

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
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Philip R. Adams, Jr.

090416-TX

August 19, 2009

Via Overnight Mail

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Drive
Tallahassee, FL 32399-0850

RECEIVED-FPSC
09 AUG 20 PM 1:11
COMMISSION
CLERK

RE: International Network Solutions, LLC d/b/a International Integrated Solutions, LLC
Application to Provide Competitive Local Exchange Telecommunications Company Service

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Application for Authority to Provide Competitive Local Exchange Telecommunications Company Service on behalf of International Network Solutions, LLC, d/b/a International Integrated Solutions, LLC. Also enclosed is the requisite \$400.00 filing fee.

An additional copy of this revision has been enclosed to be file stamped and returned in the envelope provided as evidence of the filing.

Should you have any questions, please do not hesitate to call.

Tariff forwarded.

Sincerely,

Leon Nowalsky
Leon Nowalsky *LN*

Initials of person who forwarded check:
LN

- COM _____
- ECR _____
- GCL _____
- OPC _____
- RCP _____
- SSC _____
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LLN/bh
Enclosure

09 AUG 20 AM 10:03

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DOCUMENT NUMBER-DATE

08693 AUG 20 09

FPSC-COMMISSION CLERK

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
APPLICATION FORM
for
AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE
TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of **\$400.00** to:

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- E. A filing fee of **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Competitive Markets and Enforcement
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

FORM PSC/CMP-8 (01/06)
Required by Commission Rule Nos. 25-24.810,
and 25-24.815

Note: To complete this interactive form
using your computer, use the tab key
to navigate between data entry fields.

08693 AUG 20 8

1. This is an application for (check **one**):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

Approval of assignment of existing Certificate: Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: International Network Solutions, LLC

3. Name under which applicant will do business (fictitious name, etc.):

International Integrated Solutions, LLC

4. Official mailing address:

Street/Post Office Box: 225 West Stone Avenue
City: Greenville
State: SC
Zip: 29609

5. Florida address:

Street/Post Office Box:
City:
State:
Zip: -

6. Structure of organization:

- | | |
|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input checked="" type="checkbox"/> Other, limited liability company | |

7. **If individual**, provide:

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: M09000002979

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: M09000002979

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

14. Provide **F.E.I. Number**(if applicable): 26-4590779

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Leon Nowalsky
Title: Attorney at Law
Street name & number: 1420 Veterans Boulevard
Post office box:
City: Metairie
State: LA
Zip: 70005
Telephone No.: (504)832-1984
Fax No.: (504)831-0892
E-Mail Address: lnowalsky@nbglaw.com
Website Address: lnowalsky@nbglaw.com

(b) Official point of contact for the ongoing operations of the company:

Name: Eric Mostrom
Title: President
Street name & number: 225 West Stone Avenue
Post office box:
City: Greenville
State: SC
Zip: 29609
Telephone No.: (864) 240-7417
Fax No.: (864) 241-0469
E-Mail Address: emostrom@internationalnetworksolutions.net
Website Address: www.internationalnetworksolutions.net

(c) Complaints/Inquiries from customers:

Name: Bobbie Wolfe
Title:
Street/Post Office Box: 225 West Stone Avenue
City: Greenville
State: SC
Zip: 29609
Telephone No.: (304) 379-8276
Fax No.: (304) 379-2167
E-Mail Address: bwolfe@4-Procom.com
Website Address: www.internationalnetworksolutions.net

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

zero

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

15

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

zero

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

zero

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

zero

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

zero

17. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

no

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

Yes - Eric Mostrom was the President of Norcom, Inc. which was purchased by NUI Telecom in 2002. Norcom, Inc. previously held IXC Certificate 4824 and ALEC Certificate 7328.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

no

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

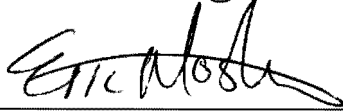
RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: Eric Mostrom
Title: Manager
Telephone No.: (304) 379-8276
E-Mail Address: emostrom@internationalnetworksolutions.net

Signature:  _____

Date: 7-19-09

EXHIBIT A

Florida Foreign Qualification

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. International Network Solutions, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

International Integrated Solutions, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. n/a

(FEI number, if applicable)

4. 3/31/09

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 225 West Stone Ave., Greenville, SC 29609

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Kevin Kirkeide, 1091 SW 156th Ave., Pembroke Pines, FL 33027

Marty Martin, 929 Banyan Drive, Delray Beach, FL 33483

Eric Mostrom, 4 Spoletto Ct., Greenville, SC 29609

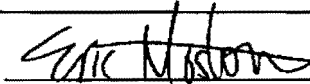
Lisa Remsa, 225 West Stone Ave., Greenville, SC 29609

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

sale of telecommunications services



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ERIC MOSTROM

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

International Network Solutions, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

International Integrated Solutions, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

BY: Jain L. Durr

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of International Network Solutions, LLC
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

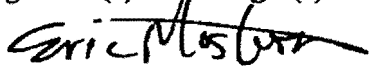
Delaware
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the requirements of the s. 608.406, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

International Integrated Solutions, LLC
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: 7/30/09

Signature(s) of Manager(s) and/or Managing Member(s):



Eric Mostrom

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL NETWORK SOLUTIONS, 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 ELEVENTH DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERNATIONAL NETWORK SOLUTIONS, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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090454078

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7294070

DATE: 05-11-09

EXHIBIT B

Management Profiles

Eric Mostrom

Objective: To use my skills to build a phone company through high volumes of sales and excellence in customer service.

