

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

In The Matter of the Application of )

Vodafone US Inc. d/b/a Vodafone )  
Americas for Registration as a Basic Local )  
Telecommunications Services and Non- )  
Switched Local Telecommunications )  
Services in the State of Missouri )

Case No. DA-2015-\_\_\_\_\_

**APPLICATION**

Vodafone US Inc. d/b/a Vodafone Americas ("VUSI," "Company" or "Applicant"), by its undersigned counsel, and pursuant to §392.550 and 392.611 RSMo., hereby applies for registration to provide basic local telecommunications services and non-switched local telecommunications services to the Missouri Public Service Commission ("Commission") and in support of its application, Applicant states as follows:

1. The Applicant's legal name is Vodafone US Inc. d/b/a Vodafone Americas.

VUSI is a corporation organized under the laws of the State of Delaware on March 26, 2008. Applicant's business and mailing address, website address, fax and telephone number are:

Vodafone US Inc.  
560 Lexington Avenue, 9th Floor  
New York, NY 10022  
Telephone: 855.377.8360  
Facsimile: 212.731.2699  
Website: <http://enterprise.vodafone.com/home/>

A copy of VUSI's articles of incorporation and a copy of the Company's authorization from the Missouri Secretary of State to transact business in Missouri as a foreign corporation using the name Vodafone Americas are appended at **Exhibit A**.

Applicant's agent for Service of Process in the state of Missouri is:

National Registered Agents, Inc.  
120 South Central Avenue  
Clayton, MO 63105

2. The Applicant seeks registration to provide facilities-based and resold basic local telecommunications service and non-switched local telecommunications service within the State of Missouri. Applicant previously obtained authority from the Commission to provide interexchange telecommunications services in File No. TA-2014-0091 and provided a notice of name change in File No. XN-2014-0284. Applicant will submit subsequent notice to reflect the name change to the Vodafone Americas dba name for interexchange services.
3. Attached is an affidavit signed by an officer of the Applicant making the eight statements required by §392.550.3 and 392.611.4 RSMo, plus confirmation the Applicant's service meets the criteria of facilities-based and resold basic local telecommunications service and non-switched local telecommunications service

WHEREFORE, Vodafone US Inc. respectfully requests that the Missouri Public Service Commission grant the instant application for registration.

Respectfully submitted,

  
\_\_\_\_\_  
/s/

Carl J. Lumley; MO Bar Number 32869  
Curtis, Heinz, Garret & O'Keefe P.C.  
130 South Bemiston, Suite 200  
St. Louis, MO 63105-1913  
Telephone: 314.725.8788  
Email: [clumley@lawfirmemail.com](mailto:clumley@lawfirmemail.com)

### **CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the above and foregoing document was delivered by first class mail, electronic mail or hand delivery, on this 15 day of September, 2014, to the following parties:

Office of the Public Counsel  
P. O. Box 7800  
Jefferson City, Missouri 65102  
[opcservice@ded.mp.gov](mailto:opcservice@ded.mp.gov)

General Counsel  
Missouri Public Service Commission  
P. O. Box 360  
Jefferson City, Missouri 65102  
[staffcounsel@psc.mo.gov](mailto:staffcounsel@psc.mo.gov)

  
\_\_\_\_\_  
Carl J. Lumley

## AFFIDAVIT

I, Megan Doberneck, being first duly sworn, state that I am General Counsel and Company Secretary of Vodafone US Inc. d/b/a Vodafone Americas ("VUSI", "Applicant" or "Company"), and that the following statements are true and correct to the best of my knowledge and belief:

(1) The location of the principal place of business and the names of the principal executive officers of the Applicant:

Vodafone US Inc.  
560 Lexington Avenue, 9th Floor  
New York, NY 10022  
Telephone: 855.377.8360  
Facsimile: 212.731.2699  
Website: <http://enterprise.vodafone.com./home/>

VUSI's operations are directed by a management team with proven experience and capability. Each of the Company's officers and directors has ten or more years' experience in his or her respective area of expertise, whether telecommunication, finance, or corporate management. Moreover, the current management group has more than two decades of experience working within the Vodafone corporate family. In addition, the Company benefits from access to the operational expertise of the entire Vodafone corporate family of companies. Consequently, the depth of managerial and communications industry experience available to VUSI makes the Company well suited to responsibly serve subscribers in Missouri and elsewhere. More detailed information regarding VUSI's senior management team is appended as **Exhibit B**.



(2) The Company is registering to provide basic local and non-switched local exchange telecommunications services in all exchanges in Missouri. The exchanges in which the Company seeks authority are listed in the approved tariffs of the respective incumbent local exchange carriers ("ILEC"s). VUSI's proposed service areas will mirror the respective exchange boundaries of each ILEC and shall be no smaller than an exchange.

