

June 29, 2010

Daniel P. Delaney
D 717.231.4516
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dan.delaney@klgates.com

Via Hand Delivery

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Bldg., 2nd Floor
400 North Street
Harrisburg, PA 17120

Re: Application of NextGen Communications, Inc., for approval to offer, render, furnish or supply telecommunications service as a Competitive Local Exchange Carrier in the Commonwealth of Pennsylvania. A - _____

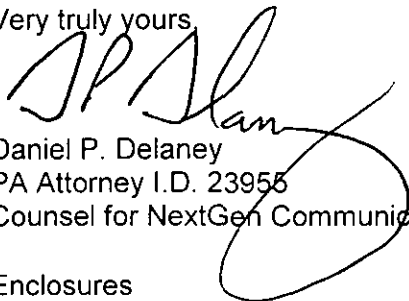
Dear Secretary Chiavetta:

Enclosed please find an original and three copies of the Application of NextGen Communications, Inc. ("NextGen") for approval to offer, render, furnish or supply telecommunications service as a Competitive Local Exchange Carrier in the Commonwealth of Pennsylvania, and a check for the filing fee for this Application.

NextGen considers some of the financial information contained in Exhibit 2 to be confidential, proprietary, and competitively sensitive, and NextGen is therefore requesting proprietary treatment for the information contained in Exhibit 2 pursuant to Section 5.423 of the Commission's regulations, 52 Pa. Code § 5.423. The original copy of this Application contains the proprietary information. With respect to the copies of the Application, we have enclosed three copies of the Application with a redacted copy of Exhibit 2 which may be placed in public files. Additionally, we have enclosed in a separate envelope three copies of Exhibit 2 that includes the proprietary information which may be placed in non-public files.

Copies of this document have been served on the parties identified in the enclosed Certificate of Service. All parties identified on the Certificate of Service, other than the Bureau of Fixed Utility Services, have received redacted copies of Exhibit 2.

Very truly yours,



Daniel P. Delaney
PA Attorney I.D. 23955
Counsel for NextGen Communications, Inc.

Enclosures

SECRETARY'S BUREAU
PA 800
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Rosemary Chiavetta, Secretary
June 29, 2010
Page 2

c: Service List (w/enclosures)
Kim Robert Scovill, Esq. (w/enclosures)
H. Russel Frisby, Esq. (w/enclosures)

Application of:

NextGen Communications, Inc.

_____, t/a _____,

for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. IDENTITY OF THE APPLICANT: The name, address, telephone number, and fax number of the Applicant.

NextGen Communications, Inc. c/o Telecommunication Systems, Inc.
275 West Street
Suite 400
Annapolis, Maryland 21401
Tel: (410) 263-7616
Fax: (410)295-1884

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

Not Applicable

2. ATTORNEY: The name, address, telephone number, and fax number of the Applicant's attorney.

Kim Robert Scovill
Senior Director – Legal and Regulatory
TeleCommunication Systems, Inc.
275 West Street – 4th Floor
Annapolis, MD 21401
Tel: 410-349-7097
Fax: 410-295-1884
kscovill@telecomsys.com

H. Russell Frisby, Esq.
Stinson Morrison Hecker LLP
1150 18th Street, N.W., Suite 800
Washington, D.C.20036
Tel: 202-785-9100
Fax:202-785-9163
Email:rfrisby@stinson.com

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SECRETARY'S BUREAU

Daniel P. Delaney, Esq.
Pa. Attorney Id. 23955
Jessica Leigh Wray, Esq.
Pa. Attorney Id. 206922
K&L Gates, LLP
17 N. Second Street, 18th Fl.
Harrisburg, PA 17101-1507
dan.delaney@klgates.com
leigh.wray@klgates.com

3. CONTACTS:

A) APPLICATION: The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Kim Robert Scovill
Senior Director – Legal and Regulatory
TeleCommunication Systems, Inc.
275 West Street – 4th Floor
Annapolis, MD 21401
Tel: 410-349-7097
Fax: 410-295-1884
kscovill@telecomsys.com

