

MILLER ISAR INC.
TRUSTED ADVISORS

4304 92ND AVENUE NW
GIG HARBOR, WA 98335
253.851.6700
WWW.MILLERISAR.COM

ANDREW O. ISAR

RECEIVED
2019 JAN 16 PM 4:43
PUBLIC UTILITIES COMMISSION

Via Overnight Delivery

January 15, 2018

Ms. Luly E. Massaro, Commission Clerk
State of Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, Rhode Island 02888

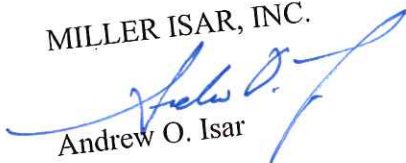
Dear Ms. Massaro:

Vodafone US Inc. dba Vodafone Americas' ("Vodafone") hereby submits an original and three (3) copies of the Company's Statement of Business Operations ("SBO"), initial tariff and other supporting documents. With this SBO, Vodafone seeks authority to provide facilities-based and non-facilities-based competitive local exchange (Class I) telecommunications and non-facilities-based interLATA and intraLATA interexchange (Class II) telecommunications services within the State of Rhode Island, in conjunction with Applicant's interstate services. A check in the amount of \$300.00 applicable to the Commission's filing fee, is also enclosed. Vodafone respectfully requests that the proprietary financial statements submitted as SBO Exhibit C be accepted for filing under confidential seal.

Thank you for your attention to this matter. Questions may be directed to the undersigned.

Sincerely,

MILLER ISAR, INC.


Andrew O. Isar

Consultants to
Vodafone US Inc. dba Vodafone Americas

Enclosures

numbers and e-mail address are:

1. Corporate Information, continued

154 West 14th Street, 8th Floor
New York, NY 10011
Telephone: 844.482.0222
Toll Free: 844.482.0222
Facsimile: None
Email: blair.rosenthal@vodafone.com

b. Applicant's Local Company name, address, telephone and facsimile numbers and e-mail address.

Applicant will be doing business in Rhode Island as Vodafone US Inc. dba Vodafone Americas. Applicant will not at maintain a physical presence in Rhode Island.

c. Applicant's business locations

Applicant's business location is:

154 West 14th Street, 8th Floor
New York, NY 10011

Applicant also maintains offices at

2420 17th Street, Suite 4039 3rd Floor
Denver, CO 80202

and

275 Shoreline Drive, Suite 400
Redwood City, CA 94065

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

Applicant's agent for service of process of service in Rhode Island is:

Cogency Global Inc.
222 Jefferson Boulevard
Warwick, RI 02888
Telephone: 866.621.3524
Facsimile: 800.253.5177
Email: sop@cogencyglobal.com

1. Corporate Information, continued

e. Applicant's Attorney of record, including complete address, telephone/fax numbers, e-mail address?

Applicant's attorney of record for purposes of this SBO is:

Blair Rosenthal
Assistant General Counsel
Vodafone Americas
2420 17th Street, Suite 4039 3rd Floor
Denver, CO 80202
Telephone: 720.484.0554
Email: blair.rosenthal@vodafone.com

f. Corporate officers and stockholders or partners holding a ten percent interest or more.

Applicant's corporate officers are:

Andrew Morawski, President
Darren Birney, Treasurer
Megan Doberneck, General Counsel & Company Secretary
Bryan Ganno, Assistant Treasurer
Vodafone US Inc. dba Vodafone Americas
154 West 14th Street, 8th Floor
New York, NY 10011
Telephone: 844.482.0222

Applicant is an indirect wholly-owned subsidiary of Vodafone Group Plc.

g. General description of operations.

Applicant seeks authority to provide facilities-based and non-facilities-based competitive local exchange and non-facilities-based interLATA and intraLATA interexchange telecommunications services throughout Rhode Island, in conjunction with Applicant's interstate services. Applicant will initially provide retail local exchange and interexchange telecommunications services to residential and commercial subscribers as set forth in the Company's telecommunications tariff, attached as **Exhibit A**.

