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Harry N. Malone  
Direct Phone: (202) 373-6705  
Direct Fax: (202) 373-6001  
harry.malone@bingham.com

COMMISSION  
CLERK

February 8, 2007

**BY OVERNIGHT DELIVERY**

Blanca S. Bayó  
Commission Clerk and Administrator Services  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

Bingham McCutchen LLP  
Suite 300  
3000 K Street NW  
Washington, DC  
20007-5116  
202.424.7500  
202.424.7647 fax

bingham.com

- Boston
- Hartford
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Silicon Valley
- Tokyo
- Walnut Creek
- Washington

**Re: Application of Bandwidth.com CLEC, LLC for Authority to Provide Alternative Local Exchange Service Within the State of Florida -- CONFIDENTIAL TREATMENT OF CERTAIN MATERIAL REQUESTED**

070110-TV

Dear Ms. Bayó:

On behalf of Bandwidth.com CLEC, LLC, enclosed for filing are an original and six (6) copies of the application for authority to provide alternative local exchange service. Also enclosed is a check in the amount of \$400.00 to cover the application filing fee.

Exhibit 4 to the Application contains confidential financial information and, as such, is being submitted under seal. This information is confidential trade secret information, not available to the public, that would cause harm to Bandwidth.com CLEC, Inc. and its parent, Bandwidth.com, Inc. if it were available for public inspection. We respectfully request that this information not be made a part of the public record or otherwise be disclosed to the public.

Please date-stamp the extra copy of this filing and return it in the enclosed self-addressed, stamped envelope. Should you have any questions please do not hesitate to contact the undersigned.

Respectfully submitted,

William B. Wilhelm  
Harry N. Malone

Counsel to Bandwidth.com CLEC, LLC

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 01353-07. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must provide written permission before you can access it.

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

01352 FEB-98

FPSC-COMMISSION CLERK

- CMP 1
- COM \_\_\_\_\_
- CTR \_\_\_\_\_
- ECR \_\_\_\_\_
- GCL 1
- OPC \_\_\_\_\_
- RCA \_\_\_\_\_
- SCR \_\_\_\_\_
- SGA \_\_\_\_\_
- SEC \_\_\_\_\_
- OTH 1 cert records

State of Florida



## Public Service Commission

CAPITAL CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD  
TALLAHASSEE, FLORIDA 32399-0850

**-M-E-M-O-R-A-N-D-U-M-**

---

**DATE:** 2.9.07  
**TO:** Harry N. Malone  
**FROM:** T. Henry, Division of the Commission Clerk &  
Administrative Services  
**RE:** **Acknowledgment of Receipt of Confidential Filing**

---

01353-07

This will acknowledge receipt of a **CONFIDENTIAL DOCUMENT** filed in Docket No. 070110-TX or (if filed in an undocketed matter) concerning Financial statements, and filed on behalf of Bandwidth.com / Malone. The document will be maintained in locked storage.

Any questions regarding this matter should be directed to Marguerite Lockard at (850) 413-6770.

I:\Confid\ackconf.doc

COPY

DEPOSIT DATE BINGHAM McCUTCHEN

720 FEB 12 2007

- on per RT CKH 700 11533

Harry N. Malone  
Direct Phone: (202) 373-6705  
Direct Fax: (202) 373-6001  
harry.malone@bingham.com

\$ 400.00

2-9-07

RT

February 8, 2007

**BY OVERNIGHT DELIVERY**

Blanca S. Bayó  
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Florida Public Service Commission  
2540 Shumard Oak Blvd.  
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Bingham McCutchen LLP  
Suite 300  
3000 K Street NW  
Washington, DC  
20007-5116  
202.424.7500  
202.424.7647 fax

**Re: Application of Bandwidth.com CLEC, LLC for Authority to  
Provide Alternative Local Exchange Service Within the State of  
Florida -- CONFIDENTIAL TREATMENT OF CERTAIN  
MATERIAL REQUESTED**

bingham.com

Dear Ms. Bayó:

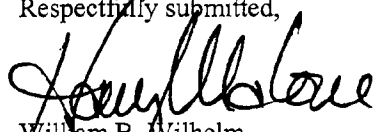
Boston  
Hartford  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Silicon Valley  
Tokyo  
Walnut Creek  
Washington

On behalf of Bandwidth.com CLEC, LLC, enclosed for filing are an original and six (6) copies of the application for authority to provide alternative local exchange service. Also enclosed is a check in the amount of \$400.00 to cover the application filing fee.

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Please date-stamp the extra copy of this filing and return it in the enclosed self-addressed, stamped envelope. Should you have any questions please do not hesitate to contact the undersigned.

