



**MARASHLIAN  
& DONAHUE, PLLC**  
THE COMMLAW GROUP

June 23, 2016

CK # 10016/65-270  
6/24/16 \$ 750. RB

DKT 16-0745

**VIA FEDERAL EXPRESS**

Office of the Secretary  
Delaware Public Service Commission  
861 Silver Lake Boulevard  
Cannon Building  
Suite 100  
Dover, DE 19904

RECEIVED  
2016 JUN 24 PM 1 07  
DELAWARE P.S.C.

**Re: CallCatchers Inc. d/b/a FreedomVoice Systems – Application for Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware**

Dear Sir or Madam:

CallCatchers Inc. d/b/a FreedomVoice Systems, by its undersigned counsel, hereby submits one (1) original and ten (10) copies of its Application for Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware ("Application"). Also included is a check in the amount of \$750.00 payable to the Delaware Public Service Commission covering the Application's requisite filing fees.

An additional copy of this transmittal letter is provided. Please date-stamp and return the additional copy of this letter in the self-addressed envelope provided.

Should you have any questions regarding the contents of this transmittal, please contact the undersigned.

Respectfully submitted,

Michael P. Donahue

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Enclosures

**BEFORE THE  
DELAWARE PUBLIC SERVICE COMMISSION**

2016 JUN 24 PM 1:07  
RECEIVED  
DELAWARE P.S.C.

In the Matter of the Application of )  
CallCatchers Inc. d/b/a FreedomVoice Systems )  
for a Certificate of Public Convenience and Necessity to )  
Operate as a Reseller of Telecommunications Services )  
in the State of Delaware )

PSC Docket No. 2016 - \_\_\_\_\_

**APPLICATION**

CallCatchers Inc. d/b/a FreedomVoice Systems (“FreedomVoice,” or “Applicant”), by undersigned counsel and pursuant to the Rules of the Delaware Public Service Commission (“Commission”), respectfully requests the Commission for a Certificate of Public Convenience and Necessity to provide resold interexchange telecommunications services in the State of Delaware (the “Application”).

Additionally, Applicant is in the process of being acquired by GoDaddy Operating Company, LLC (“GoDaddy Operating”). GoDaddy Operating, its direct wholly-owned subsidiary San Fernando Merger Sub Inc. (“San Fernando Merger Sub”), FreedomVoice, and certain FreedomVoice shareholders entered into an Agreement and Plan of Merger dated as of May 17, 2016 (the “Agreement”). Pursuant to the Agreement, San Fernando Merger Sub will be merged with and into FreedomVoice – with FreedomVoice being the surviving entity. All equity securities of FreedomVoice will be canceled, and its shareholders will be entitled to receive consideration for those securities. FreedomVoice will thus become an indirect, wholly-owned subsidiary of GoDaddy Operating. Upon or after the closing of the transfer of control, the parties anticipate that the vast majority of FreedomVoice’s operations and assets will be assigned from FreedomVoice to GoDaddy.com LLC (“GD LLC”), a direct, wholly owned subsidiary of GoDaddy Operating. Accordingly, the Applicant respectfully requests the Commission consider FreedomVoice’s

proposed ownership as it considers this registration, or, to the extent required, approves FreedomVoice's acquisition by GoDaddy Operating and GD LLC ("Proposed Transaction"). GD LLC will file for and obtain any necessary licenses necessary to provide intrastate services prior to the transfer of any customers.

In support of this Application, FreedomVoice states as follows:

1. **Applicant's Name and Contact Information:**

CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, CA 92024  
Tel: (800) 477-1477  
Fax: (888) 475-3433  
Email: [compliance@FreedomVoice.com](mailto:compliance@FreedomVoice.com)  
Website: [www.FreedomVoice.com](http://www.FreedomVoice.com)

2. **Representative Contact Information:**

Correspondence regarding this Application should be directed to:

Michael P. Donahue  
Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
McLean, VA 22102  
Tel: (703) 714-1319/-1323  
Fax: (703) 563-6222  
Email: [mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)  
[kpa@commlawgroup.com](mailto:kpa@commlawgroup.com)

*with a copy to:*

Jennifer L. Kostyu  
L. Charles Keller  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
Email: [jkostyu@wbklaw.com](mailto:jkostyu@wbklaw.com)  
[ckeller@wbklaw.com](mailto:ckeller@wbklaw.com)

Correspondence concerning the Applicant's ongoing regulatory compliance should be directed to:

Gino Capozzi, Tax and Regulatory Compliance Manager  
169 Saxony Road, Suite 214  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 816  
Fax: (800) 477-1477  
Email: [Compliance@freedomvoice.com](mailto:Compliance@freedomvoice.com)

**3. Corporate Information:**

FreedomVoice is a Delaware corporation with its principal place of business at 169 Saxony Road, Suite 212, Encinitas, California 92024. Please see **Exhibit A** attached hereto for copy of FreedomVoice's Certificate of Incorporation.

**4. Officers/Directors:**

A list of FreedomVoice's Officers and Directors is attached hereto as **Exhibit B**. These individuals will be responsible for Applicant's operations in the State of Delaware.

**5. Ownership Information:**

Please see **Exhibit C** attached hereto for information concerning the ownership of FreedomVoice before and after the Proposed Transaction.

**6. Description of Proposed Services:**

FreedomVoice proposes to provide resold interexchange telecommunications services throughout the entire State of Delaware. Specifically, Applicant utilizes a proprietary interactive voice response ("IVR") and unified messaging platform. Applicant purchases toll free and direct inward dialing ("DID") numbers, and resells those numbers as part of a virtual office service. Small business customers then use those numbers to access Applicant's integrated suite of additional services and functionality, including: auto attendant, call forwarding/distribution, call queuing, call screening, Internet fax/fax back, and enhanced voicemail capabilities such as voice-

to-text conversion and email delivery of voicemails. FreedomVoice will also provide Interconnected Voice over Internet Protocol (“I-VoIP”) services. Applicant’s proposed services shall be provided above incremental costs. Please see Exhibit D attached hereto for FreedomVoice’s proposed tariff.

**7. Geographic Areas to be Served:**

FreedomVoice proposes to provide resold interexchange services throughout the entire State of Delaware as permitted by law or Commission order.

**8. Managerial Qualifications:**

FreedomVoice is guided by an experienced and highly capable management team that includes individuals who have distinguished themselves in executive positions within the telecommunications industry. Applicant’s management team possesses extensive business, technical, operational, and telecommunications experience. FreedomVoice’s managers will continue to manage the company’s operations following the closing of the Proposed Transaction. In addition, following completion of the Proposed Transaction, FreedomVoice will be able to rely on the additional experience and prospective of GoDaddy Operating’s management. Attached hereto as Exhibit E are descriptions of the managerial and technical qualifications of FreedomVoice’s management team. Information regarding GoDaddy Operating’s management team is available on its website: <https://aboutus.godaddy.net/about-us/default.aspx#Section2>.

**9. Financial Qualifications:**

FreedomVoice possesses the financial resources necessary to provide reliable telecommunications services. The most recent financial statements for GoDaddy Operating’s parent, GoDaddy Inc., are available in GoDaddy Inc.’s most recent Form 10-K filed with the Securities and Exchange Commission on March 2, 2016 (*available at:*

<http://www.sec.gov/Archives/edgar/data/1609711/000160971116000048/gddy-12312015x10k.htm>).

#### **10. Customer Relations:**

FreedomVoice provides live customer service Monday through Friday between the hours of 5:00 AM and 6:00 PM PST, and Saturday between the hours of 6:30 AM and 3:30 PM PST. Additionally, Applicant provides emergency support to customers twenty-four hours a day, seven days a week. Customers may contact FreedomVoice regarding complaints, repairs, sales, and other inquiries via telephone, (800) 477-1477, and via email, [customercare@freedomvoice.com](mailto:customercare@freedomvoice.com) (customer service)/ [sales@freedomvoice.com](mailto:sales@freedomvoice.com) (sales inquiries).

Information concerning FreedomVoice's services can also be found on Applicant's website: [www.freedomvoice.com](http://www.freedomvoice.com).

Moreover, in addition to FreedomVoice's management team, the following individual shall be responsible for Applicant's operations in Delaware:

Jeremiah Gowdy, Systems Architect  
169 Saxony Road, Suite 206  
Encinitas, CA 92024  
Tel: (800) 477-1477 x 804  
Fax: (800) 477-1477  
Email: [jeremiah.gowdy@freedomvoice.com](mailto:jeremiah.gowdy@freedomvoice.com)

#### **11. Billing Structure:**

FreedomVoice will bill any applicable initiation fees and monthly recurring charges in advance of the month of usage. Applicant invoices customers on a monthly basis for recurring monthly charges for the specific plan purchased by the customer and minutes used above the plan allowance for the previous month. Usage charges are billed in arrears for the previous month. At the time a customer signs up for service via Applicant's website, Applicant obtains credit or debit card information from the customer and automatically bills the customer's credit/debit card each

month for the invoiced charges. If a customer elects to pay by check rather than credit card or to change to payment by check, Applicant may require a deposit equal to the monthly recurring charge. Applicant will ensure that its accounting and billing systems identify and appropriately bill for intrastate vs. interstate traffic.

## **12. Current Operations:**

FreedomVoice is also authorized to provide interexchange long distance telecommunications services pursuant to registration, commission order or on a deregulated basis in the states of: California, Connecticut, Florida, Illinois, Maine, Maryland, Michigan, New Jersey, New York, Pennsylvania, Rhode Island, Tennessee, Utah, Virginia, Washington, and Wisconsin.

Furthermore, Applicant is currently registered to provide I-VoIP services in the following states: California, Illinois, Michigan, Nebraska, and Wisconsin.

