



AT&T Services, Inc.
645 E. Plumb Lane, C142
Reno, NV 89502

T: 775 333 3991
F: 775 333 2364
janice.ono@att.com

RECEIVED

2011 NOV 22 AM 10:45

IDAHO PUBLIC
UTILITIES COMMISSION

November 21, 2011

TCS-T-11-01

Jean Jewell, Commission Secretary
Idaho Public Utilities Commission
472 W. Washington
Boise, ID 83720-0074

Re: TC Systems, Inc. – Application and Request for Authority

Dear Ms. Jewell,

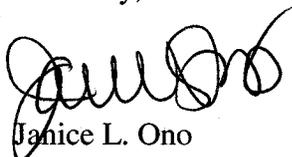
Enclosed please find the Application and Request for Authority of TC Systems, Inc. to be recognized by the Idaho Public Utilities Commission (Commission) as a telecommunications company that does not intend to provide basic local exchange service in the State of Idaho.

TC Systems, Inc. will provision transport facilities to its affiliate, AT&T Corp., which will offer Voice over Internet Protocol (“VoIP”) service to business customers in Idaho. As AT&T Corp. will only be providing business VoIP (“BVoIP”), an information service, to customers in Idaho, it is not seeking a Certificate of Public Convenience and Necessity or a registration with the Commission.

I am enclosing the original and three (3) copies, along with an extra copy and a self-addressed, stamped envelope. Please file-stamp and return the extra copy to me in the enclosed envelope.

Please contact John Sisemore (214-757-3244) if you have any questions or concerns regarding this filing.

Sincerely,



Janice L. Ono

Enclosures

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

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IDAHO PUBLIC
UTILITIES COMMISSION

IN THE MATTER OF THE)
APPLICATION OF TC SYSTEMS,)
INC. TO REGISTER AS A)
WHOLESALE PROVIDER OF) CASE NO.
TELECOMMUNICATIONS)
SERVICES WITHIN THE STATE OF)
IDAHO)

APPLICATION AND REQUEST FOR AUTHORITY

Application is hereby made to the Idaho Public Utilities Commission (“Commission”) for TC Systems, Inc. (“Applicant” or “TC Systems, Inc.”) to be recognized by the Commission as a telecommunications company that does not intend to provide basic local exchange service pursuant to modified Commission Rule 114, IDAPA 3 1.01.01.114., as clarified in Procedural Order No. 32277 in Case No. GNR-T-11-01. The following general information and exhibits are furnished in support thereof:

1. Applicant’s name, address and form of business.

- A. Applicant is a competitive telecommunications company that intends to offer wholesale transport service to one of its affiliates in the state of Idaho.
- B. The Applicant, TC Systems, Inc., is incorporated in the State of Delaware and is in good standing under the laws of that state. Attached as **Exhibit 1** to this Application is a copy of its Articles of Incorporation and amendments thereto. A Certificate of Good Standing issued by the Secretary of State for the State of Delaware is attached hereto as **Exhibit 2**.
- C. Applicant’s principal place of business is: One AT&T Way, Bedminster, NJ 07921.

D. The name and address of the Applicant's registered agent for service in Idaho is as follows:

CT Corporation System
111 West Jefferson, Suite 530
Boise, ID 83702

E. Applicant is wholly-owned subsidiary of TCG New York, Inc., a Delaware Corporation ("TCG NY") located at One AT&T Way, Bedminster, NJ 07921. TCG NY is in turn wholly owned by Teleport Communications Group Inc. ("Teleport"). Teleport is a wholly-owned subsidiary of AT&T Corp., and AT&T Corp. is a wholly-owned subsidiary of AT&T Inc.