VUSI will coordinate with incumbent local exchange carriers for the provision of emergency 911 services, directory publication, and directory distribution to local customers. The Company will negotiate with underlying incumbent and competitive carriers for resale and/or interconnection agreements as needed, to be filed as required with the Commission for approval upon finalization.

(3) That the Applicant is legally, financially, and technically qualified to provide the services proposed by this Application.

(4) That the Applicant is ready, willing, able, and will comply with all applicable state and federal laws and regulations imposed upon providers of facilities-based and resold basic local telecommunications service and non-switched local telecommunications service within the State of Missouri.

(5) That the Applicant will charge and collect from its end user customers and remit to the appropriate authority, fees and surcharges in the same manner as are charged and collected upon end user customers of local exchange telecommunications service and remitted by local exchange telecommunications companies, including but not necessarily limited to:

- (a) Telecommunications programs under section 209.255, RSMo;
- (b) Missouri universal service fund under section 392.248;
- (c) Local enhanced 911;
- (d) Any applicable license tax;

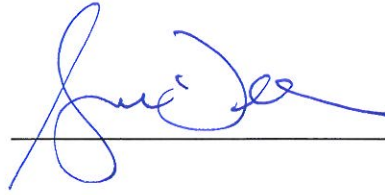
(6) That the Applicant will remit the annual assessment imposed by the Commission under section 386.370, RSMo;

(7) That the Applicant will file directly with the Commission an annual report at a time and covering the yearly period fixed by the Commission in compliance with applicable law;

(8) That the Applicant has established a process for handling inquiries from customers concerning billing issues, service issues, and other consumer-related complaints. Consumer complaints may be directed to:

Bryan Ganno  
Vodafone US Inc.  
999 18<sup>th</sup> Street, South Tower, Suite 1750  
Denver, CO 80202  
Toll Free Number: 855.377.8360  
Phone Number: 303.293.5872  
Fax Number: 303.296.3178  
Email: [bryan.ganno@vodafone.com](mailto:bryan.ganno@vodafone.com)

This concludes my affidavit.



Megan Doberneck

General Counsel/Company Secretary

State of COLORADO

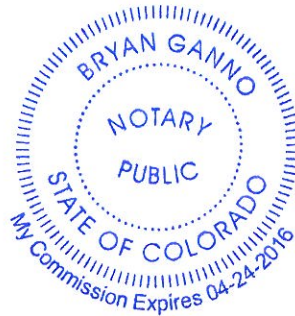
County of DENVER

Subscribed and sworn before me this 12 day of SEPTEMBER, 2014



Notary Public

Notary Seal:



**EXHIBIT A**

**Articles of Incorporation**

**And**

**Secretary of State Certificate of Authority**

**And**

**Name Registration**



# State of Missouri

Jason Kander, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

**X001184530**  
**Date Filed: 7/17/2014**  
**Expiration Date: 7/17/2019**  
**Jason Kander**  
**Missouri Secretary of State**

## Registration of Fictitious Name

(Submit with filing fee of \$7.00)  
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

Please check one box:

☒ New Registration ☐ Renewal ☒ Amendment ☐ Correction  
Charter number Charter number Charter number

The undersigned is doing business under the following name and at the following address:

Business name to be registered: VODAFONE AMERICAS

Business Address: 560 LEXINGTON AVE., 9TH FLOOR

(PO Box may only be used in addition to a physical street address)

City, State and Zip Code: NEW YORK, NY 10022

### Owner Information:

If a business entity is an owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed. Please attach a separate page for more than three owners. The parties having an interest in the business, and the percentage they own are:

Name of Owners, Individual or Business Entity	Charter # Required If Business Entity	Street and Number	City and State	Zip Code	If Listed, Percentage of Ownership Must Equal 100%
VODAFONE US INC.	F01129371	560 LEXINGTON AVE., 9TH FLOOR	NEW YORK, NY	10022	

### All owners must affirm by signing below

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties of a false declaration under Section 575.060 RSMo)

Bryan Ganno BRYAN GANNO 7/11/2014  
Owner's Signature or Authorized Signature of Business Entity Printed Name Date

\_\_\_\_\_  
Owner's Signature or Authorized Signature of Business Entity Printed Name Date

\_\_\_\_\_  
Owner's Signature or Authorized Signature of Business Entity Printed Name

Name and address to return filed document:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, and Zip Code: \_\_\_\_\_

ORI-07252014-1125 State of Missouri  
No of Pages 1 Page



Fictitious Name Registration

Corp. 56 (09/2010)



# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF AUTHORITY

WHEREAS,

*VODAFONE GLOBAL ENTERPRISE INC.*  
*F01129371*


using in Missouri the name

*VODAFONE GLOBAL ENTERPRISE INC.*

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
24th day of March, 2011.