FreedomVoice is currently in the process of applying for authorization or registering to provide interexchange and I-VoIP services in the remaining fifty states, the District of Columbia, and Puerto Rico – to the extent required by the laws and regulations of the specific jurisdiction.

## **13. Public Interest:**

Approval of FreedomVoice's Application will serve the public interest by creating greater competition in the telecommunications marketplace, thus providing consumers with additional choices for interexchange services. Applicant's entry into the market will add diversity of supply, innovative service offerings, and competitive pricing. Applicant's proposed service offerings will provide Delaware consumers with high quality, telephonic communications at reasonable rates, and therefore, its entry into the Delaware marketplace is in the public interest.

**CONCLUSION**

WHEREFORE, CallCatchers Inc. d/b/a FreedomVoice Systems respectfully requests that this Commission issue a Certificate of Public Convenience and Necessity authorizing it to provide resold interexchange telecommunications services throughout the entire State of Delaware as set forth herein, and approve its future ownership structure pursuant to its acquisition by GoDaddy Operating Company, LLC and GoDaddy.com LLC as set forth herein.

Respectfully submitted,



Michael P. Donahue  
Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
McLean, VA 22102  
Tel: (703) 714-1319/-1323  
Fax: (703) 563-6222  
Email: [mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)  
[kpa@commlawgroup.com](mailto:kpa@commlawgroup.com)

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Jennifer L. Kostyu  
L. Charles Keller  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
Email: [jkostyu@wbklaw.com](mailto:jkostyu@wbklaw.com)  
[ckeller@wbklaw.com](mailto:ckeller@wbklaw.com)

*Counsel for GoDaddy Operating Company, LLC*

Dated: June 23, 2016

List of Exhibits

Exhibit A – Corporate Documents

Exhibit B – Officers/ Directors

Exhibit C – Ownership Information

Exhibit D – Proposed Tariff

Exhibit E – Management Biographies

Verification

Exhibit A

Corporate Documents

CERTIFICATE OF INCORPORATION  
OF

CallCatchers Inc.  
A CLOSE CORPORATION

FIRST: The name of this corporation is CallCatchers Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 1,500 shares of NO par value.

FIFTH: The name and mailing address of the incorporator is: Regina Cephas, Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: DECEMBER 28, 1995

*Regina Cephas*

State of Delaware  
Office of the Secretary of State

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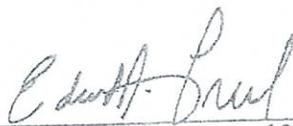
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CALLCATCHERS INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2575702 8100  
001056105



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

0237931

DATE:

02-04-00

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CALLCATCHERS INC.

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CALLCATCHERS INC. , a corporation  
organized and existing under and by virtue of the General  
Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation at a  
meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it  
advisable and in the best interest of the Company that Article  
Fourth of the Certificate of Incorporation be amended to read as  
follows:

FOURTH: The total number of shares of stock which this  
corporation is authorized to issue is:

ONE THOUSAND FIVE HUNDRED AND TWENTY FIVE (1525) SHARES WITHOUT  
PAR VALUE

SECOND: That the said amendment has been consented to and  
authorized by the holders of a majority of the issued and  
outstanding stock entitled to vote by written consent given in  
accordance with the provisions of Section 228 of the General  
Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in  
accordance with the applicable provisions of Sections 242 and 228 of  
the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this  
Certificate to be signed by  
this 27th day of January A.D. 2000.



Authorized Officer  
ERIC THOMAS

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CALLCATCHERS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1626682

DATE: 02-22-02

2575702 8100

020113676

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of \_\_\_\_\_  
CALLCATCHERS INC.

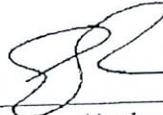
resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

**Resolved**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "4" so that, as amended, said Article shall be and read as follows:

" THE CORPORATION SHALL BE AUTHORIZED TO ISSUE UP TO  
ONE MILLION TWO HUNDRED TWENTY THOUSAND SHARES OF COMMON  
STOCK WITH A PAR VALUE OF \$0.10 AMOUNTING TO \$122,000.00. "

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY:  \_\_\_\_\_  
(Authorized Officer)

NAME: Eric Thomas  
(Type or Print)

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of \_\_\_\_\_  
CALLCATCHERS INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

**Resolved,** that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered “ \_\_\_\_\_ ” so that, as amended, said Article shall be and read as follows:

“ THE CORPORATION SHALL BE AUTHORIZED TO ISSUE UP TO  
ONE MILLION TWO HUNDRED TWENTY THOUSAND SHARES OF COMMON  
STOCK WITH A PAR VALUE OF \$0.10 AMOUNTING TO \$122,000.00. ”

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: \_\_\_\_\_

(Authorized Officer)

NAME: \_\_\_\_\_

Eric Thomas

(Type or Print)

Exhibit B

Officers/ Directors

I. Pre-Transaction:

FreedomVoice's current officers and directors are as follows:

Officers:

<u>Name</u>	<u>Title</u>	<u>Contact Information</u>
Eric Thomas	President	6319 Via Naranjal Rancho Santa Fe, CA 92067
James Schumacher	Secretary	347 Rice Lane Whitefish, MT 59937

Directors:

<u>Name</u>	<u>Contact Information</u>
Adam Gould	14138 Arbolitos Drive Poway, CA 92064
John Newsam	528 Forward Street La Jolla, CA 92037
Julie Bryant	6319 Via Naranjal Rancho Santa Fe, CA 92067

**II. Post-Transaction:**

FreedomVoice's officers and directors following the closing of the Proposed Transaction will be as follows:

**Officers:**

<u>Name</u>	<u>Title</u>	<u>Contact Information</u>
Matthew Kelpy	President & Treasurer	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260
Nima Kelly	Secretary	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260

**Directors:**

<u>Name</u>	<u>Contact Information</u>
Matthew Kelpy	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260
Nima Kelly	14455 North Hayden Rd., Suite 219 Scottsdale, AZ 85260

Exhibit C

Ownership Information

### Pre-Transaction Ownership

FreedomVoice is currently owned by the following individuals:

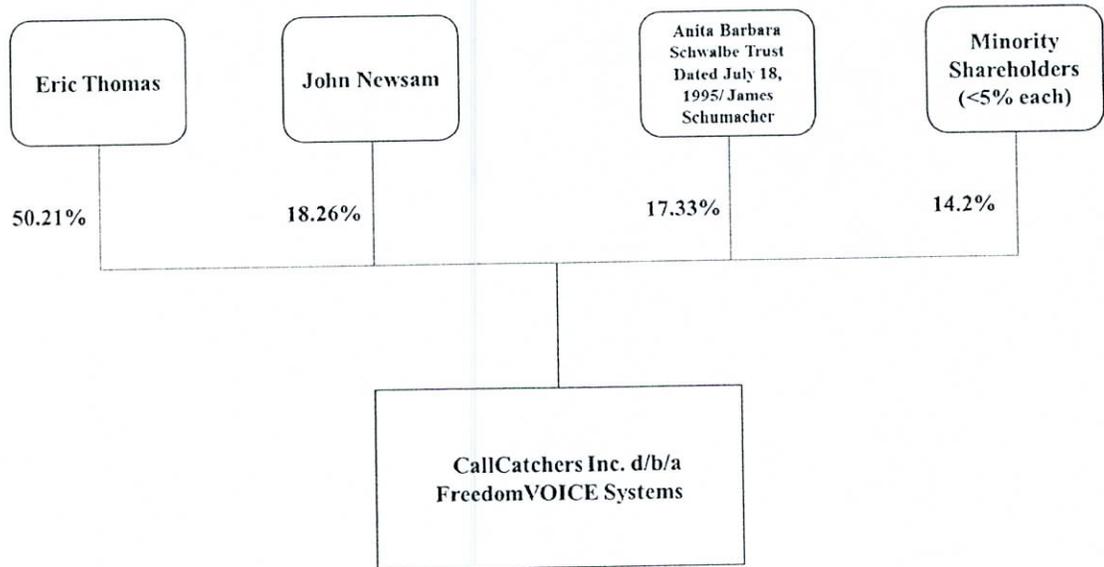
**Name:** Eric Thomas  
**Address:** 6319 Via Naranjal  
Rancho Santa Fe, CA 92067  
**Ownership Interest:** 50.21%

**Name:** John Newsam  
**Address:** 525 Westbourne Street  
La Jolla, CA 92037  
**Ownership Interest:** 18.26%

**Name:** Anita Barbara Schwalbe Trust Dated July 18,  
1995/ James Schumacher  
**Address:** 1596 Hodgson Road  
Whitefish, Montana 59937  
**Ownership Interest:** 17.33%

The remaining 14.2% of stock is owned by various entities or individuals of which each hold less than a 5% ownership share in FreedomVoice.

A chart depicting FreedomVoice's current ownership structure is provided on the next page.



### Post Transaction Ownership

Following the closing of the Proposed Transaction, FreedomVoice will be a wholly-owned subsidiary of the following entity:

**Name:** Media Temple Inc. (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

Media Temple Inc. will be a wholly-owned subsidiary of the following entity:

**Name:** GoDaddy Operating Company, LLC (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

GoDaddy Operating Company, LLC will be a wholly-owned subsidiary of the following entity:

**Name:** Desert Newco, LLC (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260

Desert Newco, LLC will be owned by the following entities:

**Name:** GoDaddy Inc. (DE)  
**Address:** 14455 N. Hayden Road  
Scottsdale, AZ 85260  
**Ownership Interest:** 50% of Desert Newco, LLC<sup>1</sup>

**Name:** Yam Special Holdings, Inc. (AZ)  
**Address:** 15475 N. 84th Street  
Scottsdale, AZ 85260  
**Ownership Interest:** ~20% of Desert Newco, LLC

**Name:** Kohlberg Kravis Roberts & Co. L.P. (DE)  
**Address:** 9 West 57th Street, Suite 4200,  
New York, NY 10019  
**Ownership Interest:** ~10% of Desert Newco, LLC

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<sup>1</sup> GoDaddy, Inc. also is the sole managing member and controls the management of Desert Newco, LLC. GD Subsidiary Inc., a wholly-owned subsidiary of GoDaddy, holds an approximate 1% ownership interest in Desert Newco. GD Subsidiary Inc. is a Delaware corporation, and its address is 14455 N. Hayden Road, Scottsdale, AZ 85260.

