

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

In the matter of the Application of American)
Broadband and Telecommunications Company)
d/b/a American Assistance for a Certificate of)
Service Authority to Provide Basic Local)
Telecommunications Services, Non-Switched)
Local Services and) Case No. _____
Interexchange Telecommunications Services)
Throughout the State of Missouri and to Classify)
Said Services and the Company as Competitive)

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY TO PROVIDE
BASIC LOCAL TELECOMMUNICATIONS SERVICES, NON SWITCHED LOCAL
SERVICES, AND INTEREXCHANGE TELECOMMUNICATIONS SERVICES AND
FOR COMPETITIVE CLASSIFICATION**

American Broadband and Telecommunications Company d/b/a American Assistance (“American Assistance” or the “Company”), by its attorneys, and pursuant to Sections 392.245.5 (8), 392.361, 392.410, 392.420, 392.430, 392.440, 392.450, 392.455, 392.461, and 392.470 of the Revised Statutes of Missouri (“RSMo”), and 4 CSR 240-2.060 and 4 CSR 240-3.510, hereby applies for authority to provide basic local exchange, non-switched local and interexchange telecommunications services throughout the State of Missouri and to classify the services and company as competitive. In support of its Application, American Assistance states as follows:

A. Identification of Applicant; Proper Secretary of State Authorization. 4 CSR 240-2.060.

1. American Assistance is a Delaware corporation and is registered with the Missouri Secretary of State to operate as a foreign carrier in Missouri.¹ American Assistance will be

¹ American Broadband is incorporated in Delaware and is an authorized foreign corporation in Alabama, California, Connecticut, Illinois, Indiana, Kentucky, Maryland, Minnesota, Missouri, New York, North Carolina, Pennsylvania, Tennessee, Wisconsin and West Virginia. A copy of American Broadband’s

advertising, marketing and providing its telecommunications services in the State of Missouri under the name American Assistance.² The Company's primary offices are located at 1 Seagate, Suite 600, Toledo, Ohio, 43699 and its telephone and fax numbers, respectively, are as follows: (419) 824-5810 and (419) 205-9014.

B. Communications Regarding this Proceeding.

2. All inquiries, correspondence, communications, pleadings, notices, order and decisions relating to the case should be addressed to:

Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, D.C. 20007
Tel. (202) 342-8614
Fax. (202) 342-8451
dsmith@kelleydrye.com

and

Carl J. Lumley
Curtis, Heinz, Garrett & O'Keefe, P.C.
130 S. Bemiston, Suite 200
St. Louis, MO 63105
Tel. (314) 725-8788
Fax. (314) 725-8789
clumley@lawfirmemail.com

Inquiries related to the operations of the company and customer service should be addressed to:

Jeffrey Ansted, President
American Broadband and Telecommunications Company
1 Seagate, Suite 600

authorization from the Missouri Secretary of State to transact business in Missouri as a foreign corporation is attached hereto as **Exhibit A**.

² A copy of American Broadband's Registration of Fictitious Name, submitted to the Missouri Secretary of State on March 11, 2014, is attached hereto as **Exhibit B**.

Toledo, OH 43699
Tel. (419) 824-5810
Fax. (419) 205-9014
JAnsted@ambt.net

C. Description of Applicant and Proposed Services to be Offered in Missouri. 4 CSR 240-3.510(1)(A); Geographic Area, 4 CSR 240-3.510(1)(B)

