

# NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW  
MONROE BLUFF EXECUTIVE CENTER  
601 MONROE STREET, SUITE 301  
P.O. BOX 537  
JEFFERSON CITY, MISSOURI 65102-0537  
www.ncrpc.com

TELEPHONE: (573) 634-2266  
FACSIMILE: (573) 636-3306

ROBERT K. ANGSTEAD  
MARK W. COMLEY  
CATHLEEN A. MARTIN  
STEPHEN G. NEWMAN  
JOHN A. RUTH

August 19, 2003

The Honorable Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102-0360

**FILED<sup>3</sup>**

AUG 19 2003

Missouri Public  
Service Commission

Re: Yak Communications (America) Inc.

Dear Judge Roberts:

Please find enclosed for filing on behalf of Yak Communications (America) Inc. the original and five copies of an Application for Certificate of Service Authority and for Competitive Classification of Yak Communications (America) Inc.

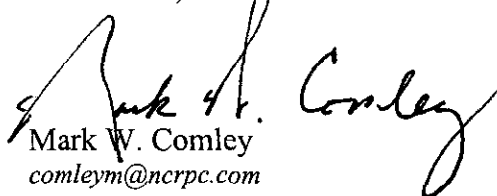
Would you please bring this filing to the attention of the appropriate Commission personnel.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:

  
Mark W. Comley  
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel  
General Counsel's Office  
Robin Clarke  
Katherine E. Barker

AUG 19 2003

Before the  
MISSOURI PUBLIC SERVICE COMMISSION

Missouri Public  
Service Commission

Application of	)	
	)	
YAK COMMUNICATIONS (AMERICA) INC.	)	
	)	
For a Certificate of Service Authority to Provide	)	Docket No. _____
Competitive Intrastate Interexchange	)	
Telecommunications Services	)	

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY AND  
FOR COMPETITIVE CLASSIFICATION OF  
YAK COMMUNICATIONS (AMERICA) INC.**

Comes now Yak Communications (America) Inc. ("Yak" or "Applicant"), by its undersigned counsel, and pursuant to §§392.430 and 392.440, RSMo. 2000, requests that the Company and said services be classified as competitive and that the Commission waive certain statutes and regulations. In support of its Application, Yak provides the following information:

**I. The Applicant**

1. Yak Communications (America) Inc. is a corporation organized under the laws of the State of Florida on March 8, 2001. Yak's federal taxpayer ID number is 98-0349282. Yak is headquartered at 55 Town Centre Court, Suite 610, Scarborough, Ontario, Canada M1P 4X4. The telephone number for Yak's corporate headquarters is (416) 296-7111. A copy of Yak's Articles of Incorporation is attached hereto as *Exhibit A*.

2. Yak is authorized to transact business in the State of Missouri as a foreign business entity. A copy of its certificate of authority from the Missouri Secretary of State is attached hereto as *Exhibit B*. The registered agent of Yak for service of process in Missouri is:

CSC Lawyers Incorporation Service Company  
221 Bolivar Street  
Jefferson City, MO 65101

3. Charles Zwebner is the President and sole Director of Yak. Correspondence to Mr. Zwebner may be addressed to him at Yak's corporate headquarters, 55 Town Centre Court, Suite 610, Scarborough, Ontario, Canada M1P 4X4. Mr. Zwebner may also be reached by telephone, at (416) 296-7111.

4. Yak Communications (America) Inc. is a direct wholly owned subsidiary of Yak Communications (USA) Inc. Yak Communications (USA) Inc. is a Florida corporation formed on December 24, 1998, and is headquartered at 55 Town Centre Court, Suite 610, Scarborough, Ontario, Canada M1P 4X4. Yak Communications (USA) Inc., by its other wholly owned subsidiary, Yak Communications (Canada) Inc., provides international long distance discount services to business and residential customers in Canada, primarily by use of a 10-10-access platform. Yak Communications (Canada) Inc. is a Florida corporation formed on October 15, 1998, and is headquartered at 55 Town Centre Court, Suite 610, Scarborough, Ontario, Canada M1P 4X4. Yak Communications (Canada) Inc. is authorized to provide facilities-based and resold International Telecommunications Services throughout Canada by a Class B License, effective April 16, 1999, and began its telecommunications operations in Canada in June, 1999.

