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FIRST TENNESSEE BANK
NATIONAL ASSOCIATION
INTERNATIONAL OPERATIONS
165 MADISON AVENUE, 15TH FLOOR
MEMPHIS, TN 38103

TEL: (901) 523-4431
FAX: (901) 523-4438
SWIFT: FTBMUS44

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TRA. DOCUMENT ROOM

ISSUE DATE: NOVEMBER 01, 2010

IRREVOCABLE LETTER OF CREDIT NO. S103148

APPLICANT:
EXPRESS CONNECTION, LLC
3403 NOLENSVILLE ROAD
NASHVILLE, TN 37211

BENEFICIARY:
TENNESSEE REGULATORY AUTHORITY
460 JAMES ROBERTSON PKWY
NASHVILLE, TN 37211

EXPIRY DATE / PLACE: OCTOBER 22, 2012 AT OUR COUNTERS

CREDIT AMOUNT: USD 20,000.00 (USD TWENTY THOUSAND 00/100)

EXPRESS CONNECTION, LLC
COMPANY ID: 128924
IRREVOCABLE LETTER OF CREDIT NUMBER: S103148
EFFECTIVE DATE: NOVEMBER 01, 2010
EXPIRATION DATE: OCTOBER 22, 2012

SIR/MADAM:

YOU HAVE REQUESTED OF FIRST TENNESSEE BANK NATIONAL ASSOCIATION (THE "LENDER") THAT WE ESTABLISH AN IRREVOCABLE LETTER OF CREDIT WHICH WILL REMAIN AVAILABLE ON BEHALF OF EXPRESS CONNECTION, LLC (THE "COMPANY") WHO HAS APPLIED TO THE TENNESSEE REGULATORY AUTHORITY (THE "TRA") FOR AUTHORITY TO PROVIDE TELECOMMUNICATIONS SERVICES IN THE STATE OF TENNESSEE. THE PURPOSE OF THIS LETTER OF CREDIT IS TO SECURE PAYMENT OF ANY MONETARY SANCTION IMPOSED AGAINST THE COMPANY, ITS REPRESENTATIVES, SUCCESSORS OR ASSIGNS, IN ANY ENFORCEMENT PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE CONSUMER TELEMARKETING ACT OF 1990, BY OR ON BEHALF OF THE TRA.

CONTINUED NEXT PAGE



CONTINUATION OF L/C REFERENCE S103148

WE HEREBY ESTABLISH AND ISSUE, IN FAVOR OF THE TRA, AN IRREVOCABLE LETTER OF CREDIT IN THE AMOUNT OF TWENTY THOUSAND DOLLARS (\$20,000.00) LAWFUL MONEY OF THE UNITED STATES OF AMERICA. THE TRA MAY DRAW UPON THIS LETTER OF CREDIT, AT ANY TIME AND FROM TIME TO TIME, BY DELIVERING A LETTER OF CREDIT NOTICE, SUBSTANTIALLY IN THE FORM SET FORTH BELOW (A "NOTICE"), WHICH NOTICE SHALL SPECIFY THE AMOUNT (THE "DRAW AMOUNT") TO BE DRAWN AND THE BANK ACCOUNT (THE "BANK ACCOUNT") TO WHICH THE DRAW AMOUNT SHOULD BE DELIVERED AND SHALL BE SIGNED BY AN OFFICIAL DESIGNATED AND DULY AUTHORIZED BY THE TRA, TO LENDER AT THE ADDRESS LISTED BELOW, OR TO SUCH OTHER ADDRESS AS THE LENDER SHALL NOTIFY THE TRA IN WRITING BY CERTIFIED MAIL. PROMPTLY AFTER THE DELIVERY OF EACH NOTICE, THE LENDER HEREBY CONVENANTS AND AGREES TO DELIVER, BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS, THE DRAW AMOUNT TO THE BANK ACCOUNT.

THIS LETTER OF CREDIT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR SUCCESSIVE ONE-YEAR PERIODS AND MAY BE CANCELED BY THE LENDER BY GIVING AT LEAST THIRTY (30) DAYS ADVANCE WRITTEN NOTICE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, OR RECEIPTED COURIER SERVICE OF SUCH CANCELLATION TO THE TRA AND THE COMPANY, IT BEING UNDERSTOOD THAT THE LENDER SHALL NOT BE RELIEVED OF LIABILITY THAT MAY HAVE ACCRUED UNDER THIS LETTER OF CREDIT PRIOR TO THE DATE OF CANCELLATION. DRAW(S) FOR SUCH LIABILITY MUST BE PRESENTED TO THE LENDER ON OR PRIOR TO THE THEN CURRENT EXPIRATION DATE.