1. Corporate Information, continued

g. General description of operations, continued

Applicant will provide local exchange services and related custom calling features, intraLATA and interLATA interexchange toll services, operator assisted calling exclusively to subscribers of record, and directory assistance. Applicant will not offer alternative operator services to the transient public.

Services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant, pursuant to its approved tariff.

Applicant will coordinate with incumbent local exchange carriers for the provision of emergency 911 services, directory publication, and directory distribution to local customers.

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

Applicant's customers may address service inquiries to Applicant's dedicated account managers assigned to each respective account.

In instances of service affecting issues or outages, Applicant will contact the designated account manager of the underlying carrier providing the network services to report the trouble and ascertain the estimated time of repair. The underlying carrier will take corrective procedures and report the resolution of the trouble to Applicant. The Company will then contact the customer and verify that service has been restored.

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

Applicant's Customer Service contact is:

Vodafone US Inc. dba Vodafone Americas
Customer Service
154 West 14th Street, 8th Floor
New York, NY 10011
Telephone: 844.482.0222
Toll Free: 844.482.0222
Facsimile: None

Facsimile: Americas.regulatory@vodafone.com

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

Applicant's Regulatory contact and individual contact for complaints involving the

Applicant and questions not related to customer service is:

Marshall Monda
Regulatory Counsel
Vodafone Americas
2420 17th Street, Suite 4039 3rd Floor
Denver, CO 80202
Telephone: 303.720.1121
Email: marshall.monda@vodafone.com

k. Provide Applicant's web site URL?

Applicant's web site URL is:

<https://www.vodafone.com/content/index/what/vodafone-americas.html>

2. Authority to Transact Business

Evidence of Applicant's authority to transact business in the State of Rhode Island as a foreign corporation and fictitious name registration is attached hereto at **Exhibit B**.

3. Financial Statements

Applicant maintains the financial viability to provide the proposed service within the State of Rhode Island. Copies of Applicant's most recent financial statements, under confidential seal, at **Exhibit C**.

Applicant's Rhode Island intrastate operating expenses will be incremental in nature, and will not require additional capital expenditures. Applicant does not plan to incur additional debt to operate in Rhode Island. Applicant's Rhode Island operations will be funded internally through new and existing operations.

Applicant considers information concerning its finances to be proprietary and confidential information not to be released to the public. The financial information attached in confidential **Exhibit C** is filed under seal and in an envelope labeled "CONFIDENTIAL AND

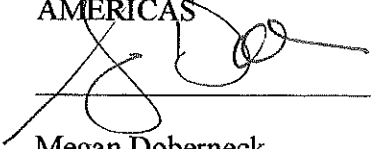
PROPRIETARY.” It is Applicant’s understanding that Commission staff will honor Applicant’s request for confidential treatment of these documents without the necessity of filing a separate motion for protective order.

WHEREFORE, Vodafone US Inc. dba Vodafone Americas respectfully requests that the Commission will authorize Vodafone US Inc. dba Vodafone Americas to provide competitive facilities-based and non-facilities-based local exchange (Class I) telecommunications services, and non-facilities-based interexchange (Class II) telecommunications services within the State of Rhode Island.

Respectfully Submitted this 9th day of January 2019.

VODAFONE US INC. DBA VODAFONE
AMERICAS

By: _____


Megan Doberneck
General Counsel
154 West 14th Street, 8th Floor
New York, NY 10011

Andrew O. Isar
Miller Isar, Inc.
4304 92nd Avenue NW
Gig Harbor, WA 98335
Telephone: 253.851.6700

Consultants to
Vodafone US Inc. dba Vodafone Americas

VERIFICATION OF APPLICANT

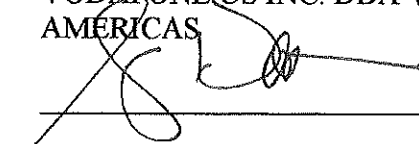
State of COLORADO)
) ss:
County of DENVER)

I, Megan Doberneck, do hereby state that as General Counsel of the Applicant, Vodafone US Inc. dba Vodafone Americas in this Application, I have read the foregoing Statement of Business Operations and exhibits attached thereto and know the contents thereof, and that to the best of my knowledge, information, and belief, all statements of fact contained in said application are true, and the said Statement of Business Operations is a correct Statement of Business Operations and affairs of Vodafone US Inc. dba Vodafone Americas in respect to each and every matter set forth therein.

