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October 17, 2007

filed electronically in docket office 10/18/2007

VIA OVERNIGHT MAIL

Honorable Jones, Chairman
Attn: Sharla Dillon, Dockets
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-9021
(615) 741-3939

Ref: nexus - tn
Dep:

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Re: Nexus Communications, Inc.

Dear Ms. Dillon:

Enclosed please find for filing an original and four (4) copies of Nexus Communications, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$25.00 payable to the "Tennessee Regulatory Authority" for the filing fee and a CD-ROM containing an electronic copy of this filing.

IF A HEARING IS NECESSARY, THE COMPANY HEREBY RESPECTFULLY REQUESTS THAT ITS HEARING BE HELD VIA TELECONFERENCE IN LIEU OF A PERSONAL APPEARANCE.

APPLICANT HAS ALSO ENCLOSED ONE COPY OF ITS FINANCIAL INFORMATION IN A SEPARATE ENVELOPE AND HEREBY RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION THAT CONTAINS CONFIDENTIAL AND PROPRIETARY INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

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 any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

Lance J.M. Steinhart
Attorney for Nexus Communications, Inc.

Enclosures

cc: Steven Fenker (w/enc)
H. LaDon Baltimore/Local Counsel

**STATE OF TENNESSEE
BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION**

In re:)	
)	
Application of)	
Nexus Communications, Inc.)	
)	
For a Certificate of Public)	DOCKET NO.
Convenience and Necessity to)	
Provide Competing)	
Local Exchange And Interexchange)	
Telecommunications Services)	

**APPLICATION OF NEXUS COMMUNICATIONS, INC. FOR AUTHORITY
TO PROVIDE COMPETING LOCAL EXCHANGE & INTEREXCHANGE SERVICE**

Nexus Communications, Inc. ("Nexus" or "Applicant"), pursuant to T.C.A. §§ 65-2-103, 65-2-102 and 65-4-201; Section 253 of the Federal Telecommunications Act of 1996; and Section 1220-4-8-.04 of the Rules of the Tennessee Public Service Commission Division of Public Utilities, respectfully submits this Application for Authority to Provide Competing Local Exchange and Interexchange Telecommunications Services, including exchange access telecommunications services, within in the State of Tennessee.

Nexus intends to offer local exchange and interexchange service to both business and residential customers throughout the state. Applicant intends to provide local exchange service to customers located in non-rural local exchange carriers' service areas of Tennessee. Applicant intends to provide interexchange service statewide. Should its Application be granted, Nexus plans to commence offering service after the establishment of the appropriate and necessary resale and interconnection arrangements with the incumbent Local Exchange Carriers ("LECs"). Initially, Applicant will be negotiating an interconnection/resale agreement with AT&T/BellSouth to provide local service.

In support of its Application, Nexus submits the following:

I. Introduction

1. The full name and address of the Applicant are:

Nexus Communications, Inc.
3629 Cleveland Avenue, Suite C
Columbus, Ohio 43224

The following is a list of applicant's corporate officers and directors:

Officer

Steven Fenker President and Secretary

Directors

Steven Fenker

The above-named individuals can be reached at:

Nexus Communications, Inc.
3629 Cleveland Avenue, Suite C, Columbus, Ohio 43224
Telephone: (740) 549-1092

Applicant is currently authorized to provide local exchange services in Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Michigan, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Texas and Wisconsin. Applicant is in the process of applying for authorization to provide competitive local exchange services in Oregon, Washington and Minnesota. Applicant has not been denied authority for any of the services for which it seeks authority in this Application.

The name, address and telephone number of a Tennessee contact person responsible for and knowledgeable about Applicant's operations are:

Steven Fenker, President
Nexus Communications, Inc.
3629 Cleveland Avenue, Suite C
Columbus, Ohio 43224
(740) 549-1092

The name, address and telephone number of a person responsible for repair and maintenance (customer service) are:

Steven Fenker, President
Nexus Communications, Inc.
3629 Cleveland Avenue, Suite C
Columbus, Ohio 43224
(740) 549-1092
(866) 392-7123 (toll-free customer service)

2. All correspondence, notices, inquiries and other communications regarding this Application should be directed to:

Lance J.M. Steinhart
Lance JM Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-mail)

3. In support of this Application, the following exhibits are attached hereto:
- a. Exhibit A - Nexus's Articles of Incorporation filed with the Secretary of State for the State of Ohio and Bylaws;
 - b. Exhibit B - Nexus's Certificate of Authority to Operate in Tennessee as a Foreign Corporation;
 - c. Exhibit C - Nexus's Profit & Loss Statement for the period ending December 31, 2006 and Balance Sheet as of December 31, 2006, which are being filed in a separate sealed envelope as "Confidential"
 - d. Exhibit D - Biographies of selected Nexus management.
 - e. Exhibit E - Corporate Organization Chart
 - f. Exhibit F - IntraLATA Presubscription Implementation Plan
 - g. Exhibit G - Small and Minority-Owned Telecommunications Business Participation Plan
 - h. Exhibit H - Pre-Filed Testimony
 - i. Exhibit I - Numbering Issues & Tennessee Specific Operational Issues
 - j. Exhibit J - Bond or Letter of Credit
 - k. Exhibit K - Tariffs

II. Description of the Applicant

1. General Information

Applicant is an Ohio Corporation, which was formed on September 11, 2000. The company is headquartered at 3629 Cleveland Avenue, Suite C, Columbus, Ohio 43224. The company is authorized to transact business in the State of Tennessee. There are no offices in Tennessee.

2. Customer Service

Registrant's customer service department may be contacted via a toll-free number, (866) 392-7123, or a local number. The Company will maintain a Customer Service Department exclusively for Customer's questions, requests for service, complaints and trouble handling. The Company's Customer Service address and toll free number(s) will be printed on the Customer's bill. The Customer Service Department will be located at 3629 Cleveland Avenue, Suite C, Columbus, Ohio 43224.

Office Hours- Excluding holidays, Customer Service Representatives will be available 8:00 AM to 5:00 PM standard time Monday through Friday. After hours, Sundays and on holidays, Customers will be automatically forwarded to an answering service for messaging and paging.

Complaint Procedures-The Customer shall pose any inquiries or disputes directly to the Company for resolution. Written communications should be directed to the Company's Customer Service department. All undisputed portions of any outstanding balance due are to be paid while resolution of the inquiry or dispute is pending. The Company will investigate a Customer inquiry or dispute and report the findings to the Customer. If the Company finds its actions to be consistent with its Tariff, the Company will inform the Customer of its no fault finding and require full payment of any outstanding balance due. If the Customer is not satisfied with the Company's resolution of an inquiry or dispute, the Customer may refer the matter to the Commission for determination.

III. Nexus Possesses the Technical, Managerial and Financial Expertise Necessary to Provide Local Exchange Service

Nexus possesses the requisite technical, financial and managerial capabilities to operate as a competitive telecommunications provider. These capabilities are explained in detail below.

1. Financial Qualifications

Nexus is financially able to provide the services proposed in its tariff as evidenced by its Profit & Loss Statement for the period ending December 31, 2006 and Balance Sheet as of December 31, 2006.

2. Managerial Qualifications

Nexus's senior management team is highly skilled, and has had extensive experience in the telecommunications industry. Using this expertise, Nexus's management team has developed innovative marketing and customer care programs, and provides its customers with high quality advanced services at competitive rates. Nexus has extensive experience in the technical, managerial, and financial aspects of the telecommunications industry.

3. Technical Qualifications and Proposed Service Area

Applicant's key management personnel have significant business and telecommunications experience. Applicant is currently authorized to provide local exchange services in Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Michigan, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Texas and Wisconsin. Applicant has not been denied authority for any of the services for which it seeks authority in this Application. Applicant is currently providing service in Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Michigan, Mississippi, Missouri, North Carolina, Ohio, Oklahoma,

South Carolina, Texas and Wisconsin. No formal complaints have been filed against Applicant or any of its affiliates by any state or federal agency.

Nexus will initially resell services and provide service using unbundled network elements obtained through commercial and interconnection agreements, utilizing the facilities of the existing LECs or other competitive carriers that presently serve Tennessee. The company has no plans to install facilities in the State of Tennessee.

The Applicant proposes to offer its services throughout the State of Tennessee in non-rural areas, specifically targeting Nashville, Knoxville, Memphis and Chattanooga. These areas are currently being served by Bellsouth/AT&T and Sprint/United, which are designated open to competition.

As the foregoing illustrates, Nexus possesses considerable telecommunications expertise. Applicant will also rely upon the technical expertise and telecommunications experience of its underlying carriers. Thus, Nexus is technically qualified to provide local exchange and interexchange telecommunications services in Tennessee. Applicant also is willing to adhere to all applicable Commission policies, rules and orders.

IV. Approval of Nexus's Application is in the Public Interest

Granting Nexus's Application is consistent with the public interest, and, in that regard Applicant makes the following representations to the Commission:

- a. Applicant possesses the technical, financial, and managerial resources sufficient to provide the services requested;
- b. Applicant's services will meet the service standards required by the Commission;
- c. The provision of services by Applicant will not adversely impact the availability of affordable local exchange service;
- d. Applicant, to the extent it is required to do so by the Commission, will participate in the support of universally available telephone service at affordable rates; and,
- e. The provision of local exchange and interexchange services by Applicant will not adversely impact the public interest.

The demands of a competitive market are a better means to achieve affordability and quality of service than a monopoly environment. As competitors vie for market share, they will compete based upon price, innovation and customer service.

Those providers that offer consumers the most cost effective products will gain market share. In contrast, providers whose products do not meet the needs of consumers will lose market share and may ultimately, be eliminated from the industry.

Additionally, Nexus's entry into the local exchange and interexchange markets will not unreasonably prejudice or disadvantage any telephone service providers. Incumbent local exchange carriers presently serve a large majority of the local exchange customers in Tennessee. The major advantages of incumbency (i.e., ownership of the existing local network as well as access to, and long-standing relationships with, every local customer) constitute a substantial obstacle to new entrants. Moreover, exchange services competition will stimulate the demand for the services supplied by all local service carriers, including those of the incumbent LECs. Thus, in a competitive market, there will be increased potential for such LECs to generate higher revenues. Additionally, in a competitive market, incumbent providers will have market incentives to improve the efficiency of their operations, thereby reducing their costs and ultimately their profit margins.

In this regard, approval of this Application is clearly in the public interest.

V. Description of Services Offered

Nexus expects to offer a full array of local exchange and interexchange services to both business and residential customers, including the following:

Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards; and
- D. Data Services.

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, including custom calling features.
- B. Switched local exchange services, including basic service, trunks, carrier access, 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 services.

In addition to the services listed above, Nexus, through interconnection with other carriers, will offer dual-party relay services, 9-1-1 Emergency Services, directory assistance and operator assisted calls, lifeline, and toll-free calling.

The Applicant's IntraLATA Presubscription Implementation Plan is attached hereto as Exhibit F.

Applicant's proposed tariffs are attached hereto as Exhibit K.

VI. Waivers and Regulatory Compliance

Nexus requests that the Commission grant it a waiver of those regulatory requirements inapplicable to competitive local service resellers such as Financial Record-Keeping System pursuant to Tennessee Rules and Regulation 1220-4-1-.11(1). Such rules are not appropriate or necessary for competitive providers and constitute an economic barrier to entry into the local exchange market.

1. Financial Record-Keeping System

a. Nexus requests that it be exempt from any record-keeping rules or regulations that might require a carrier to maintain its financial records in conformance with the Uniform System of Accounts ("USOA"). The USOA was developed by the FCC as a means of regulating telecommunications companies subject to rate base regulation, and as a competitive carrier, Nexus does not maintain its financial records in this manner.

b. As a competitive carrier, Nexus maintains its book of accounts in accordance with Generally Accepted Accounting Principles ("GAAP"). Neither the FCC, nor the Commission, has required Nexus to maintain its records under the USOA for purposes of Nexus's interexchange operations. Thus, Nexus does not possess the detailed cost data required by USOA, nor does it maintain detailed records on a state-specific basis. As a competitive provider, Nexus's network operations are integrated to achieve maximum efficiency. Having to maintain records pertaining specifically to its Tennessee local service operations would place an extreme burden on Nexus.

c. Moreover, Nexus asserts that because it utilizes GAAP, the Commission will have a reliable means by which to evaluate Nexus's operations. Therefore, Nexus hereby respectfully requests to be exempted from the any USOA requirements of the Commission.

d. The Applicant does agree that it will provide wire line activity reports as required by Commission rules and regulations.

2. Local Exchange Directories

Nexus requests that it not be required to publish local exchange directories.

Nexus will make arrangements with the incumbent LECs whereby the names of Nexus's customers will be included in the directories published by the incumbent LECs. LEC directories will also be modified to include Nexus's customer service number. These directories will be distributed to Nexus's customers. This approach is entirely reasonable and will have a direct benefit to the customers of both Nexus and the incumbent LEC since they need only refer to one directory for a universal listing of customer information. It would be an unnecessary burden on Nexus to require that it publish and distribute its own directory to all customers located within each exchange area, particularly since nearly all of these customers will be customers of the incumbent LECs. It is more efficient for Nexus to simply include its limited customer list in the existing directories of the incumbent LECs.

