,000.00
TOTAL LIABILITIES & EQUITY	25,000.00

3:18 PM

01/04/11

Accrual Basis

Access Long Distance
Profit & Loss
January 1 - 4, 2011

	Jan 1 - 4, 11
Net Income	0.00

Access Long Distance
Statement of Cash Flows
January 1 - 4, 2011

	Jan 1 - 4, 11
FINANCING ACTIVITIES	
Opening Bal Equity	25,000.00
Net cash provided by Financing Activities	25,000.00
Net cash increase for period	25,000.00
Cash at end of period	**25,000.00**