Dated this 9th day of January, 2019.

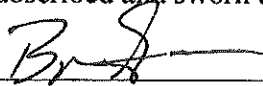
VODAFONE US INC. DBA VODAFONE AMERICAS

By:



Megan Doberneck
General Counsel
154 West 14th Street, 8th Floor
New York, NY 10011

Subscribed and sworn to me this 9th day of January, 2019



Notary Public

My Commission expires: 4/24/2020

SEAL

BRYAN GANNO
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20124025678
MY COMMISSION EXPIRES 04-24-2020

BEFORE THE RHODE ISLAND
PUBLIC UTILITIES COMMISSION

Vodafone US Inc. dba Vodafone Americas)
)
Application for Authority to Provide)
Competitive Local Exchange (Class I)) Docket No. _____
And Resold Interexchange)
Telecommunications (Class II) Services)
Throughout the State of Rhode)
Island)
_____)

LIST OF EXHIBITS

EXHIBIT A PROPOSED TARIFF

EXHIBIT B RHODE ISLAND ARTICLES OF
ORGANIZATION

EXHIBIT C FINANCIAL STATEMENTS (Confidential)

EXHIBIT A
PROPOSED TARIFF
(Attached)

EXHIBIT B

RHODE ISLAND ARTICLES OF ORGANIZATION
(Attached)



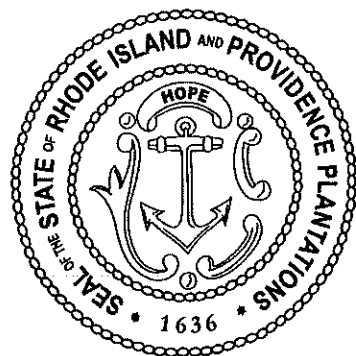
State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

Date: January 7, 2019

Vodafone US Inc.
(Amended Certificate of Authority - 3 Pages)

**A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE OF
RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Secretary of State



By

831653

Filing Fee: \$75.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02804-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2014 JAN - 7 PM 2:06

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 Vodafone Global Enterprise 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 09/06/2013, authorizing it to transact business in Rhode Island under the name of: Vodafone Global Enterprise Inc.

4. The corporate name of the corporation has been changed to _____
Vodafone US Inc.
(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

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:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED

JAN 07 2014

By 49-214294

A. A. 2:06 p.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>
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ _____.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ _____.
- (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 _____%. [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 \$ _____.
- (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 \$ _____.
- (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 _____%. [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: 12/23/2013

Lynn Oliver
Signature of Authorized Officer of the Corporation

Lynn Oliver, Asst. Secretary
Type or Print Name of Authorized Officer.



State of Rhode Island and Providence Plantations

A. Ralph Mollis
Secretary of State

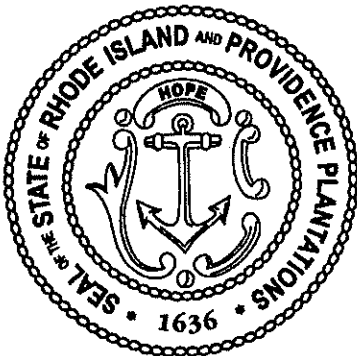
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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:
January 07, 2014 2:06 PM

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State



Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 SEP -6 PM 2:04
SECRETARY OF STATE
CORPORATIONS DIV.

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a 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 Vodafone Global Enterprise Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is 03/26/2008 and the period of its duration is perpetual
5. The address of its principal office is 275 Shoreline Drive, Suite 400, Redwood City, CA 94065
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A, (Street Address, not P.O. Box)

East Providence, RI 02914 and the name of its proposed registered agent in Rhode island at (City/Town) (Zip Code)

National Registered Agents, Inc. (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Facilitate multi national companies using the services of Verizon Wireless & Vodafonc globally and to engage in any lawful act or activity for which corporations may be organized.