5. Yak is in the process of obtaining authorizations to provide resold interexchange telecommunications services nationwide. At the present time, the Applicant is authorized to provide telecommunications services to the following states: California, Florida, Georgia, Illinois, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, Oregon, Pennsylvania, Rhode Island, Texas, Vermont and Washington. The Applicant is currently providing service on an unregulated basis in Virginia.

6. Yak has not been denied authority to provide telecommunications services in any state. The Applicant has never been under investigation, fined or cited for violation of any consumer protection law or regulation in any state or federal jurisdiction. Yak has no pending or final unsatisfied judgments or decisions against it or its affiliates from any state or federal agency or court that involve customer services or rates. No annual report or assessment fees are overdue to the Commission from the Applicant.

## **II. Designated Contacts.**

7. The designated contacts for all matters concerning this Application are:

Mark W. Comley  
NEWMAN, COMLEY & RUTH P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65101  
Telephone: (573) 634-2266  
Facsimile: (573) 636-3306  
E-mail: comleym@ncrpc.com

Katherine E. Barker  
THE KDW GROUP, LLC  
1200 19<sup>th</sup> Street, N.W. Suite 500  
Washington, D.C. 20036  
Telephone: (202) 955-9669  
Facsimile: (202) 955-9792  
E-mail: kbarker@TheKDWGroup.com

8. Copies of all correspondence, notices, inquiries and orders should also be sent to the designated representative for the Applicant, and the Applicant's initial contact for all regulatory and tariff matters is:

Ms. Robin Clarke  
Executive Administrator  
YAK COMMUNICATIONS (AMERICA) INC.  
55 Town Centre Court, Suite 610  
Scarborough, Ontario M1P 4X4 CANADA  
Telephone: (416) 279-1364  
Facsimile: (416) 279-1437  
E-mail: robin@yak.com

### **III. Description of Proposed Services and Authority Requested.**

9. By this Application, Yak seeks authority to provide a full array of resold interLATA and intraLATA interexchange telecommunications services to business and residential customers in the State of Missouri. Specifically, Yak seeks authority to provide basic "1+" long distance services, otherwise known as Message Telecommunications Service ("MTS"), 10-10 casual calling services, and toll-free services. At a later date, Yak may expand its long distance offerings, to include a broader range of interexchange products and services. Yak seeks authority to provide telecommunications services on a statewide basis, and intends to target its marketing to residential customers in ethnic markets.

10. At the present time, Yak intends to resell the interexchange telecommunications services of eMeritus Communications, Inc. However, the Applicant may in the future resell the interexchange telecommunications services of other carriers appropriately certificated by the Commission.

### **IV. Qualifications of the Applicant.**

11. Yak possesses the technical, managerial and financial qualifications to provide the interexchange telecommunications services for which authority is requested by this Application.

#### **A. Technical and Managerial Qualifications.**

12. Collectively, the members of Yak's management team have significant experience in the critical functions of network operations, telecommunications product development, sales

and marketing, business management and finance. Indeed, these individuals acquired such experience by their work in various segments of the telecommunications industry prior to assuming their managerial roles in the development of Yak Communications (Canada) Inc., which has thrived as a provider of long distance services in Canada since 1999. The brief biographies of Yak's management team, attached hereto as *Exhibit C*, demonstrate the managerial and technical competence of the Applicant.

13. As a reseller of interexchange telecommunications services, Yak will necessarily rely upon the technical quality of its underlying carrier, eMeritus Communications, Inc. However, Yak will take all possible steps to ensure that the services it provides meet or exceed the Commission's standards for quality. The Company will monitor operations closely, responding promptly to any indications of service issues.