B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA):
The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Kim Robert Scovill
Senior Director – Legal and Regulatory
TeleCommunication Systems, Inc.
275 West Street – 4th Floor
Annapolis, MD 21401
Tel: 410-349-7097
Fax: 410-295-1884
kscovill@telecomsys.com

C) RESOLVING COMPLAINTS: Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Richard H. Dickinson
Senior Director, Public Safety
2401 Elliott Avenue, 2nd Floor
Seattle, WA 98121

Tel: 206-792-2224
Fax: 206-792-2001
ddickinson@telecomsys.com

Kim Robert Scovill
Senior Director – Legal and Regulatory
TeleCommunication Systems, Inc.
275 West Street – 4th Floor
Annapolis, MD 21401
Tel: 410-349-7097
Fax: 410-295-1884
kscovill@telecomsys.com

4. FICTITIOUS NAME:

- The Applicant will not be using a fictitious name.
- The Applicant will be using a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

- The Applicant is a sole proprietor.
- The Applicant is a:
- General partnership
 - Domestic limited partnership (15 Pa. C.S. §8511)
 - *Foreign limited partnership (15 Pa. C.S. §8582)
 - Domestic registered limited liability partnership (15 Pa. C.S. §8201)
 - *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

5. (Continued)

- The Applicant is a:
- Domestic corporation (15 Pa. C.S. §1306)
 - X* Foreign corporation (15 Pa. C.S. §4124)
 - Domestic limited liability company (15 Pa. C.S. §8913)
 - *Foreign limited liability company (15 Pa. C.S. §8981)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Corporation Service Company
2704 Commerce Drive
Harrisburg, PA 17110 USA

Attach proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization.

The Applicant is incorporated in the State of Maryland.

Give name and address of officers:

NextGen Communications, Inc. is wholly owned by TeleCommunication Systems, Inc. (TCS). NextGen's corporate officers are the following:

Maurice B. Tosé
President

Thomas M. Brandt, Jr.
Treasurer

Bruce A. White
Vice President, Secretary

6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:

- The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.
- X The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

If the Applicant or an affiliate has predecessors who have done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

TCS, 275 West Street, Suite 400, Annapolis, MD 21401. TCS is not a jurisdictional utility.

7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA: The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.

The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates and predecessors (please identify affiliates versus predecessors).

TCS, NextGen's parent company, is a certified CLEC in 6 states (not Pennsylvania): 275 West Street – Suite 400- Annapolis, MD 21401. It does not offer public utility services.

8. APPLICANT'S PRESENT OPERATIONS: (Select and complete the appropriate statement)

The applicant is not presently doing business in Pennsylvania as a public utility.

The applicant is presently doing business in Pennsylvania as a:

Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)

Competitive Local Exchange Carrier:

Facilities-Based

UNE-P

Data Only

Reseller

Incumbent Local Exchange Carrier.

Other (Identify).

9. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as:
- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
 - Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
 - Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
 - X Competitive Local Exchange Carrier: Please see response to Question 10, below.
 - Facilities-based
 - UNE-P
 - Data Only
 - Reseller
 - Incumbent Local Exchange Carrier
 - Other (Identify).

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

NextGen seeks certification so that it may provide aggregate and transport emergency local, VoIP, telemetric, PBX, and mobile E9-1-1 traffic, manage and transmit location and calling number data, and provide call routing management for the delivery of emergency calls to Public Service Answering Points (PSAPs) throughout Pennsylvania. NextGen's services are used by large wireless carriers, VoIP providers, cable TV system operators who provide telecommunications services and/or VoIP, telemetric operators, PBX users, and mobile voice service providers. NextGen does not currently provide long distance voice toll services or local exchange voice dial tone services to residential or business customers. However, in order to aggregate and transport emergency calls and/or calling data, NextGen may require the same sort of interconnection and co-location made available to certificated Competitive Local Exchange Carriers ("CLECs"). Accordingly, pursuant to the Order adopted by the Public Utility Commission *In re Intrado Communications, Inc.*, Docket Nos. A-2008-20027726, A-2008-2027713, A-2008-2027733 (August 1, 2008), NextGen seeks certification so that it may provide "telephone exchange service" and "telecommunications service" under applicable Telecommunications Act provisions.