  
Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

File Number:  
F01129371  
Date Filed: 03/24/2011  
Robin Carnahan  
Secretary of State

**Application for Certificate of Authority  
For a Foreign For-Profit Corporation**

(Submit with filing fee of \$155.00)

1. The corporation's name is Vodafone Global Enterprise Inc.  
and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is Vodafone Global Enterprise Inc.
3. The date of its incorporation was 03/26/2008, and the period of its duration is perpetual  
month/day/year
4. The address of its principal place of business is 2999 Oak Road, 7th Floor, Walnut Creek, CA 94597  
Address City/State/Zip
5. The name and physical address of its registered agent and office in the State of Missouri is  
National Registered Agents, Inc., 300 B East High Street, Jefferson City, MO 65101  
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are: facilitate multi national companies using the services of Vodafone  
and Verizon Wireless in Europe, Asia and the US.
7. The name of its officers and directors and their business addresses are as follows:  

Officers	Name	Address	City/State/Zip
President	Peter Barry	2999 Oak Rd., 7th Floor, Walnut Creek, CA 94597	
Vice President			
Secretary	Megan Doberneck	999 18th Street, Suite 1750, Denver, CO 80202	
Treasurer	Suzanne Williams	2999 Oak Rd., 7th Floor, Walnut Creek, CA 94597	

  
**Board of Directors**  

Director	Charles Pol	One Verizon Way, VC52S237, Basking Ridge, NJ 07920	
Director	Nicholas Jeffrey	Vodafone House, The Connection, Newbury, Berkshire, RG142FN	
Director			
Director			
Director			

(Please see next page)

Name and address to return filed document:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Creation - General Business - Foreign 3 Page(s)

3)



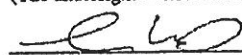
T1108301505



8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: \_\_\_\_\_  
(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Suzanne Williams	Treasurer	23 Mar 2011
<i>Must be an Officer or Chairman listed in #7</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

# 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 TWENTY-THIRD DAY OF MARCH, A.D. 2011.

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

110333648

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8644894

DATE: 03-23-11

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VODAFONE GLOBAL ENTERPRISE INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VODAFONE US INC.", THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 2:10 O'CLOCK P.M.

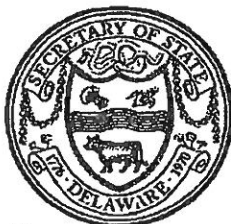
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

4524493 8320

140000085

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025286

DATE: 01-02-14

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE US 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 SECOND DAY OF JANUARY, A.D. 2014.

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

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

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

295788


2014 JAN -8 AM 11:29

4524493 8300

140000085

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025284

DATE: 01-02-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:09 PM 12/23/2013  
FILED 02:10 PM 12/23/2013  
SRV 131466523 - 4524493 FILE

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Vodafone Global Enterprise Inc. ("VGEI"), 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:

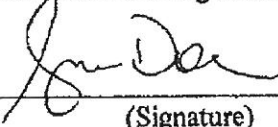
RESOLVED, that on January 1, 2014, the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article 1" so that, as amended, said Article shall be and read as follows:

The name of this corporation is Vodafone US Inc.

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.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 20<sup>th</sup> day of December, 2013.

By:   
(Signature)

Print Name: Secretary + General Counsel

Title: Megan Deberneck

# 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 INCORPORATION OF "VODAFONE GLOBAL ENTERPRISE INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008, AT 2:10 O'CLOCK P.M.

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



4524493 8100

080358168

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478506

DATE: 03-26-08

CERTIFICATE OF INCORPORATION  
OF  
VODAFONE GLOBAL ENTERPRISE INC.

ARTICLE I

The name of this corporation is Vodafone Global Enterprise Inc. (the "Corporation").

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are:

Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, Delaware 19808  
County of New Castle

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated respectively Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of Common Stock this Corporation is authorized to issue is one thousand (1,000). The total number of shares of Preferred Stock this Corporation shall be authorized to issue is five hundred (500). The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the



status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation, provided, however, that the by-laws may only be amended in accordance with the provisions thereof.

B. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

C. The books of the corporation may be kept at such place within or without the State of Delaware as the by-laws of the corporation may provide or as may be designated from time to time by the Board of Directors.

#### ARTICLE VI

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit.

#### ARTICLE VII

The name and mailing address of the incorporator is:

Suzanne Williams  
Vodafone Asia Pacific Limited  
2999 Oak Road, 7<sup>th</sup> Floor  
Walnut Creek, CA 94597

I, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25 day of MARCH, 2008.