VII. Regulatory Obligations

Applicant shall provide, either directly or indirectly or through arrangements with other carriers or companies, to the extent required by law or regulation:

1. Provide access to 911 and E 911 emergency service;
2. Provide white page directory listings and directory assistance;
3. Provide consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange telephone companies;
4. Provide free blocking service for 900, 976 type services in accordance with Commission policy;
5. Provide Lifeline and Link-up services to qualifying citizens of this state;
6. Provide educational discounts in existence as of June 6, 1995

Applicant shall also:

1. Provide support for universal service in a manner determined by the Commission. This requirement shall not be construed as prohibiting the granting of a certificate before the universal service issues are determined by the Commission;
2. Provide interconnection with other certificated carriers or Commission authorized carriers on a nondiscriminatory basis under reasonable terms and conditions;
3. Comply with Commission basic service standards as defined in any applicable rules and decisions of the Commission;
4. Provide equal access to authorized inter-and intraLATA long distance providers, unless otherwise exempted by the Commission.

VIII. Conclusion

This Application demonstrates that Nexus Communications, Inc., possesses the technical, financial and managerial resources to provide resold and facilities-based/UNE local exchange and interexchange service in the State of Tennessee. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the Tennessee telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and with resulting reduced prices for consumers. In addition, as a result of competition, the overall quality of local exchange service will improve. As stated above, Applicant does not intend to provide local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, until Applicant provides such LECs notice of intent at least 30 days prior to the date of the intended service, or as otherwise required by law.

Wherefore, Nexus Communications, Inc. , respectfully petitions this Commission for a Certificate of Public Convenience and Necessity to Provide Competing local exchange and interexchange telecommunications services in the State of Tennessee in accordance with this Application and for such other relief as it deems necessary and appropriate.

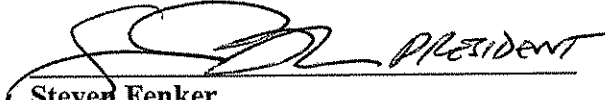
Respectfully submitted,
Nexus Communications, Inc.

Lance J.M. Steinhart, Esq.
Lance JM Steinhart, PC
1720 Windward Concourse, Suite 115
Alpharetta, Georgia 30005
Telephone: (770) 232-9200
Facsimile: (770) 232-9208
E-mail: lsteinhart@telecomcounsel.com
Attorney for Applicant

10/17, 2007
Alpharetta, Georgia

VERIFICATION OF APPLICANT

I, Steven Fenker, President of Nexus Communications, Inc. d/b/a TSI, a Ohio Corporation, the applicant for a Certificate of Public Convenience and Necessity from the Public Service Commission of the State of Tennessee, verify that based on information and belief, I have knowledge of the statements in the foregoing Pre-Filed Testimony, and I declare that they are true and correct.


Steven Fenker
President
Nexus Communications, Inc. d/b/a TSI

Sworn to me, the undersigned
Notary Public on this
29th day of MAY, 2007.

State of Ohio
County of Franklin


Notary Public



MUWAFEK ABDULLAH
Notary Public, State of Ohio
My Commission Expires 04-25-09

EXHIBIT "A"
ARTICLES OF INCORPORATION & BYLAWS



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/14/2000	200025800014	DOMESTIC ARTICLES/FOR PROFIT (ARF)	85.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

NATHANIEL HAWTHORNE
27600 CHAGRIN BLVD
NO. 260
CLEVELAND, OH 44122

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1180608**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NEXUS COMMUNICATIONS, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200025800014

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 11th day of September,
A.D. 2000.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form

Yes ☒ Yes

ARTICLES OF INCORPORATION

(Under Chapter 1701 of the Ohio Revised Code)

Profit Corporation

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Ohio Revised Code, do hereby state the following:

- FIRST.** The name of said corporation shall be:
Nexus Communications, Inc.
- SECOND.** The place in Ohio where its principal office is to be located is
Lewis Center, Franklin County, Ohio
(city, village or township)
- THIRD.** The purpose(s) for which this corporation is formed is:
To provide local and long distance telecommunications, internet access, cellular, paging and
other telecommunications services.
- FOURTH.** The number of shares which the corporation is authorized to have outstanding is: 100
(Please state whether shares are common or preferred, and their par value, if any. Shares will be recorded as common with no par value unless otherwise indicated.)

IN WITNESS WHEREOF, we have hereunto subscribed our names, on September 10, 2000
(date)

Signature: Nathaniel Hawthorne, Incorporator
Name: Nathaniel Hawthorne

Signature: Paul Karas, Incorporator
Name: Paul Karas

Signature: Marcia Schmidt, Incorporator
Name: Marcia Schmidt



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Nexus Communications, Inc.
hereby appoint Nathaniel Hawthorne, to be statutory agent upon whom any process, notice or
demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

27600 Chagrin Blvd., Suite 280
(street name and number P.O. Boxes are not acceptable)
Cleveland, Ohio 44122
(city, village or township) (zip code)

Signature: _____
Name: Nathaniel Hawthorne

Signature: Paul Karas
Name: Paul Karas

Signature: Marcia Schmidt
Name: Marcia Schmidt

ACCEPTANCE OF APPOINTMENT

The undersigned, Nathaniel Hawthorne, named herein as the statutory agent for,
Nexus Communications, Inc., hereby acknowledges and accepts the
appointment of statutory agent for said corporation.

Signature: Nathaniel Hawthorne
Statutory Agent

**BYLAWS
OF
NEXUS COMMUNICATIONS, INC.**

**ARTICLE I
MEETINGS OF SHAREHOLDERS**

Section 1. Annual Meetings.

The regular annual meeting of the shareholders shall be held at the principal office of the Corporation, in Franklin County, Ohio, on the first Tuesday of March of each year. If that day falls on a legal holiday, the meeting shall be held on the day following at the same hour. The first annual meeting shall be held in 2001.

Section 2. Special Meetings.

The Secretary shall call special meetings pursuant to a resolution of the Board of Directors, or upon the written request of a majority of directors, or by shareholders representing 25% of the shares issued and entitled to vote. Calls for special meetings shall specify the time, place and purpose therefore. No business other than that specified in the call shall be considered.

Section 3. Notice of Meetings.

A written notice stating the date, time, place and purposes of the meeting of shareholders shall be given either by personal delivery or by mail at least ten (10) days before the date of the meeting to each shareholder of record entitled to notice of the meeting. If mailed, such notice shall be addressed to the shareholder at his address as it appears on the records of the Corporation. All notices with respect to any shares held in more than one name may be given to the one who is named first on the certificate of stock. Notice so given shall be considered as notice to all of the holders of such shares. Except where otherwise required by law, notice need not be given of any adjourned meeting of the shareholders. No publication of the notice of meeting shall be required.

Section 4. Quorum.

A majority of the shares issued and outstanding, represented by the holders of record thereof, in person or by proxy, shall constitute a quorum at any meeting of shareholders, but less than such number may adjourn the meeting from time to time. At such adjourned meeting any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 5. Proxies.

Any shareholder entitled to vote at a meeting of shareholders may be represented and vote thereat by proxy in writing, signed by such shareholder or by his duly authorized attorney, and submitted to the Secretary at or before such meeting.

ARTICLE II

No seal shall be required.

**ARTICLE III
SHARES**

Section 1. Certificates.

