



## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Tauscher, William Y.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Anderson, Richard N.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Bailey, Peter H.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Clinebell, Kenneth M.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Pickett, Scott K.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Girard, Francis E.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Stolworthy, R. Randy

Business or Residence Address (Number and Street, City, State, Zip Code)

21 East 6<sup>th</sup> Street, Suite 706, Tempe, AZ 85281

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**A. BASIC IDENTIFICATION DATA (cont.)**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Watkins, John W.

Business or Residence Address (Number and Street, City, State, Zip Code)

75 State Street, Suite 2500, Boston, Massachusetts 02109

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Rubins, Matthew J.

Business or Residence Address (Number and Street, City, State, Zip Code)

75 State Street, Suite 2500, Boston, Massachusetts 02109

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Downey, Michael P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Ten Canal Park, Suite 602, Cambridge, Massachusetts 02141

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

An, Jong Dae

Business or Residence Address (Number and Street, City, State, Zip Code)

GS Tower, 679 Yoksam-Dong, Kangnam-gu, Seoul, Korea 135-985

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

M/C Venture Partners

Business or Residence Address (Number and Street, City, State, Zip Code)

75 State Street, Suite 2500, Boston, MA 02109

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Marxe, Austin W.

Business or Residence Address (Number and Street, City, State, Zip Code)

153 East 53rd Street, New York, New York 10022

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Greenhouse, David M.

Business or Residence Address (Number and Street, City, State, Zip Code)

153 East 53rd Street, New York, New York 10022

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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**A. BASIC IDENTIFICATION DATA (cont.)**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

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Full Name (Last name first, if individual)

Pathfinder Ventures

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Business or Residence Address (Number and Street, City, State, Zip Code)

21 East 6<sup>th</sup> Street, Suite 706, Tempe, AZ 85281

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

---

Full Name (Last name first, if individual)

LG Nortel Co., Ltd.

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Business or Residence Address (Number and Street, City, State, Zip Code)

GS Tower, 679 Yoksam-Dong, Kangnam-gu, Seoul, Korea 135-985

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**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ N/A

3. Does the offering permit joint ownership of a single unit? ..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
None

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) .....  All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) .....  All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) .....  All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for the exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ <u>7,867,064.00</u> <sup>1</sup>	\$ <u>7,867,064.00</u> <sup>1</sup>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
<b>Total</b> .....	<b>\$ <u>7,867,064.00</u></b>	<b>\$ <u>7,867,064.00</u></b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>15</u>	\$ <u>7,867,064.00</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0.00</u>
<b>Total (for filings under Rule 504 only)</b> .....	<b>_____</b>	<b>\$ _____</b>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	<b><u>0</u></b>	<b>\$ <u>0.00</u></b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to origination expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ <u>0.00</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ <u>0.00</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>50,000.00</u>
Accounting Fees .....	<input type="checkbox"/>	\$ <u>0.00</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>0.00</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>0.00</u>
Other Expenses (identify) <u>Offering materials, filing fees, etc.</u> .....	<input checked="" type="checkbox"/>	\$ <u>1,500.00</u>
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ <u>51,500.00</u></b>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$7,815,564.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Repayment of indebtedness.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$7,815,564.00
Other (specify) .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Column Totals.....	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$7,815,564.00
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$7,815,564.00

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Vertical Communications, Inc.	Signature 	Date 7/1/08
Name of Signer (Print or Type) Kenneth M. Clinebell	Title of Signer (Print or Type) Chief Financial Officer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

## NOTES

<sup>1</sup> The Company's Subordinated Convertible Notes (the "Notes") automatically converted into shares of the Company's Series F Convertible Preferred Stock ("Series F Preferred Stock") May 19, 2008. The shares of Series F Preferred Stock are convertible into shares of the Company's common stock at a conversion price of \$0.05 per share. In connection with the conversion of the Notes, the Company issued warrants to the purchasers of the Notes to purchase up to 157,341,280 shares of the Company's common stock, at an exercise price of \$0.01 per share, for no additional consideration.

**END**