/s/ Suzanne Williams

Suzanne Williams, Incorporator

## **EXHIBIT B**

### **VUSI Management Team Information**

**Chuck Pol**

Country Chairperson, Vodafone US

President, Americas & Global Transformation Team, Vodafone Global Enterprise

Chuck Pol is the Country Chairperson for Vodafone US responsible for the compliance, governance and integration of all Vodafone entities that operate in America. Chuck also serves a dual role for Vodafone Global Enterprise as the President of the Americas region, as well as the Director of the Global Transformation Team, focused on selling and delivering large €100m+ complex deals for Vodafone.

Chuck joined Vodafone Global Enterprise in 2010 from British Telecom, where he held various senior executive positions in the US and UK spanning over 20 years in varying industry sectors, from Mobile Markets in BT Wholesale to the Global Financial Services sector.

Chuck has served as a Non-Executive Director of Project Renewal, a charity which devotes time, resource and finances to the homeless of New York City. He is a graduate of Belmont Abbey College. He has been married to Angella for over 30 years and has three grown children. He lives between New Jersey and Florida and spends any free time playing golf and spending time with his family.

**Megan Doberneck**  
[meganatpeak7@gmail.com](mailto:meganatpeak7@gmail.com)  
(303) 854-7663

- President and General Counsel*  
*Nov 2008-current*
- Vodafone Americas Inc. (Denver, Colorado)**  
Vodafone Americas is the management entity for the Vodafone US group, and holds Vodafone's stake in Verizon Wireless.
- General Counsel*  
*2008*
- Senior Counsel*  
*2007*
- Board of Director, operational and governance responsibility for the Vodafone Americas group of companies, including management of the Finance, Tax, Legal/HR and Payroll/Risk Management functions to ensure delivery of financial and operational results.
  - General Counsel and Company Secretary for the Vodafone Americas group of companies with primary focus on corporate finance and capital structure; corporate governance; management of current, legacy and tax litigation; and risk management related to employment issues and benefit plan administration and operation. As General Counsel for the Americas group, acted as lead counsel on a multi-billion dollar external financing, sale of a multi-million dollar stake in a telematics company and sale of a multi-million dollar corporate jet. Successfully disposed of 50% of the Company's pending litigation over a three year period with no indemnity paid by the Company; led successful tax litigation efforts resulting in multi-million dollar refunds; lead counsel on federal audit defense and appeal; and revitalized the Company's governance and risk management processes.
  - General Counsel for Vodafone xone, Vodafone's recently launched innovation center in Silicon Valley and its investment counterpart, Vodafone Ventures. Designed and implemented the strategic and contractual architecture for Vodafone xone's incubator including the development program as well as the intellectual property and equity investment models. Developed Vodafone xone's business development model for revenue sharing arrangements and IP monetization.
  - US legal counsel to Vodafone Americas Foundation, Vodafone Group and non-US Vodafone operating companies. Advise business teams on the Verizon Wireless partnership agreement and corresponding rights and restrictions, Vodafone commercial offerings in the US, and commercial and compliance matters arising under US law.
  - YoY opex reductions of 10% while delivering millions of dollars in economic value. Right-sized Finance and Tax team skill sets and team structures; designed and implemented cross-functional efficiencies that eliminated significant external costs across all cost centers with a contemporaneous enhancement in the delivery of core Finance, Tax, HR/Legal and Payroll/Risk Management objectives.
- Director, Legal and External Affairs*  
*2003-2005*
- Covad Communications Company (Denver, Colorado)**  
Covad (now MegaPath) was the largest independent provider of facilities-based DSL services in the United States, providing service across 45 states and in 240 major metropolitan markets.
- Regional General Counsel*  
*2002*
- Responsible for Covad's public policy advocacy, state and federal regulatory relationships, commercial, contract and litigation efforts in the fourteen state Qwest region.
  - Developed and executed legal strategy for new product deployment and existing