F. The Applicant does not own or control any subsidiaries.

G. The names and addresses of Applicant's Officers and Directors are:

Officers

Anthony Fea,
President 200 S. Laurel Avenue, Bldg. D, Middletown, NJ 07748

Michael E. Todd,
Vice President 360 Gees Mill, Business Pkwy NE, Conyers, GA 30013

George B. Goeke
Treasurer 208 S. Akard Street, Rm. 2726, Dallas, TX 75202

Wayne A. Wirtz
Secretary 208 S. Akard Street, Rm. 3024, Dallas, TX 75202

James Bradley
Assistant Secretary One AT&T Way, Bedminster, NJ 07921

Jeston Dumas
Assistant Treasurer 208 S. Akard Street, Rm. 2725, Dallas, TX 75202

Elaine Lou
Assistant Treasurer 208 S. Akard Street, Rm. 2712, Dallas, TX 75202

Robert Murphy Assistant Secretary	One AT&T Way, Bedminster, NJ 07921
Christopher Och Assistant Secretary	One AT&T Way, Bedminster, NJ 07921
Jeffrey Tutnauer Assistant Secretary	One AT&T Way, Bedminster, NJ 07921
Christopher Vrana Assistant Secretary	One AT&T Way, Bedminster, NJ 07921
Gary Wiggins Assistant Secretary	One AT&T Way, Bedminster, NJ 07921
James F. Dionne CFO	One AT&T Way, Bedminster, NJ 07921
Karen Diorio Assistant Secretary-Tax	One AT&T Way, Bedminster, NJ 07921
J. Mark Schleyer Vice President-Real Estate	208 S. Akard, Rm. 3414, Dallas, TX 75202
Richard J. Sinton Assistant Secretary-Tax	One AT&T Way, Bedminster, NJ 07921
<u>Directors</u>	
George B. Goeke Director	208 S. Akard Street, Rm. 2726, Dallas, TX 75202
Lawrence J. Ruzicka Director	208 S. Akard Street, Rm. 2726, Dallas, TX 75202

- 2. Company Contacts:** The name, address, and telephone number for those persons responsible for customer complaints and inquiries, plus the toll-free telephone number for customer inquiries and complaints:

For customer complaints: RM-EXECappeals@att.com
Toll Free Customer Contact Number: 866-288-7629

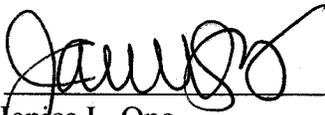
Yvonne Harrison
One AT&T Way
Bedminster, NJ 07921-2693

For regulatory inquiries: John Sisemore
208 S Akard, Rm. 2532
Dallas, TX 75202
Telephone Number: 214-757-3244
E-mail: john.sisemore@att.com

- 3. Interconnection Agreements:** The Applicant has contacted CenturyLink and will initiate interconnection negotiations upon submission of this application.
- 4. Compliance with Commission Rules:** The Applicant has reviewed the Commission's rules governing telecommunications services in Idaho and will provide service in accordance with these rules to the extent they are not preempted by the Federal Act.
- 5. Conservation of Telephone Numbers:** The Applicant will obtain numbering resources and acknowledges that as a non-paging telecommunications carrier in the State of Idaho, Applicant will be subject to numbering conservation measures, including mandatory one thousand (1,000) block pooling, pursuant to Commission Order No. 30425.

WHEREFORE, TC Systems, Inc., requests that the Idaho Public Utilities Commission recognize it as a registered wholesale provider of telecommunications service in Idaho pursuant to Commission Rule 114, IDAPA 3 1.01.01.114., as clarified in Procedural Order No. 32277 in Case No. GNR-T-11-01.

Respectfully submitted this 21st day of November, 2011

By: 

Janice L. Ono
Area Manager – Regulatory

645 E. Plumb Lane, C142
Reno, NV 89502
775-333-3991 (telephone)
775-333-2364 (facsimile)
Janice.ono@att.com

For TC Systems, Inc.

EXHIBIT 1

**TC SYSTEMS, INC.
REQUEST FOR MODIFIED CPCN**

Delaware

PAGE 1

The First State

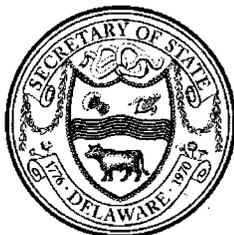
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TC SYSTEMS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF SEPTEMBER, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF OCTOBER, A.D. 1996, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "TC SYSTEMS, INC.".



