

DIVIDER

STATE OF NORTH DAKOTA
INFORMATION TECHNOLOGY DEPARTMENT
SFN 2053 (4-2002)

--

DESCRIPTION

PU-05-374
Operator Service Company, LLC
Long Distance/Operator Services
Application
Filed 6/21/2005 Closed 6/30/2005 05



Public Service Commission
State of North Dakota

COMMISSIONERS

Tony Clark, President
Susan E. Wefald
Kevin Cramer

Executive Secretary
Illona A. Jeffcoat-Sacco

600 E Boulevard Ave Dept 408
Bismarck, North Dakota 58505-0480
web www.psc.state.nd.us
e-mail ndpsc@state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

June 29, 2005

Connie Wightman
Technologies Management Inc
P O Box 270
Winter Park FL 32790-0270

Dear Ms. Wightman:

On June 29, 2005, the Commission issued Certificate of Registration Nos. 1014 and 1015 to Operator Service Company, LLC to resell interexchange telecommunications services and to provide operator services in North Dakota, Case No. PU-05-374. The original certificates are enclosed for your files.

Sincerely,


Sharon Helbling
Public Utilities Division

sdh

Enclosures

APPROVED

MOTION

DATE: 6-29-05 June 29, 2005
KAF

**Operator Service Company, LLC
Long Distance/Operator Services
Application**

Case No. PU-05-374

I move the Commission issue Certificates of Registration to Operator Service Company, LLC to resell interexchange telecommunications services and to provide operator services in North Dakota, Case No. PU-05-374

sdh

June 29, 2005

**Operator Service Company, LLC
Long Distance/Operator Services
Application**

Case No. PU-05-374

Operator Service Company, LLC, Lubbock, Texas, is requesting Certificates of Registration to resell interexchange telecommunications services and to provide operator services in North Dakota.

The corporate papers are in the Public Utilities Division files

sdh

**Public Service Commission
STATE OF NORTH DAKOTA**

Certificate of Registration

Certificate Number 1014

This is to certify that Operator Service Company, LLC is registered to resell interexchange telecommunications services in North Dakota.

This certificate is issued in Case No. PU-05-374 and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, June 29, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 1015

This is to certify that Operator Service Company, LLC is registered as an intrastate operator service provider in North Dakota.

This certificate is issued in Case No. PU-05-374 and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, June 29, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner



210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com

Mr Jon Mielke, Executive Secretary
North Dakota Public Service Commission
600 E Boulevard Ave, Dept 408
Bismarck, ND 58505-0480

**Re: Application for Certificate of Registration
for Operator Service Company, LLC**

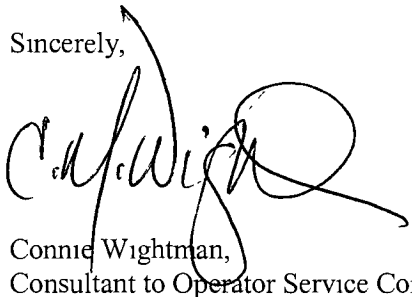
Dear Mr Mielke

Enclosed for filing, please find one (1) original and one (1) copy of the Application for Certificate of Registration for Operator Service Company, LLC (formerly known as Operator Service Company) Operator Service Company was registered with the North Dakota Public Service Commission, but as a result of a Partial Ownership Change, this registration was voluntarily dissolved on February 9, 2005 Operator Service Company, LLC will operate in the State of North Dakota offering the same rules, regulations, conditions, services and rates as Operator Service Company The company respectfully requests the certificate of Operator Service Company be cancelled on the date a Certificate for Operator Service Company, LLC is issued The original Secretary of State Certificate has been submitted to the North Dakota Public Service Commission with a Notice of Name Change and Partial Ownership Change on March 12, 2005

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided Any questions you may have pertaining to this filing may be directed to me at (407) 740-8575 or via email at cwrightman@tminc.com

Thank you for your assistance

Sincerely,


Connie Wightman,
Consultant to Operator Service Company

CW/im
Enclosure

cc Sharon Heblin, North Dakota PSC
Jill Froman, OSC
File OSC - ND
TMS NDO0502

1

PU-05-374

Pages 25

Long Distance/Operator Services Application

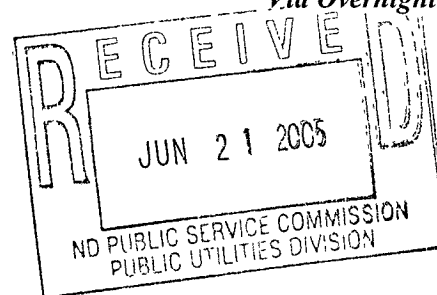
by Operator Service Company LLC by

06/21/2005

CC Comm Legal Ilona

June 21, 2005

Via Overnight





APPLICATION FOR CERTIFICATE OF REGISTRATION
NORTH DAKOTA PUBLIC SERVICE COMMISSION
 SFN 19245 (Rev 09-2001)