<i>Senior Counsel</i> <i>2001</i>	<p>product operations in the Qwest region.</p> <ul style="list-style-type: none"> <li>• Led the turnaround strategy for Covad's Qwest region operations team, resulting in significantly improved vendor performance in provisioning and repair, as well as the creation of an effective escalation path for operational issues. This initiative delivered residential subscriber growth and pushed two of the Qwest markets into the Company's top five residential markets.</li> <li>• Maximized on litigation requiring incumbent providers to provide access to line shared DSL services as an unbundled network element or "UNE." Following the federal elimination of this UNE three years later, negotiated the first commercial line sharing agreement in the US.</li> </ul>
<i>Of Counsel</i> <i>2006</i>	<p><b>Faegre &amp; Benson LLP (Denver, Colorado)</b></p> <ul style="list-style-type: none"> <li>• Business litigation, with a particular focus on complex commercial, products liability and class action litigation. Partnered with clients to advise on risk assessments, negotiations and non-litigation resolution strategies. Also practiced and had primary responsibility for all phases of litigation, from filing of complaint through appeals.</li> </ul>
<i>Associate</i> <i>1996-2000</i>	
<i>Associate</i> <i>1994-1996</i>	<p><b>Akin, Gump, Strauss, Hauer and Feld, LLP (Washington, D.C.)</b></p> <ul style="list-style-type: none"> <li>• Associate in business litigation group, with emphasis on commercial and environmental litigation. Engaged in issue assessments and lead discovery efforts. Represented clients in federal, state and administrative proceedings.</li> </ul>
<i>Education</i>	<p>J.D. (<i>with honors</i>, Stone Scholar), Columbia University School of Law, NY, 1994  B.A. in Political Science (<i>magna cum laude</i>, Phi Beta Kappa), University of California at Berkeley, 1990</p>
<i>Personal</i>	<p>Member, Colorado, New York and District of Columbia bars  Chicago, New York and Boston marathons  All American and Academic All American (swimming), 1987-1990</p>



## Anna D. Ewing, CPA

office: +1 303-293-5910 mobile: +1 720-320-7877

[anna.ewing@vodafone.com](mailto:anna.ewing@vodafone.com)

### Experience

1/14- present

#### **Vodafone US Inc.**

Denver, Colorado

*Chief Financial Officer*

- Officer and director; report to US President with a functional dotted line to Vodafone Group Enterprise. Serve as the US Investment Committee Chairman for qualified and nonqualified retirement plans, and as Treasurer of the Vodafone US Foundation
- Responsibility for all accounting and finance functions of four legal entities, including financial reporting, governance, and controls; tax and treasury; forecasting and planning; business decision support; payroll/risk management
- Review and assessment of overall US finance function, including consolidation of legal entities, financial systems integration, process improvement and policy compliance, and US-wide initiative to design and implement a standardized corporate services platform and governance structure; lead and professionally develop team of 20+ finance associates
- Continued oversight of quarterly investment committee meetings, maintenance of investment policy statement and monitoring process of investment performance (+\$120 million in plan assets)

2/09- 2/14

#### **Vodafone Americas Inc.**

Denver, Colorado

*Chief Financial Officer*

- Report to President, with a functional dotted line to Vodafone Group Plc. Member of the Vodafone Americas Inc. and the ATX-SR boards of directors, and serve as the US Investment Committee Chairman for qualified and nonqualified retirement plans
- Responsibility for all accounting and finance functions of six legal entities, including: financial reporting, forecasting, risk management, financial governance, treasury, benefit plan administration, US GAAP/IFRS, and SOX compliance. Management of US cash flows (\$3.5+ billion per annum) and maintenance of proper internal controls over financial processes
- Oversight of semi-annual investment committee meetings, maintenance of investment policy statement and monitoring process of investment performance (+\$100 million in plan assets)
- Oversight of core business process changes, including migration of accounting functionality to a multinational shared services platform and local implementation of a global general ledger system conversion

*Finance Manager*

- Coordination of financial aspects of Company 401K plan, including annual audit, related regulatory filings, and formal search for new service provider (Request for Proposal) for recommendation to Company Investment Committee
- Coordination of financial aspects of Company deferred compensation and medical plans, including IAS 19 compliance, and analysis of various reserve balances
- Technical accounting research to ensure Company compliance with IFRS, US GAAP, and SEC regulations
- Champion of US SOX compliance and internal control initiatives
- Oversight of government reporting process and deliverables to ensure compliance with US Department of Commerce requirements
- Preparation of stand-alone financial statements for Company subsidiaries to assist tax compliance
- Special projects and preparation of various ad hoc analyses to support CFO, tax department, and overall financial reporting function

7/06 – 3/08

#### **Intrawest**

**Copper Mountain Resort, Copper Mountain, Colorado**

*Director, Finance & Accounting*

- Coordination and direction of all business planning and financial analyses for Resort, including budgeting, forecasting, capital planning, and accounting policies, including comprehensive annual three year plan and detailed presentation to Corporate leadership
- Member of Resort Leadership Team; direction of overall financials plans and participation in company policies and procedures as a member of senior management team; direct report to Resort General Manager
- Communication with operational directors and managers regarding policies/procedures and accountability for financial results