Certificates evidencing the ownership of shares of the Corporation shall be issued to those entitled to them by transfer or otherwise. Each certificate shall be numbered consecutively, shall be signed by the President or a Vice-President and by the Secretary, an Assistant Secretary, the Treasurer, or Assistant Treasurer. The certificate shall contain such recitals as may be required by law. The certificates shall be of such tenor and design as the Board of Directors may determine.

Section 2. Transfers.

Shares may be transferred by the registered holders thereof or by their legally empowered attorneys or by their legal representatives, by surrender of the certificate and a written assignment of the shares. The Board of Directors may appoint such transfer agents registrars of shares as it may deem advisable and may define their powers and duties.

All endorsements, assignments, transfers, share powers or other instruments of transfer of securities standing in the name of the Corporation shall be executed for and in the name of the Corporation by any two of the following officers: the President or a Vice-President, and the Treasurer or Secretary, or an Assistant Treasurer or an Assistant Secretary, or by any person or persons authorized by the Board of Directors.

Section 3. Lost Certificates

The Board of Directors may order new certificates to be issued in place of any certificates claimed to have been lost or destroyed. In every case the owner or owners of the lost certificates shall first furnish a bond to the Corporation with surety or sureties satisfactory to the Corporation, in such sum as the Board of Directors may in its discretion deem sufficient, as indemnity against any loss or liability that the Corporation may incur by reason of the issuance of the new certificates. The Board of Directors may in its discretion, refuse to issue such new certificates, save upon the order of a court of competent jurisdiction.

Section 4. Closing of Transfer Books.

The share transfer books of the Corporation may be closed by order of the Board of Directors for a period not exceeding ten (10) days prior to any meeting of shareholders and for a period not exceeding ten (10) days prior to the payment of any dividend. The times during which the books may be closed shall be fixed by the Board of Directors.

ARTICLE IV

DIRECTORS

The number of members of the Board of Directors shall be determined pursuant to law, and then only by a resolution of the shareholders entitled to vote. The election of Directors shall be held at the regular annual meeting of the shareholders or at a special meeting called for that purpose. Unless removed, as permitted by law or by these regulations, Directors shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors shall have been duly elected and qualified.

ARTICLE V

VACANCIES IN THE BOARD

A resignation by a Director shall take effect upon its receipt by the Secretary unless some other time is specified therein. In case of any vacancy in the Board of Directors through death, resignation, removal, disqualification or other cause deemed sufficient by the Board, the remaining Directors, though less than a majority of the Board, by affirmative vote of a majority of those present at any duly convened meeting may, except as hereinafter provided, elect a successor to hold office for the unexpired portion of the term of that Director, and until the election and qualification of a successor.

ARTICLE VI

REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held periodically on such dates as the Board may designate.

ARTICLE VII

SPECIAL MEETINGS

Special meetings of the Board of Directors shall be called by the Secretary and held at the request of the President or any two of the Directors.

ARTICLE VIII

NOTICE OF MEETINGS

Written notice of the time and place of each meeting of the Directors shall be given by the Secretary to each Director either by personal delivery or by mail, telegram, or cablegram at least two days before the meeting, which notice need not specify the purposes of the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

ARTICLE IX

QUORUM

A majority of the Directors in office at the time shall constitute a quorum at all meetings.

ARTICLE X

PLACE OF MEETINGS

The Board of Directors may hold its meetings at such place or places within or without Ohio as the Board may, from time to time, determine.

ARTICLE XI

COMPENSATION

Directors, as such, shall not receive any stated salary for their services. By resolution of the Board a fixed sum for expenses, if any, may be allowed for attendance at each meeting, regular or special. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. Members of executive or special committees may be allowed such compensation for attending committee meetings as the Board of Directors may determine.

ARTICLE XII

ELECTION OF OFFICERS

At the first meeting of the Board of Directors in each year held after the annual meeting of the shareholders, and at any special meeting provided in Article VII, the Board of Directors shall elect or choose the officers of the Corporation and designate such subordinate officers and employees as it shall determine. They may also appoint an executive committee or committees from their number and define their powers and duties.

ARTICLE XIII

OFFICERS

The officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer who may or may not be Directors. The officers shall be elected or chosen by the Board of Directors and shall hold office for one year and until their successors are elected or chosen and qualified. Additional Vice-Presidents may be elected or chosen as may be determined by the Directors who may also appoint one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers and agents of the Corporation as it may determine.

Any officer or employee elected or appointed by the Board of Directors, other than that of Director, may be removed at any time upon vote of the majority of the Board of Directors.

The Board of Directors may, in case of the absence of any officer for any other reason it may deem sufficient, delegate the powers or duties of such officer to any other officer or to any Director, provided a majority of the Board of Directors concurs.

ARTICLE XIV

DUTIES OF OFFICERS

Section 1. President.

The President shall preside at all meetings of shareholders and Directors. The President shall exercise, subject to the control of the Board of Directors and the shareholders of the Corporation, a general supervision over the affairs of the Corporation.

Section 2. Vice-President.

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties and be vested with the authority of the President.

Section 3. Secretary.

The Secretary shall record the minutes of all proceedings of the Board of Directors and of the shareholders and shall maintain proper records thereof which shall be attested by the Secretary. The Secretary shall keep such books as may be required by the Board of Directors.

Section 4. Treasurer.

The Treasurer shall have the custody of the funds and securities of the Corporation which may come into the Treasurer's hands and shall do with the same as may be ordered by the Board of Directors. When necessary or proper the Treasurer may endorse for collection on behalf of the Corporation, checks, notes and other obligations. The Treasurer shall deposit the funds of the Corporation to its credit in such banks and depositories as the Board of Directors may from time-

to-time designate. The Treasurer shall submit to the annual meeting of the shareholders a statement of the financial condition of the Corporation. The Treasurer shall keep and maintain in the books of the Corporation full and accurate accounts of all moneys received and disbursed for and on account of the Corporation, and shall, whenever required by the Board of Directors make and render a statement of the Treasurer's accounts and such other statements as may be required.

Section 5. General Duties of All Officers.

All officers shall perform generally all duties incident to the particular office and also such other duties as may be assigned to such officer by the Board of Directors.

ARTICLE XV ORDER OF BUSINESS

The order of business at meetings of shareholders shall be the order or sequence usual and generally prevalent for the orderly conduct of the business of such meetings.

In case of a dispute or question as to procedure, the standard and recognized rules of parliamentary procedure shall govern unless otherwise specifically provided in these regulations or by law.

All persons claiming to hold proxies shall present them to the Secretary for verification before the opening of the meeting.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January each year.

ARTICLE XVII FORCE AND EFFECT OF CODE OF REGULATIONS

This Code Of Regulations is subject to the provisions of the General Corporation Law, Chapter 1701 of the Ohio Revised Code, and the Corporation's Articles Of Incorporation as they may be amended. If any provision in this Code Of Regulations is inconsistent with any provision of the law or of the Articles Of Incorporation, the provision of the law or of the Articles of Incorporation shall govern.

