

BCDC Connect, LLC :
: :
Application for a certificate of :
local and interexchange :
Authority to operate as a reseller :
and facilities-based carrier of :
telecommunications services :
in the State of Illinois. :

AMENDS) 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) FEIN # 46-4868842

BCDC Connect LLC

Address: Street 2249 N Sheffield Avenue

City Chicago State/Zip Illinois 60614-3621

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*)

Applicant seeks authority to provide unswitched local and interexchange private line and special access services only.

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 seeks statewide authority to provide unswitched local and interexchange private line and special access services. Applicant's initial focus will be on short haul connections between non-carrier data centers in the Chicago loop, and it will expand its offering incrementally based upon customer demand.

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;

CHARLES LINEBAUGH
2249 N Sheffield Avenue
Chicago, IL 60614-3621
(312) 729-5033
cl@bcdconnect.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.*)

Christopher Hession, Esq.
Hession & Associates, LTD.
415 N LaSalle, Suite 401
Chicago, IL 60654
(312) 464-9841
chession@hessionassociates.com

- 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.*)

CHARLES LINEBAUGH
2249 N Sheffield Avenue

Chicago, IL 60614-3621
(312) 729-5033
cl@bcdconnect.com

- 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.

Note: 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: _____

State of incorporation: _____

Other (Specify) Limited Liability Company (Illinois)

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.

Applicant's formation document is attached hereto as Exhibit A.

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

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

8. Does applicant represent that it will comply with all current and future applicable Illinois and Federal laws, rules, and regulations?

YES NO

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

_____ YES ___X___ NO

If YES, describe fully. _____

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

_____ None _____

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 ___X___ 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 ___X___ 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 ___X___ NO

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

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 anticipates that it will directly bill its customers on a monthly basis. Applicant's invoices will provide details regarding all charges, including usage-based and recurring charges. Applicant's invoices will also identify individual state and federal taxes, surcharges, and fees, as appropriate.

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.)

In the event that a customer seeks to dispute a bill from the Applicant, the customer would notify the Applicant of the disputed amount within thirty days after receiving the bill. The customer may request, and Applicant will provide, a detailed review of the disputed amount. The customer must pay any undisputed amount on the disputed bill and all undisputed amounts on subsequent bills on a timely basis. If after investigation by a manager or higher-level employee of Applicant there remains a disagreement about the disputed charge, the customer will be notified that an appeal to the State Commerce Commission may be made and the Commission's telephone number and address will be provided to the customer. Applicant will utilize the local number provided in response to Question 16 to receive customer complaints and inquiries until it begins offering services outside the Chicago local calling area. Applicant will establish a toll free number for the receipt of customer complaints and inquiries when it begins offering services outside the Chicago local calling area and will provide that number to the Commission once established.

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?

(312) 946-7530

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? 6

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 Cellular Radio/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.

Copies of Applicant's Federal Tax Returns, balance sheet and pro forma income statement are attached as Exhibit D and being provided confidentially.

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.

DeNovo Media, Inc. Owner Charles Linebaugh II pledges 100% of the financial and human resources of DeNovo Media to the development and success of BCDC Connect LLC.

National Technologies, Inc. Owner Brian James pledges 100% of the financial and human resources of NTI to the development and success of BCDC Connect LLC.

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 Cellular Radio/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 intends to provide unswitched local and interexchange private line and special access services for data transmission to end users, Internet service providers and other carriers.

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.

Applicant intends to construct and install its own fiber optic transmission facilities.

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

Applicant intends to provide unswitched local and interexchange private line and special access services for data transmission to end users, Internet service providers and other carriers using its own facilities and by reselling private line and special access services of other certificated carriers to the extent necessary to meet its customers' needs in areas where it does not have necessary facilities or capacity available.

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

Applicant maintains the following technical certifications: RCDD Certified, BICSI Installer, Amp Certified, Comscope Uniprise Certified, FOA Certified, OSHA 30, OSHA Confined Spaces, SAS70 Data Center, Cisco CCIE, Microsoft MCSE, as well as many other Data /Communication /Fiber Certifications.