- Daily, weekly, & monthly review of financial and operational results; variance analysis, projection analysis, and contingency planning
- Preparation of curriculum and instruction of all finance training for education of managers and supervisors
- Liaison and primary contact with Intrawest Shared Services on all issues and procedures. Coordination of SOX compliance policies and operational excellence initiatives
- Project lead/participation in several key business initiatives including improvement of aged accounts receivable, documentation for property tax reporting, and revisions to Resort contract for condo rental pool properties
- Management of Resort accountants (three associates) and all financial processes performed on property
- Preparation of multi-million dollar capital plans; financial oversight of projects and physical inventory of significant assets for both accounting and property tax improvements
- Extensive interaction with multiple levels of Resort management, community leaders, Resort homeowners, and Corporate management

4/05 – 7/06

**Intrawest**

**Intrawest Shared Services, Golden, Colorado**

*Resort Accounting Manager*

- Management of resort accounting department (thirteen associates) and all general ledger processes in a recently established shared service model, including monthly close, cash management, financial analysis, and high-volume balance sheet reconciliation for US-based Intrawest Resorts
- Ongoing implementation of process improvements including transition of Resorts to the shared service platform, integration of Intrawest Golf, recent conversion to SAP payroll, incorporation of lodging accounting functions to the general ledger team, and centralization of core accounting processes
- Internal control assessment, mapping, and testing to strengthen control environment and prepare for Sarbanes-Oxley compliance; participation in multiple internal committees to address SOX initiatives
- Review and assessment of overall financial reporting function, including participation in a large-scale Corporate initiative to shorten the fiscal close process and expedite the cycle time for regulatory requirements (Intrawest Operational Excellence)
- Key point of contact for internal and independent audits and coordination thereof
- Effective team leadership and staff development resulting in improved annual employee engagement index of twenty percent; proven track record in coaching, motivating, and mentoring others
- Extensive interaction with multiple levels of Resort management and Corporate headquarters

5/04 -4/05

**College Partnership, Inc.**

**Lakewood, Colorado**

*Corporate Controller*

- Financial statement preparation and analysis including SEC reporting for \$20 million public company
- Restructure and ongoing management of seven-member accounting department and all related core processes
- Hands-on treasury and cash flow management, including full scale banking conversion and financing of accounts receivable
- Development of Company's human resource function; management of payroll process and benefits administration
- Internal control assessment, process flow mapping, and process improvement to strengthen control environment and prepare for Sarbanes-Oxley compliance
- Review and development of accounting methodology, including revenue recognition for multiple deliverables of products and services
- Development of budget framework, profit/cost centers and related general ledger redesign
- Extensive interaction with Company's officers, independent auditors, and board of directors

5/00-2/04

**Omnicom Group, Inc.**

**The Integer Group, Lakewood, Colorado**

*Corporate Controller*

- Consolidation, forecasting, and financial statement review & analysis for six public companies totaling \$100 million in annual revenues, including trend/productivity analysis, cash flow, and capital expenditures
- Service fee & contract development for various service platforms, including pricing & profitability analysis
- Direct report to CEO; primary corporate contact for all financial matters, including extensive communication with corporate headquarters, agency Presidents & CFO's, and various levels of agency management
- Project lead for Sarbanes-Oxley initiative; extensive involvement with corporate Sarbanes-Oxley team and coordination of compliance for all Integer companies
- System conversion and roll-out of best practices to achieve consistencies in efficiencies, financial reporting, and performance measures among companies



- Coordination of information required by auditors, both independent and internal

*Controller*

- Managed accounting department of eighteen associates and all core processes including accounts payable and receivable, billing, general ledger, inventory management, and cash management for \$50 million agency
- Job costing and profitability analysis, including design of client profitability and time analysis reports
- Complete system conversion of all accounting functions as well as project management system
- Preparation of financial statements, detailed quarterly financial reporting packages, quarterly/annual forecasts and related variance analysis
- Development and maintenance of internal controls, including department reorganization resulting in increased efficiencies

3/97-5/00

**Omnicom Group, Inc.**

**Omnicom Management Services, Dallas, Texas**

*Assistant Controller*

- Preparation of internal financial statements for ten-plus advertising agencies and their respective divisions
- Responsible for reporting actual results, financial reporting packages, and quarterly forecasts to parent company and its networks; preparation of budgets and variance analysis
- Extensive interaction with local financial management as well as communication with corporate headquarters
- General ledger management, including system maintenance, reconciliation, and related research
- System design and enhancement of various accounting and financial applications
- Assisted Controller with management of accounting department

9/95-2/97

**Price Waterhouse LLP, Dallas, Texas**

*Audit Staff*

- Participated in audits of companies within a variety of industries
- Developed strong analytical skills by performing analysis of operating results and trends
- Evaluation of internal accounting and control procedures to enhance control environment and improve efficiency of operations; extensive interaction with all levels of client management

---

**Certification**

Certified Public Accountant in Texas and Colorado

---

**Education**

Baylor University, Waco, Texas

Bachelor of Business Administration/Accounting, *Magna Cum Laude*

---

**Memberships**

- American Institute of CPAs
- Colorado Society of CPAs
- Association for Financial Professionals
- Western Pension and Benefits Conference

# ***Bryan Ganno***

---

490 S. Locust St., Denver, CO 80224 | dial: 415.377.3996 | mail: bganno@gmail.com

## ***SUMMARY***

Operations manager with over 10 years of experience in strategic operational design supported by results-based implementation. Experience extends from business development and over-arching budgetary forecasting and planning to personnel and project oversight.

