

# FOSTERDANOWSKY LLP

904 West Avenue, Suite 107

Austin, Texas 78701

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**Mark Foster**

Board Certified Administrative Law

Texas Board of Legal Specialization

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[mfoster@fosterdanowsky.com](mailto:mfoster@fosterdanowsky.com)

[www.fosterdanowsky.com](http://www.fosterdanowsky.com)

March 11, 2019

## VIA OVERNIGHT DELIVERY SERVICE

Pennsylvania Public Utility Commission

Commonwealth Keystone Building

400 North Street

Second Floor – Room N201

Harrisburg, PA 17120

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MAR 12 2019

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Re: Application of WANRack, LLC; Docket No. \_\_\_\_\_.

Dear Secretary:

Enclosed for filing please find an original of the Application of WANRack, LLC, to operate as a CLEC, CAP, and IXC along with a \$250 check to cover the filing fee. Also attached are two tariffs: **Competitive Local Exchange Tariff and Competitive Access Provider Service Tariff.**

**Applicant hereby requests proprietary treatment of the attached confidential Exhibit E Balance Sheet, Income Statement and Cash Flow Statement, in accordance with 52 Pa. Code §§ 5.362 and 5.365.**

Pursuant to Pa. Code §63.104(c), the Applicant is not proposing to tariff its IXC services. Furthermore, the Applicant is not proposing to bill other carriers for terminating/originating access charges. Therefore, no Switched Access tariff is attached. Copies have been served in accordance with the attached Certificate of Service.

Very truly yours,

  
Mark Foster

cc: David Hahn, Lackawanna 9-1-1 Coordinator  
Philip J Wood Jr., Verizon Pennsylvania and Verizon North  
Office of Consumer Advocate  
Office of Small Business Advocate  
Office of Attorney General

Encl.

**Application of:**

**WANRack, LLC** 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.

**WANRack, LLC  
15700 College Blvd., Suite 200  
Lenexa, KS 66219  
1-855-482-7225**

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.

**None.**

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

**Mark Foster  
FosterDanowsky LLP  
904 West Avenue, Suite 107  
Austin, TX 78701  
(O) 512-708-8700  
(F) 512-697-0058  
[mfoster@fosterdanowsky.com](mailto:mfoster@fosterdanowsky.com)**

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**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.

**Mark Foster**  
**FosterDanowsky LLP**  
**904 West Avenue, Suite 107**  
**Austin, TX 78701**  
**(O) 512-708-8700**  
**(F) 512-697-0058**  
**mfooster@fosterdanowsky.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).

**Steve Wilson**  
**15700 College Blvd., Suite 200**  
**Lenexa, KS 66219**  
**Email Steve.Wilson@wanrack.com**  
**1-855-482-7225**

**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.

**Sean Brown**  
**15700 College Blvd., Suite 200**  
**Lenexa, KS 66219**  
**Email Sean.Brown@wanrack.com**  
**1-855-482-7225**

**4. FICTITIOUS NAME:**

**The Applicant will not be using a fictitious name.**

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** Applicant has registered its business with the Pennsylvania Department of State. Please check the appropriate registration type for Applicant as designated with the Department.

**Applicant is a Foreign Limited Liability Company.**

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

**Corporation Service Company.  
2595 Interstate Drive, Suite 103  
Harrisburg, PA 17110**

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.

**See Exhibit A: Proof of Compliance with Department of State Foreign Limited Liability Company Requirements.**

Attach to the application 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.

**See Exhibit B: Applicant's Certificate of Formation.**

The Applicant is organized in the State of **Delaware**.

Give name and address of officers:

**Rob Oyler, CEO and Director  
15700 College Blvd., Suite 200  
Lenexa, KS 66219**

**Michael McKenzie, Director  
1900 K Street NW, Suite 1130  
Washington, D.C. 20006**

**Raghav Nayar, Director  
1900 K Street NW, Suite 1130  
Washington, D.C. 20006**

**6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**

**The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.**

**7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:**

**None.**

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

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

**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)

Competitive Local Exchange Carrier (**Facilities-based and Reseller**).  
**Note that Applicant will not be billing Access Charges.**

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. Provide a brief description of the facilities the Company will use to provide services. Specify whether those facilities are Company-owned or obtained from other companies as UNEs or on a resold basis.