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.

Applicant does not seek authority to provide switched services at this time.

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.

Applicant anticipates that it will lease transmission facilities from other carriers in specific locations where it is cost-effective to do so to provide its services in lieu of constructing its own facilities. Applicant also anticipates leasing some electronic equipment from its vendors as a means of financing. Applicant has not yet entered into any lease arrangements for facilities or equipment to be used to provide telecommunications services.

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

Applicant intends to provide unswitched local and interexchange private line and special access services for data transmission to end users, Internet service providers and other carriers using its own facilities and facilities and equipment leased from other carriers and from equipment vendors. Applicant has not yet identified any location where it expects to use leased facilities or equipment but will do so where and when it is more cost-effective to provide its services using leased equipment and/or facilities rather than its own equipment and facilities.

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

Applicant has operated successful businesses in the fiber optic, networking and data center industries, thereby maintaining certifications, knowledge and advancing technologies required to be a market leader. Additionally, please see Exhibit B.

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 expects to resell private line and special access services obtained from other certificated carriers on a limited basis to meet its customers' needs where it does not have available facilities or capacity. Applicant has not established any resale relationship at this time.

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

Applicant intends to provide unswitched local and interexchange private line and special access services for data transmission to end users, Internet service providers and other carriers using its own facilities and facilities and by reselling the private line and special access services of other certificated carriers on a limited basis where Applicant does not have available facilities or capacity to meet its customers' needs. At this time Applicant has not identified any specific locations where it expects to resell the services of other carriers.

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.

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.

-
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.

WAIVERS (To be completed by All Applicants except Cellular Radio/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")?

Applicant requests a waiver from Part 710 because strict compliance with the Uniform System of Accounts would be burdensome and costly. Applicant will maintain all accounting records in accordance with Generally Accepted Accounting Principles (GAAP) which will accurately reflect the Applicant's financial status. Complying with Part 710 would require the creation and maintenance of two sets of accounting books, one under the Uniform System of Accounts and the other under GAAP. Maintenance of books under both systems would be both financially and

administratively burdensome and variance from Part 710 will not injure any other party.

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

X 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?

X 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?

X 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?

X YES _____ NO

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

Applicant will categorize revenue by state under customer revenue for fiber services. Revenue will be attributed to individual account numbers for each customer circuit.

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?

X 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?

X 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?

X YES _____ NO See Exhibit E.

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

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

YES NO See Exhibit F.

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

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

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

YES NO

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. Applicant does not intend or seek authority to provide switched services and thus will not handle any 911 traffic.

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. Applicant does not intend or seek authority to provide switched services and thus will not handle any 911 traffic.

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

Not Applicable. Applicant does not intend or seek authority to provide switched services and

thus will not handle any 911 traffic.

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

Not Applicable. Applicant does not intend or seek authority to provide switched services and thus will not provide any access lines that are capable of making 911 calls or required to pay the 911 surcharge.

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

Not Applicable. Applicant does not seek authority to provide prepaid local service.

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

_____ YES _____ NO

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

_____ YES _____ NO

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

_____ YES _____ NO

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

_____ YES _____ NO

5. Will the Applicant offer operator services?

_____ YES _____ NO

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

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

_____ YES _____ NO

8. Will customers pay an installation fee?

_____ YES _____ NO

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

_____ YES _____ NO

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

_____ YES _____ NO

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

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

_____ Monthly _____ Usage

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

_____ YES _____ NO

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

_____ YES _____ NO

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

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

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

_____ YES _____ NO

13. When does the timing of a call start? _____

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

_____ YES _____ NO

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

_____ YES _____ NO

If YES, please explain. _____

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

_____ YES _____ NO

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

_____ YES _____ NO

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

_____ YES _____ NO

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

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?