THE LENDER HEREBY REPRESENTS AND WARRANTS THAT IT IS QUALIFIED AND AUTHORIZED TO ISSUE THIS LETTER OF CREDIT AND IS A BANK DESIGNATED BY THE TREASURER OF THE STATE OF TENNESSEE AS AN AUTHORIZED DEPOSITORY BANK FOR THE DEPOSIT OF STATE FUNDS.

EXCEPT AS OTHERWISE EXPRESSLY STATED, THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDIT (2007 REVISION) INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 600.

IN THE EVENT OF A DRAW UNDER THIS LETTER OF CREDIT, THE BENEFICIARY IS REQUIRED TO PRESENT THE ORIGINAL LETTER OF CREDIT, AND ANY AMENDMENTS WHICH MAY BE ISSUED IN THE FUTURE, WITH ANY/ALL OTHER DOCUMENTS REQUIRED BY THIS LETTER OF CREDIT.

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CONTINUATION OF L/C REFERENCE S103148

PLEASE FORWARD ALL CORRESPONDENCE AND/OR DOCUMENTS TO:
FIRST TENNESSEE BANK NATIONAL ASSOCIATION
ATTN.: INTERNATIONAL OPERATIONS
165 MADISON AVENUE, 15TH FLOOR
MEMPHIS, TN 38103

YOURS VERY TRULY,
FIRST TENNESSEE BANK NATIONAL ASSOCIATION

AUTHORIZED SIGNATURE
LELIA SAVORY,
VICE PRESIDENT

AUTHORIZED SIGNATURE
STEPHANIE RUSSELL,
EXECUTIVE VICE PRESIDENT

APPROVAL AND ENDORSEMENT

THIS IS TO CERTIFY THAT I HAVE EXAMINED THE FOREGOING LETTER OF
CREDIT AND FOUND THE SAME TO BE SUFFICIENT AND IN CONFORMITY
TO LAW AND THAT THE SAME HAS BEEN FILED WITH THE TENNESSEE
REGULATORY AUTHORITY, STATE OF TENNESSEE, THIS _____ DAY OF
_____, 2010.

NAME: _____

TITLE: _____

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CONTINUATION OF L/C REFERENCE S103148

FORM OF
LETTER OF CREDIT NOTICE

TO:
FIRST TENNESSEE BANK NATIONAL ASSOCIATION
INTERNATIONAL OPERATIONS
165 MADISON AVENUE, 15TH FLOOR
MEMPHIS, TN 38103

DATE:

RE: IRREVOCABLE LETTER OF CREDIT NO. S103148

DEAR SIR OR MADAM:

YOU ARE HEREBY NOTIFIED, AND THE UNDERSIGNED HEREBY CERTIFIES, THAT THE UNDERSIGNED IS AN OFFICIAL DESIGNATED AND DULY AUTHORIZED BY THE TRA TO DELIVER THIS NOTICE AND THAT A MONETARY SANCTION IN THE AMOUNT OF \$_____ (THE "DRAW AMOUNT") HAS BEEN IMPOSED AGAINST EXPRESS CONNECTION, LLC, ITS REPRESENTATIVES, SUCCESSORS OR ASSIGNS, IN AN ENFORCEMENT PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE CONSUMER TELEMARKETING ACT OF 1990, OR BY OR ON BEHALF OF THE TRA.

PURSUANT TO THAT CERTAIN IRREVOCABLE LETTER OF CREDIT REFERENCED ABOVE, WE HEREBY REQUEST THAT YOU DELIVER PAYMENT OF THE DRAW AMOUNT TO THE BANK ACCOUNT LISTED BELOW BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS:

NAME OF BANK ACCOUNT:	_____
ACCOUNT NUMBER:	_____
ABA ROUTING NUMBER:	_____
REFERENCE:	_____
NAME OF CONTACT:	_____
TELEPHONE NUMBER:	_____
FACSIMILE NUMBER:	_____

PLEASE CONFIRM RECEIPT OF THIS NOTICE AND THE FEDERAL RESERVE WIRE CONFIRMATION NUMBER OF THE DELIVERY OF THE DRAW AMOUNT BY SENDING A FACSIMILE TO THE PERSON AT THE NUMBER LISTED ABOVE.

SINCERELY,
TENNESSEE REGULATORY AUTHORITY

NAME:
TITLE: