

Lance J.M. Steinhart, P.C.

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October 12, 2001

VIA OVERNIGHT DELIVERY

Ms. Janet H. Deixler
Acting Executive Secretary
State of New York
Department of Public Service
Public Service Commission
Three Empire State Plaza
Albany, New York 12223
(518) 474-6530

Re: BAK Communications, LLC

SP22

Dear Ms. Deixler:

On behalf of BAK Communications, LLC enclosed please find one original and four (4) copies of BAK Communications, LLC's Petition for a Certificate of Public Convenience and Necessity as a Reseller of Telephone Services and Approval to Acquire the New York Customers of Voice Vision International, Inc.

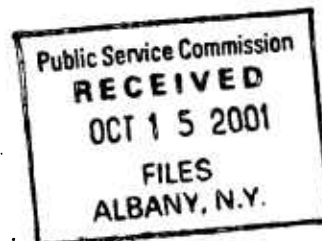
This filing includes a tariff consisting of sheets 1 through 39 bearing an issue date of October 15, 2001 and an effective date of January 14, 2002. BAK Communications, LLC hereby requests that its tariff become effective on the earliest possible date following certification.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope. If you have any questions, or if I may provide you with additional information, please do not hesitate to call me.

ack - w/cv

Respectfully submitted,

[Signature]
Lance J.M. Steinhart
Attorney for BAK Communications, LLC



Enclosures

cc: Fred Kunik

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

In the Matter of)
)
BAK Communications, LLC)
)
Application For a Certificate of Public)
Convenience and Necessity)
For Certification)
as a Reseller) **Case No.**

and

Application for Approval to)
Acquire the New York Customers of)
Voice Vision International, Inc.)

**APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY FOR CERTIFICATION AS A RESELLER**

AND

APPLICATION FOR APPROVAL TO ACQUIRE CUSTOMERS

BAK Communications, LLC (hereinafter the "Applicant"), through its attorney, hereby petitions the New York Public Service Commission (hereinafter the "Commission") for (1) A Certificate of Public Convenience and Necessity for Certification as a Reseller pursuant to Section 99 of New York State Public Service Law and (2) Approval to Acquire the Customer Base of Voice Vision International, Inc., pursuant to Section 99 of New York State Public Service Law. In support thereof, the following information is provided:

PART I – CERTIFICATION AS A RESELLER

1. Identification of applicant and principal business office:

- Company Name: BAK Communications, LLC
- Street Address: 1108 E. 17th Street, Santa Ana, California 92701
- President and Telephone/Fax
- Fred Kunik Manager
- Telephone: (714) 569-0300
- Fax: (714) 569-0882
-
- Other Officers and Telephone/Fax:
- William J. Nolan, III CFO
- Telephone: (714) 569-0300
- Fax: (714) 569-0882

Copies of all correspondence should be sent to Lance J.M. Steinhart, Esq., 6455 East Johns Crossing, Suite 285, Duluth, Georgia 30097 who can be reached at 770-232-9200 (telephone), 770-232-9208 (facsimile), and lsteinhart@telecomcounsel.com (e-mail).

2. Authority to Transact Business in New York

A copy of the company's authority to transact business in New York and a copy of the company's Articles of Organization are attached hereto as Exhibit A.

3. General description of the services to be offered and how it would enhance competition in the area to be served.

Upon receiving certification, the company intends to provide interstate and intrastate resold telecommunications services in New York, including the following:

1. Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Prepaid and Postpaid calling cards;
- D. Directory Assistance; and
- E. Frame Relay and other data services.

2. Local Exchange:

- A. Local Exchange Services for business and residence customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs.
- B. Switched local exchange services such as flat-rated and measure-rated local services; vertical services, Direct Inward and Outward Dialed trunks, carrier access, public and semi-public coin telephone services, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (*e.g.*, private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.

Grant of this Application will further the public interest and enhance competition by expanding the availability of competitive telecommunications services in the State of New York. In addition, intrastate offering of these services is in the public interest because the services will provide customers with access to new technologies and service choices, and can permit customers to achieve increased efficiencies and cost savings. Applicant's entry into the telecommunications services market thereby will enhance materially the telecommunications infrastructure in the State of New York and will facilitate economic development.

In particular, the public will benefit directly, through the use of the competitive services to be offered by Applicant, and indirectly, because the presence of Applicant in this market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service.

4. Compliance with Commission's Order in Case 94-C-0095, issued May 22, 1996.

The Applicant will comply with all of the requirements set forth in the Commission's Order in Case 94-C-0095, issued May 22, 1996. The specific methodology for such compliance is set forth in Exhibit B which is attached hereto.