**Name:**

Silver Lake Partners (DE)

**Address:**

2775 Sand Hill Road, Suite 100

Menlo Park, CA 94025

**Ownership Interest:**

~11% of Desert Newco, LLC

To the best of Applicant's knowledge, no other entity or individual will directly or indirectly hold a 10% or greater ownership interest in FreedomVoice following the closing of the Proposed Transaction.

A chart depicting FreedomVoice's ownership structure following the closing of the Proposed Transaction is provided on the next page.

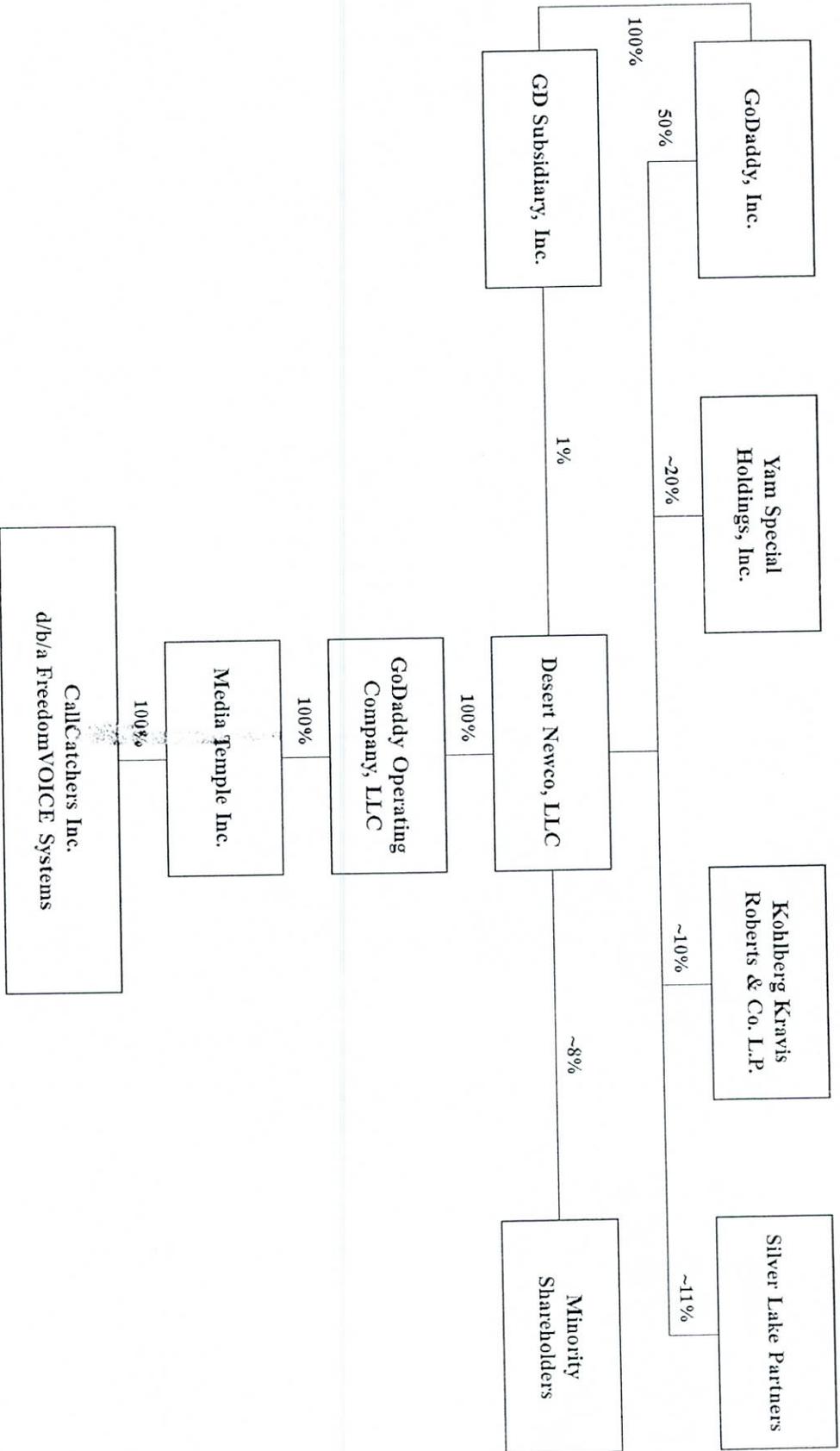


Exhibit D

Proposed Tariff

**CallCatchers Inc. d/b/a FreedomVoice Systems**

DELAWARE TELECOMMUNICATIONS TARIFF

This tariff contains the rates, terms, and conditions applicable to Resold Telecommunications Services provided by CallCatchers Inc. d/b/a FreedomVoice Systems ("FreedomVoice"), with principal offices at 169 Saxony Road, Suite 212, Encinitas, California 92024.

This tariff applies for services furnished within the State of Delaware. The tariff is on file with the Delaware Public Service Commission, and copies may be inspected during normal business hours at the Company's principal place of business.

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Issued: \_\_\_\_\_

Effective: \_\_\_\_\_

Issued by: Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, California 92024

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**CHECK SHEET**

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, as named below, comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<b>Page</b>	<b>Revision</b>	<b>Page</b>	<b>Revision</b>
1	Original		
2	Original		
3	Original		
4	Original		
5	Original		
6	Original		
7	Original		
8	Original		
9	Original		
10	Original		
11	Original		
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		

\* - indicates those pages includes with this filing

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Issued: \_\_\_\_\_

Effective: \_\_\_\_\_

Issued by: Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, California 92024

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**SECTION 3 - DESCRIPTION OF SERVICE ..... 16**

**SECTION 4 - RATES..... 18**

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Issued: \_\_\_\_\_

Effective: \_\_\_\_\_

Issued by: Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, California 92024

**SYMBOLS**

The following are the only symbols used for the purposes indicated below:

**C** – Change in Rule or Regulation.

**D** - Delete or Discontinue.

**I** - Change Resulting in an increase to a Customer's bill.

**M** - Moved from another tariff location.

**N** - New

**R** - Change resulting in a reduction to a Customer's bill.

**T** - Change in text or regulation.

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Issued: \_\_\_\_\_

Effective: \_\_\_\_\_

Issued by: Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, California 92024

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**TARIFF FORMAT**

**A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

**B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the Commission follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff pages in effect. Consult the check sheet for sheet currently in effect.

**C. Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1.
- 2.1.1.A.1.(a).
- 2.1.1.A.1.(a).1.

**D. Check Sheets** - When a tariff filing is made with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (\*). There will be no other symbols used on the check sheet if these are the only changes made to it (*i.e.*, the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the Delaware Public Service Commission.

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Issued: \_\_\_\_\_

Effective: \_\_\_\_\_

Issued by: Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems  
169 Saxony Road, Suite 212  
Encinitas, California 92024

**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

**Customer** - The person, firm, corporation or other entity which orders, cancels, amends or uses service and is responsible for payment of charges and compliance with the Company's tariff.

**Company or Carrier** - CallCatchers Inc. d/b/a FreedomVoice Systems unless otherwise clearly indicated by the context.

**Day** - From 6:00 AM up to but not including 6:00 PM Pacific Time Monday through Friday.

**Commission** - The Delaware Public Service Commission.

**Holidays** - The Company observes the following holidays: New Year's Day, Martin Luther King Day, Presidents' Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day.

**V & H Coordinates** - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls where applicable.

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## SECTION 2 - RULES AND REGULATIONS

### 2.1 Undertaking of the Company

The Company's services and facilities are furnished for communications at specified points within the State of Delaware under terms of this tariff.

The Company operates and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. The Customer is responsible for ordering access connection facilities provided by other carriers or entities to allow connection of a Customer's location to the Company's services. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

### 2.2 Applicability of Tariff

This tariff applies to telephone calls which originate and terminate in the State of Delaware.

### 2.3 Billing and Payment

**2.3.1** Customer is responsible for paying all charges on its account for services provided by the Company, including, but not limited to, long distance, directory assistance charges, regulatory and government fees, and for all taxes and surcharges, including regulatory recovery fees, imposed on the services or the Company as a result of Customer's use of the services. The Company collects any applicable initiation fees and monthly recurring charges automatically in advance of the month of usage. Customer will also be billed for additional minutes used (which exceed the number of calling minutes in the Customer's plan), in the month following such usage. Usage charges are billed in arrears. Payment is due thirty (30) days following receipt of a bill.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.3 Billing and Payment continued**

**2.3.2** Any objection to billed charges should be promptly reported to the Company. Notice of any disputes must be in writing and received by the Company within ninety (90) days after the invoice date or the dispute will be waived. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Customer must pay all undisputed amounts in full to avoid late payment charges or default.

Customers who are dissatisfied with the response to their complaint may contact the Commission for resolution of the issues at:

Delaware Public Service Commission  
861 Silver Lake Boulevard  
Cannon Building, Suite 100  
Dover, DE 19904

**2.3.3** Company will charge a late payment charge on any amounts unpaid by the due date of the lesser of: (1) 1.5% per month or 18% per annum or (2) the highest amount allowed by law. Company will also assess a \$10.00 processing fee.

**2.3.4** Customer has the option of electing to pay invoices by credit card or check. Company will send Customer an invoice each month. Customer may also receive an additional invoice on Friday of any week in which Customer's minute usage is approximately \$18 for credit card customers or \$75 for check pay customers. Customer shall have thirty (30) days from the date of the invoice to remit payment. Company will bill Customer's credit card on the date payment is due. If the card fails, Company will notify Customer. The second day after the due date, Company will attempt to bill the card, and, if the card fails, will notify Customer by electronic mail. On the third day after the due date, Company will attempt to bill the card and, if the card fails, will notify Customer by electronic mail that Customer's service will be suspended. If payment is not received after this notice, Customer will temporary suspend service until payment is received.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.3 Billing and Payment continued**

**2.3.4 continued**

For customers that pay by check, Company suspends service fifteen (15) days after the due date. Each day from the due date until the date service is suspended (thirty (30) to forty-five (45) days from the date of the invoice), Company notifies Customer by electronic mail that Customer must remit payment or risk suspension. On day forty-five (45), the customer's account is put on hold and Company sends notifications everyday thereafter until the Customer pays or Company cancels the account for non-payment. Company cancels any account that is past due more than ninety (90) days.

**2.4 Taxes**

The quoted rates do not include taxes. The Company will assess a separate charge on a Customer's bill for state and local taxes.

**2.5 Right to Backbill for Improper Use of the Company's Service**

Any person or entity that uses, appropriates or secures the use of service from the Company, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to the Company and which uses, appropriation, or securing of services is inconsistent with the stated uses, intents, and purposes of this tariff or any restrictions, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of the Company's service actually made by Customer.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.6 Cancellation or Interruption of Services**

- 2.6.1** Without incurring liability, the Company may discontinue Services, effective immediately after receipt of written notice (Notice shall be deemed received on the fifth business day following mailing of notice.), to a Customer or to a particular Customer location, or may withhold the provision of ordered or contracted service under the following conditions:
- (A) For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due;
  - (B) For violation of any of the provisions of this tariff;
  - (C) For violation of any law, rule, regulation, or policy of any governing authority having jurisdiction over the Company's service; or
  - (D) By reason of any order or decision of a court having competent jurisdiction, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its service.
- 2.6.2** Without incurring liability, the Company may interrupt the provision of service at any time in order to perform test(s) and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operations so identified are rectified.
- 2.6.3** Service may be discontinued by the Company by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer Authorization Codes, when the Company deems it necessary to take action to prevent unlawful use of its service. The Company may restore service as soon as it can be provided without undue risk.
- 2.6.4** The termination notice process set forth in **Section 2.3.4** provides adequate time intervals for the Customer to prevent termination or disconnect.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.6 Cancellation or Interruption of Services (Cont'd)**

2.6.5 If, for any reason, Service is interrupted, the Customer will only be charged for the service that was actually used.

**2.7 Denial of Access to Service by the Company**

The Company expressly retains the right to deny access to service without incurring any liability for any of the following reasons:

2.7.1 Nonpayment of any sum due for service provided hereunder, where the Customer's charges remain unpaid more than ten (10) days following notice of nonpayment from the Company. Notice shall be deemed to be effective upon mailing of written notice, postage prepaid, to the Customer's last known address;

2.7.2 Customer's acts or omissions that constitute a violation of, or a failure to comply with, any regulation stated in this tariff governing the furnishing of service, but which violation or failure to comply does not constitute a material breach or does not pose any actual threatened interference to the Company's operations or its furnishing of service. The Company agrees to give Customer ten (10) days notice of such violation or failure to comply prior to disconnection of service; or

2.7.3 The implementation of any order of a court of competent jurisdiction, or federal or state regulatory authority of competent jurisdiction, prohibiting the Company from furnishing such service; or

2.7.4 Failure to pay a previously owed bill by the same Customer at another location.

**2.8 Customer's Liability in the Event of Denial of Access to Service by the Company**

In the event a Customer's service is disconnected by the Company for any of the reasons stated in **Section 2.7**, the Customer shall be liable for all unpaid charges due and owing to the Company associated with the service.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.9 Reinstitution of Service**

The Company will reconnect service upon Customer request as soon as the reason for the Customer's termination is removed. If the Customer seeks reinstatement of Service following denial of service by the Company, the Customer shall pay to the Company prior to the time service is reinstated all accrued and unpaid charges. In addition, Customer will be assessed a \$10.00 reconnection fee to reinstate service. Other than any applicable initiation fees, there will be no charge for the service restoration.

**2.10 Interconnection with Other Common Carriers**

The Company reserves the right to interconnect its services with those of any other Common Carrier, Local Exchange Carrier, or alternate access provider of its election, and to utilize such services for the provision of services offered herein.

**2.11 Use of Service**

Service may be used for any lawful purpose for which it is technically suited.

**2.12 Liability of the Company**

**2.12.1 Limitation of Liability:** In no event shall the company, its parents, subsidiaries, affiliates or their respective members, managers, directors, officers, employees, stockholder, or agents be liable for any damages, including but not limited to direct, compensatory, indirect, incidental, consequential, special, exemplary or punitive damages (including, without limitation, damages for loss of profits, business interruption, loss of information) for: (1) any injuries to persons or property arising from use of the services, or any equipment used in connection with the services; (2) Customer's inability to use the services; (3) Customer's misuse of the service; (4) nonperformance or a failure of the services caused by acts or omissions of another service provider; (5) equipment or software failure or modification; (6) telecommunications or computer equipment failures; or (7) acts of God or other causes beyond the Company's control. The foregoing shall even if the Company has been advised of the possibility of such damages.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.12 Liability of the Company (Cont'd)**

**2.12.2** No Warranties: The services provided under this Tariff are provided "as is." The Company makes no warranties regarding the services whatsoever and disclaims any and all express or implied warranties of any kind, including any warranties of merchantability, non-infringement of intellectual property, fitness for a particular purpose, or warranties arising by course of dealing or custom or trade. The Company does not authorize anyone to make a warranty of any kind on the Company's behalf and Customer should not rely on any such statement.

**2.12.3** The Company's liability arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur, but in any event not more than the sum of two months of the Customer's monthly charges, unless ordered by the Commission.

**2.12.4** The Company shall be indemnified and held harmless by the Customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
- (B) All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by the Company.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.13 Disconnection of Service by Carrier**

The Company, upon five (5) working days written notice to the Customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

**2.13.1** If Customer fails to remit by the due date any sum due to carrier for regulated service.

**2.13.2** A violation of any regulation governing the service under this tariff.

**2.13.3** A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.

**2.13.4** Service may be disconnected without notice for tampering with company equipment, for interfering with the service to other customers, for fraud, or in the event of a hazardous condition.

**2.14 Disconnection of Service by Customer**

The Customer may terminate service at any time upon thirty (30) days' written notice.

**2.15 Deposits**

If a Customer elects to pay its invoices in a manner other than by credit card or switches to a method of payment other than credit card, the Company may require a deposit equal to one month of the customer's monthly recurring charges.

**2.16 Advance Payments**

The Company collects initiation fees and monthly recurring charges in advance of the month of usage.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.17 Applicable Law**

This tariff shall be subject to and construed in accordance with Delaware law.

**2.18 Other Rules**

**2.18.1** The Company reserves the right to validate the credit worthiness of Customers through available verification procedures.

**2.18.2** The Company reserves the right to discontinue service, limit service, or to impose requirements on Customers as required to meet changing regulations, rules or standards of the Commission.

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**SECTION 3 - DESCRIPTION OF SERVICE**

**3.1 Timing of Calls**

**3.1.1 When Billing Charges Begin and End For Phone Calls**

The Customer's usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver (*i.e.*, when two-way communication, often referred to as "conversation time" is possible.). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to sixty (60) seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

**3.1.2 Billing Increments**

The minimum call duration for billing purposes is eighteen (18) seconds for a connected call and calls beyond eighteen (18) seconds are billed in six-second increments.

**3.1.3 Per Call Billing Charges**

Billing will be rounded up to the nearest penny for each invoice.

**3.1.4 Uncompleted Calls**

There shall be no charges for uncompleted calls.

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**SECTION 3 - DESCRIPTION OF SERVICE (CONT'D)**
**3.2 Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved.

**FORMULA:**

$$\begin{array}{l} \text{The square} \\ \text{root of:} \end{array} \quad \frac{\begin{array}{c} 2 \\ (V1 - V2) + (H1 - H2) \\ 2 \\ 10 \end{array}}{10}$$

**3.3 Service Offerings****3.3.1 Inbound 800/Toll-Free and Long Distance Service**

Company's Service Plans are offered to business Customers. Each service plan includes at least one toll-free and/or local number, a specified number of minutes of use per month, unlimited extensions and access to all features. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six-second increments. A monthly recurring service charge applies. Rates for Company's service plans are set forth in Section 4 of this Tariff.

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**SECTION 4 - RATES**

**4.1 Inbound 800/Toll-Free and Long Distance Service**

Rates listed in this tariff are for in-state calls only.

Bundled Plan (100-100,000 minutes) – Monthly charge \$4.95-\$200.00  
Usage above Plan Allowance – \$0.039 to \$0.059 per minute  
Activation Fee – (may be waived for certain plans)

**4.2 Payment of Calls**

**4.2.1 Late Payment Charges**

A late payment Charge of the lesser of (1) 1.5% per month, or (2) the highest amount allowed by law, will be assessed on all unpaid balances more than thirty (30) days old, except that such late payment charge will not be applied to any previously-applied late payment charges. Late payment charges will be assessed without discrimination.

**4.3 Returned ~~Check~~ Charge**

Returned checks will result in a \$25.00 fee applied to the Customer's account balance.

**4.4 Special Promotions**

The Company will, from time to time, offer special promotions to its customers waiving certain charges, including activation/set-up fees, reduced overage usage rates, and discounted subscription rates.