BCDC Connect LLC

By 
Charles Linebaugh II
Member

Name of Attorney
Attorney's Firm or Company Name
Address of Attorney

Attorney's Telephone Number
Attorney's Fax and E-mail (optional)

Charles V. Gerkin, Jr.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1700
Atlanta, Georgia 30346
770-399-9500
770-395-0000
cgerkin@fh2.com

VERIFICATION

This application shall be verified under oath.

OATH

State of Illinois)
County of Cook) ss)

Charles Linebaugh II makes oath and says that he is member
(Insert here the name of affiant) (Insert the official title of the affiant)
of BCDC Connect LLC
(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.

[Handwritten Signature]
(Signature of affiant)

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

in the State and County above named, this 26th day of January, 2015.



[Handwritten Signature]
(Signature of person authorized to administer oath)

Form **LLC-5.5**

**Illinois
Limited Liability Company Act
Articles of Organization**

FILE # **04716302**

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
www.cyberdriveillinois.com

Filing Fee: \$500
Expedited Fee: \$100
Approved By: REH

FILED
FEB 19 2014
Jesse White
Secretary of State

1. Limited Liability Company Name: BCDC CONNECT LLC

2. Address of Principal Place of Business where records of the company will be kept:

2249 N SHEFFIELD AVE

CHICAGO, IL 60614

3. Articles of Organization effective on the filing date.

4. Registered Agent's Name and Registered Office Address:

CHRISTOPHER D. HESSION
415 N LA SALLE DR STE 401
CHICAGO, IL 60654-2742

COOK

5. Purpose for which the Limited Liability Company is organized:

"The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act."

6. The LLC is to have perpetual existence.

7. The Limited Liability Company has management vested in the member(s).

LINEBAUGH, CHARLES
2249 NORTH SHEFFIELD
CHICAGO, IL 60614

JAMES, BRIAN J.
2501 KANE LANE
BATAVIA, IL 60510

8. Name and Address of Organizer

I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated: FEBRUARY 19, 2014

CHARLES LINEBAUGH II
2249 N SHEFFIELD
CHICAGO, IL 60614

EXHIBIT B

Brian James – BCDC Connect LLC (Member) – National Technologies NTI (Owner)

Brian James has over 20 years of experience as a low voltage union electrician specializing in fiber optics. He excelled as an apprentice quickly moving up the ranks. He was entrusted by a multimillion dollar electrical company to start a low voltage division from the ground up. After successfully fulfilling his obligations, in 2009, he started his own company currently holding the role as Owner/Vice President of National Technologies NTI. Brian is also a certified teacher who currently teaches fiber optic for IBEW Local 701. Because of his dedication to fiber optics, he is always furthering his education. In 2008 he earned RCDD recognition, the highest design credentials in the information technology systems (ITS) industry. His work ethic and dedication to his customers, employees and business surpass none other.

Charles Linebaugh II – BCDC Connect LLC (Member) – DeNovo Media Inc (Owner)

Charles “Chuck” Linebaugh has over 20 years of experience in computer networking and data center technologies. Rising up through an international company providing networking design and implementation in Spanish and French languages he has evolved into an authority in the networking world. After achieving networking certifications through Cisco and Microsoft Chuck went on to open several companies providing Networking consultation, Data Center infrastructure construction, financial system hosting and development and Internet Service Provision. Chuck’s commitment to his customers and advancement of Networking Technologies is incomparable.

Peter Newman – DeNovo Media Inc (Employee)

Peter Newman holds multiple networking certifications with Cisco, Juniper and Microsoft with over 15 years of Data Center networking experience. He specializes in designing and maintaining multiple fiber networks making use of BGP to provide 100% uptime hosting for several fortune 500 companies.