2208190 8100H

110905890

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8960519

DATE: 08-10-11

729243003
CERTIFICATE OF INCORPORATION

FILED

SEP 20 1989 10 AM

Handwritten signature

22081-90

of
TC SYSTEMS, INC.

ARTICLE I

Name

The name of the Corporation is TC Systems, Inc.

ARTICLE II

Registered Office and Registered Agent

The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent is The Corporation Trust Company.

ARTICLE III

Corporate Purposes

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

Authorized Shares

Section 1. Shares Authorized. The total number of shares of all classes of capital stock that the Corporation is authorized to issue is two thousand (2,000) shares, of which one thousand (1,000) shares shall be Common Stock, par value ten dollars (\$10.00) per share ("Common Stock") and one thousand (1,000) shares shall be Preferred Stock, par value ten dollars (\$10.00) per share ("Preferred Stock").

Section 2. Rights and Restrictions of Preferred Stock. Authority is hereby expressly vested in the Board of Directors of the Corporation, subject to the provisions of this Article IV and to the limitations prescribed by law, to authorize the issue from time to time of one or more series of Preferred Stock and with respect to

each such series to fix by resolution or resolutions the voting powers, full or limited, if any, of the shares of such series and the designations, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:

(a) The designation of such series.

(b) The dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes or series of the Corporation's capital stock, and whether such dividends shall be cumulative or non-cumulative.

(c) Whether the shares of such series shall be subject to redemption for cash, property or rights, including securities of any other corporation, by the Corporation at the option of either the Corporation or the holder or both or upon the happening of a specified event, and, if made subject to any such redemption, the times or events, prices and other terms and conditions of such redemption.

(d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series.

(e) Whether or not the shares of such series shall be convertible into, or exchangeable for, at the option of either the holder or the Corporation or upon the happening of a specified event, shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and, if provision be made for conversion or exchange, the times or events, prices, rates, adjustments, and other terms and conditions of such conversions or exchanges.

(f) The restrictions, if any, on the issue or reissue of any additional Preferred Stock.

(g) The rights of the holders of the shares of such series upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(h) The provisions as to voting, options and/or other special rights and preferences, if any.

Section 3. Rights and Restrictions of Common Stock. The powers, preferences, rights, qualifications, limitations or restrictions thereof in respect to the Common Stock are as follows:

(a) The Common Stock is junior to the Preferred Stock and is subject to all powers, rights, privileges, preferences and priorities of the Preferred Stock as herein or in any resolution or resolutions adopted by the Board of Directors pursuant to authority expressly vested in it by the provisions of Section 2 of this Article.

(b) The Common Stock shall have voting rights for the election of directors and for all other purposes, each holder of Common Stock being entitled to one vote for each share thereof held by such holder, except as otherwise required by law.

Section 4. Increase or Decrease in Amount of Authorized Shares. The number of authorized shares of any class or classes of capital stock of the Corporation may be increased or decreased by an amendment to this Certificate of Incorporation authorized by the affirmative vote of the holders of a majority of the shares of the Common Stock outstanding and entitled to vote thereon and, except as expressly provided in the Certificate of Incorporation or in any resolution or resolutions adopted by the Board of Directors pursuant to the authority expressly vested in it by the provisions of Section 2 of this Article with respect to the Preferred Stock and except as otherwise provided by law, no vote by holders of capital stock of the Corporation other than the Common Stock shall be required to approve such action.

Section 5. Shares Entitled to More or Less than One Vote. If, on any matter, any class or series of the Corporation's capital stock shall be entitled to more or less than one vote for any share, every reference in this Certificate of Incorporation and in any relevant provision of law to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock.

ARTICLE V

Corporate Existence

The Corporation is to have perpetual existence.