## ***CORE SKILLS***

***Operations • Strategy • Optimization • Forecasting • Business Development • Writing •  
Corporate & Regulatory Compliance • Process Improvement • Contract & Budget Analysis***

## ***PROFESSIONAL EXPERIENCE***

### **Vodafone US Inc. Governance Manager**

*Denver, CO 2014 – Present*

- Corporate officer for Vodafone US Inc. responsible for board meeting logistics and minutes.
- U.S. entity operational support.
- Responsible for regulatory compliance and maintaining corporate and organizational records.
- Oversee formation and dissolution of corporate entities.
- Coordinate corporate transactions and govern process recordation, including stock issuance.

### **Zupkus & Angell, P.C. Business Manager**

*Denver, CO 2012 – 2014*

- Oversee and direct all operating functions, administrative policies and procedures, financial management, personnel, professional liability, and information systems.
- Critically evaluated contracts and invoices and implemented strategy resulting in net profit percentage gain from 2011 to present over 250% and reduced expenses over 50%.
- Evaluate and optimize staff organizational structure, eliminating redundant annual paper and payroll expense.
- Manage all contracts for employees, contractors, vendors, and property maintenance needs.
- Assess and prioritize all financial transactions, including managing cash flow, creating budgets, and developing long-term fiscal plans.
- Wrote standardized procedures, protocols, and billing practices to reduce rates of error and to boost efficiency.

### **Exposures Magazine & ROOT Journal Editor-in-Chief**

*Denver, CO 2010 – 2013*

- Oversee content, evaluate and drive readership expansion, and responsible for final editorial determination.
- Directed ROOT to award-winning status and expanded publication from local to national in two years.

**National Park Service**  
**Assistant Landscape Architect**

*Rocky Mountain National Park, CO 2010 – 2011*

- Developed field operations and protocols identifying accessibility risk and compliance.
- Wrote 326-page ADA assessment manual, to be implemented nationwide as best practices for national parks.

**Securities & Exchange Commission**  
**Contract Paralegal**

*Denver, CO 2009 – 2010*

- Implemented federal compliance measures while directing backlog of decades-old case materials for permanent archival.

**Sonnenschein Nath & Rosenthal LLP**  
**Senior Paralegal and Human Resources Officer (Patent Litigation)**

*Menlo Park, CA 2007 – 2008*

- Consulted nationwide to streamline paralegal workforce and establish group-wide best practices.
- Developed and directed paralegal operational strategy for Silicon Valley and Washington, D.C. patent groups.
- Designed business development presentations for the Board of Directors at Yahoo and legal departments at: Intel, Oracle, Cisco, Broadcom and others.

**Weil, Gotshal & Manges LLP**  
**Senior Paralegal / U.S. Paralegal Trainer**

*Menlo Park, CA 2003 – 2007*

- Oversight and management of 10 direct reports across multiple cases and disciplines.
- Co-wrote national Patent Litigation paralegal training manual and evaluated and directed paralegal development.

**EDUCATION**

**University of Colorado Denver, *Master of Arts*** – Landscape Architecture – High Honors.  
**University of Montana, *Bachelor of Arts*** - Journalism, Print Option – Dean's List.

**ADDITIONAL SKILLS**

***Excellent Computer Knowledge and Application – Microsoft Office, Adobe Creative Suite, Wordpress • Google Analytics • Basic German Language • Communication – Verbal and through Design***

---

**Fay Arjomandi**

[Fay.Arjomandi@Vodafone.com](mailto:Fay.Arjomandi@Vodafone.com)

+1 (408) 438-2371

---

## SUMMARY

Experienced senior executive and serial entrepreneur with strong leadership. A visionary with many skill sets, passion and drive to build companies from concept to a successful business through technology commercialization, effective marketing and operational excellence. Mentor and advisor to multiple local companies & entrepreneurs.