Respectfully submitted,

  
William B. Wilhelm  
Harry N. Malone

Counsel to Bandwidth.com CLEC, LLC

RECEIVED-1780  
07 FEB -9 AM 9:20  
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CLERK

DOCUMENT NUMBER-DATE

01352 FEB-9 5

FPSC-COMMISSION CLERK

FLORIDA PUBLIC SERVICE COMMISSION  
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT

---

APPLICATION FORM  
for  
AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE  
TELECOMMUNICATIONS COMPANY SERVICE  
WITHIN THE STATE OF FLORIDA

---

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of **\$400.00** to:

**Florida Public Service Commission  
Division of the Commission Clerk and Administrative Services  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6770**

- E. A filing fee of **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission  
Division of Competitive Markets and Enforcement  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6600**

DOCUMENT NUMBER-DATE

01352 FEB-98

FPSC-COMMISSION CLERK

1. This is an application for (check one):

**Original certificate** (new company).

~~**Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.~~

**Approval of assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company:

3. Name under which applicant will do business (fictitious name, etc.):

4. Official mailing address:

Street/Post Office Box:

City:

State:

Zip:

5. Florida address:

Street/Post Office Box: 1201 Hays Street

City: Tallahassee

State: Florida

Zip: 32301

6. Structure of organization:

Individual  
 Foreign Corporation  
 General Partnership  
 Other,

Corporation  
 Foreign Partnership  
 Limited Partnership

7. **If individual**, provide:

Name:

Title:

Street/Post Office Box:

City:

State:

Zip:

Telephone No.:

Fax No.:

E-Mail Address:

Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: Please see Exhibit 2.

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:

Title:

Street/Post Office Box:

City:

State:

Zip:

Telephone No.:

Fax No.:

E-Mail Address:

Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

Provide **F.E.I. Number**(if applicable): 20-8326570

14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name:  
Title:  
Street name & number:  
Post office box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

(b) Official point of contact for the ongoing operations of the company:

Name:

Title:  
Street name & number:  
Post office box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

(c) Complaints/Inquiries from customers:

Name:

Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

15. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

---

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.



16. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

17. **Submit the following:**

(a) **Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.**

Please See Exhibit 3.

(b) **Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.**

Please See Exhibit 3.

(c) **Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:**

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

**Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.**

---

Please See Exhibit 4. Exhibit 4 to the Application contains confidential financial information of Bandwith.com CLEC, LLC's parent, Bandwidth.com, Inc. and, as such, is being submitted under seal. Bandwidth.com CLEC, LLC respectfully requests that this information not be made a part of the public record or otherwise be disclosed to the public.

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

**RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

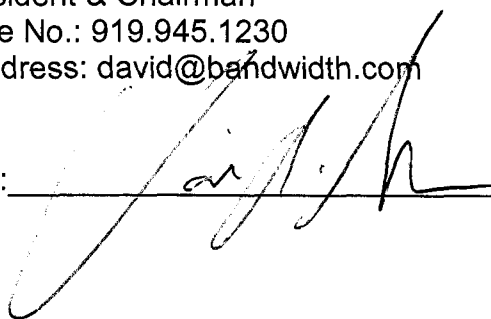
**APPLICANT ACKNOWLEDGEMENT:** By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: David Morken  
Title: President & Chairman  
Telephone No.: 919.945.1230  
E-Mail Address: david@bandwidth.com

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

2/07/2007

## EXHIBITS

EXHIBIT 1	Certificate of Formation
<del>EXHIBIT 2</del>	<del>Certificate of Authority to Transact Business in Florida</del>
EXHIBIT 3	Managerial and Technical Qualifications
EXHIBIT 4	Financial Statements

**EXHIBIT 1**

**Certificate of Formation**

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# 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 FORMATION OF "BANDWIDTH.COM CLEC, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2007, AT 12:51 O'CLOCK P.M.



4281536 8100  
070024357

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5339487

DATE: 01-09-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:21 PM 01/09/2007  
FILED 12:51 PM 01/09/2007  
SRV 070024357 - 4281536 FILE

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION

- FIRST: The name of the limited liability company is Bandwidth.com CLEC, LLC.
- SECOND: The address of the registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of its Registered Agent at such address is Corporation Service Company.
- THIRD: This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Bandwidth.com CLEC, LLC, this 9th day of January, 2007.



W. Christopher Matton, Authorized Person

**EXHIBIT 2**

**Certificate of Authority to Transact Business in Florida**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 31, 2007

HEATHER CHAPMAN  
CSC  
TALLAHASSEE, FL

Qualification documents for BANDWIDTH.COM CLEC, LLC were filed on January 31, 2007, and assigned document number M0700000624. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Buck Kohr  
Document Specialist  
Registration/Qualification Section  
Division of Corporations

Letter Number: 707A00007564

Account number: 072100000032

Amount charged: 125.00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED  
07 JAN 31 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1. Bandwidth.com CLEC, LLC (Name of Foreign Limited Liability Company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-8326570 (FEI number, if applicable)
4. January 9, 2007 (Date of Organization)
5. perpetual (Duration: Year limited liability company will cease exist or "perpetual")
6. Upon qualification (Date first transacted business in Florida, if prior to registration.)
7. 4001 Weston Parkway, Cary, North Carolina 27513 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Bandwidth.com, Inc., 4001 Weston Parkway, Cary, North Carolina 27513

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: diversified communications company engaged in connecting customers to the telephone network, providing switched service and dedicated private lines

Bandwidth.com, Inc.
By:
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
David Morken, President of Manager

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Bandwidth.com CLEC, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

**Heather Chapman  
as its agent**

By:

Heather Chapman  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

**EXHIBIT 3**

**Managerial and Technical Qualifications**

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## **Managerial and Technical Qualifications**

### **David Morken, Co-founder, Chairman and President**

In his position as ~~President of Bandwidth.com CLEC, LLC and its parent, Bandwidth.com, Inc.~~ Morken presides over the operations, legal, and product areas of the company at its offices in North Carolina.