In addition, certification will enable NextGen to acquire and manage Pseudo Automatic Number Identification (pANI) numbering resources, which are

essential to routing emergency calls, pursuant to the Federal Communications Commission's ("FCC's") directive of September 8, 2006 which states that CLEC certification is now required for pANI management. Furtherance of this FCC objective and of the availability of competitive sources for emergency call routing and management are in the public interest.

NextGen is the wholly owned subsidiary of TCS, the leading 911 location and call data provider in the nation. With unlimited access to these resources, NextGen is technically qualified to provide the proposed local exchange and interexchange services in Pennsylvania. NextGen's management team has extensive management and telecommunications experience. TCS provides a variety of unregulated telecommunications products and services internationally to approximately 42 wireless carriers including Short Message Service ("SMS") messaging, Wireless Internet Gateway, satellite communications, information technologies ("IT") management services, and location based services. This expertise in E9-1-1 has been developed over the last 9 years in the wireless industry, providing E9-1-1 service to wireless carriers. In that capacity, NextGen has developed a knowledge base and hands-on experience in managing wireless automatic location identification ("ALI") databases, establishing ALI circuits, provisioning ALI databases and selective routers, and provisioning voice and data circuits to a wide variety of selective routers. As a Mobile Positioning Center ("MPC") vendor, we are familiar with PSAP messaging, ALI screen formatting, and all messaging related to Phase 1 and Phase 2 wireless E9-1-1 deployments. In addition, we provide Assisted Global Positioning System ("AGPS") Positioning Determining Entity ("PDE") service for E9-11 Phase 2 and hosts the Wide Area Reference Network used by virtually all AGPS users in the United States.

Hardware and software processes are monitored 24x7 in the state-of-the-art Network Operations Center ("NOC") located in Seattle, WA with a duplicate active redundant backup NOC in Phoenix, AZ, and a standby NOC in Annapolis, MD. The NOC monitors an average of approximately 140,000 E9-1-1 calls per day with a network availability rate in excess of 99.999%. The NOC maintains direct communications with PSAPs, local exchange carriers NOCs and the NOCs of our wireless customers. Trouble tickets are managed according to strict Service Impairment Levels that mandate escalation according to the nature and extent of the problems. These years of experience supporting the 9-1-1 call routing process have yielded the ability to support the selective routing switches of any 9-1-1 provider in the country, including switch updates and/or external selective routing database ("SRDB") functionality to the following equipment:

- Lucent 5ESS
- Lucent ECP
- Nortel DMX
- Ericsson

NextGen provides a 24/7/365 NOC accessible via a toll free number, (800) 959-3749. These operations are ISO 9001 certified, and the NOC is the industry's only TL9000 certified facility. Sophisticated escalation matrices exist to ensure prompt resolution of outages. NextGen will report outages to the Federal Communications Commission per established guidelines.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

NextGen proposes to serve the entire Commonwealth of Pennsylvania

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

NextGen's intended customers include municipal, county, or state governments operating E911 or Next Generation E911 networks; private telecommunications providers of LEC, CLEC, wireless, or VoIP services with an obligation to route emergency 911 calls to the appropriate PSAP; or private enterprises with a PBX telephone system with appropriate state and/or federal authority or obligation to route emergency calls to the appropriate PSAPs. NextGen does not currently provide long distance toll services or local exchange dial tone services to residential or business customers. Rather, NextGen provides carrier-to-carrier E911 call routing, location, and information services to large wireline, VoIP, and wireless voice service providers. NextGen does not send bills to collect money from, or otherwise contact the end-users of, its carrier customers. However, pursuant to the Order adopted by the Public Utility Commission *In re Intrado Communications, Inc.*, Docket Nos. A-2008-20027726, A-2008-2027713, A-2008-2027733 (August 1, 2008), NextGen seeks certification so that it may provide "telephone exchange service" and "telecommunications service" under applicable Telecommunications Act provisions.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

Please see attached Tariff.