5. Statement regarding switching customers

The company has never acquired a customer by switching it from another company without the customer's authorization.

6. Statement regarding complaints

The company was never the subject of a complaint and/or investigation for unauthorized switching of a customer's local or long distance service from one carrier to another.

7. Federal Employer Identification Number.

Applicant's federal employer identification number is 33-0975728.

8. Tariff

Applicant's proposed interexchange tariff is attached hereto as Exhibit C.

9. IntraLATA presubscription implementation plan.

A copy of the Applicant's IntraLATA presubscription implementation plan is attached hereto as Exhibit D.

PART II – ACQUISITION OF CUSTOMERS

10. The Parties.

BAK Communications, LLC is a California limited liability whose principal place of business is located in the State of California as described above. BAK has never provided telecommunications services in the State of New York,

Voice Vision International, Inc. (“VVI”) , is a Delaware corporation whose principal place of business is located at 444 South Flower Street, Los Angeles, CA 90017. Voice Vision International, Inc. was granted a Certificate of Public Convenience and Necessity to resell all forms of telephone service in New York in Case No. 98-C-0945. Voice provides resold interexchange service in approximately 25 states.

11. The Transaction

VVI filed for protection under Chapter 11 of the United States Bankruptcy Code. VVI has filed a motion with the United States Bankruptcy, Central District of California, under which BAK will purchase substantially all of VVI’s assets, including its customer base. See Attachment E, a copy of the Notice of Motion, along with a copy of a Limited Waiver under CC Dockets No. 00-257; Implementation of the Subscriber Carrier Selection Change Provisions of the Telecommunications Act of 1996, filed with the FCC, under the new streamlined regulations.

12. Public Interest

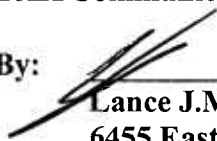
The prompt approval of this application is in the public interest because the current and future customers of Voice Vision International, Inc. will benefit from the investments that BAK is going to make in network improvements and customer service. The acquisition of the assets of VVI will also help to enable BAK to become a premier provider of calling card and other services, and to achieve economies of scale and scope in providing a wide range of retail telecommunications services to end-user customers in the State of New York.

In view of the foregoing, Applicant hereby respectfully submits that the Public Convenience and Necessity would be served by the grant of: (1) A Certificate of Public Convenience and Necessity for Certification as a Reseller within the State of New York; and (2); Approval to Acquire the Customer Base of Voice Vision International, Inc..

Respectfully submitted,

BAK Communications, LLC

By:



Lance J.M. Steinhart, Esq.
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097
770-232-9200
Its Attorney

Duluth, Georgia

 all 11 , 2001

LIST OF EXHIBITS

Exhibit A - Authority To Transact Business

**Exhibit B- Compliance with the Commission's Order in
Case 94-C-0095**

Exhibit C – Interexchange Tariff

Exhibit D - IntraLATA Presubscription Implementation Plan

Exhibit E – Bankruptcy Court Notice of Motion

**Exhibit A - Authority to Transact Business
& Articles of Organization**

CERTIFICATE OF AUTHORITY UNDER SEC. 805 OF THE LIMITED LIABILITY COMPANY LAW

ENTITY NAME: BAK COMMUNICATIONS, LLC

DOCUMENT TYPE: APPLICATION FOR AUTHORITY (FOR LLC)

COUNTY: NEWY

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

FILED:10/09/2001 DURATION:***** CASH#:011009000421 FILM #:011009000397

ADDRESS FOR PROCESS

EXIST DATE

THE LLC

10/09/2001

08 E 17TH STREET
SANTA ANA, CA 92701

REGISTERED AGENT



THIS FILING HAS AN ASSOCIATED PUBLICATION REQUIREMENT. THE NEWSPAPERS IN WHICH THIS PUBLICATION IS TO BE MADE ARE DESIGNATED BY THE COUNTY CLERK OF THE COUNTY IN WHICH THE ENTITY'S OFFICE IS LOCATED. CONTACT THE RESPECTIVE COUNTY CLERK FOR FURTHER INFORMATION.

FILER	FEES		PAYMENTS	
		250.00		250.00
	FILING	250.00	CASH	0.00
LAW OFFICE OF LANCE JM STEINHART	TAX	0.00	CHECK	250.00
6455 EAST JOHNS CROSSING	CERT	0.00	CHARGE	0.00
SUITE 285	COPIES	0.00	DRAWDOWN	0.00
DULUTH, GA 30097	HANDLING	0.00	BILLED	0.00
			REFUND	0.00



SECRETARY OF STATE

I, *BILL JONES*, 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 1 0 2001



Bill Jones

Secretary of State



State of California
Bill Jones
Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.
IMPORTANT - Read instructions before completing this form.