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Rows include Charles Pol, Fay Arjomandi, Jan Geldmacher.

FILED

SEP 06 2013

BY CA 205268

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Charles Pol	560 Lexington Avenue, 9th Floor, New York, NY 10022
Vice President		
Treasurer	Sue Williams	275 Shoreline Drive, #400 Redwood City, CA 94065
Secretary	Megan Doberneck	999 18th Street, S. Tower, Ste. 1750 Denver, CO 80202

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		\$0.0001
500	Preferred		\$0.0001

10. (a) \$ 4,357,097 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) \$ 0 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 0 = 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.

(c) 0 % = 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for 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 Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 08/21/2013



Signature of Authorized Officer of the Corporation

Sue Williams, Treasurer

Type or Print Name of Authorized Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE GLOBAL ENTERPRISE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VODAFONE GLOBAL ENTERPRISE INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4524493 8300

131060097




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0715245

DATE: 09-05-13



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

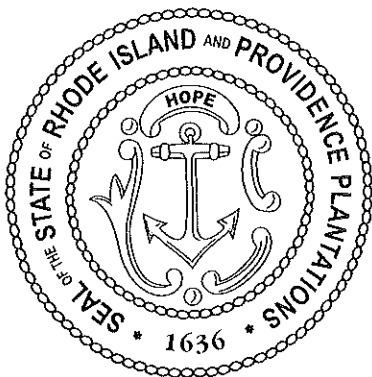
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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:
September 06, 2013 2:04 PM

A handwritten signature in cursive script that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State



Filing Fee: \$50.00

ID Number: 000831653



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FICTITIOUS BUSINESS NAME STATEMENT

Pursuant to the provisions of Section 7-1.2-402, 7-16-9 or 7-13-2 of the General Laws of Rhode Island, 1956, as amended, the undersigned business corporation, limited liability company, or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

- 1. The legal name of the applicant business corporation, limited liability company or limited partnership is: VODAFONE US INC.
2. The fictitious business name to be used is VODAFONE AMERICAS
3. The state or territory under the laws of which it is incorporated, organized or formed is Delaware
4. The date of incorporation, organization or formation is MARCH 26, 2008
5. If a business corporation, the address of its registered office within Rhode Island is 450 VETERANS MEMORIAL PARKWAY, SUITE 7A, EAST PROVIDENCE, RI 02914
6. If a business corporation, the business in which it is engaged To provide telecommunications services.
7. Applicant is otherwise authorized to do business in the state of Rhode Island.

2014 JUL 18 PM 2:02
CORPORATIONS DIV
STATE

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 7/11/2014

VODAFONE US INC.
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By [Signature]
Signature of Authorized Officer of the Corporation
BRYAN GANNO

By _____
Signature of Authorized Person for the Limited Liability Company

By _____
Signature of Authorized Person for the Limited Partnership

FILED

JUL 18 2014

BY [Signature] 2:02



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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:
July 18, 2014 2:02 PM

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

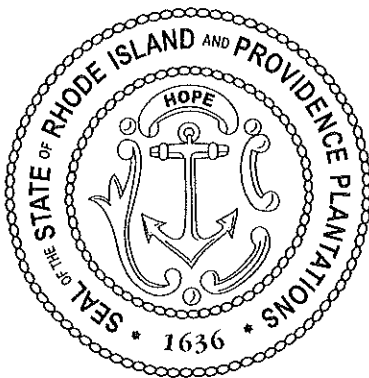


EXHIBIT C

FINANCIAL STATEMENTS (Attached)

Applicant considers its financial statements to be **proprietary and confidential**. The data contained in these documents reveal the size, nature, and scope of Applicant's business and financial operations to competitors and potential competitors. Therefore, the Applicant requests that the Commission treat Applicant's Balance Sheet and Income Statement as proprietary, to maintain the confidentiality of the data contained therein. Applicant's financial statements are submitted under protective seal, accordingly.