Experience: 2009

- Organized International Networks Solutions. LLC to become a reseller of both local and long distance services throughout the United States.

2005 – 2008 Greenville, S.C.

- Performed business consulting for various telecommunications companies.
- Founded a real estate development company.

2002 – 2004 NAS, Inc. Boca Raton, FL
President / Founder

- Master Agent for BCN Telecom, Inc.
- Grown from a start-up to over \$500,000. per month in business in one year.
- Sold business to BCN Telecom, Inc.

1993 – 2002 Norcom, Inc. Boca Raton, FL
President

- Started as a consulting business and is now a national reseller of long distance.
- 1000% growth, 1996 to present.
- Increased sales from 0 to \$5 million annually, sold business to BCN Telecom, Inc.

1991-1993 Network Solutions, Inc Boca Raton, FL
Director of Sales

- Expanded sales team from 0 to 40 representatives.
- Tripled division revenues for each sales associate.
- Increased sales from \$150,000 to \$3 million annually.

1989-1991 Network Solutions, Inc Boca Raton, FL
Sales Representative

- Expanded territorial sales by 400%.
- Received company's highest sales every year.
- Developed Excellence In Sales training course.
-

Education: 1984 – 1989 St. Thomas University St. Paul, MN

- B.A. - Business Finance
- Minor – Marketing
-

Interests: Fishing, Golf, Football, Computers, Camping.

EXHIBIT C

Financials

CONSOLIDATED FINANCIAL STATEMENTS

International Network Solutions, LLC and Subsidiary
Period from March 31, 2009 (Inception) through May 31, 2009

International Network Solutions, LLC and Subsidiary

Consolidated Financial Statements

May 31, 2009

Contents

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International Network Solutions, LLC and Subsidiary

Consolidated Balance Sheet

May 31, 2009

Assets

Current assets:

Cash	\$	79,964
Prepaid expenses		19,572
Deposits		77,035
Total current assets		<u>176,571</u>

Property and equipment		1,258
Other non-current assets		19,665
Total assets	\$	<u><u>197,494</u></u>

Liabilities and Members' Deficit

Other liabilities:

Due to members	\$	222,876
Total liabilities		<u>222,876</u>

Members' deficit:

Members' capital, \$10 stated value per share; 100 shares authorized, issued and outstanding		1,000
Accumulated deficit		(26,382)
Total members' deficit		<u>(25,382)</u>

Total liabilities and members' deficit	\$	<u><u>197,494</u></u>
--	----	-----------------------

International Network Solutions, LLC and Subsidiary

Consolidated Statement of Operations

Period from March 31, 2009 (Inception) through May 31, 2009

Revenues	\$	-
Operating expenses:		
Advertising and promotional		7,126
Legal and professional		12,995
Travel expenses		3,756
Other operating costs		2,505
Net loss	\$	<u>(26,382)</u>

International Network Solutions, LLC and Subsidiary

Consolidated Statement of Cash Flows

Period from March 31, 2009 (Inception) through May 31, 2009

Cash flows from operating activities

Net loss	\$	(26,382)
Changes in operating assets and liabilities:		
Prepaid expenses		(19,572)
Deposits		(77,035)
Other non-current assets		(19,665)
Net cash used in operating activities		<u>(142,654)</u>

Cash flows from investing activities

Additions to property and equipment		(1,258)
Net cash used in investing activities		<u>(1,258)</u>

Cash flows from financing activities

Advances received from members		222,876
Issuance of members' capital		1,000
Net cash provided by financing activities		<u>223,876</u>

Net increase in cash 79,964

Cash at March 31, 2009 (Inception) -

Cash at May 31, 2009 \$ 79,964

International Network Solutions, LLC and Subsidiary

Notes to Financial Statements

May 31, 2009

1. Organization

The consolidated financial statements include the accounts of International Network Solutions, LLC, a Delaware limited liability corporation organized on March 31, 2009, and its wholly-owned subsidiary, International Network Solutions Corporation of Puerto Rico (collectively, the Company).

The Company is engaged in the business of providing telecommunication services to individuals and businesses. From inception through May 31, 2009, the Company was in the development stage and its principal activities were organizing the business, securing customer and vendor commitments and developing its customer service and marketing infrastructure.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements and notes thereto have been prepared in accordance with U.S. generally accepted accounting principles. All significant intercompany transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

Cash consists of bank deposits and highly liquid investments with an initial maturity of three months or less.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets of three years for computer equipment. Expenditures for major improvements are capitalized and maintenance and repairs are charged to expense.

