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PUBLIC UTILITIES COMMISSION

VIA OVERNIGHT

RI Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888
401-941-4500

Re: Dialpad, Inc.

Dear Sir or Madam:

Dialpad, Inc. respectfully submits an original and three copies to the Commission, the enclosed package is in reference to Dialpad, Inc. CLEC Class VI (VoIP Provider). Furthermore, this application includes the \$300 registration fee.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

Please contact me directly if you have any questions or if you require any additional information regarding this filing.

Respectfully Submitted,

Natasha Freeman
Legal Staff
Global Strategic Accountants, LLC
nfreeman@gsaudits.com
678-829-4395

Enclosures

RI Public Utilities Commission, 89 Jefferson Boulevard, Warwick, RI 02888
Voice: 401-941-4500 • Email: thomas.kogut@dpuc.ri.gov

Submit Original plus 3 copies of Complete Package AND Check (see 4a or 4b below)

1. A telecommunication services supplier must file a Statement of Business Operations ("SBO"), including the following information in a question – answer format.

a. Corporate name, complete address, telephone/fax numbers, e-mail address

Dialpad, Inc., 100 California Street Suite 500, San Francisco, CA 94111, 925-683-9174,
olga@dialpad.com,

b. Local Company name, complete address, telephone/fax numbers, e-mail address

same information as above

c. Business locations.

None in Rhode Island

d. Service agent, complete address, telephone/fax numbers, e-mail address

Cogency Global Inc.
222 Jefferson Boulevard
Warwick, RI 02888

e. Attorney of record, complete address, telephone/fax numbers, e-mail address

Marlo Stroud
Phone # 415-849-2040 email: marlo@dialpad.com
100 California Street Suite 500, San Francisco, CA 94111, 925-683-9174,

f. Corporate officers and major stockholders or partners holding a ten percent or greater equity interest.

Craig Walker
Steve Love
Marlo Go Stroud

g. General description of operations.

Voice over Internet Protocol

Telecommunication services, including voice and video messaging, and cloud applications.

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PUBLIC UTILITIES COMMISSION

h. Description, in detail, of the customer service organization to be employed in serving carriers and end users.

Disputes/customer service requests are entered into ticket format to be worked by appropriate parties. Communication with customers is handled via ticket triage, troubleshooting and resolution.

i. Customer service contact, complete address, telephone/fax numbers, e-mail address

**Olga Malkiman, 275 Sacramento St., 4th Floor, San Francisco, CA 94111, 925-683-9174,
Olga@dialpad.com**

j. Regulatory contact person, complete address, telephone/fax numbers, e-mail address

**Beth Brandenstein
VP, Compliance Operations
Global Strategic Accountants, LLC
6250 Shiloh Rd. Suite 240
Alpharetta, GA 30005
678-203-0276 Direct
678-329-3329 Fax**

k. Company web site URL, if available.

<https://dialpad.com/>

2. Provide evidence, in exhibit form, of authorization from the Rhode Island Secretary of State, 148 West River St., Providence, RI 02904 (401-222-3040), to do business in Rhode Island. Any filing not including this requirement will be put on hold until the documentation is received or the filing package will be return for deficiencies. And supply the "d/b/a name form" from the Secretary of State if using a fictitious name within the state. (see requirements below for this procedure)

Please see Attachment I

3. All telecommunication service supplier applicants must file latest company's stated financial position.

Please see Attachment II

4.a. Only the CLEC (Class I and Class VI) may file tariffs at a later date; 30 days before commencing operations in the state. Filing must include a **check in the amount of \$300.00**, made payable to "State of Rhode Island".

4.b. All non CLEC (Class II, III, IV,V) telecommunication service suppliers filing must include tariffs leaving the effective date BLANK. Filing must also include a **check in the amount of \$300.00**, made payable to "State of Rhode Island".

Attachment I

Filing Fee: \$75.00

ID Number: 1070278



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2016 MAY -6 AM 11:52

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Switch Communications, Inc.
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 02/26/2015, authorizing it to transact business in Rhode Island under the name of: Switch Communications, Inc.
4. The corporate name of the corporation has been changed to Dialpad, Inc.
5. The name, if different, which it elects to use in Rhode Island is:
6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: NO CHANGE

FILED

MAY 06 2016

By 273734
A.A. 11:52 A.M.