Al Franzen - National Technologies NTI (Employee)

Al Franzen is an operational expert with decades of experience at the management level in a variety of fields. His current title as General Manager of Operations at NTI Fiber Optics takes advantage of the skills he’s mastered in his previous roles as an Inventory Control Manager, Risk Management Specialist, Regional Trainer, Customer Solutions Manager, Human Resource Expert and Supply Chain Specialist. Al is best described as a highly motivated, self-starter with a bar-none work ethic and a passion for creating efficiencies to help businesses run better. In 2014, he was recognized nationally for Inventory Control and Operational Excellence with Best Buy before making his transition to NTI Fiber Optics.

William Lough – National Technologies NTI (Employee)

William Lough has over 17 years of experience in the Fiber Optic telecommunication industry. He started his career in the early 90’s in Metro DC area with a national engineering company. He later continued his career with MFS-NT (Worldcom) to further his knowledge and expertise in the telecommunication industry. During his tenure there, William was responsible for the implementation and completion of major Fiber Optic projects. Before his employment with NTI, William was with AboveNet where he expanded Field Engineering skills.

Rick Danca – National Technologies NTI (Employee)

Rick Danca is a Project Manager for NTI Fiber Optics, a division of National Technologies. Rick entered the Telecommunications field in 1998. He started out installing several miles of fiber optic cable from state to state. He eventually moved on to OSP Construction Management and eventually into Project Management for fiber optic splicing.

EXHIBIT C

ORGANIZATIONAL CHART

BCDC Connect LLC

Brian James (50% Owner)

Charles Linebaugh II (50% Owner)

National Technologies NTI

DeNovo Media Inc.

Brian James (100% Owner)

Charles Linebaugh II (100% Owner)

Al Franzen - General Manager
Rick Danca - Project Manager
William Lough - Project Manager

Peter Newman - Data Center Tech
Mike McGing - Project Manager
Kelson Fagan - Technician

2013

FEDERAL INCOME TAX SUMMARY

PAGE 1

CLIENT 451

NAT TECH, INC.

27-1094894

| | 2013 | 2012 | DIFF |
|---|------------------|------------------|------------------|
| ORDINARY INCOME | | | |
| GROSS RECEIPTS LESS RETURNS/ALLOWANCE.... | 7,342,894 | 4,725,019 | 2,617,875 |
| COST OF GOODS SOLD (FORM 1125-A)..... | 1,140,430 | 2,991,137 | -1,850,707 |
| GROSS PROFIT..... | 6,202,464 | 1,733,882 | 4,468,582 |
| NET GAIN (OR LOSS) (FORM 4797)..... | 5,500 | 0 | 5,500 |
| TOTAL INCOME (LOSS)..... | 6,207,964 | 1,733,882 | 4,474,082 |
| ORDINARY DEDUCTIONS | | | |
| COMPENSATION OF OFFICERS..... | 133,155 | 58,616 | 74,539 |
| SALARIES/WAGES (LESS EMPLOYMENT CR.)..... | 1,438,205 | 0 | 1,438,205 |
| REPAIRS AND MAINTENANCE..... | 44,415 | 43,893 | 522 |
| RENTS..... | 49,322 | 59,550 | -10,228 |
| TAXES AND LICENSES..... | 167,321 | 83,919 | 83,402 |
| INTEREST..... | 562 | 0 | 562 |
| DEPRECIATION..... | 27,633 | 31,417 | -3,784 |
| ADVERTISING..... | 5,496 | 44,309 | -38,813 |
| OTHER DEDUCTIONS..... | 879,706 | 625,625 | 254,081 |
| TOTAL DEDUCTIONS..... | 2,745,815 | 947,329 | 1,798,486 |
| ORDINARY BUSINESS INCOME (LOSS)..... | 3,462,149 | 786,553 | 2,675,596 |
| REFUND OR AMOUNT DUE | | | |
| BALANCE DUE..... | 0 | 0 | 0 |
| SCHEDULE K - INCOME | | | |
| ORDINARY BUSINESS INCOME (LOSS)..... | 3,462,149 | 786,553 | 2,675,596 |
| INTEREST INCOME..... | 136 | 0 | 136 |
| SCHEDULE K - DEDUCTIONS | | | |
| SECTION 179 DEDUCTION..... | 249,143 | 69,737 | 179,406 |
| CHARITABLE CONTRIBUTIONS..... | 0 | 2,662 | -2,662 |
| SCHEDULE K - ALTERNATIVE MINIMUM TAX ITEMS | | | |
| POST-1986 DEPRECIATION ADJUSTMENT..... | -4,662 | -863 | -3,799 |
| SCHEDULE K - ITEMS AFFECTING BASIS | | | |
| NONDEDUCTIBLE EXPENSES..... | 19,586 | 1,569 | 18,017 |
| PROPERTY DISTRIBUTIONS..... | 2,042,878 | 0 | 2,042,878 |
| SCHEDULE K - OTHER INFORMATION | | | |
| INVESTMENT INCOME..... | 136 | 0 | 136 |
| INCOME (LOSS) RECONCILIATION..... | 3,213,142 | 714,154 | 2,498,988 |
| SCHEDULE L - BALANCE SHEET | | | |
| BEGINNING ASSETS..... | 1,394,375 | 686,964 | 707,411 |
| BEGINNING LIABILITIES & EQUITY..... | 1,394,375 | 686,964 | 707,411 |
| ENDING ASSETS..... | 2,438,501 | 1,394,375 | 1,044,126 |
| ENDING LIABILITIES & EQUITY..... | 2,438,501 | 1,394,375 | 1,044,126 |