Business Name: OPERATOR SERVICE COMPANY, LLC		Telephone Number: 806-747-2474	
Address: 5302 AVENUE Q	City: LUBBOCK	State: TEXAS	Zip Code: 79412

OWNERS, PARTNERS, OR CORPORATE OFFICERS

NAME	ADDRESS	CITY	STATE	ZIP CODE
STEPHEN BAUS	5302 AVENUE Q	LUBBOCK	TX	79412
ROBERT J. JOUBRAN	5302 AVENUE Q	LUBBOCK	TX	79412
EVA M. KALAWASKI	5302 AVENUE Q	LUBBOCK	TX	79412

Authority Requested (Check more than one when applicable.)

Operator Service Provider Long Distance Reseller
 Wireless Service Provider Local Service Reseller

List other jurisdictions in which certification has been granted:

OPERATOR SERVICE COMPANY, LLC IS AUTHORIZED TO PROVIDED SERVICE IN ALL STATES WITH THE EXCEPTION OF ALASKA.

List other jurisdictions in which certificated has been denied or rescinded.

NONE

Describe any enforcement actions pending or finalized during the year in other jurisdictions.

NONE

Provide a list of all North Dakota sales representatives whether employees or private contractors.

Which company's(ies) services are you reselling?

GLOBAL CROSSING AND WORLDCOM COMMUNICATIONS

Expected Call Completion Rate During the Average Busy Hours of the Busy Season of the Year:

THE COMPANY'S SERVICES ARE AVAILABLE 24 HOURS A DAY / 7 DAYS A WEEK. THE COMPANY'S GOAL IS TO MAINTAIN A P.01 GRADE OF SERVICE AS ITS SERVICE STANDARD.

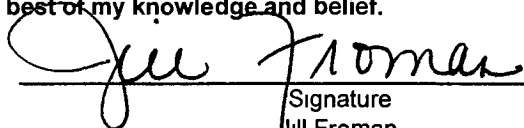
Provide other service standards: such as transmission, quality, emergency call handling, and operator response time.

Our service meets and exceeds minimum standards of this Commission and those of all others in which the Company operates.

If you are not an operator service provider, but you contract for operator services for your customers, provide the name(s) of the underlying operator service provider(s).

Not Applicable

Types of Services Provided by Your Company	
<input type="checkbox"/> Prepaid Calling Card Only PCS <input type="checkbox"/> Other (list)	<input checked="" type="checkbox"/> Travel Card <input checked="" type="checkbox"/> Calling Card <input type="checkbox"/> 10XXX <input type="checkbox"/> 950 <input type="checkbox"/> Inmate Service <input type="checkbox"/> Cellular <input type="checkbox"/>
Williams proposes to initially offer private line services to its customers. At some future date, the company may provide resold long distance services including direct dial 1+ or travel card service to its customers.	
If you offer prepaid calling cards only, describe the type and dollar amounts of required prepayments by customers and expected number of customers (after 3rd year of operation) required to make each type of prepayment.	
Not applicable	
Do any of the services you offer (other than the prepaid calling cards) require prepayment or deposit by customers? See N.D. Administrative Code 69-09-05-04(2b)	
<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes - List	
Describe type and dollar amounts of required prepayments by customers and expected number of customers (after 3rd year of operation) required to make each type of prepayment.	
Not applicable	

I certify that the information submitted is true and correct to the best of my knowledge and belief.	
<p>6/20/05</p> <hr/> <p>Date</p>	 <hr/> <p>Signature Bill Froman Chief Financial Officer</p> <hr/> <p>Title</p>



**CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION**
SECRETARY OF STATE
SFN 19381A (19381 + 7974) (10-99)

RECEIVED

FEB 07 2005

SEC. OF STATE

FOR OFFICE USE ONLY

ID #	20,663,200 FLC
WO#	193578
Filed	2-9-05
By	LF

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. The application is accompanied by
- *Certificate of authority fee of \$125
 - *Signed consent of registered agent and fee of \$10
 - *Current, ORIGINAL CERTIFICATE OF GOOD STANDING duly authenticated by the organizing officer of the state or country of organization
 - Certification of professional license
 - Signed consent to use of name and fee of \$10
 - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13 1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority

- Foreign Business Foreign Professional

3 Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin Operator Service Company, LLC

4 Federal ID #
75-2180408

5 Name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for certificate of authority is being submitted with

- Consent to use of name
- Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota
- Trade Name Registration to use a trade name when transacting business in North Dakota

6 Name to be used in North Dakota if different from that in number 3 (SEE INSTRUCTION)

7 Complete address of executive office (Street/RR, PO Box, City, State, Zip+ 4) which may not only be a post office box number

360 North Crescent Drive, South Building, Beverly Hills, CA 90210

8 State or country where organized
Delaware

9 Date when limited liability company will expire in state or country of origin (month, day, year)
Perpetual

10 Telephone #
(310)712-1850

11 Toll-free telephone #

12 Name of registered agent in North Dakota

C T Corporation System

13 Federal ID/Social Security # of registered agent
51-0006522

14 Address of registered agent in North Dakota (Street/RR, PO Box, City, State, Zip+ 4) which may not only be a post office box number

c/o C T Corporation System, 314 E. 9th Street, Bismarck, North Dakota 58501-4018

15 Nature of business or activities the limited liability company intends to conduct in the State of North Dakota

telecommunication services

16. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY

MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS				
		Street/RR	PO Box	City	State	Zip + 4
SEE ATTACHMENT	<input type="checkbox"/>					
	<input type="checkbox"/>					
	<input type="checkbox"/>					
	<input type="checkbox"/>					
	<input type="checkbox"/>					
Member	<input type="checkbox"/>					
Member	<input type="checkbox"/>					

If needed, attach sheet to add names of additional managers or governors

17 "The undersigned has read the foregoing application, knows the contents thereof and believes the statements are true"

Eva M. Kalawski
Original signature
Eva M. Kalawski

1/29/05
Date

18 Name of person to contact about this application

Daytime telephone #



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7936A (7936 + 7974) (7-99)

RECEIVED
FEB 07 2005
SEC. OF STATE

FOR OFFICE USE ONLY	
ID #	20,663,200
File #	—
WO #	193578
Filed	2-9-05 By UF

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust)

Operator Service Company, LLC

3. Name of the registered agent

C T Corporation System

4 Registered agent is (Check one)

- An individual North Dakota resident
- A corporation
- A limited liability company
- A limited liability partnership

5 Federal ID # or social security # of registered agent

51-0006522

6. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."

C T Corporation System

By: M. T. Feisth 2/1/05
Original signature of registered agent Date

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

OPERATOR SERVICE COMPANY, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that OPERATOR SERVICE COMPANY, LLC , a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on February 9, 2005, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

OPERATOR SERVICE COMPANY, LLC

Issued: February 22, 2005

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

OPERATOR SERVICE COMPANY, LLC
Secretary of State ID#: 20,663,200

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

OPERATOR SERVICE COMPANY, LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

OPERATOR SERVICE COMPANY, LLC

to transact business in this State under the name of

OPERATOR SERVICE COMPANY, LLC

Issued: February 9, 2005

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

MEMBERS:

BC Holding III Corporation	360 North Crescent Drive, South Building Beverly Hills, CA 90210
Onslow Holdings, LLC	19 La Cintilla Orinda, CA 94563

MANAGERS:

Stephen B Baus	19 La Cintilla Orinda, CA 94563
William F. Bricking	360 North Crescent Drive South Building Beverly Hills, CA 90210
Philip E. Norment	360 North Crescent Drive South Building Beverly Hills, CA 90210
Stephen T. Zollo	360 North Crescent Drive South Building Beverly Hills, CA 90210

Officers

Operator Service Company, LLC
532 Avenue Q
Lubbock, Texas 79412

Officers:

Stephen Baus	President
Robert J. Joubran	Vice President and Treasurer
Eva M. Kalawski	Vice President and Secretary

Onslow Holdings, LLC
9 Georgeff Road
Rolling Hills, California 90274

Sole Member:

Stephen Baus

Helbling, Sharon D.