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**SECTION 4 – RATES (Cont'd)**

**4.5 Special Pricing Arrangements – ICB**

In lieu of the rates otherwise set forth in this Tariff, rates and charges, including installation and recurring charges, may be established at negotiated rates on an individual case basis (“ICB”), taking into account such factors as the nature of the services, the costs operation, the volume of traffic commitment, and the length of service commitment by Customer, as long as the rates and charges are not less than Carrier’s costs of providing the service. Such arrangements shall be considered special pricing arrangements, the terms of which will be set forth in individual contracts or Customer term agreements. Specialized pricing arrangement rates or changes will be made available to similarly-situated Customers on comparable terms and conditions. Upon reasonable request, Carrier will make the terms of these contracts available to the Commission and its staff for review on a confidential and proprietary basis. The rates will be made a part of this Tariff.

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Exhibit E

Management Biographies

## **Eric Thomas**

Eric Thomas is the Founder, President and CEO of FreedomVoice. He brings to the team more than 16 years of leadership in the development of virtual and hosted business phone solutions. As a pioneer of toll free virtual phone systems in 1996, Thomas made his move towards the hosted VoIP phone system market in the year 2006. He made it his goal to provide a better set of telecommunications tools that small and medium sized businesses could use in order to enhance their image, as well as to maximize productivity. Not content to buy or borrow someone else's technology, Thomas led FreedomVoice in the creation of FreedomIQ, an industry-leading hosted VoIP PBX platform engineered from the ground up.

Thomas is responsible for keeping FreedomVoice running as a profitable, privately held, debt-free, and rapidly-growing company by attracting customers with a friendly, down-to-earth staff. Applying a unique and cost-effective billing model, he ensures that FreedomVoice is committed to delivering an outstanding quality of service.

Before FreedomVoice, Thomas held the title of President at B/T SciTech, a molecular biology distribution firm that he founded back in 1991.

## **Adam Gould**

Adam Gould is currently CEO of Sensinode, which is a world leading provider of software for the Internet of Things. Adam has over 24 years of experience within the wireless industry. In addition, has also has extensive experience in leading engineering development teams, managing organizations and budgets of all sizes, creating technology strategies, contract negotiation, and leading business development, marketing and sales activities. Adam joined NextWave back in 2005, and was the GM of the business unit where he developed consumer products around NextWave semiconductor products. Adam also held title of Senior Vice President for semiconductor in Sales and Marketing. His previous role at Nextwave was SVP Product Development making him responsible for consumer product development, product planning, product management, program management and business development. Prior to joining NextWave, Adam was Chief Technology Officer and VP of Engineering for Nokia Mobile Phones' CDMA unit, where he worked for almost 13 years. In this role, he was responsible for setting the technology direction and strategy for the CDMA group, as well as managing all of the Nokia CDMA technology development, including all levels of SW development, RF and RFIC, and digital ASIC development. Adam grew this team from a starting point of 50 to over 450 engineers. Prior to his becoming CTO, he held various positions in management, signal processing, systems and software engineering development. Before joining Nokia, he was a member of the engineering team at Motorola that developed the world's first GSM phone. There he developed all of the signal processing software for that product. Adam holds more than 7 patents, and has degrees in electrical and computer engineering from Drexel University and the Massachusetts Institute of Technology. He is currently on the Board of Directors or on the Advisory Board for several companies.

## **John M. Newsam**

John M. Newsam holds BA Hons, MA and DPhil degrees in Chemistry from Oxford University. After 2 years as a Royal Society/JSPS Research Fellow in Sendai (Japan), he became a senior staff chemist at Exxon Corporate Research in New Jersey until head-hunted into a molecular simulation software company in San Diego, California. As a materials scientist, John has authored over 150 publications on zeolites, crystallography, materials simulation and high throughput experimentation, lectured extensively, both nationally and internationally. He has also been recognized by several awards, including the Corday-Morgan Medal. As a business innovator and entrepreneur, John has co-founded six companies which include Tioga Research, Inc. (in 2011), Bio4Front, Inc. (in 2008), fqubed (in 2002, acquired by Nuvo Research in 2005), Integrated Discovery Sciences Corporation (in 2001, acquired by Bio and Gene in 2005), hte Aktiengesellschaft (in 1999, acquired by BASF in 2008), and FreedomVoice Systems (in 1996). He has delivered undergraduate courses on entrepreneurship and business innovation at UC San Diego, and has been an Adjunct Professor at both UC Santa Barbara (Materials Department) and UCSD (Chemistry & Biochemistry Department). John currently serves as Chairman and CEO of Tioga Research.

## **Jim Schumacher**

Jim Schumacher graduated with a BS in Chemistry from MIT and MD from Duke University. He completed a residency in Radiology at UCSD, along with a Neuroradiology fellowship at Duke University. He is board certified in Radiology by the American Board of Radiology and by the Royal College of Physicians and Surgeons of Canada. After completing medical training, Jim was on staff for 11 years with Cape Canaveral Hospital in Cocoa Beach Florida. It was there that he served 2 years as Chief of Medical Services, and 4 years as Medical Director of the OpenMRI of Rockledge. In 2004, Jim moved to Whitefish, Montana where he has been on staff at Kalispell Regional Medical Center, as well as where he has served as Medical Director of the Imaging Center at Health Center Northwest, and served on the Board of Directors of Health Center Northwest and the Board of Directors of Flathead Physician's Group. He has also been on the Board of Directors of Freedom Voice Systems, a telecommunications company based in San Diego, CA, since 2001.

## **Julie Bryant**

Julie has experience in making start-ups successful by taking them to profitability and exiting via acquisition in the Life Science market place. Her most recent success story was with GeneGo Inc., [www.genego.com](http://www.genego.com), a pathway software and database company that was privately held and sold to Thomson Reuters (Scientific) Inc. [www.thomsonreuters.com](http://www.thomsonreuters.com). Julie was on the Board of GeneGo, a shareholder and was responsible for sales, marketing, IT and technical support. Previously, Julie has helped Battelle, a billion dollar nonprofit organization spin out a commercial company called OmniViz that was acquired by BioWisdom. She has also held senior positions at Accelrys, [www.accelrys.com](http://www.accelrys.com) Nature, [www.nature.com](http://www.nature.com) and Genometrix. Julie helped fund FreedomVoice ([www.freedomvoice.com](http://www.freedomvoice.com)) where she is currently both a shareholder and board member. Her angel fund, Bryant Thomas Ventures, has seeded companies such as [www.aprioribeauty.com](http://www.aprioribeauty.com) and Simulscribe now owned by Ditech ([www.ditech.com](http://www.ditech.com)). She is currently CEO of Bimini, LLC, [www.BiminiHealth.com](http://www.BiminiHealth.com) and the Bryant Consulting Group, [www.Bryant-Consulting-Group.com](http://www.Bryant-Consulting-Group.com).

Verification

STATE OF CALIFORNIA       §  
  §  
COUNTY OF SAN DIEGO   §

**VERIFICATION**

I, Eric Thomas, state that I am President of CallCatchers Inc. d/b/a FreedomVoice Systems (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the Company's foregoing application was prepared under my direction and supervision, and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

  
Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems

Sworn and subscribed to before me this 17 day of June, 2016.

  
Notary Public

My Commission expires: 7/18/19

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

 **GINO CAPOZZI**  
Commission No. 2119987  
NOTARY PUBLIC - CALIFORNIA  
SAN DIEGO COUNTY  
Commission Expires July 18, 2019

August 10, 2016

**VIA OVERNIGHT DELIVERY**

Ms. Donna Nickerson  
Office of the Secretary  
Delaware Public Service Commission  
861 Silver Lake Boulevard  
Cannon Building  
Suite 100  
Dover, DE 19904

RECEIVED  
2016 AUG 11 PM 12 48  
DELAWARE P.S.O.

**Re: CallCatchers Inc. d/b/a FreedomVoice Systems – Application for Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware (PSC Docket No. 16-0745)**  
**Supplemental Response**

Dear Mr. Bowman:

CallCatchers Inc. d/b/a FreedomVoice Systems ("FreedomVoice, or the "Applicant"), by its undersigned counsel, hereby supplements its Application for a Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware (PSC Docket No. 16-0745) ("Application") in response to your request dated July 12, 2016 as follows:

**Section 4.3 – Notice**

- **Notice of the Application shall be sent to the Delaware Division of the Public Advocate**

On July 12, 2016, a copy of the Application was served on the Delaware Division of the Public Advocate pursuant to Rule 1.6.5 of the Commission's Rules of Practice and Procedure. Please see **Attachment A** for a date-stamped copy of the application provided to the Delaware Division of the Public Advocate.

- **Please provide Affidavit(s) of Publication that public notice of the Application has been posted in at least one (1) newspaper having general circulation throughout the county or counties where service is to be offered in a form to be prescribed by the Commission**

On July 18, 2016, public notice of the Application was published in the *Delaware State News*. Please see **Attachment B** for a copy of the Affidavit of Publication.

**Section 4.4 – Authority to do Business in Delaware/Registered Agent**

- **Please provide a copy of the Delaware Business License**

FreedomVoice applied for its Delaware Business License on July 20, 2016, and has not yet received a permanent copy of its license. Accordingly, a temporary copy of FreedomVoice's business license is attached hereto as **Attachment C**. FreedomVoice will provide the Commission with a permanent copy of its Delaware Business License when it receives the license.

- **Please provide a copy of the current Certificate of Good Standing issued by the Delaware Secretary of State**

Attached hereto as **Attachment D** is a current copy of FreedomVoice's Certificate of Good Standing issued by the Delaware Secretary of State.