CLIENT 451

NAT TECH, INC.

27-1094894

ENDING ASSETS

| | | |
|-------------------------------------|-----------|-----------|
| CASH..... | | 708,303 |
| ACCOUNTS RECEIVABLE..... | 1,563,450 | |
| LESS: ALLOWANCE FOR BAD DEBTS..... | (0) | 1,563,450 |
| INVENTORIES..... | | 10,000 |
| OTHER CURRENT ASSETS..... | | 2,541 |
| BUILDINGS AND OTHER ASSETS..... | 783,440 | |
| LESS: ACCUMULATED DEPRECIATION..... | (664,141) | 119,299 |
| INTANGIBLE ASSETS..... | 10,728 | |
| LESS: ACCUMULATED AMORTIZATION..... | (9,120) | 1,608 |
| OTHER ASSETS..... | | 33,300 |
| TOTAL ASSETS..... | | 2,438,501 |

ENDING LIABILITIES & EQUITY

| | | |
|-----------------------------------|--|-----------|
| ACCOUNTS PAYABLE..... | | 21,786 |
| OTHER CURRENT LIABILITIES..... | | 60,774 |
| CAPITAL STOCK..... | | 1,000 |
| RETAINED EARNINGS..... | | 2,354,941 |
| TOTAL LIABILITIES AND EQUITY..... | | 2,438,501 |

CLIENT 451

NAT TECH, INC.

27-1094894

| | 2013 | 2012 | DIFF |
|---|-----------|---------|-----------|
| UNMODIFIED BASE INCOME | | | |
| ORDINARY INCOME (LOSS) FROM FORM 1120S.... | 3,462,149 | 786,553 | 2,675,596 |
| PORTFOLIO INCOME (LOSS)..... | 136 | 0 | 136 |
| TOTAL ADJUSTED IL INCOME (LOSS)..... | 3,462,285 | 786,553 | 2,675,732 |
| CHARITABLE CONTRIBUTIONS..... | 0 | 2,662 | -2,662 |
| SECTION 179 EXPENSE DEDUCTION..... | 249,143 | 69,737 | 179,406 |
| TOTAL DEDUCTION ADJUSTMENTS..... | 249,143 | 72,399 | 176,744 |
| UNMODIFIED BASE INCOME (LOSS)..... | 3,213,142 | 714,154 | 2,498,988 |
| ILLINOIS ADDITIONS | | | |
| IL REPLACEMENT TAX DED. IN FED INCOME.... | 9,909 | 83,919 | -74,010 |
| ILLINOIS BONUS DEPRECIATION ADDITION..... | 2,232 | 8,928 | -6,696 |
| TOTAL ILLINOIS ADDITIONS..... | 12,141 | 807,001 | -794,860 |
| ILLINOIS SUBTRACTIONS | | | |
| ILLINOIS BONUS DEPRECIATION SUBTRACTION.... | 5,100 | 0 | 5,100 |
| TOTAL ILLINOIS SUBTRACTIONS..... | 5,100 | 0 | 5,100 |
| ILLINOIS BASE INCOME..... | 3,220,183 | 807,001 | 2,413,182 |
| ILLINOIS REPLACEMENT TAX | | | |
| BASE INCOME ALLOCABLE TO ILLINOIS..... | 1,029,818 | 807,001 | 222,817 |
| NET INCOME..... | 1,029,818 | 807,001 | 222,817 |
| REPLACEMENT TAX BEFORE CREDITS..... | 15,447 | 12,105 | 3,342 |
| NET REPLACEMENT TAX AND SURCHARGE..... | 15,447 | 12,105 | 3,342 |
| REFUND OR AMOUNT DUE | | | |
| TOTAL TAX PAYMENTS..... | 3,500 | 0 | 3,500 |
| LATE PAYMENT PENALTY..... | 239 | 0 | 239 |
| LATE PAYMENT INTEREST..... | 19 | 0 | 19 |
| BALANCE DUE WITH RETURN..... | 12,205 | 12,105 | 100 |