From: Helbling, Sharon D
Sent: Wednesday, June 15, 2005 10:57 AM
To: 'imennens@tminc.com'
Subject: RE: Operator Service Company Name Change

Iris,

I think our last contact on this was that Operator Service Company, LLC would have to file an application because it is not a name change. If you want to wait, you could do this on our website after July 15. In any event, the certificates for Operator Service Company should be cancelled and you will have to request that we do so.

If there is some misunderstanding or if you do not agree with this process, please let me know. Thank you

Sharon

From: Iris Mennens [mailto:imennens@tminc.com]
Sent: Friday, June 03, 2005 7:21 AM
To: Helbling, Sharon D.
Subject: RE: Operator Service Company Name Change

Sharon,

The name change was very subtle. It was Operator Service Company, Inc. to be changed to Operator Service Company, LLC.

That was all.

Iris

-----Original Message-----

From: Helbling, Sharon D. [mailto:shelbling@state.nd.us]
Sent: Thursday, June 02, 2005 4:52 PM
To: 'imennens@tminc.com'
Subject: RE: Operator Service Company Name Change

Great. Thanks, but I notice this is not a name change. Operator Service Company is registered to provide long distance and operator services in North Dakota. Will that company continue to provide services in North Dakota under that name?

From: Iris Mennens [mailto:imennens@tminc.com]
Sent: Thursday, June 02, 2005 2:26 PM
To: Helbling, Sharon D.
Subject: RE: Operator Service Company Name Change

Hi Sharon,

Finally, attached please find the ND Application with the Secretary of State's office.

6/15/2005

Thank you for your patience

Sincerely,

IRIS

-----Original Message-----

From: Helbling, Sharon D. [mailto:shelbling@state.nd.us]

Sent: Wednesday, June 01, 2005 2:06 PM

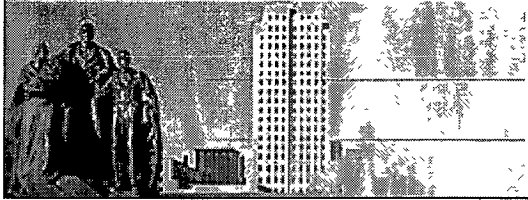
To: 'imennens@tminc.com'

Subject: Operator Service Company Name Change

Hi Iris,

On April 13th I received a message from you stating you would get me a copy of the Application for Name Change the company sent to the ND Secretary of State's office. I still haven't received that document. Please fax the document to me at 701-328-2410. Thank you.

Sharon



SECRETARY OF STATE NORTH DAKOTA



[Home](#) | [Business Search](#)

OPERATOR SERVICE COMPANY

Corporation Details

System ID: 7875900	Phone: (310) 712-1850
Type: FOREIGN BUSINESS CORPORATION	
Status: Dissolved Voluntarily	Status Date: 02/09/2005
Original File Date: 03/31/1992	Effective Date: 03/31/1992
State of Origin: Texas	

Nature of Business

DIRECORY ASSISTANCE AND OPERATOR SERVICES

Principal Office

2049 CENTURY PARK E STE 2700 O LOS ANGELES, CA 90067-

Registered Agent

SERVICE AFTER WITHDRAWAL
 360 N CRESCENT DR S BLDG
 BEVERLY HILLS, CA 90210-
 Established Date: Feb 09, 2005

Generate an Annual Report To File

To Generate a Annual Report form to be filed with the Secretary of State, select the appropriate year of the report you intend to file. This report does not contain details of a report previously filed with the Secretary of State. The annual report years reflected are an indication of the various report forms available in this site and is not an indication that an entity needs to file reports for all years. Missing years indicate that the forms for the missing year have not yet been deployed to the website, or have already been removed, and can be obtained by contacting the Secretary of State.

2002 2003 2004 2005 (generates a forms-fillable pdf in a new pop-up window)

[New Search](#)

[Privacy Policy](#) | [Contact Information](#)
 Copyright 2003 NDSOS. All rights reserved.



Helbling, Sharon D.

From: Helbling, Sharon D
Sent: Wednesday, June 01, 2005 1 06 PM
To: 'imennens@tminc.com'
Subject: Operator Service Company Name Change

Hi Iris,

On April 13th I received a message from you stating you would get me a copy of the Application for Name Change the company sent to the ND Secretary of State's office I still haven't received that document Please fax the document to me at 701-328-2410 Thank you

Sharon

Helbling, Sharon D.