3. American Assistance currently is authorized to provide telecommunications service in the States of Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, West Virginia and Wisconsin and provides residential and business customers with data, and local and long distance telecommunications services throughout its service territories. The Company provides basic local exchange, exchange access, and broadband services by reselling the services of incumbent local exchange carriers (“ILECs”) in those states. American Assistance also offers prepaid and postpaid wireless services, including phone and data, to its small business customers through a combination of resale arrangements with Sprint, T-Mobile, and Verizon. The Company proposes to offer a similarly full range of competitive facilities-based and resold local exchange, intrastate access, and interexchange services to residential and business customers in the non-rural areas served by Southwestern Bell Telephone d/b/a AT&T Missouri, CenturyTel of Missouri, LLC d/b/a CenturyLink, Spectra Communications Group, LLC d/b/a CenturyLink, and Embarq Missouri, Inc., d/b/a CenturyLink. The exchanges in which the Company seeks authority are listed in the approved tariffs of the respective ILECs, and will be listed in American Assistance’s tariff. The Company’s proposed service areas will follow the respective, non-rural exchange boundaries of each ILEC and shall be no smaller than an exchange as required by Section 392.455(3) RSMo.

4. American Assistance seeks Commission certification to operate as a provider of interexchange, non-switched local, and basic local exchange telecommunications service and to

provide telecommunications services, pursuant to Sections 392.410, 392.430, 392.440, and 392.455, RSMo.

D. Statement of Technical Managerial Resources and Abilities, 392.455 RSMo

5. American Assistance also has the financial, managerial, and technical capabilities to provide its proposed services and its current successful operations in Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, West Virginia and Wisconsin evidence American Assistance's competence in this regard. As demonstrated by the management biographies, attached hereto as Exhibit C, American Assistance's key leadership has significant telecommunications experience that will enable the Company to provide quality service to Missouri consumers.

E. Statement of Financial Viability, 392.455 RSMo

6. American Assistance also has the financial resources necessary to provide its proposed telecommunications services. The Company receives revenue from a number of sources including income from the sale of prepaid telecommunications services to customers in Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, West Virginia and Wisconsin. In addition, American Assistance has provided prepaid domestic and international telecommunications and mobile data services since 2004 and has a substantial customer base. An affidavit, signed by an officer of the Company and attesting to American Assistance's technical, financial, and managerial resources and abilities, is attached hereto as Exhibit D, including proprietary financial information.

F. Request for Competitive Telecommunications Company and Service Classification; 4 CSR 240-2.060(6)(A)

7. American Assistance requests the Commission classify the Company and its services as competitive. The services American Assistance provides are subject to sufficient competition to warrant a competitive classification. Granting the Company and its services competitive status

will promote continued competition in the telecommunications market, thereby increasing service options for Missouri consumers.

G. Separate and Distinct Services, 392.455 RSMo; Equitable Access, 392.455 RSMo

8. American Assistance will offer its basic local telecommunications service as a separate and distinct service and will ensure all of its services satisfy the minimum standards established by the Commission. The Company will give equitable access to all Missourians, regardless of where they live or their income, to affordable telecommunications services.

H. Willingness to Comply with PSC Regulations, 392.455 RSMo.; Request for Waiver and Exemption

9. American Assistance will provide its services in accordance with applicable Missouri law and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, and tariff filing and maintenance in a manner consistent with the Commission's requirements for incumbent local exchange carrier(s) and interexchange carriers with whom American Assistance seeks authority to compete. Additionally, the Company agrees that, pursuant to Section 392.455(3) and (4) RSMo 2000, its service area shall be no smaller than an exchange. Consistent with Commission treatment of other interexchange carriers and pursuant to Sections 392.245, 392.361.5, 392.420, and 392.461 RSMo, American Assistance seeks waiver and elects exemption of the following rules and statutes, with respect to the Company's interexchange services:

Statutes:

392.210.2	Accounting requirements (system of accounts)
392.240.1	Reasonableness of rates
392.270	Accounting requirements (valuation of property)
392.280	Accounting requirements (depreciation rates/accounts)
392.290	Issuance of stocks, bonds and other indebtedness
392.300	Transfer of property and ownership of stock
392.310	Approval of issuing stocks, bonds and other indebtedness

392.320	Certificate of Commission to be recorded-stock dividends
392.330	Accounting requirements (proceeds of sales of stock, bonds, notes, etc.)
392.340	Company reorganization

Rules:

4 CSR 240-3.520	Applications to sell or transfer assets
4 CSR 240-3.525	Applications to merge or consolidate
4 CSR 240-3.530	Applications to issue stocks, obtain loans
4 CSR 240-3.535	Applications to acquire stock
4 CSR 240-3.545(8)(C)	Listing of Waivers in Tariff
4 CSR 240-3.550	Telco Records and Reports (except (5)(B), (D) and (E))
4 CSR 240-3.555	Residential Customer Inquiries
4 CSR 240-3.560	Procedure for Ceasing Operations
4 CSR 240-10.020	Depreciation Records
4 CSR 240-30.020	Residential Telephone Underground Systems
4 CSR 240-30.040	Uniform System of Accounts
4 CSR 240-32.010	General Provisions
4 CSR 240-32.040	Metering, Inspections and Tests
4 CSR 240-32.050	Customer Services
4 CSR 240-32.060	Engineering and Maintenance
4 CSR 240-32.070	Quality of Service
4 CSR 240-32.080	Service objectives and surveillance levels
4 CSR 240-32.090	Connection of equipment and Inside Wiring
4 CSR 240-32.100	Provision of Basic Local and Interexchange Services
4 CSR 240-32.130-170	Prepaid Calling Cards (except 32.140 and 32.150(1))
4 CSR 240-32.180-190	Caller ID blocking requirements
4 CSR 240-33.010	Service and Billing Practice General Provisions
4 CSR 240-33.040	Billing and Payment standards
4 CSR 240-33.045	Clear identification and placement of charges on bills
4 CSR 240-33.050	Deposits
4 CSR 240-33.060	Residential Customer Inquiries
4 CSR 240-33.070	Discontinuance of service
4 CSR 240-33.080	Disputes by Residential Customers
4 CSR 240-33.090	Settlement agreements with residential customers
4 CSR 240-33.130	Operator service requirements
4 CSR 240-33.140	Payphone requirements (except (2))
4 CSR 240-33.150	“Anti-slamming” requirements
4 CSR 240-33.160	Customer Proprietary Network Information

The above-referenced rules and statutory provisions have been waived by the Commission for other competitive carriers in prior cases and/or are now required to be waived by legislation

passed in 2011 by the Missouri General Assembly.³ The rules and statutory provisions for which Applicant seeks waiver or exemption are principally applicable to non-competitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 RSMo to apply such rules or statutory provisions to a competitive telecommunications carrier such as Applicant.

I. Pending Action or Unsatisfied Judgments Statement. 4 CSR 240-2.060 (1) (K)

10. American Assistance has not been a party to litigation involving customer service or rates within the past three years. Accordingly, the Company has no pending action or final unsatisfied judgments or decisions against it before any court, state or federal agency.

J. Annual Report or Assessment Statement. 4 CSR 240-2.060 (1) (L)

11. American Assistance has never operated in Missouri. American Assistance has no overdue Missouri PSC assessment fees or annual reports.

K. Tariff Submission Statement, 4 CSR 240-3.510(1)(C)

12. American Assistance elects to provide its retail services by means of a Commission-approved tariff and accordingly requests a temporary waiver of 4 CSR 240- 3.510(1)(C). That rule requires that an application for a certificate of service authority, as an interexchange telecommunications carrier, to provide telecommunications services shall include a proposed tariff with a 45-day effective date, but allows applicants the option of postponing tariff submittal. The Company will file a tariff in a manner consistent with the Commission's practices in similar cases before providing service.

L. Interconnection Agreements.

³ See, e.g., Sections 392.245 and 392.461.

13. American Assistance states that it will undertake all necessary measures to ensure its contracts with other companies and carriers do not contain provisions preventing delivery of traffic to any telephone exchange area, and that such measures include but are not limited to:

- Prevention of call blocking and/or call gapping based on the cost of traffic termination.
- Preventing the alteration or stripping of Calling Party Number Identification.
- Ensuring sufficient network capacity exists to process all traffic according to industry accepted practices.

M. Access Rates

14. American Assistance's originating and terminating access rates shall not exceed the access rates of the incumbent local exchange company against whom it is competing pursuant to §§ 392.361.6 and 392.370 RSMo. If the directly competing ILEC, in whose service area American Assistance is operating, decreases its originating and/or terminating access service rates, American Assistance shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates in the directly competing ILEC's service area within 30 days of the directly competing ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap.

N. Public Interest Statement Pursuant to 392.430 RSMo

15. The Commission is authorized to grant American Assistance a certificate of service authority as an interexchange, non-switched local, and basic local exchange telecommunications carrier if the Commission finds that such grant is in the public interest. Granting American Assistance's application will benefit the public interest as it will enable the entry of a new competitive option for basic local exchange, exchange access and intrastate interexchange

services in Missouri. American Assistance provides a wide selection of telecommunications service offerings as well as dial-up and high speed internet access that will be attractive to Missouri consumers. Further, the Company will bring service offerings and technological innovation and investment to the Missouri telecommunications market, stimulating competition among providers and contributing to the general economic health of the state. In addition, granting the application will expand the availability of technologically advanced telecommunications services and internet access in Missouri. This, in turn, will help to ensure that Missouri consumers enjoy the full benefits of market choice as contemplated by the federal Telecommunications Act of 1996 and Chapter 392 RSMo.

WHEREFORE, American Assistance respectfully requests that the Commission grant it a certificate of service authority as an intrastate basic local, interexchange and non-switched local exchange telecommunications service carrier to provide telecommunication services as herein requested, grant competitive status to the Company and its requested services, grant a waiver of the aforesaid statutes and regulations set forth in this Application, and grant such other relief as the Commission deems appropriate.

Respectfully submitted,

/s/ Carl J. Lumley

Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, D.C. 20007
Tel. (202) 342-8614
Fax. (202) 342-8451
dsmith@kelleydrye.com

Carl J. Lumley
Curtis, Heinz, Garrett & O'Keefe, P.C.
130 S. Bemiston, Suite 200
St. Louis, MO 63105
Tel. (314) 725-8788
Fax. (314) 725-8789
clumley@lawfirmemail.com

*Counsel to American Broadband and
Telecommunications Company*

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by electronic submission, hand delivered or sent by U.S. Mail, postage prepaid, this 12th day of May, 2014 to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

/s/ Carl J. Lumley

Carl J. Lumley

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STATE OF MISSOURI**

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Interexchange Telecommunications Services)
Throughout the State of Missouri and to Classify)
Said Services and the Company as Competitive)

LIST OF EXHIBITS

- | | |
|-----------|---|
| EXHIBIT A | Articles of Incorporation & Authority to Transact Business in Missouri as a Foreign Corporation |
| EXHIBIT B | Registration of Fictitious Name |
| EXHIBIT C | Technical & Managerial Resources and Abilities |
| EXHIBIT D | Statement of Financial Viability and Financial Affidavit |

EXHIBIT A

ARTICLES OF INCORPORATION

&

**AUTHORITY TO TRANSACT BUSINESS IN MISSOURI
AS FOREIGN CORPORATION**

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY
F01272450

using in Missouri the name

AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY

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
29th day of November, 2012.



Robin Carnahan
Secretary of State

File Number:
 F01272450
 Date Filed: 11/29/2012
 Robin Carnahan
 Secretary of State



State of Missouri
 Robin Carnahan, Secretary of State

Corporations Division
 PO Box 778 / 609 W. Main St., Rm. 112
 Jefferson City, MO 65102

**Application for Certificate of Authority
 For a Foreign For-Profit Corporation**
(along with filing fee of \$155.00)

- The corporation's name is American Broadband and Telecommunications Company
 and it is organized and existing under the laws of Delaware
- The name it will use in Missouri is American Broadband and Telecommunications Company
- The date of its incorporation was July 30, 2007, and the period of its duration is perpetual
month/day/year
- The address of its principal place of business is 1 Seagate Suite 600 Toledo Ohio 43699
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
U T Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are: To serve residential and small business customers with land and local
 and long distance telecommunications services throughout their service territory