In 1994, David Morken co-founded the Internet's first online tax filing service, eFiling.com, which was acquired when he was called to active duty by the United States Marine Corps in 1995. From 1995 to 1999 he served as a Special Assistant U.S. Attorney, Criminal Prosecutor and Company Commander. He left active duty with the Marine Corps in June 1999 to found Bandwidth.com. Mr. Morken is a 1994 graduate of the University of Notre Dame Law School and member of the Virginia Bar Association. He received a B.A. from Oral Roberts University in 1991.

### **Henry Kaestner, Co-founder, CEO**

In his position as Chief Executive Officer of Bandwidth.com CLEC, LLC and its parent, Bandwidth.com, Inc., Henry Kaestner presides over the operations of the company and its offices in Cary, North Carolina and Chicago, Illinois.

Previously, Mr. Kaestner was the CEO of Bandwidth International, an international wholesale telecommunications broker based in London, England, a firm that merged with Bandwidth.com in late 2000. He was also a founder of Chapel Hill Broadband, a US based consultant and broker that specializes in dark fiber and large wholesale transactions that was sold to Cantor Fitzgerald. Mr. Kaestner was a Founder and former President and CEO of Chapel Hill Brokers, an energy broker which achieved more than \$50 million in daily trade volume on more than 150 transactions, for clients including Morgan Stanley and Merrill Lynch. Chapel Hill Brokers was sold to APB Energy (now ICAP Energy) in 1999. Mr. Kaestner is a graduate of the University of Delaware with a degree in International Relations.

### **Steven Lacoff, Vice President, Product Management and Marketing**

In his role as Vice President of Product Management and Marketing, Steven Lacoff has responsibility for all product strategy, development, partner relationships and go-to-market activities for Bandwidth.com CLEC, LLC and its parent, Bandwidth.com, Inc..

Prior to joining Bandwidth.com, Mr. Lacoff spent four years at Sprint where he established and led the company's IP Enterprise Services organization. In this capacity, Mr. Lacoff held P&L, product management and marketing responsibilities for several global enterprise security and data networking product lines, overseeing the growth of this flagship portfolio into a \$200M business unit. Prior to Sprint, Mr. Lacoff worked for Mercer Management Consulting and Per-Se Technologies, where he gained experience in business strategy, market segmentation and analysis, and technology development. He earned an MBA, with honors, from the Kellogg

Graduate School of Management and a BS, with Honors, from the Georgia Institute of Technology.

### **Joe Campbell, Vice President of Operations**

---

As the Vice President of Operations, Joe Campbell focuses on the operational efficiency across the Pre Sales, Post Sales, and Network Operations departments. Mr. Campbell has over 13 years of experience in the technical and administrative areas of telecommunications. Mr. Campbell's continuous focus on process and procedure has been integral in integrating service bundles across the Bandwidth.com CLEC, LLC portfolio of carriers and setting up new product offerings.

Prior to joining Bandwidth.com CLEC, LLC and its parent, Bandwidth.com, Mr. Campbell was a manager in the MCI Global Data Test Center where he oversaw MCI's Global East customer base. Mr. Campbell's most notable achievement while with MCI was the development of MCI's Chronic Assessment Group, which handled all 3rd level trouble resolution. Prior to MCI Joe spent 4 years in the United States Army as a 31P, Tech Controller.

### **Michael Tindall, Network Operations Director**

Michael Tindall has served as Network Operations Director for Bandwidth.com CLEC, LLC's parent, Bandwidth.com, since March of 2005. He oversees the Bandwidth VoIP Network, Bandwidth.com's Managed Services Division, and Third level engineering and support. Mr. Tindall collaborates with Bandwidth.com's product development division providing technical leadership for product development initiatives. Previously he served as Network Operations Manager at U.S. Networks where he was responsible for the Managed services division, professional services, and 24x7 Network Operations Center (NOC). Mr. Tindall was a co-founder of ClearSKY Networks, a wireless ISP in the south east where he designed and implemented the wireless network backbone and back office systems. Mr. Tindall received his B.S. in Management and Economics from Clemson University.

**EXHIBIT 4**

**Financial Statements of and Bandwidth.com, Inc.**

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**(Proprietary and Confidential -- Filed Under Seal)**