**The Applicant will provide competitive local exchange telecommunications**

**services on a facilities-based and resold basis, including wholesale services to other carriers, access services to interconnecting carriers who terminate calls on its network, intrastate private line services, and non-facilities-based interexchange telecommunications services on a resold basis.**

**The Applicant has contacted by certified mail the following 911 coordinators in the Applicant's proposed service area:**

<p><b>David Hahn</b> <b>Lackawanna 9-1-1 Director</b> <b>30 Valley View Business Park</b> <b>Jessup, PA 18434</b></p>
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- 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.

**The Applicant proposes to operate as a CLEC within the exchanges of Verizon Pennsylvania, LLC and Verizon North, LLC which are located within Lackawanna County, particularly the Carbondale, Hamlin, Jermyn, Moosic, Moscow, Newfoundland, Olyphant, Pittston, Scranton, Taylor, Wallenpaupack, Wyoming, and Chapman Lake local calling areas. A copy of this Application is being served on these ILECs simultaneously with the filing of this Application with the Commission.**

**The Applicant proposes to operate as a Competitive Access Provider (CAP) and IXC reseller throughout the Commonwealth of Pennsylvania (statewide basis).**

- 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.

**Applicant will serve business / enterprise customers and governmental / institutional customers such as public schools.**

- 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.

**See Attachment C-1: Competitive Local Exchange Tariff**

**See Attachment C-2: Competitive Access Provider Service Tariff**

**Pursuant to Pa. Code §63.104(c), the Applicant is not proposing to tariff its IXC services. However, information pertaining to the rates, charges, terms and conditions for its competitive services is available for public inspection at 15700 College Blvd., Suite 200. Lenexa, KS 66219.**

**Furthermore, the Applicant is not proposing to bill other carriers for terminating/originating access charges. Therefore, no Switched Access tariff is proposed.**

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

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

**See Exhibit D entitled Organizational Chart.**

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

**See Confidential Exhibit E.**

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.

**WANRack is unable at this time to provide a tentative operating balance sheet and a projected income statement for its future operations because the data necessary to produce these documents is not yet available. However, based on its experiences in other states, WANRack anticipates that its planned Pennsylvania operations will be profitable in the second year of Pennsylvania operations.**

**WANRack's accounting records and supporting documentation are located at WANRack's headquarters at 15700 College Blvd., Suite 200. Lenexa, KS 66219.**

**Contact information for the custodian of these records is as follows:**

**Tony Gamelin.**  
**15700 College Blvd., Suite 200**  
**Lenexa, KS 66219**  
**941-223-8011**  
**tony@cfo-integrity.com**

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

**WANRack does not have a Bond Rating. WANRack has an existing revolving credit facility with its bank and a preferred equity facility with Grain Communications Opportunity Fund, L.P.**

**Attached as Exhibit F is a Schedule of Insurance Policies for insurance coverages. WANRack also has \$2,000,000 of workers comp coverage and \$1,000,000 of Employment Practices Liability Insurance (EPLI) coverage.**

**15. START DATE:** The Applicant proposes to begin offering services on or about **May 1, 2019.**

**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 further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part.**

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.

**See attached Certificate of Service.**

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 is a "telecommunications carrier" under the Federal Telecommunications Act of 1996 (the "Act"). The Applicant does not claim another particular status under 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.

**Neither the Applicant, an affiliate, a predecessor of either, nor a person identified in this Application has ever been convicted of a crime involving fraud or similar activity.**

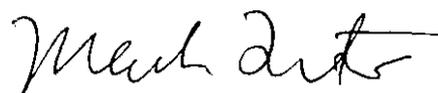
**Neither the Applicant, an affiliate, a predecessor of either, nor a person identified in this Application has been a defendant or a respondent in any such proceeding in the last five (5) years.**

- 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.