National Technologies, NTI
Balance Sheet
As of December 31, 2014

Dec 31, 14

ASSETS

Current Assets

Checking/Savings

JP Morgan Business Savings 1,463.62

JP Morgan Chase 273,004.47

PNC Bank 2,821.42

Total Checking/Savings 277,289.51

Accounts Receivable

11000 · Accounts Receivable 2,422,927.83

Total Accounts Receivable 2,422,927.83

Other Current Assets

12100 · Inventory Asset 10,000.00

12101 · Tax Refund Receivable -15,498.58

Total Other Current Assets -5,498.58

Total Current Assets 2,694,718.76

Fixed Assets

15000 · Furniture and Equipment 40,274.81

15200 · Vehicles 512,180.67

15300 · Construction Equipment 502,882.63

15400 · Leasehold Improvements 28,333.00

15600 · Software 871.00

17000 · Accumulated Depreciation -979,520.09

Total Fixed Assets 105,022.02

Other Assets

19201 · Rent Deposit 4,000.00

19202 · Organization Costs 268.00

19205 · Employee Loan 35,800.00

Total Other Assets 40,068.00

TOTAL ASSETS 2,839,808.78

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

20000 · Accounts Payable 109,057.42

Total Accounts Payable 109,057.42

Credit Cards

4525 - Cardmember Service

0695 - Ryan O'Shea 7,287.79

1147 - Kim Polivka 10,293.64

2233 - Meritt Lewis 433.70

3038 - Jon Behrens 10,530.66

3046 - Todd Bailey 9,751.83

3053 - Adam Eakins 6,071.99

3176 - Jim James 19,099.71

4525 - Tenesha James 7,295.47

National Technologies, NTI
Balance Sheet
As of December 31, 2014

| | <u>Dec 31, 14</u> |
|--|-----------------------------------|
| 4533 - Jeff White | -11,924.59 |
| 4541 - Brian James | 60,037.32 |
| 4558 - Adam Smith | 37,681.81 |
| 4566 - Jason Rahn | 23,646.78 |
| 4574 - William Lough | 21,377.36 |
| 6021 - Brian Albus | 8,815.85 |
| 6056 - Rick Danca | 9,653.34 |
| 9960 - Al Franzen | 11,574.79 |
| 1241 - Irfan Ellahi | 1,198.51 |
| 4658 - Bill Blankenhagen | 8,479.27 |
| 4525 - Cardmember Service - Other | -221,511.57 |
| Total 4525 - Cardmember Service | 19,793.66 |
| American Express | 2,017.41 |
| 2146 - 2146 - Sam's Club MasterCard | 1,174.86 |
| 3048 - 3048 - Card Member Services | -29.75 |
| Total Credit Cards | 22,956.18 |
| Other Current Liabilities | |
| 24000 - Payroll Liabilities | 51,727.79 |
| 25000 - Accrued Taxes Federal and State | -313,230.00 |
| Total Other Current Liabilities | -261,502.21 |
| Total Current Liabilities | -129,488.61 |
| Total Liabilities | -129,488.61 |
| Equity | |
| 30100 - Capital Stock | 1,000.00 |
| 31400 - Shareholder Distributions | -4,480,227.84 |
| 32000 - Retained Earnings | 2,354,922.46 |
| Net Income | 5,093,602.77 |
| Total Equity | 2,969,297.39 |
| TOTAL LIABILITIES & EQUITY | <u><u>2,839,808.78</u></u> |

Form **1120S**

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0123

2014

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.
Information about Form 1120S and its separate instructions is at www.irs.gov/form1120s.

For calendar year 2014 or tax year beginning _____, ending _____

| | | | |
|---|--|--|--|
| A Selection effective date 07/07/03 | TYPE OR PRINT | Name DE NOVO MEDIA, INC. | D Employer identification number 92-0194357 |
| B Business activity code number (see instructions) 541519 | | Number, street, and room or suite no. If a P.O. box, see instructions. 2249 N. SHEFFIELD | E Date incorporated 07/07/2003 |
| C Check if Sch. M-3 attached <input type="checkbox"/> | | City or town, state or province, country, and ZIP or foreign postal code CHICAGO IL 60614 | F Total assets (see instructions) \$ 426,449 |

G Is the corporation electing to be an S corporation beginning with this tax year? Yes No If "Yes," attach Form 2553 if not already filed
H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) Selection termination or revocation
I Enter the number of shareholders who were shareholders during any part of the tax year **1**

Caution. Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

| | | | | |
|--|---|------------|--------------------|-------------------|
| Income | 1a Gross receipts or sales | 1a | 594,970 | |
| | b Returns and allowances | 1b | 15,799 | |
| | c Balance. Subtract line 1b from line 1a | | | 1c 579,171 |
| | 2 Cost of goods sold (attach Form 1125-A) | | | 2 397,426 |
| | 3 Gross profit. Subtract line 2 from line 1c | | | 3 181,745 |
| | 4 Net gain (loss) from Form 4797, line 17 (attach Form 4797) | | | 4 |
| 5 Other income (loss) (see instructions—attach statement) | See Stmt 1 | | 5 1,151,067 | |
| 6 Total income (loss). Add lines 3 through 5 | | | 6 1,332,812 | |
| Deductions (see instructions for limitations) | 7 Compensation of officers (see instructions—attach Form 1125-E) | | | 7 500,000 |
| | 8 Salaries and wages (less employment credits) | | | 8 |
| | 9 Repairs and maintenance | | | 9 |
| | 10 Bad debts | | | 10 |
| | 11 Rents | | | 11 27,212 |
| | 12 Taxes and licenses | | | 12 25,324 |
| | 13 Interest | | | 13 382 |
| | 14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562) | | | 14 2,968 |
| | 15 Depletion (Do not deduct oil and gas depletion.) | | | 15 |
| | 16 Advertising | | | 16 2,879 |
| | 17 Pension, profit-sharing, etc., plans | | | 17 104,778 |
| | 18 Employee benefit programs | | | 18 |
| | 19 Other deductions (attach statement) | See Stmt 2 | | 19 59,199 |
| | 20 Total deductions. Add lines 7 through 19 | | | 20 722,742 |
| | 21 Ordinary business income (loss). Subtract line 20 from line 6 | | | 21 610,070 |
| Tax and Payments | 22a Excess net passive income or LIFO recapture tax (see instructions) | 22a | | |
| | b Tax from Schedule D (Form 1120S) | 22b | | |
| | c Add lines 22a and 22b (see instructions for additional taxes) | | | 22c |
| | 23a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 23a | | |
| | b Tax deposited with Form 7004 | 23b | | |
| | c Credit for federal tax paid on fuels (attach Form 4136) | 23c | | |
| | d Add lines 23a through 23c | | | 23d |
| | 24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/> | | | 24 |
| | 25 Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed | | | 25 |
| | 26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid | | | 26 |
| 27 Enter amount from line 26 Credited to 2015 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> | | | 27 | |