14. FINANCIAL: *Attach the following to the Application:*

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

NextGen is wholly owned by TCS. NextGen uses consolidated accounting with its parent TCS and does not maintain a separate income statement or balance sheet for public reporting purposes. NextGen's finances are identical to its parent company's.

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

NextGen possesses sufficient financial ability to provide service in the Commonwealth of Pennsylvania. As noted above, NextGen is wholly owned by TCS. NextGen uses consolidated accounting with its parent TCS and does not maintain a separate public income statement or balance sheet. NextGen's finances are identical to its parent company's. Exhibit 1 demonstrates that NextGen possesses sufficient financial resources to provide the services it proposes in this application competently and effectively.

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

The limited class of potential customers for NextGen's services makes it impossible to predict the first year's financial operations. In a highly likely scenario, NextGen's services will be secured under state-sanctioned competitive bidding which will have its own set of actuarial and financial stability requirements. However, in keeping with other relevant telecommunications mandates, NextGen will price its services above costs.

All of NextGen's accounting records are maintained at its offices at 275 West Street – Suite 400 Annapolis, MD 21401, and Thomas M. Brandt, Jr, is the Treasurer for NextGen.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

Confidential financial information was included separately in this Application (see Exhibit 2). NextGen is requesting proprietary treatment for this information.

15. **START DATE:** The Applicant proposes to begin offering services on or about one-year from the granting of the Application.
16. **FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

There are no other relevant Commission proceedings to this Application.

17. **NOTICE:** Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

The Applicant does not claim any specific status under the Federal Telecommunications Act of 1996 (Act) except to note that: A) NextGen is subject to the FCC's ancillary jurisdiction pursuant to the regulation of pANI (as explained in the response to Question 10); B) once certified as a CLEC, NextGen may seek to have access to all the respective enforceable rights as a state certified "carrier" as relating to interconnection, collocation, special access, etc. associated with certification and pursuant to the Act.

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

None.

20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant:

Next Gen Communications, Inc.

By: Bruce White

Title: Secretary

K&L Gates LLP
17 North Second Street, 18th Floor
Harrisburg, PA 17101-1507
(717) 231-4500
(717) 231-4501 (Fax)
dan.delaney@klgates.com

Respectfully submitted,

D. P. Delaney
Daniel P. Delaney
PA Attorney I.D. 23955

Counsel for NextGen Communications, Inc.

22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

AFFIDAVIT

[Commonwealth/State] of Maryland :
County of ANNE ARUNDEL : ss.

Bruce A. White, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the SECRETARY (Office of Affiant) of NextGen Communications, Inc.;

That Affiant is authorized to and does make this affidavit for said corporation;

That NextGen Communications, Inc., the Applicant herein, acknowledges that [he/she/it] may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That NextGen Communications, Inc., the Applicant herein, asserts that Affiant possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

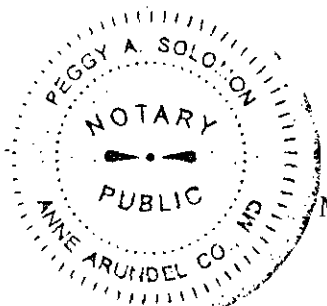
***Next paragraph for CLEC Applicants ONLY (excluding data-only CLECS):**

That NextGen Communications, Inc., the Applicant herein, has discussed the 911-related services as described in the response to Question 10 with the appropriate 911 Coordinators, and that arrangements are underway for providing these services to the 911 Coordinators upon the Commission's approval of this Application.

That the facts above set forth are true and correct to the best of Affiant knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.