From: Iris Mennens [imennens@tminc.com]
Sent: Wednesday, April 13, 2005 2:14 PM
To: Helbling, Sharon D
Subject: Name Change for Operator Service Company

Sharon,

Connie Wightman forwarded your email regarding the name change filing for Operator Service Company to me. I have requested the application portion from the Company and am still waiting on it.

I have reminded our client today and will forward it to you as soon as I receive it.

Thank you.

iris

Iris Mennens, Senior Associate Consultant TECHNOLOGIES MANAGEMENT, INC.

**210 North Park Avenue
Winter Park, Florida 32789**

Telephone: 407 740 3011 / 407 740 8575

Facsimile: 407 740 0613

www.tminc.com

Helbling, Sharon D.

From: Helbling, Sharon D
Sent: Wednesday, April 13, 2005 1 39 PM
To: 'cwightman@tminc.com'
Subject: Name Change for Operator Service Company

Connie,

On March 14th I responded to your March 11th letter notifying us of a name change for Operator Service Company. I asked that you send or fax me a copy of the Name Change papers from the North Dakota Secretary of State's office which is a two-page document. I have not received that document yet. You should have it in your files. My fax is 701-328-2410. If you fax me that document I can process the name change on the May 3rd commission meeting.

Sharon

Helbling, Sharon D.

From: Helbling, Sharon D
Sent: Monday, March 14, 2005 10:27 AM
To: 'cwrightman@tminc.com'
Subject: Name Change for Operator Service Company

Hi Connie,

I got your letter today. I need one thing yet. I need a copy of the Application to the North Dakota Secretary of State's office for a name change. It's usually a two-page document. You can fax it to me at 701-328-2410. Thanks.

By the way, for the future, we do not need any papers from the state in which the company is incorporated. I see you sent California papers.

Sharon

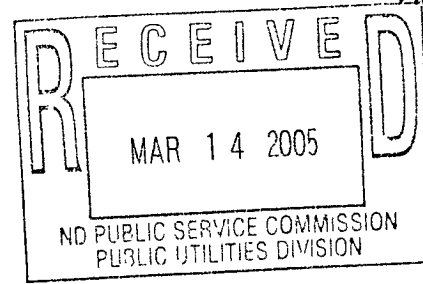


210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com

March 11, 2005
Via Overnight



Mr Jon Mielke, Executive Secretary
North Dakota Public Service Commission
600 E Boulevard Ave , Dept 408
Bismarck, ND 58505-0480

**Re: Name Change Notification for Operator Service Company
to be known as Operator Service Company, LLC**

Dear Mr Mielke

Please accept this letter and one (1) copy as official notification that the company known as Operator Service Company has changed its name to Operator Service Company, LLC Included with this filing is a Notice of Name Change, a copy of the Secretary of State Certificate, the original Certificate of Good Standing and the Company's amended Articles of Incorporation

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided Any questions you may have pertaining to this filing may be directed to me at (407) 740-8575 or via email at cwightman@tminc.com

Thank you for your assistance

Sincerely,

Connie Wightman,
Consultant to Operator Service Company

CW/tm

Enclosure

cc Jill Froman, OSC
File OSC - ND
TMS NDO0501

OPERATOR SERVICE COMPANY

NOTICE OF NAME CHANGE AND PARTIAL OWNERSHIP CHANGE

Operator Service Company, a Texas corporation, ("OSC") provides notice of a transfer of equity interest transaction between BC Holding III Corporation and Onslow Holdings, LLC, a California limited liability company, ("Buyer") As a result of this transaction OSC became a minority-owned subsidiary of Buyer, but will continue to operate as a separate entity OSC is currently certificated to provide intrastate interexchange telecommunications services in North Dakota and will retain its status as a telecommunications services provider in North Dakota OSC has changed its domicile to a Delaware limited liability company, known as Operator Service Company, LLC

I. DESCRIPTION OF TRANSACTION

Buyer is a company formed under the laws of California with its principal office located in California A copy of the certificate of formation is included as Exhibit 1 Buyer is not a certificated entity in the State of North Dakota and has not registered to do business in North Dakota as a foreign entity Buyer is a holding company organized for the purpose of holding an equity interest in OSC

On July 19, 2004, BC Holding III Corporation and Buyer entered into an agreement (the "Agreement"), pursuant to which Buyer will own a 49% interest in OSC OSC remains a separate operating company

II. CUSTOMER IMPACT

OSC remains a separate certificated company in the State of North Dakota This transaction has no effect on the rates or terms and conditions of service The toll free telephone number for customer service will remain the same 800-658-6041 OSC has changed its domicile to be a Delaware limited liability company in connection with this transaction

III. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is

Connie Wightman, Consultant to Operator Service Company, LLC
Technologies Management, Inc
210 Park Avenue North
Winter Park, Florida 32789
Telephone (407) 740-3008
Facsimile (407) 740-0613
email cwightman@tmnc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC is

Jill Froman, Chief Financial Officer
Operator Service Company
5302 Avenue Q
Lubbock, Texas 79412
Telephone (800) 658-6041
Facsimile (806) 747-0757
e-mail jill.froman@osc.com

A complete listing of officers for OSC and Buyer is attached as Exhibit 2

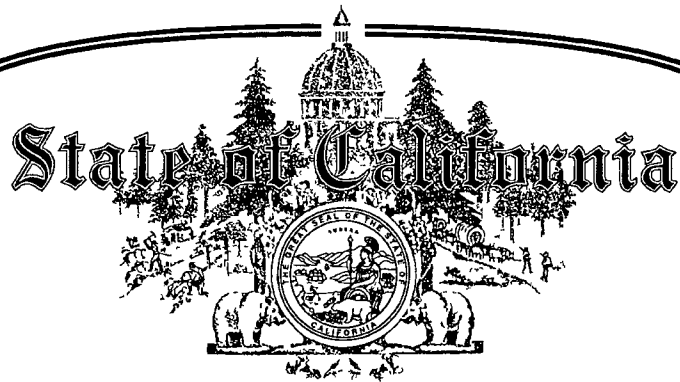
IV. PUBLIC INTEREST CONSIDERATIONS

This transaction has been transparent to OSC's customers, and has not resulted in the change of any rate, term or condition of service. Customers have continued to receive the same high-quality service at the same rates, terms and conditions and OSC continues to compete effectively and efficiently in the competitive telecommunications marketplace, offering high-quality cost-competitive services.

Onslow Holdings, LLC (Buyer)

Exhibit 1

CERTIFICATE OF FORMATION



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 14 2004



Kevin Shelley
Secretary of State



State of California
Kevin Shelley
Secretary of State

File # **200419610017**

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

ENDORSED - FILED
 In the office of the Secretary of State
 of the State of California

JUL 13 2004

KEVIN SHELLEY
Secretary of State

NOTE: A limited liability company is not permitted to render professional services.

A \$70.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. **NAME OF THE LIMITED LIABILITY COMPANY** (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD LIABILITY CO.," OR THE ABBREVIATIONS "LLC" OR "L.L.C.")

Onslow Holdings, LLC

2. **THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.**

INITIAL AGENT FOR SERVICE OF PROCESS - If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).

3. **NAME OF THE INITIAL AGENT FOR SERVICE OF PROCESS** Stephen Baus

4. **IF AN INDIVIDUAL, THE ADDRESS OF THE INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA**

ADDRESS 9 Georgeff Road

CITY Rolling Hills

STATE CA

ZIP CODE 90274

5. **THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY: (CHECK ONLY ONE)**

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

6. **ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.**

7. **TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)**

Holding Company

8. **I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.**

Stephen Baus
 SIGNATURE OF ORGANIZER

July 13, 2004

DATE

Stephen Baus

TYPE OR PRINT NAME OF ORGANIZER

9. **RETURN TO:**

NAME [Stephen Baus]

FIRM 9 Georgeff Road

ADDRESS Rolling Hills, CA 90274

CITY/STATE

ZIP CODE []



Operator Service Company, LLC

Exhibit 2

CERTIFICATE OF FORMATION

Delaware

PAGE 1

The First State

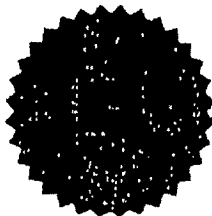
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPERATOR SERVICE COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005.

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

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

2328377 8300

050074233



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3649422

DATE: 01-28-05

MEMBERS:

BC Holding III Corporation	360 North Crescent Drive, South Building Beverly Hills, CA 90210
Onslow Holdings, LLC	19 La Cintilla Orinda, CA 94563

MANAGERS:

Stephen B. Baus	19 La Cintilla Orinda, CA 94563
William F. Bricking	360 North Crescent Drive South Building Beverly Hills, CA 90210
Philip E. Normant	360 North Crescent Drive South Building Beverly Hills, CA 90210
Stephen T. Zollo	360 North Crescent Drive South Building Beverly Hills, CA 90210