**B. Financial Qualifications.**

14. As a newly formed company, Yak does not have significant financial statements of its own, however, with the support of its affiliates, Yak has sufficient financial capability to provide the resold interexchange telecommunications services requested by this Application, and to compete effectively in the market for such services in Missouri. As a reseller, Yak will not require the extraordinary financial resources necessary to deploy telecommunications facilities. Furthermore, the Applicant will have access to financial resources generated by the telecommunications operations of its related entities, Yak Communications (USA) Inc. and Yak Communications (Canada) Inc., in Canada.

**V. Customer Service Policies.**

15. Yak shall provide its customers with a single point of contact for the resolution of questions, concerns and complaints. A staff of trained customer service personnel will be readily

3

available to respond to all customer calls, and will be equipped with the expertise to immediately resolve the most common customer service issues. For immediate personal assistance, customers may contact Yak's Call Centre toll-free, at 1-866-925-2355. The Call Centre is staffed from 7 a.m. until 1 a.m., Monday through Friday, and from 9 a.m. until 9 p.m., Saturday and Sunday. Customers may also present their questions, complaints and concerns to Yak in writing, at the following address:

Yak Communications (America) Inc.  
344 Maple Avenue West  
# 352  
Vienna, VA 22180

16. Yak's customers will be billed by Billing Concepts Inc., a third party billing service employed by Yak. All charges for long distance telecommunications services payable to Yak will appear on the monthly bill issued by the customers' local telecommunications service provider. For billing inquiries, customers may utilize the toll-free number for Billing Concepts Inc., 1-800-460-0556, which shall appear on each monthly bill. All customer inquiries received at this toll-free number, with regard to charges billed by Yak, will be automatically routed to Yak's Call Centre as Yak intends that such inquiries be handled by its own customer service personnel. Yak will ensure that all bills are in compliance with the Commission's rules and regulations.

17. Yak intends to resolve all billing disputes in the quickest possible manner, by means of an escalating review process. In the event that Yak is unable to resolve a billing dispute, the affected customer may file a complaint with the Commission. A description of the customers' rights with regard to disputed Yak invoices, as well as the appropriate Commission contact for the resolution of billing disputes, is provided in Yak's Proposed Tariff.

## **VI. Proposed Tariff.**

18. Yak intends to provide resold interexchange telecommunications services pursuant to the terms and conditions set forth in its Proposed Tariff, attached hereto as *Exhibit D*. The Applicant will file a Final Tariff, in accordance with the Commission's procedures, prior to providing telecommunications services in Missouri.

## **VII. Classification**

19. Yak requests classification as a competitive telecommunications company within the State of Missouri. The services Yak proposes to provide will be subject to sufficient competition to justify a lesser degree of regulation.

## **VIII. Requests for Waiver**

20. The Applicant hereby agrees to abide by all statutes, orders, rules and regulations promulgated by the Commission, unless the application of such is waived by the Commission, or otherwise preempted by the FCC or by federal statute. Yak is also willing to meet all relevant service standards, including, but not limited to, billing, quality of service, and tariff filing and maintenance. However, consistent with the Commission's treatment of other certificates competitive interexchange telecommunications companies, Yak requests that the following statutes and regulations be waived for its resold interexchange service offerings, in accordance with §392.420, RSMo. 2000 and 4 CSR 240-32.010(2):

### STATUTES

392.210.2	-	Uniform System of Accounts
392.240(1)	-	Just & Reasonable Rates
392.270	-	Ascertain Property Values
392.280	-	Depreciation Accounts
392.290	-	Issuance of Securities
392.300.2	-	Acquisition of Stock
392.310	-	Issuance of stock and debt
392.320	-	Stock dividend payment



392.330	-	Issuance of securities, debts & notes
392.340	-	Reorganizations

### REGULATIONS

4 CSR 240-3.545(2)(C)	-	Rate schedules should be posted at central office
4 CSR 240-10.020	-	Depreciation fund income
4 CSR 240-30.040	-	Uniform system of accounts
4 CSR 240-33.030	-	Inform customers of lowest price

21. The above-referenced rules and statutory provisions, or their predecessor sections, have been waived with regard to other interexchange carriers and competitive local exchange companies. These rules or statutory provisions are principally designed to apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as Yak, and, for this reason, Yak respectfully requests that the Commission waive the application of these rules to Yak.