ARTICLE VI

Powers of Board of Directors

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

(a) To make, alter, amend or repeal the By-Laws, except as otherwise expressly provided in any By-Law made by the holders of the capital stock of the Corporation entitled to vote there-

on. Any By-Law may be altered, amended or repealed by the holders of the capital stock of the Corporation entitled to vote thereon at any annual meeting or at any special meeting called for that purpose.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(c) To determine the use and disposition of any surplus and net profits of the Corporation, including the determination of the amount of working capital required, to set apart out of any of the funds of the Corporation, whether or not available for dividends, a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) To designate, by resolution passed by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more directors of the Corporation, which, to the extent provided in the resolution designating the committee or in the By-Laws of the Corporation, shall, subject to the limitations prescribed by law, have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it. Such committee or committees shall have such name or names as may be provided in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(e) To adopt such pension, retirement, deferred compensation or other employee benefit plans or provisions as may, from time to time, be approved by it, providing for pensions, retirement income, deferred compensation or other benefits for officers or employees of the Corporation and of any corporation that is a subsidiary of the Corporation, or any of them, in consideration for or in recognition of the services rendered by such officers or employees or as an inducement to future efforts. No such plan or provision, which is not at the time of adoption unreasonable or unfair, shall be invalidated or in any way affected because any director shall be a beneficiary thereunder or shall vote for any plan or provision under which he may benefit.

(f) To exercise, in addition to the powers and authorities hereinbefore or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware and of the Certificate of Incorporation and of the By-Laws of the Corporation.

ARTICLE VII

Limitation of Directors' Liability; Indemnification by Corporation

Section 1. Limitation of Directors' Liability. (a) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except, to the extent provided by applicable law, for liability (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of each director of the Corporation shall be limited or eliminated to the full extent permitted by the Delaware General Corporation Law as so amended from time to time.

(b) Neither the amendment nor repeal of this Section 1, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Section 1, shall eliminate or reduce the effect of this Section 1, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section 1, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 2. Indemnification by Corporation. (a) The Corporation shall indemnify any person who is or was a director or officer of the Corporation, with respect to actions taken or omitted by such person in any capacity in which such person serves the Corporation, to the full extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer, as the case may be, and shall inure to the benefit of such person's heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any person in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized in advance, or unanimously consented to, by the Board of Directors of the Corporation.

(b) Directors and officers of the Corporation shall have the right to be paid by the Corporation expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(c) The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation.

(d) The rights to indemnification and to the advancement of expenses conferred in this Section 2 shall not be exclusive of any other right that any person may have or hereafter acquire under this Certificate of Incorporation, the by-laws, any statute, agreement, vote of stockholders or disinterested directors, or otherwise.

(e) Any repeal or modification of this Section 2 by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to advancement of expenses that any person may have at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE VIII

Reservation of Right to Amend Certificate of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation on stockholders, directors and officers are subject to this reserved power.

ARTICLE IX

The name and mailing address of the incorporator is Gary C. Dolan, World Financial Center, North Tower, New York, New York 10281-1222.

For the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, the undersigned hereby declares and certifies that the facts herein stated are true; and accordingly has hereunto set his hand this 18th day of September, 1989.



Gary C. Dolan
Incorporator

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TC SYSTEMS, INC.**

TC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware, **DOES HEREBY CERTIFY:**

First: That the Board of Directors of the Corporation, on October 4, 1996, acting by unanimous written consent, adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation and directing that such amendment be submitted for consideration by, and unanimous written consent of, the sole stockholder of the Corporation, at the convenience of such stockholder, in lieu of a meeting of stockholders, Article III of the Certificate of Incorporation, as proposed to be amended by such resolution, is as follows:

ARTICLE III

CORPORATE PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, including, without limitation, constructing, owning, using and maintaining a line or lines of electric telephone wholly within or partly without the state, or to acquire and own any interest in any such line or lines, or any grants therefor or for any or all of such purposes.