- **Please provide an up-to-date name, address, and telephone number of the Delaware Registered Agent**

The name and contact information of FreedomVoice's Delaware Registered Agent are as follows:

Corporate Creations Network Inc.  
3411 Silverside Road  
Rodney Building #104  
Wilmington, DE 19810  
(800) 672-9110  
(302) 351-3367

**Section 4.6.1.1 – Certified Financial Statements**

- **Please provide a copy of FreedomVoice's Certified Financial Statements current within twelve (12) months of the filing of the Application (*Procedure for filing Confidential Documents is explained below.*)**

Please see **Attachment E**. Pursuant to Rule 1.11.3 of the Commission's Rules of Practice and Procedure, FreedomVoice's financial statements are being submitted under seal. FreedomVoice considers these financial statements to be exempt from public disclosure pursuant to 29 Del. § 10002(l) as trade secrets and financial information. Accordingly, FreedomVoice requests that the Commission accord confidential treatment to the entirety of these documents, and attests that the information is not subject to inspection by either the public or by other parties unless an appropriate proprietary agreement is executed.

**Additional Requests for Information**

- **As required in 26 Del. Admin. C. § 1001-1.7.2, Rules of Practice and Procedure of the Delaware Public Service Commission ("Rules of Practice and Procedure"), verification of the Application is required. Please provide a signed, sworn verification with any supplemental filings in support of the application; these should be uploaded as subsequent filings in DelaFile under PSC Docket No. 16-0745.**

FreedomVoice provided a signed, sworn verification with its Application pursuant to 26 Del. Admin. C. § 1001-1.72. Attached hereto is a signed, sworn verification by Eric Thomas, President of FreedomVoice, pertaining to the information disclosed in this supplemental filing.

- **Pursuant to 26 Del. C. § 208A, every public utility is required to keep its books and records in an office within this State. If the Company intends to keep its books and records at a location outside of the State you are required to request a waiver of this regulatory requirement.**

FreedomVoice intends to keep all books and records concerning its Delaware operations at its principal place of business in Encinitas, California. Accordingly, FreedomVoice hereby requests a waiver of the recordkeeping requirements pursuant to 26 Del. C. § 280A.

- **Lastly, pursuant to 26 Del. Admin. C. § 1001-1.11.3 Rules of Practice and Procedure, please file a redacted, public version of any confidentially filed documents. Also required is an attestation that the information is not subject to inspection by either the public or by other parties unless an appropriate proprietary agreement is executed. Additional information regarding this request can be found by following the following link: <http://regulations.delaware.gov/AdminCode/title26/1000/1001.pdf>**

FreedomVoice is filing a redacted version of this response. FreedomVoice considers the financial information provided with the un-redacted version of this response to be exempt from public disclosure pursuant to 29 Del. § 10002(l) as trade secrets and financial information. Accordingly, FreedomVoice requests that the Commission accord confidential treatment to the entirety of these documents, and attests that the information is not subject to inspection by either the public or by other parties unless an appropriate proprietary agreement is executed.

An additional copy of this transmittal is provided. Please date-stamp and return the additional copy in the self-addressed envelope provided.

Should you have any questions regarding the contents of this transmittal, please contact the undersigned.

Respectfully submitted,



Keenan P. Adamchak

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

cc: Joshua Bowman (via email)

Enclosures

List of Attachments

Attachment A – Service of Application on Delaware Division of Public Advocate

Attachment B – Affidavit of Publication

Attachment C – Delaware Business License

Attachment D – Delaware Certificate of Good Standing

Attachment E – CallCatchers Inc. d/b/a FreedomVoice Systems Financial Statements  
CONFIDENTIAL

Certificate of Service

Verification

Attachment A

Service of Application on Delaware Division of Public Advocate



**MARASHLIAN  
& DONAHUE, PLLC**  
THE COMMLAW GROUP

July 12, 2016

**VIA FEDERAL EXPRESS**

Mr. David L. Bonar  
Public Advocate for the State of Delaware  
Division of the Public Advocate  
Delaware Department of State  
820 N. French Street, 4<sup>th</sup> Floor  
Wilmington, DE 19801

**STAMP & RETURN**

**Re: CallCatchers Inc. d/b/a FreedomVoice Systems – Application for Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware (PSC Docket No. 16-0745)**

Dear Mr. Bonar:

CallCatchers Inc. d/b/a FreedomVoice Systems, by its undersigned counsel and pursuant to Rule 1.6.5 of the Rules of Practice and Procedure of the Delaware Public Service Commission ("Commission"), hereby serves one (1) copy of its Application for a Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware (PSC Docket No. 16-0745) filed with the Commission on June 23, 2016.

An additional copy of this transmittal is provided. Please date-stamp and return the additional copy in the self-addressed envelope provided.

Should you have any questions regarding the contents of this transmittal, please contact the undersigned.

Respectfully submitted,

Keenan P. Adamchak

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Enclosures

**Attachment B**

**Affidavit of Publication**

1. I, \_\_\_\_\_, do hereby certify that the foregoing is a true and correct copy of the \_\_\_\_\_ as published in the \_\_\_\_\_ on \_\_\_\_\_, 20\_\_\_\_.

# INDEPENDENT NEWSMEDIA INC. USA

110 Galaxy Drive • Dover, DE • 19901 • 1-800-282-8586

State of Delaware:

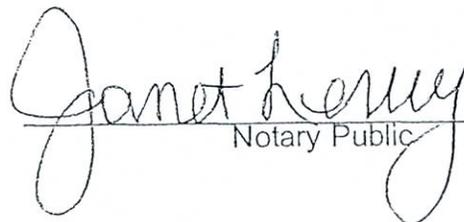
County of Kent:

Before me, a Notary Public, for the County and State aforesaid, Edward Dulin, known to me to be such, who being sworn according to law deposes and says that he is President of Independent Newsmedia Inc. USA, the publisher of the **Delaware State News**, a daily newspaper published at Dover, County of Kent, and State of Delaware, and that the notice, a copy of which is hereto attached, as published in the **Delaware State News** in its issue of July 18, 2016



President  
Independent Newsmedia Inc. USA

Sworn to and subscribed before me this 18th  
Day of July A.D. 2016



Notary Public

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF DELAWARE**

**IN THE MATTER OF THE APPLICATION OF  
CALLCATCHERS INC. D/B/A FREEDOMVOICE SYSTEMS  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND  
NECESSITY TO PROVIDE INTRASTATE LONG DISTANCE  
TELECOMMUNICATIONS SERVICES IN THE STATE OF  
DELAWARE (FILED JUNE 30, 2016)  
PSC DOCKET NO. 16-0745**

**PUBLIC NOTICE**

**TO: ALL PERSONS MAKING INTRASTATE LONG DISTANCE  
TELEPHONE CALLS WITHIN THE STATE OF DELAWARE,  
TELECOMMUNICATIONS CARRIERS PROVIDING INTRAS-  
TATE LONG DISTANCE TELECOMMUNICATIONS SERVICES  
THROUGHOUT THE STATE OF DELAWARE, AND ALL OTHER  
INTERESTED PERSONS**

Pursuant to 26 Del. C. §203A and 26 Del. Admin. C. §4001-4.0, CallCatchers Inc. d/b/a FreedomVoice Systems ("FreedomVoice" or the "Applicant"), with authority to transact business in the State of Delaware, has applied to the Delaware Public Service Commission ("Commission") for a Certificate of Public Convenience and Necessity ("CPCN") to provide intrastate long distance telecommunications services to the public throughout the State of Delaware.

The Commission has been authorized by the General Assembly to foster and promote the competitive provision of intrastate telecommunications services, where appropriate, within the State of Delaware. See 26 Del. C. §703. Pursuant to such authority and the Rules and Regulations of the Commission, the Commission proposes to grant the requested CPCN to the Applicant. The Commission Staff is reviewing the application and will determine if the Applicant has satisfied the criteria for intrastate long distance telecommunications services under Delaware law.

Any person who wishes to protest or to comment upon this application must do so in a written document filed with the Commission on or before August 7, 2016. In the absence of any good faith protest, the Commission will grant the Applicant a CPCN.

The Commission's mailing address for the filing of any protests or comments is:

Delaware Public Service Commission  
861 Silver Lake Boulevard  
Cannon Building, Suite 100  
Dover, Delaware 19904  
Attention: PSC Docket No. 16-0745

You are invited to review the Applicant's filed application and supporting documents to determine how your interests may be affected. You may review documents by going to DelaFile (<http://depssc.delaware.gov/>), the Commission's file management system, and by searching for Docket No. 16-0745. If you would like to review documents at the Commission's office, please contact Joshua Bowman at 302-736-7520 or at [Joshua.Bowman@state.de.us](mailto:Joshua.Bowman@state.de.us) to arrange a time for your review. You may also review copies of the Applicant's filed application and supporting documents at the office of the Division of the Public Advocate located at the 29 South State Street, Dover, DE 19901. Please call (302) 241-2545 to arrange for a time to review the documents at that location.

If required, the Applicant will file with the Commission an illustrative tariff that sets out the terms and conditions under which it will offer its telecommunications services in Delaware. Because this is a competitive provision of such telecommunications services, the Commission will not make a determination that the tariff provisions or the proposed rates are just and reasonable.

The Applicant is not regulated by the Commission as a monopoly service provider. The Commission is relying on the competitive marketplace to determine acceptable terms and rates for the various competitive telecommunications services offered by this company and, therefore, ALL PROSPECTIVE CUSTOMERS ARE ADVISED TO VERY CAREFULLY REVIEW THE TERMS, CONDITIONS OF SERVICE AND RATES BEFORE SUBSCRIBING.

If you wish to request copies of documents in this matter, you must submit a written request to the Commission either by mail, fax, hand-delivery, or filing in the online FOIA request form located at the Delaware Department of State's website: <http://smu.portal.delaware.gov/cgi-bin/mail.php?foia-request&subj=DOS>.