200119110094
File#

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

JUL 05 2001

BILL JONES, Secretary of State

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.")
BAK Communications, 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.

3. Name the agent for service of process and check the appropriate provision below:
Nichole Mongeon _____ which is
 an individual residing in California. Proceed to item 4.
 a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.

4. If an individual, California address of the agent for service of process:
Address: 1108 E. 17th St.
City: Santa Ana State: CA Zip Code: 92701

5. The limited liability company will be managed by: (check one)
 one manager more than one manager single member limited liability company all limited liability company members

6. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.

7. Number of pages attached, if any: 0

8. Type of business of the limited liability company. (For informational purposes only)
Telecommunications

9. DECLARATION: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Darin Margules
Signature of Organizer

Darin Margules
Type or Print Name of Organizer

July 3, 2001
Date



10. RETURN TO:
NAME Darin Margules, Esq.
FIRM Tyre Kaimins Katz & Grant
ADDRESS 1880 Century Park East, Suite 300
CITY/STATE Los Angeles, CA
ZIP CODE 90067

TYRE KAMINS KATZ & GRANOF
A Law Corporation
1880 Century Park East
Suite 300
Los Angeles, California 90067-1666
(310) 553-6822
(310) 552-9024/FAX

FAX TRANSMITTAL COVER PAGE

DATE: September 14, 2001
FROM: Darin Margules
TO: Lance J. M. Steinhart, Esq.
FAX #: 770 232-9208

Number of pages, including this page: 3

Client/Matter Number: 49100.3

Message: See attached copy of Articles of Organization for BAK Communications, LLC.

Please acknowledge receipt of this FAX by return FAX

If any pages are not received or are illegible, please call (310) 553-6822, Ext. 205 before 5:30 p.m. (PST) or, after 5:30 p.m. (PST) send us a FAX telling us what pages were not received clearly.

PRIVACY NOTE

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential or exempt from disclosure under applicable Federal or State law. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited.

If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via regular U.S. mail. Thank you.

Exhibit B

Applicant will comply with the requirements set forth in the Commission's February 10, 1994 Order in Case 94-C-0095 as follows:

i. provide, without undue discrimination or preference, service to any willing customer within the carrier's defined service territory.

RESPONSE: Applicant will serve any willing customer in the area where it constructs facilities capable of serving the customer.

ii. provide access to public safety/emergency telephone services (911, E-911, 0-), the statewide relay system, and Lifeline service.

RESPONSE: Applicant will provide E-911 access wherever it is available by providing customer data for any authorized E-911 databases and by routing 911 calls through the local authorized network to the Public Safety Answering Point so that all calls will carry with them the E-911 information. Where E-911 is not available, Applicant will also route 911 calls through the local authorized network. Applicant will initially contract with another entity certified by the Commission for the provision of 0- service, but may subsequently provide such services itself. Applicant will provide access to the statewide relay system through use of direct connect facilities or use of an 800 number, and will make such changes to relay system access as may be required. Applicant will offer Lifeline service by reselling any available Lifeline service.

iii. Comply with the Commission's Telephone Fair Practices rules (TFPA) (16 NYCRR Part 630, et. seq.).

RESPONSE: Applicant will comply with Part 633. Its billing system will accommodate Part 633 requirements.

iv. Comply with the Commission's common carrier rules (16 NYCRR Part 605).

RESPONSE: Applicant will comply with these rules.

v. Comply with the Commission's Statement of Policy on Privacy in Telecommunications (Case 90-C-0075, issued March 22, 1991).

RESPONSE: Applicant will comply with this Statement.

vi. Comply with the Commission's Open Network Architecture (ONA) Principles (Case 88-C-004), Opinion No. 89-28, issued September 11, 1989).

RESPONSE: Applicant will comply with these Principles.

vii. Provide reasonable interconnections for the joint provision of service to any duly certificated carrier requesting such interconnection.

RESPONSE: Applicant will provide such interconnection. Applicant will participate in any established Commission on Standards and Cooperative Practices (or the equivalent) covering any service territory in which it operates.

viii. Comply with the Commission's service quality standards (16 NYCRR, Part 603).

RESPONSE: Applicant will comply with these standards.

1 herewith. If you would like copies of the memorandum and declaration, they are available
2 from the Office of the Clerk of the Bankruptcy Court or by written request to counsel for VVI
at the address or fax number set forth above.