22. Yak will comply fully with all applicable Commission rules except those that are specifically waived by the Commission pursuant to the Applicant's request herein or are preempted either by the FCC or under federal statute.

23. Yak will not unjustly discriminate among its subscribers, as prohibited by Section 392.200, RSMo.

24. As a competitive provider of telecommunications services in Missouri, the Applicant respectfully requests that it be subject to the same streamlined treatment applicable to other competitive carriers.

### **IX. Public Interest Considerations.**

25. The Applicant's entry into the market for resold interexchange telecommunications services in Missouri will serve the public interest. Yak is well qualified to

offer high quality, innovative telecommunications services to customers in Missouri at competitive rates. Consequently, Yak's presence will contribute to competition in the market for resold interexchange telecommunications services in Missouri. Over time, the growth of telecommunications competition will bring about improved service offerings at increasingly competitive prices to the benefit of a broad range of consumers in Missouri. Furthermore, the diversity of telecommunications providers in Missouri will create market incentives, product innovation, improved service quality, and greater consumer responsiveness.

26. Applicant does not have any pending actions or unsatisfied judgments or decisions against it from any state or federal agency or court involving customer service or rates, which action, judgment or decision has occurred within three (3) years of this application

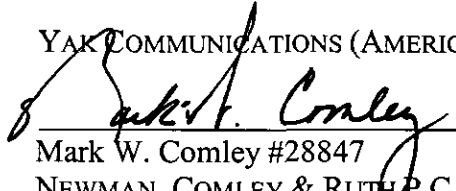
27. Applicant does not have any overdue annual report or assessment fees.

WHEREFORE, Yak respectfully requests that the Commission grant it a certificate of service authority to provide interexchange telecommunication services in Missouri. Yak also requests that its services be classified as competitive services and that it be classified as a competitive telecommunications company in Missouri. Finally, Yak requests that the Commission grant waivers of the aforementioned rules and statutory provisions.

Respectfully submitted,

YAK COMMUNICATIONS (AMERICA) INC.

By:

  
Mark W. Comley #28847  
NEWMAN, COMLEY & RUTH P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65102  
Telephone: (573) 634-2266  
Facsimile: (573) 636-3306

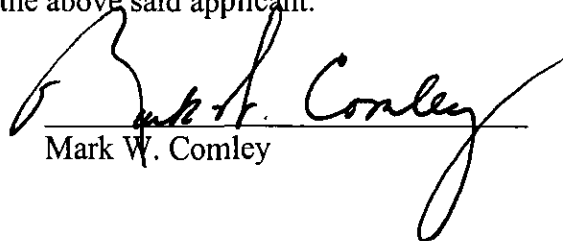
Katherine E. Barker  
Senior Consultant  
The KDW Group, LLC  
1200 19<sup>th</sup> Street NW, Suite 500  
Washington, DC 20036  
Telephone: (202) 955-9669  
Facsimile: (202) 955-9792

Dated: *August 19, 2003*

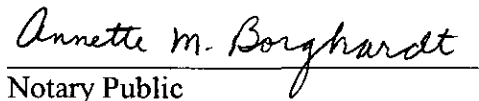
ATTORNEY VERIFICATION

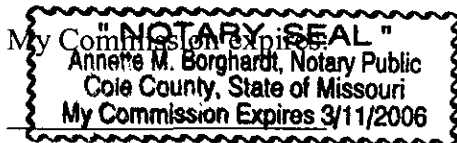
STATE OF MISSOURI     )  
                                      ) ss.  
COUNTY OF COLE     )

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for Yak Communications (America), Inc, applicant in this proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.