Other Non-current Assets

Other non-current assets represent capitalizable costs incurred in relation to the development of the Company. Other non-current assets will be amortized over a period of five years beginning upon start-up of operations.

International Network Solutions, LLC and Subsidiary**Notes to Financial Statements (Continued)****May 31, 2009**

3. Prepaid Expenses and Deposits

Prepaid expenses represent advances paid to vendors for promotional materials and the development of a company website. Deposits represent amounts placed with third parties for the acquisition of certain telecommunication rights.

4. Property and Equipment

Property and equipment consists of computers and peripherals at cost. As of May 31, 2009, none of the assets have been placed in service; therefore, no depreciation has been recorded.

5. Due to Members

Amounts due to members represents amounts owed to members for payments made on behalf of the Company. The balances are payable on demand, non-interest bearing and are due upon start-up of operations. From inception through May 31, 2009, all working capital requirements have been funded through these advances.

6. Members' Capital

The Company, upon formation, issued 100 shares at a \$10 stated value per share. At May 31, 2009, 100 shares were authorized, issued and outstanding.

7. Summarized Financial Information

In lieu of providing separate audited financial statements for International Network Solutions, LLC, consolidated financial statements are presented with the accompanying consolidating schedules. Separate financial statements and other disclosures concerning International Network Solutions Corporation of Puerto Rico are not presented because management has determined that they are not material.

International Network Solutions, LLC and Subsidiary

Consolidating Statement of Balance Sheets

May 31, 2009

	INS, LLC (United States)	INS Corp. (Puerto Rico)	Intercompany Eliminations	INS, LLC Consolidated
Assets				
Current assets:				
Cash	\$ 54,964	\$ 25,000	\$ -	\$ 79,964
Prepaid expenses	19,572	-	-	19,572
Deposits	77,035	-	-	77,035
Total current assets	151,571	25,000	-	176,571
Property and equipment	1,258	-	-	1,258
Investment in subsidiary	25,000	-	(25,000)	-
Other non-current assets	-	19,665	-	19,665
Total assets	\$ 177,829	\$ 44,665	\$ (25,000)	\$ 197,494
Liabilities and Members' (Deficit) Equity				
Other liabilities:				
Due to members	\$ 203,211	\$ 19,665	\$ -	\$ 222,876
Total liabilities	203,211	19,665	-	222,876
Members' (deficit) equity:				
Members' capital	1,000	1,000	(1,000)	1,000
Additional paid-in capital	-	24,000	(24,000)	-
Accumulated deficit	(26,382)	-	-	(26,382)
Total members' (deficit) equity	(25,382)	25,000	(25,000)	(25,382)
Total liabilities and members' (deficit) equity	\$ 177,829	\$ 44,665	\$ (25,000)	\$ 197,494

International Network Solutions, LLC and Subsidiary

Consolidating Statements of Operations

Period from March 31, 2009 (Inception) through May 31, 2009

	INS, LLC (United States)	INS Corp. (Puerto Rico)	Intercompany Eliminations	INS, LLC Consolidated
Revenues	\$ -	\$ -	\$ -	\$ -
Operating expenses:				
Advertising and promotional	7,126	-	-	7,126
Legal and professional	12,995	-	-	12,995
Travel expenses	3,756	-	-	3,756
Other operating costs	2,505	-	-	2,505
Net loss	<u>\$ (26,382)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (26,382)</u>

International Network Solutions, LLC and Subsidiary

Consolidating Statement of Cash Flows

Period from March 31, 2009 (Inception) through May 31, 2009

	INS, LLC (United States)	INS Corp. (Puerto Rico)	Intercompany Eliminations	INS, LLC Consolidated
Cash flows from operating activities				
Net loss	\$ (26,382)	\$ -	\$ -	\$ (26,382)
Changes in operating assets and liabilities:				
Prepaid expenses	(19,572)	-	-	(19,572)
Deposits	(77,035)	-	-	(77,035)
Other non-current assets	-	(19,665)	-	(19,665)
Net cash used in operating activities	(122,989)	(19,665)	-	(142,654)
Cash flows from investing activities				
Investment in subsidiary	(25,000)	-	25,000	-
Additions to property and equipment	(1,258)	-	-	(1,258)
Net cash (used in) provided by investing activities	(26,258)	-	25,000	(1,258)
Cash flows from financing activities				
Advances received from members	203,211	19,665	-	222,876
Issuance of members' capital	1,000	25,000	(25,000)	1,000
Net cash provided by (used in) financing activities	204,211	44,665	(25,000)	223,876
Net increase in cash	54,964	25,000	-	79,964
Cash at March 31, 2009 (Inception)	-	-	-	-
Cash at May 31, 2009	\$ 54,964	\$ 25,000	\$ -	\$ 79,964

EXHIBIT D

Price List

forwarded to RCP. RUN.
8/20/09