3 The proposed purchaser, BAK Communications, LLC ("BAK") has offered to pay
4 \$700,000 in cash at closing for substantially all of the Debtor's tangible and intangible assets
5 (the "General Assets"), excluding (a) VVI's 1+ customer list (the "1+ Customer List"), and
6 (b) the "excluded assets," which are defined in the proposed Asset Purchase Agreement as
7 bank accounts, cash on hand, deposits, accounts receivable, and claims and causes of action,
8 including without limitation those claims and causes of action arising under the Bankruptcy
9 Code. BAK has also offered to purchase the 1+ Customer List for an additional cash purchase
price of \$150,000. Both offers are for cash at closing and provide for a closing within 45 days
after entry of an order approving the sale. BAK has made a cash deposit in the amount of 20%
of the proposed purchase price (i.e., \$140,000 for the General Assets and an additional \$30,000
for the 1+ Customer List).

10 VVI has filed a separate "Notice Of Motion; Emergency Ex Parte Motion For An Order
11 Approving Sale Procedures With Respect To Debtor's Proposed Sale Of Substantially All
12 Operating Assets Of The Estate, Free And Clear Of Liens, Claims, And Interests" to approve
13 the bidding procedures to which it has agreed with the proposed purchaser. Because the most
14 likely overbidders for the 1+ Customer List may be different than the most likely overbidders
15 for the General Assets, VVI and BAK have agreed that there will be two separate auctions.
16 BAK will not be obligated to purchase the 1+ Customer List if it is not the successful bidder
17 for the General Assets, but will proceed with the purchase of the General Assets even if an
18 alternative bidder is the high bidder for the 1+ Customer List. If this Court does not approve
19 the ex parte application or modifies the sale procedure, VVI shall provide such additional
20 notice as the Court deems necessary.

21 VVI has agreed to make available to any qualified bidder who executes an appropriate
22 confidentiality agreement access to VVI's books, records, and information to enable any such
23 party to determine whether to submit an overbid. In order to be a Qualified Bidder at the sale
24 hearing, a bidder must bring to the hearing a cashier's check in an amount equal to 20% of the
25 BAK bid for the assets upon which that bidder wishes to bid and must provide VVI with
26 sufficient information to enable VVI to establish that the overbidder can provide adequate
27 assurance of future performance under any executory contracts to be assumed by that
28 overbidder. Any overbid should be on substantially the same terms and conditions as BAK's
offer. Alteration of the terms or additional conditions may result in rejection of an offer even
if it is at a higher price.

If BAK is not the successful bidder for the General Assets, BAK will be entitled to
reimbursement to its actual out-of-pocket expenses, but no breakup fee. BAK will file with the
Bankruptcy Court, and serve on VVI's counsel and any bidders who have expressed an interest
in bidding on the General Assets, a statement of its actual out-of-pocket expenses at least two
business days prior to the sale hearing.

With respect to the sale of the General Assets, the minimum overbid at the sale hearing
will be the sum of BAK's actual out-of-pocket expenses plus \$50,000. Subsequent minimum
overbids will be \$50,000. BAK will have the right to match any overbid, including a credit for
its actual out-of-pocket expenses. Any overbidder will then have the right to increase its bid to

1 "out bid" BAK.

2 A second sale will be conducted for the 1+ Customer List. At that sale, the minimum
3 overbid will be \$25,000. BAK will, again, have a right to match that bid. Any overbidder will
4 have the right to out bid BAK thereafter.

5 At the conclusion of the bidding, VVI will recommend to the Court which bid(s) it
6 believes, taken together, generate the greatest total value for creditors of the bankruptcy estate
7 and will request that the Bankruptcy Court approve those bid(s).

8 The existing equityholders of BAK are also the equityholders of VVI's largest calling
9 card customer, Continental Currency. They have formed BAK for the purpose of acquiring the
10 assets of VVI and have agreed to contribute sufficient capital to enable BAK to do so. They
11 have offered employment to Rabih Aridi, VVI's president, sole shareholder and sole director.
12 They have agreed to pay Mr. Aridi a salary of \$150,000 and to offer him options to acquire a
13 substantial minority equity interest in BAK, based upon actual performance of BAK after the
14 sale. Other bidders need not offer Aridi employment and VVI's agreement with BAK is not
15 conditioned on finalization of the proposed employment agreement between Aridi and BAK.
16 BAK is the only party that has offered to purchase VVI's assets at any price. VVI's efforts to
17 obtain alternative purchase offers and/or a capital infusion into VVI have been unsuccessful.
18 VVI has attempted to create a level playing field to allow any other party that may have an
19 interest in acquiring VVI's General Assets or 1+ Customer List to bid on a competitive basis,
20 thereby maximizing value for unsecured creditors.