7. The name of its officers and directors and their business addresses are as follows:

Officers	Name	Address	City/State/Zip
President and CEO	Jeff Ansted	1 Seagate, Suite 600	Toledo Ohio 43699
Vice President			
Secretary	Mike Roman	1 Seagate, Suite 600	Toledo Ohio 43699
Treasurer	Bob Prager	1 Seagate, Suite 600	Toledo Ohio 43699

Board of Directors

Director	Jeff Ansted	1 Seagate, Suite 600	Toledo, Ohio 43699
Director	Mike Roman	1 Seagate, Suite 600	Toledo, Ohio 43699
Director	Bob Prager	1 Seagate, Suite 600	Toledo, Ohio 43699
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)

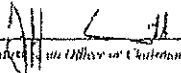


T1233-118008

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 hereof, 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 375.040, RSMo)

	Jeff ANSTEY	PRESIDENT	11/27/12
My Office or Clubroom listed as:	Printed Name	Title	Date

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 "AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY" 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-EIGHTH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY" WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 2007.

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

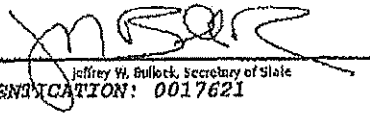
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4398223 8300

121271157

You may verify this certificate online
at ucrp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0017621

DATE: 11-29-12

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is American Broadband and Telecommunications Company, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is American Broadband and Telecommunications Company, an Ohio corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is American Broadband and Telecommunications Company, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 common shares with no par value.

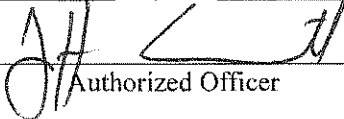
SIXTH: The merger is to become effective on August, 2007.

SEVENTH: The Agreement of Merger is on file at 104 N Summit St, 3rd Floor, Toledo Ohio 43604, an office of

the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 6th day of August, A.D.,

By: 
Authorized Officer

Name: Jeffrey S. Ansted
Print or Type

Title: President



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 1329 Columbus, OH 43216

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Nonprofit)
Filing Fee \$125.00
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

American Broadband and Telecommunications Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: **(Please check the appropriate box and fill in the appropriate blanks)**

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Nonprofit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of Delaware and **NOT** licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and **NOT** registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and **NOT** registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and **NOT** registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and **not** licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows. **(If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)**

(Please list the Ohio charter, license/registration no. below)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
American Broadband and Telecommunications Company / 1373577	Ohio	corporation
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Jeffrey Ansted	104 N. Summit Street, 3rd Floor	
(name)	(street)	<i>NOTE: P.O. Box Addresses are NOT acceptable.</i>
Toledo	Ohio	43604
(city, village or township)	(state)	(zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Jeffrey S. Ansted 104 N Summit St, 3rd Floor
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Toledo, Ohio 43604
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

Jeffrey S. Ansted

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

Jeffrey Ansted 104 N. Summit Street, 3rd Floor
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Toledo, Ohio 43604
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) **Ohio** (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio
(city, village or township)

(zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio
(city, village or township)

(zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

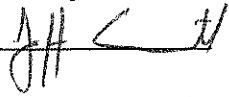
The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

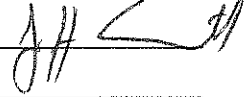
American Broadband and Telecommunications Company

American Broadband and Telecommunications Company
a Delaware corporation

(Exact name of entity) an Ohio corporation

(Exact name of entity)

By: Jeffrey S. Ansted 
Its: President

By: Jeffrey S. Ansted 
Its: President

Date: August 6, 2007

Date: August 6, 2007

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

EXHIBIT B

REGISTRATION OF FICTITIOUS NAME

EXHIBIT C

**KEY TECHNICAL & MANAGERIAL
RESOURCES AND ABILITIES**

(Attached)

MANAGERIAL & TECHNICAL QUALIFICATIONS

The best evidence of American Broadband's managerial and technical strengths is the Company's successful evolution from a start-up in 2003 to its current standing as a growth-positive integrated telecommunications company serving more than 35,000 customer lines. The same individuals that guided the Company to its current market position continue to provide the leadership necessary to implement smart growth into additional markets. American Broadband provides a full range of voice and data services to residential and business customers in Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, West Virginia and Wisconsin.