## AWARDS & HONORS

- |             |  |
|-------------|--|
| <b>2007</b> | Canadian technology representative at Whitehouse                               |
| <b>2006</b> | Top 40 under 40 successful entrepreneurs, manager, executive, and professional |

## PATENTS

- Co-inventor of 14 patents in areas of
- Telecommunication, Transport Layer Protocol, Mobile traffic management, QoS and Cloud Computing

## Technical Expertise

Telecommunications, Network architectures, LTE, EVDO, HSDPA, HSPA, IMS, FMC, CDMA, UMTS, WCDMA, RAN, IP, MPLS, Mobile Traffic management, QoS, Video Communications, OSI, Protocol Analysis and design, end-to-end system and solution analysis and design

**EXPERIENCE**

Co-Founder of three (3) startups, extensive experience in fund raising and government grants, strong technology background, solid understanding of engineering, marketing and business development. Engaged and involved in building company's foundation and in all aspect of company's operations:

- Innovation to commercial products
- IP and Patent strategies
- Set overall corporate strategy, vision to execution, goals and objectives
- Raised nearly \$25M in venture financing & \$10M in government R&D grants
- Building advisory, board, management & technical teams
- Set technology, financial and business strategies
- Bridging science to technology and to business
- Involved in all aspects of technology, concept, prototype, architecture and design
- Involved in designing the IT network
- Building business case, market analysis and strategies
- Business development & partnerships
- Strong relationship building and negotiation skills
- Strong team building skills
- Managing day-to-day operational tasks
- Human Resource management, leadership by example, architecting performance review models, compensation and bonus packages
- Frequent speaker at various technical seminars, business events and motivational conferences

**2012 – Present Head of Vodafone xone (US/Italy/UK)**

- Responsible for Vodafone Venture and Incubation
- President & CEO of Vodafone Americas Foundation

**2012 – Present President & CEO of Vodafone Americas Foundation**

**2011 – 2012 Head of R&D US/China**

- Establish the Incubation Centre of Vodafone Group PLC in Silicon Valley (facility, operating model, staff, brand, etc.)

**2009 – 2010 CO-FOUNDER, PRESIDENT & CEO, Disternet Inc. Vancouver, CA**

- Growth mode

**2004 – 2009 CO-FOUNDER, CTO, Mobidia, Inc. Vancouver, CA**

- Operating mode, ~100 staff

**2001 – 2004 CO-FOUNDER, CTO, L3 Technology, Inc. Vancouver, CA**

- Acquired

**1998 - 2001 SENIOR ARCHITECT & LEAD, MDSI, Inc. Vancouver, CA**

- Set technology strategy and lead the team

**EDUCATION**

**1998 – 1999** One Year Master Program, Electrical Engineering  
UBC, BC, CA

**1996 – 1998** Bachelor of Applied Science, Electrical Engineering  
Concordia University, Montreal, CA

**INTERESTS**

**SPORTS**

- Chess, Squash, Boxing, Hiking, Rollerblade, Skiing, Volleyball

**SCIENCE & TECHNOLOGY**

- Connection between Quantum Physics & Consciousness
- Telecommunication

**ONLINE REFERENCES:**

<http://www.eetimes.com/design/other/4023207/Managing-network-traffic-by-changing-IP-network-delivery-model>

<http://www.ecommercetimes.com/story/56781.html?wlc=1286240105>

[http://www.disternet.com/http\\_www-bivinteractive-com\\_index2.pdf](http://www.disternet.com/http_www-bivinteractive-com_index2.pdf)

[http://www.disternet.com/fay\\_wh.html](http://www.disternet.com/fay_wh.html)

[http://magazine.concordia.ca/2009/spring/features/never\\_sitting\\_still.shtml](http://magazine.concordia.ca/2009/spring/features/never_sitting_still.shtml)



## Profile



### Jan Geldmacher

Jan Geldmacher (born 1962) studied business administration in Cologne, Germany and began his professional career in 1990 in the sales division at AT&T/NCR. He subsequently moved to o.tel.o communications before joining debis system house as Vice President of Network Operations & International Support.

In 2000, Geldmacher started a five year period of employment at Deutsche Telekom, where he held a position on the Executive Board of T-Systems International between 2001 and 2004. He was then Managing Director of BT Germany until 2008.

In July 2008, the Supervisory Board of Arcor AG & Co. KG appointed Geldmacher as a member of the Arcor Executive Board. In September of the same year he also assumed the position of Director of Business Customers at Arcor and was named Chief Commercial Officer Enterprise at Vodafone Germany. Since then he has been responsible for the business customer divisions at both companies.

Since joining Vodafone in 2008 as Enterprise Business Unit Director of Vodafone Germany, Jan has grown the Enterprise business in Germany by 5.6% and in co-operation with VGE, his team won major multi-national client contracts including BMW, Siemens, Allianz and the Volkswagen Group.

Jan was appointed as CEO of Vodafone Global Enterprise on 30th July 2012.