Bruce A. White
Signature of Affiant

Sworn and subscribed before me this 24th day of JUNE, 2010.
Month Year



Peggy A. Solomon
Signature of official administering oath

My Commission expires APRIL 1, 2011

NextGen Communications, Inc.

ARTICLES OF INCORPORATION

RECEIVED
DEPARTMENT OF
ASSESSMENTS & TAXATION

THIS IS TO CERTIFY THAT:

2009 OCT 27 P 1: 21

FIRST: The undersigned, Bruce A. White, whose address is 275 West St, Annapolis, MD 21401, being at least 18 years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (the "Corporation") is:

NextGen Communications, Inc.

THIRD: The Corporation is formed for the purpose of carrying on any lawful business.

FOURTH: The address of the principal office of the Corporation in this State is 275 West St, Annapolis, MD 21401.

FIFTH: The name and address of the resident agent of the Corporation in Maryland is Bruce A. White, c/o TeleCommunication Systems, Inc., 275 West St, Annapolis, MD 21401. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share. The aggregate par value of all authorized shares having a par value is \$1.00. A majority of the entire Board of Directors, without action by the stockholders, may amend the charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class that the Corporation has authority to issue.

SEVENTH: The Corporation shall have a board of two directors unless the number is increased or decreased in accordance with the Bylaws of the Corporation. However, the number of directors shall never be less than the minimum number required by the Maryland General Corporation Law. The initial directors are:

Maurice B. Tosé
Thomas M. Brandt, Jr.

EIGHTH: (a) The Corporation reserves the right to make any amendment of the charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any shares of outstanding stock.

(b) The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter

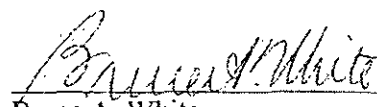
authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

(c) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

NINTH: To the maximum extent of Maryland statutory or decisional law as in effect from time to time, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

TENTH: The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's Bylaws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 27th day of October, 2008.



Bruce A. White
Sole Incorporator

Consent of Resident Agent

THE UNDERSIGNED, hereby consents to act as resident agent in Maryland for the entity named in the attached instrument.

Bruce A. White
Bruce A. White

10/27/2008
Date

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

Foreign Business Corporation (§ 4124)
 Foreign Nonprofit Corporation (§ 6124)

Corporation Service Company
873 812 - 030 KCI

Document will be returned to the
name and address you enter to
the left.
←

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



T0902947002

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
NextGen Communications, Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Maryland

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

275 West Street, Suite 400	Annapolis	Maryland	21401
Number and street	City	State	Zip

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PA DEPT OF STATE

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:				
(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: Corporation Service Company				County Dauphin

7. Check one of the following:

Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 21st day of JAN, 2009.

NextGen Communications, Inc.
Name of Corporation

Bruce A. White
Signature

Bruce A. White, Secretary
Title

RECEIVED

2010 JUN 29 AM 11:26

PA PUC
SECRETARY'S BUREAU

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of NextGen Communications, :
Inc., for approval to offer, render, furnish or :
supply telecommunications service as a :
Competitive Local Exchange Carrier in the : Docket No.
Commonwealth of Pennsylvania :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of the foregoing by first class mail upon the individuals listed, in accordance with the requirements of Section 1.54 (relating to service by a party).

Office of Consumer Advocate
Forum Place, 5th Floor
555 Walnut Street
Harrisburg, PA 17101-1923

Buffalo Valley Telephone Co.
124 East Main Street
Ephrata PA 17522

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Citizens Telephone Company of Kecksburg
Rt. 982
P.O. Box 156
Mammoth, PA 15664-0135

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

Citizens Telecommunications Co. of NY
Citizens Communications Service
3 High Ridge Park
Stamford, CT 06905

Jani Tuzinski
PA Public Utility Commission
Bureau of Fixed Utility Services
Commonwealth Keystone Building
3rd Floor
Harrisburg, PA 17110

Commonwealth Telephone Co.
Frontier Communications Telephone Co.
LLC
100 CTE Drive
Dallas, PA 18612