ARTICLE XVIII

ADAPTATION TO ONE PERSON CORPORATION

Wherever in this Code Of Regulations references are made to more than one incorporator, director or shareholder, they shall, if this is a sole incorporator, director, shareholder corporation, be construed to mean the solitary person; and all provisions dealing with the quantum of majorities or quorums shall be deemed to mean the action by the one person constituting the Corporation.

ARTICLE XIX

AMENDMENTS

These regulations may be amended or new regulations may be adopted at a meeting held for such purpose, by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation on such proposal; notice of which meeting having been given pursuant to these regulations. The foregoing may be accomplished without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal.

The shareholders may adopt and may authorize the Directors to adopt, either before or during an emergency, as that term is defined in the Revised Code, such emergency regulations as may be permitted by law, which shall be operative only during an emergency.

EXHIBIT "B"
FOREIGN CORPORATION QUALIFICATION

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 06/18/07
REQUEST NUMBER: 6072-2085
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/14/07 0923
EFFECTIVE DATE/TIME: 06/14/07 0923
CONTROL NUMBER: 0551385

TO:
LANCE J.M. STEINHART, P.C.
1720 WINDWARD CON-
COURSE/S115/A. JANS
ALPHARETTA, GA 30005

RE:
NEXUS COMMUNICATIONS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 06/18/07

FROM:
NEXUS COMMUNICATIONS, INC.
3629 CLEVELAND AVE
PO BOX 247168
COLUMBUS, OH 43224-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00004224734
ACCOUNT NUMBER: 00570656



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Nexus Communications, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Ohio

3. The date of its incorporation is 9/11/00 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is

3629 Cleveland Ave., Ste. C, Columbus, OH 43224

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

1900 Church Street, Ste. 400, Nashville, TN 37203 Davidson

Street City County Zip Code

TCS Corporate Services, Inc.

Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See Attached

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See Attached

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

X 5/29/07

Signature Date

President

Signer's Capacity

Nexus Communications, Inc.

Name of Corporation

X

Signature

Steven Fenker

Name (typed or printed)

RECEIVED
STATE OF TENNESSEE
2007 JUN 14 AM 9:23
SECRETARY OF STATE

6072-2085

LIST OF OFFICERS & DIRECTORS OF
Nexus Communications, Inc.

Officers

Steven Fenker	President
Mark Deek	Director of Operations

Directors

Steven Fenker

All the above referenced Officers & Directors can be reached at:
3629 Cleveland Avenue, Suite C, Columbus, Ohio 43224

5074-1031

5072-2085

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NEXUS COMMUNICATIONS, INC., an Ohio corporation, Charter No. 1180608, having its principal location in Lewis Center, County of Franklin, was incorporated on September 11, 2000 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 11th day of June, A.D. 2007*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2007162J697AF

6074.1032

6072.2087

EXHIBIT "C"
FINANCIAL INFORMATION

Filed under separate cover as confidential and proprietary information

EXHIBIT "D"
BIOGRAPHY INFORMATION

Steven Fenker – President

Steven Fenker is President of Nexus Communications, Inc. which is currently providing Competitive Local Exchange Service in the states of Ohio, Indiana, Illinois, Wisconsin, Michigan and Kentucky. Mr. Fenker is responsible for compliance with all governmental mandates, negotiating resale agreements with underlying local exchange carriers, and oversees the all financial matters. Mr. Fenker has over fifteen years experience in starting and running various successful telecommunications companies. Mr. Fenker's telecommunication experience includes several successful start-up companies in the wireless business.

EXHIBIT "E"
CORPORATE ORGANIZATION CHART

Not Applicable, Applicant has no affiliates

EXHIBIT “F”
INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN

NEXUS COMMUNICATIONS, INC. (Nexus)
IntraLATA Presubscription Implementation Plan

I. Purpose

The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intraLATA toll calls. Nexus proposes to implement intraLATA toll dialing parity from the date it receives authority to provide local exchange services in Tennessee and has entered into interconnection arrangements with the ILECs. Nexus proposes to provide toll dialing parity to the Chattanooga, Knoxville, Memphis and Nashville LATAs. Attached hereto are the exchange areas that Nexus proposes to provide intraLATA toll dialing parity.

II. Carrier Selection Procedures

Nexus will implement the full 2-PIC (Primary Interexchange Carrier) carrier selection methodology. With the full 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and presubscribe to the same or a different participating telecommunications carrier, including their existing local exchange company, for all intraLATA toll calls. Orders for changes will be accepted and processed beginning on the implementation date.

Nexus employees who communicate with the public, accept customer orders, and serve in customer service capacities will be trained to explain the process to customers for making PIC changes for intraLATA toll calls. Business Office personnel will be prepared to make changes in customer records based upon requests from customers or carriers and direct customers to their chosen intraLATA carriers. Processes will be in place to provide new customers with an opportunity to choose their intraLATA toll carrier from a list of available carriers. Nexus will implement a PIC change charge waiver period of 90 days.

New Customers

Customers who contact Nexus requesting new telephone exchange service will be provided a list of telecommunications carriers available to provide interLATA toll service. Upon implementation of intraLATA toll presubscription, the customer will be provided a second list of carriers, including Nexus, that provides intraLATA toll service in their exchange. The list of intraLATA toll carriers will be presented in a competitively neutral manner. Customers who do not make a positive choice for an intraLATA toll carrier will be identified within Nexus's system as a "no-PIC" and will not be automatically defaulted to a carrier. Customers identified as "no-PIC" within Nexus's systems will be required to dial 101XXXX to place intraLATA toll calls until they make an affirmative choice for an intraLATA toll carrier.

III. Customer Education/Notification

Customers will receive information explaining their opportunity to select an intraLATA carrier a minimum of 30 days in advance of the offering of intraLATA toll dialing parity via a bill message. In addition, during the 30 days following implementation of intraLATA Dialing Parity, customers will receive a bill insert also explaining their opportunity to select an intraLATA carrier. Nexus anticipates that promotional strategies by carriers will contribute to customer awareness of intraLATA toll dialing parity. Customer telephone directories will be updated as new editions are published to reflect the opportunity for customers to choose an intraLATA toll carrier.

IV. Carrier Notification

Current interexchange carriers will be notified of Nexus's intraLATA toll dialing parity implementation via letter approximately 90 days in advance of the proposed implementation date. Carriers should provide a list of exchanges in which they plan to offer intraLATA toll service at least 60 days in advance of Nexus's implementation date. Nexus needs notification in advance to include the carrier on the list of participating carriers in each Nexus exchange. Certified carriers who enter the market after implementation will be added to the list of participating carriers within 30 days of notifying Nexus.