Second: That on October 4, 1996, in lieu of a meeting of stockholders, the foregoing proposed amendment was adopted by unanimous written consent of the sole stockholder of the Corporation as permitted by Section 228 of the General Corporation Law of the State of Delaware and under Article II, Section 11 of the Corporation's By-Laws.

Third: That the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a Senior Vice President, with its corporate seal to be hereunto duly affixed and to be attested by its Secretary this 4th day of October, 1996.



By: *[Signature]*
Senior Vice President

Attest:
[Signature]
John W. Thomson
Secretary

EXHIBIT 2

**TC SYSTEMS, INC.
REQUEST FOR MODIFIED CPCN**

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

TC SYSTEMS, INC.

File Number C 191900

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 2, 2011



Ben Yursa
SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 AUG -2 AM 10: 08
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: TC Systems, Inc.
- The name which it shall use in Idaho is: TC Systems, Inc.
- It is incorporated under the laws of: Delaware
- Its date of Incorporation is: 9/20/1989
- The address of its principal office is: One AT&T Way, Bodminster, NJ 07921
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, ID 83702
and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
See Attached list.		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: July 29, 2011

Signature: *Anthony Jca*

Typed Name: Anthony Jca

Capacity: President
 [The signer must be a director or an officer of the corporation.]

Customer Acct #: _____
 (if using pre-paid account)

Secretary of State use only

2011/08/02 10:08 AM
 internet:approvalauthority_profit_psm
 Revised 10/20/08

IDAHO SECRETARY OF STATE
 08/02/2011 05:00
 CK: 21919 CT: 20160 BH: 1204909
 1 @ 100.00 = 100.00 AUTH PRO # 2

C191900

Directors / Officers Report

As of 8/1/2011

TC Systems, Inc.

Directors

George B. Goeke Director
Primary Address: 208 S. Akard Street
Dallas, Texas 75202

Lawrence J. Ruzicka Director
Primary Address: 208 S. Akard Street
Dallas, Texas 75202

Officers

Anthony Fea President
Primary Address: 200 S. Laurel Avenue
Building D
Middletown, New Jersey 07748

Michael E Todd Vice President
Primary Address: 360 Gees Mill
Business Parkway NE
Conyers, Georgia 30013

George B. Goeke Treasurer
Primary Address: 208 S. Akard Street
Dallas, Texas 75202

Wayne A. Wirtz Secretary
Primary Address: 208 S. Akard Street
Dallas, Texas 75202

James Bradley Assistant Secretary
Primary Address: One AT&T Way
Bedminster, New Jersey 07921

Jeston Dumas Assistant Treasurer
Primary Address: 208 S. Akard Street
Dallas, Texas 75202

Elaine Lou Assistant Treasurer
Primary Address: 208 S. Akard Street
Dallas, Texas 75202

Robert Murphy Assistant Secretary
Primary Address: One AT&T Way
Bedminster, New Jersey 07921

Directors / Officers Report

As of 8/1/2011

TC Systems, Inc.

Christopher Och

Assistant Secretary

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

Jeffrey Tutnauer

Assistant Secretary

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

Christopher Vrana

Assistant Secretary

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

Gary Wiggins

Assistant Secretary

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

James F. Dionne

CFO

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

Karen Diorio

Assistant Secretary-Tax

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

J. Mark Schleyer

Vice President-Real Estate

Primary Address:

208 S. Akard Street
Dallas, Texas 75202

Richard J. Sinton

Assistant Secretary-Tax

Primary Address:

One AT&T Way
Bedminster, New Jersey 07921

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TC SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 2011.

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

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

2208190 8300

110879487



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8941337

DATE: 08-01-11

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 21st day of November, 2011, I caused a true and correct copy of the foregoing to be served upon the following individual(s) via overnight mail:

Jean Jewell
Commission Secretary
Idaho Public Utilities Commission
472 W. Washington Street
PO Box 83720
Boise, ID 83720-0074

Weldon Stutzman
Deputy Attorney General
Idaho Public Utilities Commission
472 W. Washington Street
PO Box 83720
Boise, ID 83720-0074



Jarice L. Ono