21 The proposed sale is free and clear of all liens. Copies of the memorandum of points
22 and authorities and declaration have been served on those creditors who VVI knows may assert
23 liens or interests in VVI's assets. VVI proposes to transfer to the proceeds, with the same
24 validity and priority they have on the assets being sold, without attempting to allocate the price
25 paid among the individual pieces of equipment being sold. VVI will propose a subsequent
26 allocation of value to the Bankruptcy Court based upon an appraisal of the equipment to be
27 sold. Because the equipment is being sold in bulk and no one lien creditor has a lien on all or
28 substantially all of the equipment, VVI requests that only bids for all of the General Assets be
accepted and that secured creditors not be allowed to bid on individual pieces of equipment.

If the sale order is approved, the acquirer of VVI's General Assets will also be
authorized to collect VVI's accounts receivable. To maximize the value of the accounts
receivable, BAK will pay for future services with respect to calling cards previously sold by
VVI. BAK will recoup the actual out-of-pocket costs for such payments and remit the net
accounts receivable, less a collection fee, to VVI. Such collections will remain subject to any
existing liens and will be segregated separately from the purchase price for the equipment.
BAK will also collect VVI's 1+ customer accounts receivable and will remit those collections,
less a collection fee, to VVI. For accounts that are less than 120 days old at closing, the
collection fee will be 15%, for accounts that are more than 120 days old but less than 270 days
old at closing, the collection fee will be 35%, and for accounts that are more than 270 days old
at closing, the collection fee will be 60%.

VVI believes that the sale is in the best interests of creditors and that absent the sale,
there is a risk that VVI will be forced to cease operations. Such a cessation will dramatically
reduce the value of VVI's accounts receivable. Dismantling of the switch room and sale of the
individual pieces of equipment on a piecemeal basis will substantially reduce the realizable

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value in the equipment, and reduce the total collections on VVI's accounts receivable. VVI believes that the proposed sale will maximize the total value to be shared among VVI's creditors. Because VVI has multiple secured creditors and the value of the collateral of each secured creditor must be determined in order to allocate the purchase price among the secured creditors and the free and clear assets, VVI cannot at this time predict how much of the sale proceeds, if any, will be available to unsecured creditors.

If you object to the proposed sale, you must file your objection in writing with the Clerk of the Court and serve a copy thereof upon counsel for VVI at the address set forth above pursuant to Local Bankruptcy Rule 9013-1(g), at least two weeks prior to the hearing on the sale. Failure to timely file and serve a written objection to the sale may be deemed to constitute consent to the relief requested in this notice of motion and motion. If you objection to the sale procedures, you must timely object to the ex parte application for approval of those procedures.

Dated: September 21, 2001

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
Jeff Krause
JEFFREY C. KRAUSE
Proposed Counsel for Debtor-in-Possession

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PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is: Merrill Corporation, 1801 Century Park East, Suite 110, Los Angeles, California 90067. On September 21, 2001, I served the foregoing document(s) described as: **NOTICE OF MOTION AND MOTION TO SELL SUBSTANTIALLY ALL OF THE DEBTOR'S OPERATING ASSETS AND ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS** on interested parties in this action by placing the original true copy(ies) thereof enclosed in sealed envelopes as follows: as stated on the attached mailing list:

[SEE ATTACHED SERVICE LIST]

BY MAIL (C.C.P. § 1013(a)) I am readily familiar with the firm's practice of collection and processing correspondence for mailing with the U.S. postal service. Under that practice it would be deposited with U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. The envelope was sealed and placed for collection and mailing on that date following ordinary business practices.

BY FAX (C.C.P. § 1013(a)(e); CRC 2008) by transmitting said document(s) by electronic facsimile at approximately .m. at 2029 Century Park East, #2400, Los Angeles, California 90067 to the respective facsimile number(s) of the party(ies) as stated on the attached mailing list. The transmission was reported as complete without error. Attached is a true copy of the transmission report which was properly issued by the transmitting facsimile machine.

BY PERSONAL SERVICE (C.C.P. 1011(a); Los Angeles County Local Rule 9.8(d)) I delivered such envelope(s) by hand to the offices of the addressee(s).

(STATE) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

(FEDERAL) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on _____ at Los-Angeles, California.

MICHAEL CLEMENTE
[Print Name Of Person Executing Proof]


[Signature]