**The Applicant acknowledges its obligation.**

- 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.

**The Applicant acknowledges its obligation.**



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Mark Foster  
Texas Bar No. 07293850  
**FosterDanowsky LLP**  
904 West Ave, Suite 107  
Austin, TX 78701  
Office: (512) 708-8700  
Fax: (512) 697-0058  
[mfooster@fosterdanowsky.com](mailto:mfooster@fosterdanowsky.com)

**ATTORNEY FOR WANRACK, LLC**

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AFFIDAVIT

State of Kansas :  
: ss.  
County of Johnson :

Rob Oyler, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the President of WANRack, LLC

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

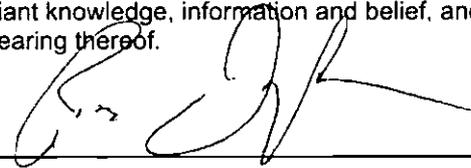
That WANRack, LLC, the Applicant herein, acknowledges that [he/she/it] may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, 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 WANRack, LLC, 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:**

That WANRack, LLC, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.pa.gov>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

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.

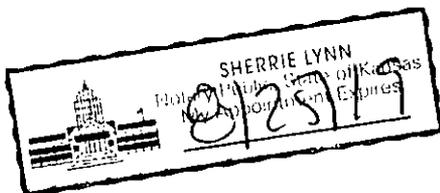
  
\_\_\_\_\_

Signature of Affiant

Sworn and subscribed before me this 18 day of February, 2019  
Month Year

  
\_\_\_\_\_

Signature of official administering oath



My Commission expires 8/25/19

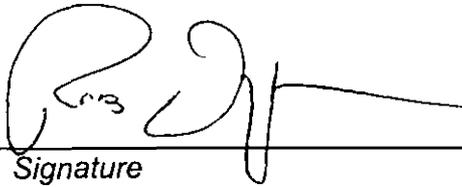
## **Verification**

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*I, Rob Oyler, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief), and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).*

2/13/19

Date



Signature

**Rob Oyler**  
Printed name

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SECRETARY'S BUREAU

# **EXHIBIT A**

## **Proof of Compliance with Department of State Foreign Limited Liability Company Requirements**

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SECRETARY'S BUREAU

**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <u>CSC order #646503-5</u> <u>UBJ</u> Name  CSC (xx) Return document by email to: <u>cscpa@cscglobal.com</u>	Foreign Registration Statement DSCB:16-412 (rev. 2/2017)  TCO190227RA0502
--	---

Read all instructions prior to completing. This form may be sul

Fee: \$250

I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

1. The type of association is (check only one):

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Business Corporation                 | <input type="checkbox"/> Limited Partnership                     | <input type="checkbox"/> Business Trust           |
| <input type="checkbox"/> Nonprofit Corporation                | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership   |   |

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

WANRack, LLC

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

3. The jurisdiction of formation is: Delaware

4. The street and mailing address of the association's principal office.

<u>15700 College Blvd., Suite 200</u>	<u>Lenexa</u>	<u>KS</u>	<u>66219</u>
Number and street	City	State	Zip

4A. The street and mailing address of the office, if any, required to be maintained by the law of the association's jurisdiction of formation in that jurisdiction:

Number and street	City	State	Zip
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2019 FEB 27 AM 9:51

PA. DEPT. OF STATE



# **EXHIBIT B**

## **Applicant's Certificate of Formation**

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SECRETARY'S BUREAU

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND  
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "WANRACK, LLC"  
FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER,  
A.D. 2017, AT 2:23 O`CLOCK P.M.