  
Mark W. Comley

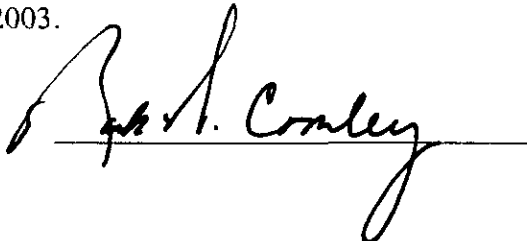
Subscribed and sworn to before me, a Notary Public, this 19th day of August, 2003.

  
Notary Public



Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand delivered, to Office of Public Counsel, P.O. Box 7800, Jefferson City, MO 65102; and General Counsel's Office, P.O. Box 360, Jefferson City, MO 65102, on this 19th day of August, 2003.



**EXHIBIT A**

**ARTICLES OF INCORPORATION**



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of YAK COMMUNICATIONS (AMERICA), INC., a Florida corporation, filed on March 8, 2001, as shown by the records of this office.

The document number of this corporation is P01000025574.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Thirteenth day of March, 2001



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
YAK COMMUNICATIONS (AMERICA), INC.

FILED  
01 MAR -8 AM 8:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Yak Communications (America), Inc. Its principal office address and business mailing address is 55 Town Centre, #610, Scarborough, Ontario, Canada M1P 4X4.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.


## ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Charles Zwebner	55 Town Centre, #610 Scarborough, Ontario, Canada M1P 4X4

## ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Dennis J. Olle, Esq.	Adorno & Zeder, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133  Dennis J. Olle, Esq., Incorporator

**EXHIBIT B**

**CERTIFICATE OF AUTHORITY**



No. F00518533

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,  
YAK COMMUNICATIONS (AMERICA), INC.

using in Missouri the name  
YAK COMMUNICATIONS (AMERICA), 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 FLORIDA.

NOW, THEREFORE, I, MATT BLUNT, 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 have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of FEBRUARY, 2003.

A handwritten signature of Matt Blunt in black ink, written over a horizontal line.

\$155.00

Secretary of State





State of Missouri  
Matt Blunt, Secretary of State

Corporations Division  
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center  
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

Application for Certificate of Authority  
For a Foreign For-Profit Corporation  
(Submit in duplicate with filing fee of \$155.00)

FEB 25 2003

Matt Blunt  
SECRETARY OF STATE

1. The corporation's name is Yak Communications (America), Inc.  
and it is organized and existing under the laws of Florida
2. The name it will use in Missouri is \_\_\_\_\_
3. The date of its incorporation was March 8, 2001, and the period of its duration is Perpetual  
month/day/year
4. The address of its principal place of business 55 Town Centre Court, #610, Scarborough, Ontario, Canada M1P 4X4  
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is  
CSC-Lawyers Incorporating Service Company 221 Bolivar Street Jefferson City, MO 65101  
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:  
To provide telecommunication services
7. The name of its officers and directors and their business addresses are as follows:  
(Officers) Name Address City/State/Zip  
President Charles Zwebner 55 Town Centre Court, #610, Scarborough, Ontario, Canada M1P 4X4  
Vice President \_\_\_\_\_  
Secretary Charles Zwebner 55 Town Centre Court, #610, Scarborough, Ontario, Canada M1P 4X4  
Treasurer Charles Zwebner 55 Town Centre Court, #610, Scarborough, Ontario, Canada M1P 4X4  
(Board of Directors)  
Director Charles Zwebner 55 Town Centre Court, #610, Scarborough, Ontario, Canada M1P 4X4  
Director \_\_\_\_\_  
Director \_\_\_\_\_
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.  
Charles Zwebner President Sept 29 2002  
(Authorized Signature) (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.