Nexus will provide subscriber listing information to carriers in "readily accessible" tape or electronic formats in a timely manner as requested through the processes that currently exist for the interLATA market. The process includes subscriber listing updates to carriers for new customers who choose that carrier or of existing customers of a carrier who revise their subscriber listing information. In addition, carriers can obtain complete subscriber listings in several formats. The provision of this information is in compliance with FCC Order No. 96-333, Paragraph 389.

Nexus will comply with Part 51, Sections, 305, 307, 325, 327, 329, 331, 333 and 335 of the FCC Order in providing the required information and notice to the public of network changes. Nexus plans to file a public notice with the FCC, with possible migration of the notice to the Internet process as described in Section 329. The notice will include network information as outlined in Section 327. The notice will be provided within the timeframes described in Sections 331-333. Nexus will comply with all rules of the FCC and the TRA.

V. Non-Discriminatory Access

Nexus will provide:

- non-discriminatory access to emergency services and services for the hearing and speech impaired;
- non-discriminatory access to local and long distance directory assistance and provision of local telephone directories to end users;
- non-discriminatory access to operator services;
- non-discriminatory access using standard dialing patterns to all interLATA and intraLATA long distance carriers, including 1+ and 0+ access to the customer's carrier of choice for interLATA calls; and
- non-discriminatory access to telephone numbers and number portability where technically and economically feasible.

VI. Slamming Policy

Verification of orders

Nexus will not submit a change order for local exchange or intrastate toll service until the change order is confirmed in accordance with one of the following procedures:

(a) Nexus has obtained the customer's written authorization to submit the order which includes the following information from the customer:

- (1) The customer billing name, billing telephone number and billing address and each telephone number to be covered by the change order;
- (2) The decision to change; and
- (3) The customer's understanding of the change fee.

(b) Nexus has obtained the customer's authorization, as described in (a) of this subsection, electronically.

Calls to the number(s) shall connect a customer to a voice response unit, or similar, that records the required information regarding the change, including automatically recording the originating automatic number identification (ANI).

(c) An appropriately qualified and independent third party operating in a location physically separate from the telemarketing representative has obtained the customer's oral authorization to submit the change order that confirms and includes appropriate verification data in (a) of this subsection.

Implementing order changes

(a) Telemarketing orders. Within three business days of any telemarketing order for a change, Nexus will send each new customer an information package by first class mail containing at least the following information concerning the requested change:

- (1) The information is being sent to confirm a telemarketing order placed by the customer.
- (2) The name of the customer's current telecommunications company.
- (3) A description of any terms, conditions or charges that will be incurred.

- (4) The name of the newly requested telecommunications company.
- (5) The name of the person ordering the change.
- (6) The name, address and telephone number of both the customer and Nexus.
- (7) A postpaid postcard which the customer can use to deny, cancel or confirm a service order.
- (8) A clear statement that if the customer does not return the postcard, the customer's service will be switched fourteen days after the date the information package was mailed. If customers have cancelled their orders during the waiting period, Nexus cannot submit the customer's order.
- (9) The name, address and telephone number of a contact point for consumer complaints.
- (b) The documentation of the order shall be retained by Nexus, at a minimum, for twelve months to serve as verification of the customer's authorization to change its telecommunications company. The documentation will be made available to the customer upon request.
- (c) Customer initiated orders. Nexus when receiving the customer initiated request for a change of local exchange and/or intrastate toll shall keep an internal memorandum or record generated at the time of the request. Such internal record shall be maintained by Nexus for a minimum of twelve months to serve as verification of the customer's authorization to change telecommunications companies. The internal record will be made available to the customer upon request. Within three business days of the order, Nexus will send each new customer an information package by first class mail containing at least the following information concerning the request to change.

List of Exchanges

Adams-Cedar Hill	Arlington	Ashland City	Athens
Bean Station	Bells	Bent Creek	Benton
Bethel Springs	Big Sandy	Blanche	Bolivar
Brownsville	Bulls Gap	Camden	Carthage
Cedar Grove	Centerville	Charleston	Charlotte
Chattanooga	Chestnut Hill	Clarksville	Cleveland
Clinton	Collierville	Columbia	Copper Basin
Covington	Cross Plains	Culleoka	Cumberland City
Cumberland Gap	Cunningham	Dandridge	Dayton
Decatur	Dickson	Dover	Dyer
Dyersburg	Eagleville	East Sango	Elkton
Etowah	Fairview	Fayetteville	Flintville
Franklin	Fredonia	Gallatin	Gatlinburg
Georgetown	Gibson	Gleason	Goodlettsville
Grand Junction	Greenback	Greenbrier	Greenfield
Halls	Hampshire	Harriman	Hartsville
Henderson	Hendersonville	Henning	Hohenwald
Hornbeak	Humboldt	Huntington	Huntland
Jackson	Jasper	Jefferson City	Jellico
Kenton	Kingston	Kingston Springs	Knoxville
LaFollette	LaGrange	Lake City	Lawrenceburg
Lebanon	Lenoir City	Lewisburg	Lexington
Loudon	Lyles	Lynchburg	Lynnville
Madisonville	Manchester	Maryville	Mascot
Maynardville	McEwen	McKenzie	Medina
Memphis	Middleton	Milan	Morristown
Moscow	Mt. Pleasant	Murfreesboro	Nashville
Newbern	Newport	Normandy	Norris
N. Spring Hill	Oak Ridge	Old Hickory	Oliver Springs
Palmyra	Paris	Petersburg	Pleasant View
Portland	Pulaski	Ridgely	Ripley
Rockwood	Rogersville	Sango	Santa Fe
Savannah	Selmer	Sevierville	Sewanee
Shelbyville	Smyrna	Sneedville	Soddy-Daisy
Solway	Somerville	S. Cunningham	S. Fredonia
S. Pittsburgh	Spencer Mill	Spring City	Springfield
Spring Hill	Summertown	Surgoinsville	Sweetwater
Tiptonville	Trenton	Triune	Troy
Tullahoma	Union City	Vanleer	Wartrace
Watertown	Waverly	W. Sweetwater	W. Whiteville
White Bluff	White House	White Pine	Whiteville
Whitewell	Williamsport	Winchester	

EXHIBIT "G"
SMALL & MINORITY OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

NEXUS COMMUNICATIONS, INC.

**SMALL & MINORITY OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-212, as amended, Nexus Communications, Inc. (“Nexus”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Nexus is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Nexus will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Nexus will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Nexus of such opportunities. Nexus’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Nexus will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Nexus's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Nexus's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Steven Fenker, President
Nexus Communications, Inc.
3629 Cleveland Avenue, Suite C
Columbus, Ohio 43224
Telephone: (740) 549-1092
Facsimile: (740) 548-1173

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Nexus and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

- Chambers of Commerce
- The Tennessee Department of Economic and Community Development
- The United States Department of Commerce
- Small Business Administration
- Office of Minority Business
- The National Minority Supplier Development Counsel
- The National Association of Women Business Owners

The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Nexus will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Nexus will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Nexus will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Nexus will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Nexus Communications, Inc. d/b/a TSI

By. 