6635548 8100F  
SR# 20177265194

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203646839  
Date: 11-29-17

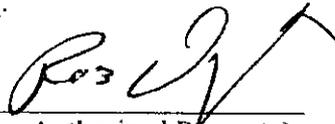
**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

- **First:** The name of the limited liability company is WANRACK, LLC
- **Second:** The address of its registered office in the State of Delaware is 251 LITTLE FALLS DRIVE in the City of WILMINGTON  
Zip Code 19808

The name of its Registered agent at such address is CORPORATION SERVICE COMPANY

- **Third:** (Insert any other matters the members determine to include herein.)

**In Witness Whereof**, the undersigned have executed this Certificate of Formation this 28<sup>th</sup> day of NOVEMBER, 2017.

By:   
Authorized Person(s)

Name: ROB OYLER  
Typed or Printed

# **EXHIBIT D**

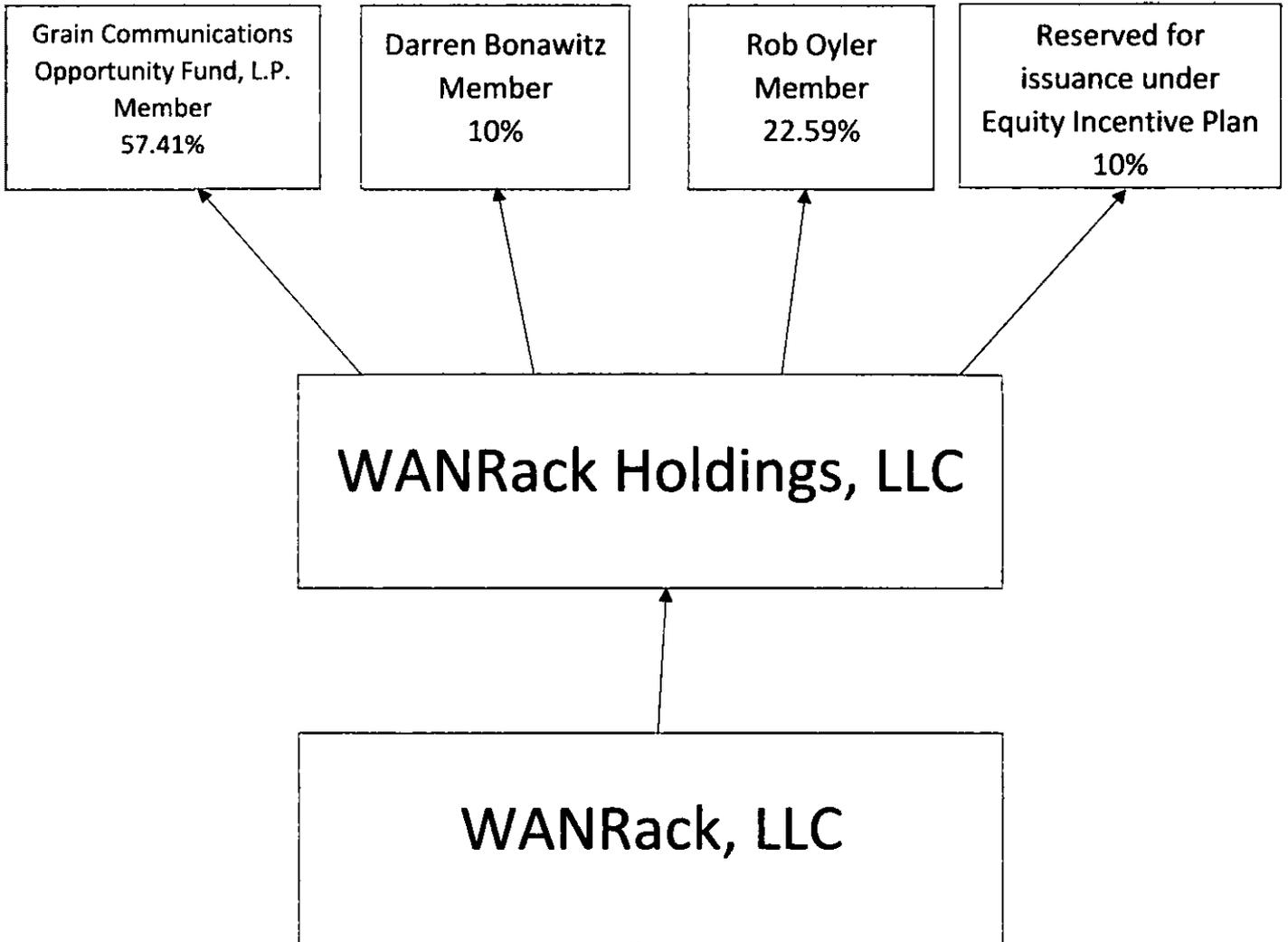
## **ORGANIZATIONAL CHART**

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

# OWNERSHIP CHART



# **EXHIBIT F**

## **SCHEDULE OF INSURANCE POLICIES**

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SECRETARY'S BUREAU

## Schedule of Policies

Coverage	Effective Dates	Limits	Deductible / Retention
Property & General Liability	5/1/2018-2019	\$30K BPP; \$500K for each Above/Underground Fiber \$1mm/\$2mm	\$1,000; \$50,000 - N/A
Hired & Non-Owned Auto Liability	5/1/2018-2019	\$1mm Combined Single Limits	N/A
Errors & Omissions & Cyber Liability	6/1/2018-2019	\$3,000,000	\$25,000
Umbrella	5/1/2018-2019	\$10mm/\$10mm	N/A
Management Liability	6/1/2018-2019	\$1,000,000	\$5,000

**CERTIFICATE OF SERVICE**

I certify that a copy of this document was served on all parties in this proceeding on March 11, 2019, in the following manner: first class mail.

**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

**Verizon Pennsylvania, LLC**  
Philip J Wood Jr  