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer **CHARLES LINEBAUGH** Date _____ Title **PRESIDENT**

| | | | | | |
|-------------------------------|---|---|------------------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name Barbara E. Charal | Preparer's signature Barbara E. Charal | Date 02/04/15 | Check <input type="checkbox"/> if self-employed | PTIN P01266395 |
| | Firm's name Barbara E. Charal & Associates, Inc. | Firm's EIN 26-0000361 | | | |
| | Firm's address 3000 Dundee Road, # 111 Northbrook, IL 60062 | Phone no. 847-412-1291 | | | |

For Paperwork Reduction Act Notice, see separate instructions.

Form **1120S** (2014)

EXHIBIT F

MEMBERSHIP APPLICATION AND AGREEMENT
UNIVERSAL TELEPHONE ASSISTANCE CORPORATION

Name of Applicant: BCDC Connect, LLC

Address of Applicant: 2249 N. Sheffield Avenue

Chicago, Illinois 60614-3621

Name, title, and telephone number of responsible individual with Applicant to whom communications should be sent:

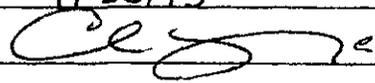
Chuck Linebaugh - Member

(312) 729-5033

The Applicant hereby applies for membership in the Universal Telephone Assistance Corporation ("UTAC"), an Illinois not-for-profit corporation upon the terms and conditions set forth herein. This Agreement shall be effective when approved by the Board of Directors.

In support of its application for membership, the Applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local exchange telecommunications service as defined in the Illinois Public Utilities Act ("PUA"). Applicant agrees that as a member of UTAC it will comply with the provisions of 220 ILCS 5/13-301.1 and the rules of the Illinois Commerce Commission including but not limited to 83 Ill.Admin.Code Part 757.
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of UTAC as adopted by the Corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that UTAC is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, Applicant delegates to UTAC authority to make such actions on behalf of the Applicant as shall be necessary for the Applicant to comply with its obligations under Section 13-301.1 of the PUA and Part 757.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the Applicant under and pursuant to Section 13-301.1 of the PUA (including income therefrom and appreciation thereon) as the Commission may from time to time order or as UTAC may from time to time request in accordance with orders of the Commission.
6. Benefits available under the UTSAP program shall be limited to one discount per household at the principal place of residence of the eligible subscriber. UTAC will only pay the benefit reimbursement for installation costs when the customer pays the appropriate portion of the LEC's installation charge.
7. Applicant agrees to promptly furnish documentation supporting any monetary request when requested by UTAC.
8. It is the policy of UTAC to prohibit churning. If the number of installation fee requests on par. 2.1 of Exhibit A exceeds the number of Lifeline customers reported on par. 3.1 of Exhibit A at the end of the month, or if the member LEC is not retaining customers on the system due to churning, then the Board may deny the member LEC's request for installation fee waivers.

Dated: 1/26/15
 By: 
 Title: MEMBER

SPACE BELOW TO BE COMPLETED BY UTAC ONLY

Acceptance: The above application and Agreement is hereby accepted and the Applicant is hereby accepted for membership in UTAC.

Dated: _____

Universal Telephone Assistance Corporation

By: _____

Title: _____