Steven Fenker
President

Dated: 5/29/07

EXHIBIT "H"
PRE-FILED TESTIMONY

PRE-FILED TESTIMONY
OF
STEVEN FENKER

I. Introduction

- 1 1. Q. Please state your name and business address.
- 2 A. My name is Steven Fenker. My business address is 3629 Cleveland Avenue, Suite
- 3 C, Columbus, Ohio 43224.
- 4 2. Q. By whom are you employed and in what capacity?
- 5 A. I am President for Nexus Communications, Inc. ("Nexus").
- 6 3. Q. Please give a brief description of your background and experience in business and
- 7 telecommunications.
- 8 A. My background and experience, as well as other members of the management team
- 9 of Nexus, are set forth in Exhibit D to our application.

1 4. Q. What is the purpose of your testimony?

2 A. The purpose of my testimony is to describe the nature of Nexus's proposed service
3 offering within the State of Tennessee, and to demonstrate its financial, managerial,
4 and technical ability to provide the telecommunications services for which authority
5 is sought herein.

6 5. Q. Do you wish to incorporate by reference any documents into your testimony?

7 A. Yes. I wish to incorporate by reference the underlying Application filed in this
8 proceeding and its associated attachments.

9 II. The Business of Nexus

10 6. Q. Has Nexus registered to do business in Tennessee?

11 A. Yes. Nexus is an Ohio Corporation that has received authorization to transact
12 business within the State of Tennessee. A copy of Nexus's Articles of Incorporation
13 and bylaws are attached to the Application as Exhibit A and a copy of the document
14 of authorization from the State of Tennessee is attached to that Application as
15 Exhibit B.

1 7. Q. Please describe the services Nexus intends to provide within the State of Tennessee.

2 A. Nexus expects to offer a full array of local exchange services to both business and
3 residential customers, including the following:

4
5 Interexchange (switched and dedicated services):

- 6 A. 1+ and 101XXXX outbound dialing;
7 B. 800/888 toll-free inbound dialing;
8 C. Calling cards; and
9 D. Data Services.

10
11 Local Exchange:

- 12 A. Local Exchange Services for business and residence customers that will
13 enable customers to originate and terminate local calls in the local calling area served
14 by other LECs, including local dial tone and custom calling features.
15 B. Switched local exchange services, including basic service, trunks, carrier
16 access, and any other switched local services that currently exist or will exist in the
17 future.
18 C. Non-switched local services (e.g., private line) that currently exist or will
19 exist in the future.
20 D. Centrex and/or Centrex-like services that currently exist or will exist in the
21 future.
22 E. Digital subscriber line, ISDN, and other high capacity services.

23 In addition to the services listed above, Nexus, through interconnection with other
24 carriers, will offer dual-party relay services, 9-1-1 Emergency Services, directory
25 assistance and operator assisted calls, lifeline, and toll-free calling.

1 8. Q. How does Nexus intend to provide service in the State of Tennessee?

2 A. Nexus will initially resell services and provide service using unbundled network
3 elements utilizing the facilities of the existing LECs or other competitive carriers
4 that presently serve Tennessee. Nexus has no plans at this time to install facilities
5 to provide local exchange services in Tennessee.

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9. Q. Does Nexus have authorization to provide intrastate telecommunications services in any other state?

A. Yes. Applicant is currently authorized to provide local exchange services in Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Michigan, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Texas and Wisconsin. Applicant is in the process of applying for authorization to provide competitive local exchange and interexchange services in Washington, Oregon and Minnesota. Applicant has not been denied authority for any of the services for which it seeks authority in this Application. Applicant is currently providing service in Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Michigan, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Texas and Wisconsin.

10. Q. Has Nexus ever had an application for a certificate of public convenience and necessity denied?

A. No.

11. Q. Does Nexus intend to file a tariff with the Commission?
- A. Yes. Nexus has filed its proposed tariffs with this Application.
12. Q. Is Applicant is willing and able to adhere to all applicable TRA policies, rules and orders?
- A. Yes. Applicant is willing and able to adhere to all applicable TRA policies, rules and orders. In addition, Nexus at all times will provide interstate services in compliance with all FCC rules and regulations. Nexus will at all times provide and market services in accordance with current Commission policies and will attempt to comply with the terms of that order in every respect possible.

13. Q. Has Nexus provided any intrastate telecommunications services within the State of Tennessee?
- A. No it has not.
14. Q. What rates will Nexus charge upon receipt of certification?
- A. Nexus will charge the tariffed rates approved by the Commission.
15. Q. How will Nexus market services in Tennessee?
- A. Nexus intends to market its services via direct sales by Nexus's employees.

III. Managerial, Technical and Financial Qualifications

16. Q. Does Nexus have sufficient managerial, technical, and financial resources and ability to provide the telecommunications services proposed in its Application?
- A. Yes. Nexus has sufficient technical, financial, and managerial resources and ability to provide the telecommunications services for which authority is sought herein. Nexus's personnel represent a broad spectrum of business and technical disciplines, possessing many years of individual and aggregate telecommunications experience. My qualifications and experience, as well as members of Nexus's current management team, are discussed on Exhibit D which is attached to our Application in support of Applicant's managerial and technical ability to provide the services for which authority is sought herein.

17. Q. How does Nexus handle customer service requests?

A. Registrant's customer service department may be contacted nationwide via a local or toll-free number. The Company will maintain a Customer Service Department exclusively for Customer's questions, requests for service, complaints and trouble handling. The Company's Customer Service address and applicable local or toll free number(s) will be printed on the Customer's bill. The Customer Service Department will be located at 3629 Cleveland Avenue, Suite C, Columbus, Ohio 43224.

Office Hours- Excluding holidays, Customer Service Representatives will be available 8:00 AM to 5:00 PM standard time Monday through Friday. After hours, Sundays and on holidays, Customers will automatically forwarded to an answering service for messaging and paging.

Complaint Procedures- The Customer shall pose any inquiries or disputes directly to the Company for resolution. Written communications should be directed to the Company's Customer Service department. All undisputed portions of any outstanding balance due are to be paid while resolution of the inquiry or dispute is pending. The Company will investigate a Customer inquiry or dispute and report the findings to the Customer. If the Company finds its actions to be consistent with its Tariff, the Company will inform the Customer of its no fault finding and require full payment of any outstanding balance due.

If the Customer is not satisfied with the Company's resolution of an inquiry or dispute, the Customer may refer the matter to the Commission for final determination.

18. Q. Please describe the financial condition of Nexus.

A. In support of Nexus's financial ability to provide the services sought herein, a copy of Nexus's Profit & Loss Statement for the period ending December 31, 2006 and Balance Sheet as of December 31, 2006, was submitted as Exhibit C to its Application.