417 Walnut Street 1<sup>st</sup> Floor  
Harrisburg, PA 17101

**Verizon North, LLC**  
Philip J Wood Jr  
417 Walnut Street 1<sup>st</sup> Floor  
Harrisburg, PA 17101



\_\_\_\_\_  
Mark Foster

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MAR 12 2019

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

# View/Print Label

1. **Ensure there are no other shipping or tracking labels attached to your package.** Select the Print button on the print dialogue box that appears. Note: If your browser does not support this function, select Print from the File menu to print the label.

2. **Fold the printed label at the solid line below.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.

3. **GETTING YOUR SHIPMENT TO UPS**  
**Customers with a scheduled Pickup**

- o Your driver will pickup your shipment(s) as usual.

**Customers without a scheduled Pickup**

- o Schedule a Pickup on ups.com to have a UPS driver pickup all of your packages.
- o Take your package to any location of The UPS Store®, UPS Access Point (TM) location, UPS Drop Box, UPS Customer Center, Staples® or Authorized Shipping Outlet near you. To find the location nearest you, please visit the 'Locations' Quick link at ups.com.

UPS Access Point™  
 THE UPS STORE  
 1108 LAVACA ST

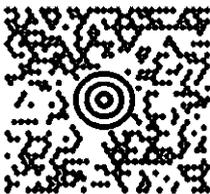
UPS Access Point™  
 THE UPS STORE  
 815 BRAZOS ST

AUSTIN TX

AUSTIN TX

UPS Access Point™  
 THE UPS STORE #2258  
 512 W MARTIN LUTHER KING JR  
 BLVD  
 AUSTIN TX

FOLD HERE

MARK FOSTER 5127088700 MARK FOSTER 904 WEST AVENUE, SUITE 107, NO AUSTIN TX 78701	5.0 LBS LTR	1 OF 1
SHIP TO: PENNSYLVANIA PUC SECOND FLOOR - ROOM N201 400 NORTH STREET <b>HARRISBURG PA 17120</b>		
	<b>PA 171 9-20</b> 	
<b>UPS NEXT DAY AIR</b>		<b>1</b>
TRACKING #: 1Z 9V9 92W 01 9002 0950		
		
BILLING: P/P		
XOL 19.01.26 NV45 09 0A 01/2019		