Any individual with a disability who wishes to participate in this matter or to review the Applicant's filed application or supporting documents should contact the Commission to discuss any auxiliary aides or services needed to facilitate such review or participation. Such contact may be in person, by writing, or telephonically (including the use of the Telecommunications Relay Service). The Commission's toll-free telephone number (within Delaware) is 800-282-8574. Persons with any disability who have questions may also contact the Commission by either text-telephone ("TT") or regular telephone at 302-736-7500. 125692 DSN 7/18/2016

Attachment C

Delaware Business License

State of Delaware  
 Division of Revenue  
 Temporary License

<b>License Number:</b>	2016605057
<b>Business Name:</b>	CALLCATCHERS INC
<b>Business Address:</b>	169 SAXONY RD STE 212 ENCINITAS, CA 92024-6781 USA

Revenue Code:	Subtype:	Temp License Expiration:	Tax Period:	Business Code:
0101	01	60 Days from Receipt Date	2016	709-PUBLIC UTILITY TAX - TELECOMMUNICATION
Receipt Date:	Document Location Number:	Amount:	Officer:	
7/20/2016	169220226	\$0.00		(INTERNET ONE STOP LICENSE)

Attachment E

CallCatchers Inc. d/b/a FreedomVoice Systems Financial Statements  
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FreedomVoice Systems  
 169 Saxony Road, Suite 206  
 Encinitas, CA 92024

**Balance Sheet**  
 As of May 2016

Assets	
Current Assets	
Cash On Hand	
First Republic Bank Checking	\$81,327.83
5/3 Checking Account	\$53,809.54
5/3 CD Account	\$2,082.44
5/3 ACH	\$5,939.33
5/3 Tennessee Maxsaver	(\$724.77)
5/3 Bill Soft Tax Deposit Act	(\$991.60)
First Republic Bank FUSF	\$17,840.92
Deposits Drawer	(\$41.52)
PMB Checking Account	\$147,324.74
PMB ACH	\$82,422.14
PMB EZ TAX DEPOSIT ACCT	(\$1,145.10)
Escrow Acct - Filing Fees	\$30,000.00
Total Cash On Hand	\$417,843.95
Accounts Receivable-Trade	\$379,462.89
Prepaid Expenses	\$460.08
Total Current Assets	\$797,766.92
Employee Loans	\$3,600.00
Device Inventory for resale	\$1,980.60
Adtran Loan Program Inventory	\$4,075.29
Prepaid Assets	
Software Subscription Prepaid	\$21,736.75
Fixed Assets	
Accumulated Depreciation	(\$2,465,464.30)
Accumulated Amortization	(\$734,571.64)
Intangible	\$12,999.99
Furniture and Fixtures Fixed	
Furniture & Fixtures Fixed	\$39,223.06
Office Furniture	\$44,852.83
improvements	\$115,112.21
Office Equipment Fixed	
Workstations and Parts	\$126,709.81
Faxes and Printers, Telephones	\$11,502.27
PBX Phone System	\$74,183.74
Networking Equipment	\$429,658.73
Operating Equipment and LH Exp	
VoiceSys/Servers Original Cost	\$1,734,613.22
Backup Battery Supplies	\$24,591.07
DS3 Mux Equipment	\$12,966.79
Software Fixed	\$596,590.48
Hardware	\$194,221.28
Conference Equipment	\$152,195.13

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Rental Phones	\$111,635.31
Test Network	\$203,625.03
Total Fixed Assets	\$684,645.01
Other Assets	
Deposits	
Deposits Paid	\$39,255.85
Deposit Paid for Suite 212	\$7,108.96
Deposit Paid for Suite 211	\$1,522.54
Sansay, Inc Investment	\$50,000.00
Vallejo's Debt	\$43,008.59
Cate Debt	\$45,434.97
SSFAS #6 Property Plant & Equi	\$2,039,441.90
Total Other Assets	\$2,225,772.81
Total Assets	\$3,739,577.38
Liabilities	
Current Liabilities	
Radys Donation	\$4,304.68
Credit Cards	
American Express Corporate	\$21,589.92
American Express - Starwood	\$27,884.77
Citi Bank MasterCard	\$1,920.39
Accounts Payable	\$18,434.70
Total Credit Cards	\$69,829.78
Telcom Taxes Payable	
E911 Tax Payable	\$37,771.59
SUSF Collected-VOIP Customers	\$4,797.42
FUSF <del>tax payable</del>	\$182,484.96
FCC Regulatory Fee	\$34,434.22
Sales Tax Payable	
Sales Tax Collected	\$440,104.65
Payroll Withholding	
Wages Payable	(\$4,342.39)
Payroll Taxes Payable	(\$422.08)
Employee Manual Checks	(\$4,140.77)
STD/LTD/Life Ins Passthru	(\$2,544.53)
401K	(\$461.55)
125 FSA - Medical	(\$1,138.51)
125 - FSA - Dependent Care	\$7,972.74
Total Payroll Withholding	(\$5,077.09)
Customer Deposits	\$18,803.84
Dealer Commissions Payable	\$20,680.38
Current Portion LTD	\$183,103.97
Total Current Liabilities	\$991,238.40
Long-Term Liabilities	
Other Telecom Taxes Payable	\$246,385.80
Dell Lease #507	\$87.18
Contingency Account	\$650,000.00
Foreign Telecom Tax Liability	\$8,012.16
Dell Schedule 509 Red Gate	\$545.52
Dell Schedule 510	\$38,596.60
Dell Schedule 511	\$1,612.59
Dell Schedule 513	\$1,214.84
Dell Schedule 512	\$6,066.10
Dell Schedule 514	\$10,279.07

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LEAF 002 Myriad	\$3,848.94
Dell Schedule 516	\$4,583.32
Dell Schedule 517	\$40,765.34
LEAF 001 Reliant	\$4,936.36
LEAF 003 Dell Memory	\$6,483.94
LEAF 008 ININ	\$102,047.64
Leaf 012-SoftChoice	\$95,484.00
Dell Sched 519 SD POP SAN Hdw	\$13,416.94
Contra to Current Portion LTD	(\$183,103.97)
Total Long-Term Liabilities	\$1,051,262.37
Total Liabilities	\$2,042,500.77
Equity	
Capital Stock	\$176,012.00
Dividends Paid	(\$1,394,711.98)
Retained Earnings	\$3,064,705.67
Additional Paid in Capital	\$85,608.75
Current Year Earnings	(\$234,537.83)
Total Equity	\$1,697,076.61
Total Liability & Equity	\$3,739,577.38

FreedomVoice Systems  
 169 Saxony Road, Suite 206  
 Encinitas, CA 92024

## Profit & Loss Statement

May 2016

Income	
Revenues by Product Line	
Revenues-VO	
Revenue-LPX	\$52,887.76
Revenue-MP	\$33,361.47
Revenue-FreedomEdge	\$596,010.45
Revenue-AdTrakker	\$17,076.06
Revenue-FaxFreedom	\$8,414.73
Revenue-VO Professional Record	\$1,585.00
Revenue-DR	\$200.00
Revenue -Ignite800	\$2,123.26
Revenue - VO Courtesy Credits	(\$6,915.87)
Revenue-VO Other	\$8,172.52
Revenue VO GW & Promo Credits	(\$1,902.13)
Total Revenues-VO	\$711,013.25
Revenues-IQ	
Revenue-IQ MFC's	\$496,871.34
Revenue-IQ Other	\$128,351.14
Revenue-IQ Activation Fees	\$19,445.00
Revenue-IQ Professional Record	\$30.00
Revenue-IQ Setup Fees	\$1,609.09
Revenue-IQ Device Rentals	\$4,581.99
Revenue - IQ Courtesy Credits	(\$4,895.58)
Revenue-IQ GW & Promo Credits	(\$569.50)
Total Revenues-IQ	\$645,423.48
Hardware	
Revenue-Device Sales	\$34,604.98
Total Hardware	\$34,604.98
Revenues-Other	
Revenue-FUSF	\$81,532.58
Total Revenues-Other	\$81,532.58
ignite800 Revenue	
Total Income	\$1,472,574.29
Cost of Sales	
General Cost of Sales	
System Recordings	\$2,875.00
Credit Reports	\$16.16
Name Address Lookup Charges	\$2,588.04
Message Transcription	\$5,047.71
T1 Call Charges	\$99,941.24
Number Storage Fee	\$7,809.11
Data T Connection Charges	\$3,595.69
CA and NY POP	\$27,967.93

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SMS/8MS Charges	\$4,205.00
Licensing Fees	\$379.66
Hardware Service Agreements	\$2,478.03
Telco Servr/Softwr Maintenance	\$1,388.83
Maxmind - Kount Risk	\$75.00
BillSoft/Intrado/BandwidthE911	\$23,423.43
FUSF Tax Expense	\$81,532.58
Regulatory Recovery Fee Contra	(\$32,126.05)
Vendor Discount	(\$338.49)
Misc. Cost of Goods	\$54.15
Total General Cost of Sales	\$230,913.02
Hardware Cost of Goods	
Netxusa	\$31,036.17
Rental Hardware Expense	\$6,972.33
Other Hardware for Resale	\$1,697.61
Leased Devices Cost	\$1,945.82
Total Hardware Cost of Goods	\$41,651.93
Total Cost of Sales	\$272,564.95
Gross Profit	\$1,200,009.34
Expenses	
Sales	
Sales Air Travel	\$702.39
Sales Meals & Entertainment	\$275.47
Sales Rewards for IQ Partners	\$185.67
Sales Lodging	\$1,888.72
Sales Car Rental and Taxis	\$1,057.42
IQ Dealer Commissions	\$186,126.46
VPS Dealer Commissions	\$46,844.59
Equipment Dealer Commissions	\$4,683.98
Total Sales	\$241,764.70
Advertising Web Charges	\$177,820.69
Commission Junction	\$2,000.00
Internal Marketing	\$130.15
VPS Internet Charges	\$1,953.78
Marketing Travel	\$620.55
Marketing - Meals	\$62.32
Demand Generation	\$2,189.15
Domains	\$130.45
Printing - Collateral	(\$45.48)
Com - Social Media / PR	\$54.99
IQ Product Manager	
Demo Equipment	\$39.83
Total IQ Product Manager	\$39.83
Channel Marketing Manager	
Market Development Funds	\$248.50
Total Channel Marketing Manager	\$248.50
Trade Show Expenses	
Trade Show - Presence	(\$7,583.00)
Meals-Trade Show	\$178.32
Entertainment-Trade Show	\$4,861.67
Total Trade Show Expenses	(\$2,543.01)
Business Development	
Trade Show - Booth	\$251.75