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
90,563,669	Common		0.0001
44,152,696	Preferred		0.0001

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,660,335.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 11,570,195.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 8,500.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.07%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/25/16


Signature of Authorized Officer of the Corporation

Craig Walker, President

Type or Print Name of Authorized Officer



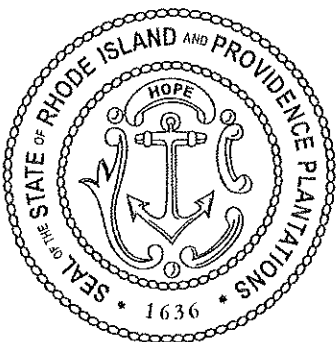
State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

May 06, 2016 11:52 AM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State



Attachment II

Dialpad, Inc. and Subsidiaries
Consolidated Balance Sheets
December 31, 2016 and 2015

	2016	2015
ASSETS		
Current assets		
Cash and cash equivalents	\$ 11,536,317	\$ 12,276,047
Investments, short term	1,806,509	10,822,104
Accounts receivable, net	3,368,277	1,191,692
Inventories	86,780	87,870
Prepaid expenses and other current assets	1,008,280	442,378
Restricted cash	<u>75,000</u>	<u>-</u>
Total current assets	17,881,163	24,820,091
Deposits	893,582	860,691
Investments, long term	-	1,797,787
Due from related parties	50,000	-
Intangibles	81,920	-
Property and equipment, net	<u>1,856,572</u>	<u>1,660,335</u>
Total assets	<u>\$ 20,763,237</u>	<u>\$ 29,138,904</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 3,070,920	\$ 2,444,160
Accrued expenses	954,701	414,313
Capital lease obligations, current portion	163,312	157,810
Deferred revenue	4,290,984	821,288
Other current liabilities	<u>271,215</u>	<u>113,745</u>
Total current liabilities	8,751,132	3,951,316
Capital lease obligations, net of current portion	297,107	460,419
Other liabilities	<u>100,000</u>	<u>-</u>
Total	<u>397,107</u>	<u>460,419</u>
Total liabilities	<u>9,148,239</u>	<u>4,411,735</u>
Stockholders' equity		
Preferred stock, \$0.001 par value; 44,152,696 shares authorized		
Series A convertible preferred stock - 11,250,000 shares designated, issued and outstanding (aggregate liquidation preference of \$3,000,275)	375	375
Series B convertible preferred stock - 19,902,696 shares designated, issued and outstanding (aggregate liquidation preference of \$15,000,662)	663	663
Series C convertible preferred stock - 13,000,000 shares designated, 12,769,528 shares issued and outstanding (aggregate liquidation preference of \$34,999,999)	1,277	1,277
Common stock, \$0.0001 par value; 90,563,669 shares authorized, 36,416,089 and 35,681,297 shares issued and outstanding at December 31, 2016 and 2015, respectively	1,672	1,599
Additional paid-in capital	53,777,048	53,528,485
Accumulated other comprehensive loss	(8,093)	(10,102)
Accumulated deficit	<u>(42,157,944)</u>	<u>(28,795,128)</u>
Total stockholders' equity	<u>11,614,998</u>	<u>24,727,169</u>
Total liabilities and stockholders' equity	<u>\$ 20,763,237</u>	<u>\$ 29,138,904</u>

The accompanying notes are an integral part of these consolidated financial statements.

Dialpad, Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Loss
For the Years Ended December 31, 2016 and 2015

	2016	2015
Revenues	\$ 23,105,682	\$ 11,570,195
Cost of revenues	<u>10,609,224</u>	<u>6,983,152</u>
Gross profit	<u>12,496,458</u>	<u>4,587,043</u>
Operating expenses		
General and administrative	4,339,215	4,720,583
Research and development	9,578,461	7,913,180
Sales and marketing	<u>12,960,364</u>	<u>5,646,082</u>
Total operating expenses	<u>26,878,040</u>	<u>18,279,845</u>
Loss from operations	<u>(14,381,582)</u>	<u>(13,692,802)</u>
Other income (expense)		
Interest income	83,534	30,547
Interest expense	(17,427)	(10,940)
Gain on sale of trademark	950,000	-
Other income (expense), net	<u>10,291</u>	<u>(73,778)</u>
Total other income (expense)	<u>1,026,398</u>	<u>(54,171)</u>
Loss before provision for income taxes	(13,355,184)	(13,746,973)
Provision for income taxes	<u>7,632</u>	<u>1,027</u>
Net loss	(13,362,816)	(13,748,000)
Other comprehensive income (loss)		
Unrealized gain (loss) on investments, net	10,004	(10,102)
Foreign currency translation (gain) loss	<u>(7,995)</u>	<u>-</u>
Total other comprehensive income (loss)	<u>2,009</u>	<u>(10,102)</u>
Comprehensive loss	<u>\$ (13,360,807)</u>	<u>\$ (13,758,102)</u>

The accompanying notes are an integral part of these consolidated financial statements.