**EXHIBIT C**

**MANAGEMENT BIOGRAPHIES**

## **MANAGEMENT BIOGRAPHIES FOR YAK COMMUNICATIONS (AMERICA) INC.**

### **Charles Zwebner:**

#### **Founder, President, Chief Executive Officer**

Prior to founding Yak Communications (America) Inc. in 1998, Mr. Zwebner served as the President of CardCaller Canada Inc. ("CardCaller"), and as a member of CardCaller's Board of Directors, for six years. Mr. Zwebner founded CardCaller in 1992, and remained significantly involved in the corporation's design, development, production, and manufacture of the first Canadian fixed amount prepaid multilingual telephone calling card. Prior to founding CardCaller, Mr. Zwebner served as Vice President of the Mortgage Department of Concinnity Corporation, Inc. from 1987-1992, where he handled underwriting, management, and syndication of residential and commercial mortgage portfolios. Mr. Zwebner holds a B.A. in Computer Science and Business Administration from York University.

### **Robin Clarke:**

#### **Executive Administrator**

Ms. Clarke has several years of management experience in the telecommunications industry. Prior to joining Yak Communications (America) Inc., Ms. Clarke managed several major telecommunications projects, including the establishment of a new "One Plus" department, the creation of a telecommunications customer billing program, and the installation of Automated Banking Machines in the white label marketplace. Ms. Clarke also served as a customer service representative for a telecommunications service reseller.

### **Margaret Noble:**

#### **Controller**

Since her accreditation as a Certified Management Accountant in 1985, Ms. Noble has held various accounting and strategic planning positions in the high technology, entertainment, and telecommunications industries. In particular, Ms. Noble worked to implement accounting systems and procedures for Dome Productions and Magnetic North prior to joining Yak Communications (America) Inc. Ms. Noble also served as an Advisor for the Accounting & Financial Management Advisory Committee for Centennial College, in Scarborough, Ontario. At the present time, Ms. Noble serves as the Treasurer for the United Way of Ajax/Pickering.

### **Jaquie Capote:**

#### **Switch and Network Engineering**

Ms. Capote has an extensive background in systems design, planning, maintenance, and hardware and software installation, configuration and integration. Prior to joining Yak Communications (America) Inc., Ms. Capote was employed by AT&T Canada, most recently as a supervisor and systems administrator. Ms. Capote earned a degree in Computer Programming from Seneca College in 1992. Ms. Capote is further recognized as a Certified Technician for the Harris 20-20 Switch and as a Telecommunications Specialist by Centennial College.

**Andrew Boone:**

**Call Centre Manager**

Mr. Boone joined YAK with 10 years of Call Centre experience, 5 years of which was spent in the Telecommunications industry. Mr. Boone has been instrumental in developing sales and customer service programs in several call centres. Along with his superior communication and team building skills Mr. Boone has brought with him a quest for ultimate customer satisfaction. His exemplary customer service and sales record has helped him develop a team of Call Centre professionals second to none.

**Taras Kapanaike:**

**Chief Technical Officer**

Mr. Kapanaike has over 8 years of Telecommunications experience, holding Senior Network engineering and systems positions at AT&T Canada Inc, International Telecommunications Services, Smart Talk Network and EDS Canada. Mr. Kapanaike has an extensive background in building and maintaining complex voice networks and backend support systems while exploiting the latest technologies available, namely standard TDM to various flavors of soft switching and VoIP. Mr. Kapanaike is the former founder of TKI and Associates (April 1998 – April 2002), a telecommunications consulting company with contracts serving Aurora International, an international private line reseller, and Axxess Telecom, a wholesale prepaid long distance provider. Mr. Kapanaike holds an International Business Diploma from Centennial College and telecommunications certifications from Nortel Networks.

**EXHIBIT D**

**PROPOSED TARIFF**