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Trade Show - Swag	\$1,292.40
Sponsorships / Memberships	\$1,000.00
Customer Care	
Customer Care Incentives	\$190.00
Mexico Build Out	\$95.43
Quality Assurance	
R & D	
R & D Meals	\$447.89
R & D Travel	\$1,077.82
R&D Education and Training	\$73.83
R&D Software	\$17.50
R&D Equipment	\$109.28
Finance Charges	
Bank Charges	\$29,273.10
Credit Card Charges-Amex	\$13,258.01
Total Finance Charges	\$42,531.11
Establishment	
Rent	\$21,528.31
Property Tax	(\$1,799.07)
Insurance	\$2,738.64
Gas & Electric	\$2,054.58
Mexico Facility	\$2,949.00
Total Establishment	\$27,471.46
Administration	
Office Supplies	\$2,492.03
Telephone	\$1,903.75
Test Accounts	\$819.78
Legal & Accounting	\$10,445.00
Company Meetings	\$1,313.63
Miscellaneous	\$201.30
Late Fees/Penalties Paid	\$110.00
Education Conferences/Classes	\$2,720.00
Depreciation Expense	\$14,077.68
Charitable Donations	\$300.00
Bad Debt Expense	\$40,590.81
Payroll Processing Fees	\$683.50
Postage & Shipping	\$1,675.31
Admin Meals & Entertainment	\$111.37
Admin Travel	\$1,055.80
Ops Software	\$39,916.86
Job Postings	\$35.00
Ops Education and Training	\$151.20
BM Meals and Entertainment	\$705.29
Compliance Travel	\$29.63
Compliance Lawyers	\$1,248.88
Total Administration	\$120,586.82
Expensed Capital	
Operating Equipment	\$784.36
Total Expensed Capital	\$784.36
Staff	
Board of Directors Expenses	\$10,000.00
Health Insurance	\$22,897.01
Wages-Business Management	\$36,437.66
Wages-VPS Marketing Department	\$12,500.00
Wages-IQ Marketing Department	\$17,500.00

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Wages - Marketing	\$24,286.00
Wages-Sales	\$119,499.32
Wages-Customer Service	\$75,603.32
Wages - Mexico Customer Care	\$14,563.40
Wages-R&D	\$119,886.32
Wages-Operations	\$47,973.94
Wages-Compliance	\$8,500.00
Payroll Taxes-Bus. Mgmt	\$2,757.57
Payroll Taxes-VPS Marketing	\$945.99
Payroll Taxes-IQ Marketing	\$1,324.73
Payroll Taxes - Marketing	\$1,837.94
Payroll Taxes-Sales	\$9,040.89
Payroll Taxes-Cust Service	\$5,721.60
Payroll Taxes-R&D	\$8,523.22
Payroll Taxes-Operations	\$3,421.81
Payroll Taxes-Compliance	\$643.28
Total Staff	\$543,864.00
Hawaii 2009	
Total Expenses	\$1,164,220.27
Operating Profit	\$35,789.07
Other Income	
Other Expenses	
Interest Expense	\$1,786.75
Amortization Expense	\$4,191.83
Outsource Consulting BM	\$468.75
Outsource Consulting VPS	\$79.00
Outsource Consulting CC	\$4,792.98
Outsource Consulting Ops	\$443.75
Total Other Expenses	\$11,763.06
Net Profit / (Loss)	\$24,026.01

BEFORE THE  
DELAWARE PUBLIC SERVICE COMMISSION

In the Matter of the Application of )  
CallCatchers Inc. d/b/a FreedomVoice Systems )  
for a Certificate of Public Convenience and Necessity to ) PSC Docket No. 2016 - 16-0745  
Operate as a Reseller of Telecommunications Services )  
in the State of Delaware )

ATTESTATION

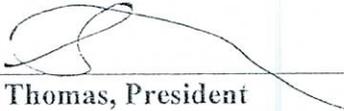
STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

I, Eric Thomas, do hereby state under penalty of perjury that:

1. I am President of Call Catchers, Inc. d/b/a FreedomVoice Systems (“FreedomVoice”);
2. I am authorized to act on behalf of FreedomVoice;
3. I swear or affirm that I have personal knowledge of the information contained in FreedomVoice’s financial statements; and
4. I swear or affirm that all of the statements and representations made in FreedomVoice’s financial statements are true and accurate.

Signed:

  
Eric Thomas, President  
CallCatchers, Inc. d/b/a FreedomVoice Systems

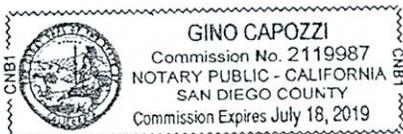
Date: August 5, 2016

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

Subscribed and sworn before me, a Notary Public,  
this 5 day of August, 2016.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/18/2019



Certificate of Service

CERTIFICATE OF SERVICE

I, **Keenan P. Adamchak**, hereby state that, on August 10, 2016, a true and accurate copy of CallCatchers Inc. d/b/a FreedomVoice Systems' Supplement to its Application for a Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware (PSC Docket No. 16-0745), filed with the Delaware Public Service Commission on August 10, 2016, was served on the following party pursuant to Rule 1.6.5 of the Commission's Rules of Practice and Procedure:

Mr. David L. Bonar  
Public Advocate for the State of Delaware  
Division of the Public Advocate  
Delaware Department of State  
820 N. French Street, 4th Floor  
Wilmington, DE 19801



---

Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
Tysons, VA 22102  
Tel: (703) 714-1323  
Fax: (703) 563-6222  
Email: [kpa@commlawgroup.com](mailto:kpa@commlawgroup.com)

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Verification

STATE OF CALIFORNIA       §  
  §  
COUNTY OF SAN DIEGO     §

**VERIFICATION**

I, Eric Thomas, state that I am President of CallCatchers Inc. d/b/a FreedomVoice Systems (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision, and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems

Sworn and subscribed to before me this 22 day of July, 2016.

  
\_\_\_\_\_  
Notary Public

My Commission expires: 7/18/2019



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



**BEFORE THE  
DELAWARE PUBLIC SERVICE COMMISSION**

In the Matter of the Application of )  
CallCatchers Inc. d/b/a FreedomVoice Systems )  
for a Certificate of Public Convenience and Necessity to ) PSC Docket No. 2016 - 16-0745  
Operate as a Reseller of Telecommunications Services )  
in the State of Delaware )

**ATTESTATION**

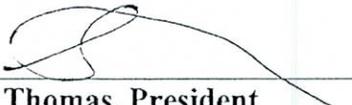
STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

I, **Eric Thomas**, do hereby state under penalty of perjury that:

1. I am **President** of Call Catchers, Inc. d/b/a FreedomVoice Systems (“FreedomVoice”);
2. I am authorized to act on behalf of FreedomVoice;
3. I swear or affirm that I have personal knowledge of the information contained in FreedomVoice’s financial statements; and
4. I swear or affirm that all of the statements and representations made in FreedomVoice’s financial statements are true and accurate.

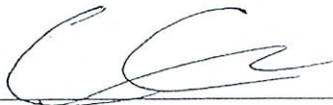
Signed:

  
\_\_\_\_\_  
**Eric Thomas, President**  
**CallCatchers, Inc. d/b/a FreedomVoice Systems**

Date: August 5, 2016

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

Subscribed and sworn before me, a Notary Public,  
this 5 day of August, 2016.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/18/2019



Certificate of Service

**CERTIFICATE OF SERVICE**

I, **Keenan P. Adamchak**, hereby state that, on August 10, 2016, a true and accurate copy of CallCatchers Inc. d/b/a FreedomVoice Systems' Supplement to its Application for a Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services in the State of Delaware (PSC Docket No. 16-0745), filed with the Delaware Public Service Commission on August 10, 2016, was served on the following party pursuant to Rule 1.6.5 of the Commission's Rules of Practice and Procedure:

Mr. David L. Bonar  
Public Advocate for the State of Delaware  
Division of the Public Advocate  
Delaware Department of State  
820 N. French Street, 4th Floor  
Wilmington, DE 19801



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Keenan P. Adamchak  
Marashlian & Donahue, PLLC  
1420 Spring Hill Road, Suite 401  
Tysons, VA 22102  
Tel: (703) 714-1323  
Fax: (703) 563-6222  
Email: [kpa@commmlawgroup.com](mailto:kpa@commmlawgroup.com)

*Counsel for CallCatchers Inc. d/b/a FreedomVoice Systems*

Verification

STATE OF CALIFORNIA       §  
  §  
COUNTY OF SAN DIEGO     §

**VERIFICATION**

I, Eric Thomas, state that I am President of CallCatchers Inc. d/b/a FreedomVoice Systems (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision, and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

  
Eric Thomas, President  
CallCatchers Inc. d/b/a FreedomVoice Systems

Sworn and subscribed to before me this 22 day of July, 2016.

  
Notary Public

My Commission expires: 7/18/2019



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.