Armstrong Telephone Company PA
One Armstrong Place
Butler, PA 16001

Conestoga Telephone & Telegraph Co.
202 E. First Street
Birdsboro, PA 19508

Bentleyville Communications Co.
Bentleyville Telephone co.
608 Main Street
Bentleyville, PA 15314

Consolidated Communications of PA Co.
LLC
4008 Gibsonia Road
Gibsonia, PA 15044-9311

Denver & Ephrata Telephone & Telegraph
D&E Telephone Co.
Box 458
130 E. Main Street
Ephrata, PA 17522-0458

Deposit Telephone Co.
24 Depot Square, Unit 2
Northfield, VT 05663

Frontier Communications of Breezewood
LLC
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of Canton LLC
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of Lakewood LLC
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of Oswayo River
LLC
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of PA LLC
3 High Ridge Park
Stamford, CT 06905

Hancock Telephone Co.
P.O. Box 608
34 Read Street
Hancock, NY 13783

Hickory Telephone Co.
75 Main Street
Hickory, PA 15340-1118

Ironton Telephone Co.
4242 Mauch Chunk Road
Coplay, PA 18037-9608

Lackawaxen Telecomm Services Inc.
P.O. Box 8
104 Hotel Road
Rowland, PA 18457-00008

Laurel Highland Telephone Co.
P.O. Box 168
4157 Main Street
Stahlstown, PA 15687-0168

Marianna & Scenery Hill Telephone Co.
17 Magnolia Avenue
Marianna, PA 15345

North Penn Telephone Co.
P.O. Box 349
34 Main Street
Prattsburgh, PA 14873

North-Eastern PA Telephone Co.
720 Main Street
Forest City, PA 18421-0150

Palmerton Telephone Co.
P.O. Box 215
465 Delaware Avenue
Palmerton, PA 18071

Pennsylvania Telephone Co.
191 Middle Road
Jersey Shore, PA 17740

Pymatuning Ind Telephone Co.
5 Edgewood Drive
Greenville, PA 16125-8832

South Canaan Telephone Co.
P.O. Box 160
2175 Easton Turnpike
South Canaan, PA 18459

TDS Telecommunications/Mahoney &
Mahantango
170 Urban Road
Herndon, PA 17830-0336

TDS Telecommunications/Sugar Valley
Telephone
P.O. Box 37
32 East Street
Loganton, PA 17747

United Telephone Co. of PA
Embarq Pennsylvania
240 North Third Street
Harrisburg, PA 17101

Venus Telephone Corporation
P.O. Box 75
1698 County Line Road
Venus, PA 16364

Verizon North Inc.
Fourth Floor, Strawberry Square
Harrisburg, PA 17101

Verizon Pennsylvania Inc.
FKA Bell Atlantic-Pennsylvania
Fourth Floor, Strawberry Square
Harrisburg, PA 17101

West Side Telephone Co.
West Side Telecommunications
1449 Fairmont Road
Morgantown, WV 26501

Windstream Pennsylvania LLC
4792 Old William Penn Highway
Export, PA 15632

Yukon Waltz Telephone Co.
P.O. Box 168
4157 Main Street
Stahlstown, PA 15687

K&L Gates LLP
17 North Second Street, 18th Floor
Harrisburg, PA 17101-1507
(717) 231-4500
(717) 231-4501 (Fax)
dan.delaney@klgates.com

Dated: June 29, 2010



Daniel P. Delaney
PA Attorney I.D. 23955

Counsel for Laser Northeast Gathering
Company, LLC

Attachment 1

NextGen Telecommunications, Inc.

Re: Application for approval to offer, render, furnish, or supply telecommunications services to the public in the Commonwealth of Pennsylvania

PaPUC staff inserted this sheet in the above filing in lieu of the Company's Form 10-K for the Fiscal Year Ended December 21, 2009. The document is publically available through the website of the Securities Exchange Commission at the following link:

<http://www.sec.gov/Archives/edgar/data/1111665/000095012310022179/0000950123-10-022179-index.htm>