Key Personnel

Jeffrey Ansted, President — Ansted has more than 12 years in the Broadband, Telecommunications and Internet industries. Ansted is currently President of American Broadband and Telecommunications where he has grown the company from a start-up to a regional integrated telecommunications company with over 35,000 customer lines. Previously, Ansted was the Director of Strategy and Wholesale Marketing at Covad Communications, the largest national data CLEC, where his contributions were integral to the strategy and revenue growth of the company from less than \$100MM in 1998 to over \$400MM in 2002. Prior to joining Covad, Ansted was the Director of National Sales for LaserLink Network services, the nation's largest Virtual Internet Service Provider (VISP), where he created and maintained the sales relationships and marketing initiatives for the Private label Internet services of American Express, Sony, Qwest and other Fortune 500 companies. Ansted earned his BA from the University of Toledo.

Dave Noe, Director of Operations — Noe's team is responsible for the Operations of American Broadband and Telecommunications, which entails all order entry, customer repair and maintenance activities, inventory management and network management. Noe has been with American Broadband and Telecommunications since 2004 and has been integral in building the automation and current scalability of the company.

John Roche, CPA, CMA - Director of Finance — Roche joined the company in October of 2007. He brings over 30 years of Financial, Marketing, M & A, Technical and Turn-Around experience in small and mid size companies. He has served as a CFO, a CEO and a Principal as well as a business consultant for several business organizations.

EXHIBIT D

**STATEMENT OF FINANCIAL VIABILITY
FINANCIAL AFFIDAVIT**

(Attached)

Statement of Financial Viability

Applicant possesses the necessary financial resources to provide the services proposed in this Application. The Company has provided prepaid domestic telecommunications and mobile data services since 2004 and has a substantial customer base. The Company receives revenue from a number of sources including from the sale of prepaid telecommunications services to customers in Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, West Virginia, and Wisconsin. Consequently, American Broadband has reliable access to additional working capital to fund the Company's proposed operations, including the ability to meet any lease and ownership obligations associated with its provision of competitive telecommunications services.

American Broadband's proprietary financial statements are being submitted herewith subject to the protections of 4 CSR 240-2.135.

AFFIDAVIT

STATE OF OHIO)

) ss.

COUNTY OF LUCAS)

I, Jeffrey Ansted, of lawful age and being first duly sworn, do hereby depose and state that:

1. I am President of American Broadband and Telecommunications Company ("American Broadband"), the Applicant in the above referenced matter, and am authorized to make this Affidavit on behalf of the Company.

2. In my capacity as President I have executive responsibilities for the day to day financial matters associated with American Broadband.

3. American Broadband possesses the technical, financial, and managerial resources and abilities to provide basic local exchange and exchange access telecommunications services in Missouri and support its ongoing Missouri operations on a sustained and uninterrupted basis in accordance with the financial standing requirements set forth in 4 CSR 240-3.510.

4. American Broadband has not defaulted on any of its financial obligations within the last three years.

Further affiant sayeth not.

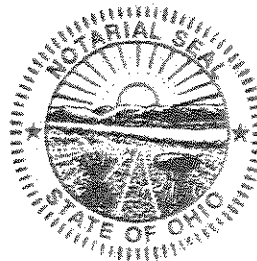
Dated this 25 day of April, 2014.

By: [Signature]
Jeffrey Ansted
President

Subscribed and sworn to before me this 25th day of April, 2014.

[Signature]
Notary Public

My Commission expires: 5-7-18



KATHLEEN K. YOAKAM
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 05-07-2018