IV. Public Interest

19. Q. How will residents of Tennessee benefit from Nexus's services and presence in Tennessee?

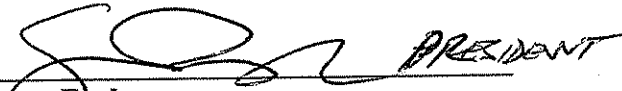
The Commission's grant of this certificate is in the public interest because residential and business consumers of telecommunications services within Nexus's service territory will receive increased choice, improved quality of service, and heightened opportunities to obtain improved technology in the homes and businesses. Market incentives for new and old telecommunications providers in Tennessee will be improved greatly through an increase in the diversity of suppliers and competition within the local exchange telecommunications market. Consistent with the Commission's intent to aid in the development of a competitive telecommunications environment in Tennessee, the granting of a certificate of authority to provide local exchange and interexchange service will offer increased efficiency to the State's telecommunications infrastructure through greater reliability of services and an increase in competitive choices.

20. Q. Does this conclude your testimony?

A. Yes. I would like to thank the Commission for this opportunity to provide information relevant to Nexus's Application and am ready to provide any additional information that the Commission may need in making its decision.

VERIFICATION OF APPLICANT


I, Steven Fenker, President of Nexus Communications, Inc. d/b/a TSI, a Ohio Corporation, the applicant for a Certificate of Public Convenience and Necessity from the Public Service Commission of the State of Tennessee, verify that based on information and belief, I have knowledge of the statements in the foregoing Pre-Filed Testimony, and I declare that they are true and correct.



Steven Fenker
President
Nexus Communications, Inc. d/b/a TSI

Sworn to me, the undersigned
Notary Public on this
29th day of MAY, 2007.

State of Ohio
County of Franklin



Notary Public



MUWAFEK ABDULLAH
Notary Public, State of Ohio
My Commission Expires 04-25-09

EXHIBIT "I"
NUMBERING ISSUES & TENNESSEE SPECIFIC OPERATION ISSUES

Numbering Issues

1. Applicant's expected demand for NXXs within a year of approval of our application is 60 to 80 NXXs per NPA.
2. Applicant estimates it will request 60 NXXs from NANPA when we establish our service footprint.
3. We expect to establish our initial service footprint in the 615 and 931 NPAs within 6 months of certification.
4. The company will sequentially assign numbers within NXXs if it is required by Commission rules and regulations. In other jurisdictions customer requirements have dictated the non-sequential assignment of telephone numbers.
5. The company will follow NANPA guidelines and Commission regulations and assign numbers accordingly.
6. When ordering NXXs for growth, we follow the forecasting guidelines set by NANPA and the state regulatory body. In the California jurisdiction we currently apply a 6 or 12 month forecast, depending on the jeopardy situation in a given NXX.

Tennessee Specific Operation Issues

1. Our current billing system will allow us to bill the calling plan in compliance with TCA Section 65-21-114.
2. At this time, the company is not aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database. The company intends to address all interconnection requirements and procedures with Bell South during the negotiation process and prior to the provision of local exchange service.
3. The company initially intends to provide service in Nashville, Memphis, Knoxville and Chattanooga.. It is the Company's usual practice to mirror the calling pattern on the incumbent LEC, therefore this is how the company will provide metro area toll-free calling around Memphis, Nashville, Knoxville & Chattanooga.

4. At this time, the company is not aware of the MAC database maintained by BellSouth and the procedures to enter your telephone number on the database. The company intends to address all interconnection requirements and procedures with Bell South during the negotiation process and prior to the provision of local exchange service.
5. Employee responsible to work with the TRA on resolving customer complaints:
Regulatory contact: Steven Fenker
(740) 549-1092

Customer Service contact: Steven Fenker
(866) 392-7123
6. The company intends to use telesales by its own employees. The company is aware of the telemarketing statutes and limitations found in TCA Section 65-4-401 and Chapter 1220-4-11 and will make every effort to comply with these regulations.

EXHIBIT "J"
BOND OR LETTER OF CREDIT

Letter of Credit has been sent under separate cover to the Tennessee Public Service Commission
Division of Public Utilities

EXHIBIT "K"
PROPOSED TARIFFS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the attached APPLICATION OF NEXUS COMMUNICATIONS, INC. FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY was served upon the following parties of record by depositing a copy of same in the United States Mail, First Class, Postage Prepaid, to their last known address as follows:

<u>Ardmore Telephone Company, Inc.</u> P.O. Box 549 517 Ardmore Avenue Ardmore, TN 38449 (205) 423-2131 (205) 423-2208 (Fax)	<u>BellSouth</u> 333 Commerce Street Nashville, TN 37201-3300 (615) 214-3800 (615) 214-8820 (Fax)	<u>Century Telephone of Adamsville</u> P.O. Box 405 116 N. Oak Street Adamsville, TN 38310 (901) 632-3311 (901) 632-0232 (Fax)
<u>Century Telephone of Claiborne</u> P.O. Box 100 507 Main Street New Tazewell, TN 37825 (423) 626-4242 (423) 626-5224 (Fax)	<u>Century Telephone of Ooltewah-Collegedale, Inc.</u> P.O. Box 782 5616 Main Street Ooltewah, TN 37363 (423) 238-4102 (423) 238-5699 (Fax)	<u>Citizens Communications Company of Tennessee</u> P.O. Box 770 300 Bland Street Bluefield, WV 24701
<u>Citizens Communications Company Of The Volunteer State</u> P.O. Box 770 300 Bland Street Bluefield, WV 24701	<u>Loretto Telephone Company, Inc.</u> P.O. Box 130 Loretto, TN 38469 (931) 853-4351 (931) 853-4329 (Fax)	<u>Millington Telephone Company, Inc.</u> 4880 Navy Road Millington, TN 38053 (901) 872-3311 (901) 873-0022 (Fax)

<p><u>Sprint-United</u></p> <p>112 Sixth Street Bristol, TN 37620 (423) 968-8161 (423) 968-3148 (Fax)</p>	<p><u>TDS Telecom-Concord Telephone Exchange, Inc.</u></p> <p>P.O. Box 22610 701 Concord Road Knoxville, TN 37933-0610 (423) 966-5828 (423) 966-9000 (Fax)</p>	<p><u>TDS Telecom-Humphreys County Telephone Company</u></p> <p>P.O. Box 552 203 Long Street New Johnsonville, TN 37134-0552 (931) 535-2200 (931) 535-3309 (Fax)</p>
<p><u>TDS Telecom-Tellico Telephone Company, Inc.</u></p> <p>P.O. Box 9 102 Spence Street Tellico Plains, TN 37385-0009 (423) 671-4600 (423) 253-7080 (Fax)</p>	<p><u>TDS Telecom-Tennessee Telephone Company</u></p> <p>P.O. Box 18139 Knoxville, TN 37928-2139 (423) 922-3535 (423) 922-9515 (Fax)</p>	<p><u>TEC-Crockett Telephone Company, Inc.</u></p> <p>P.O. Box 7 Friendship, TN 38034 (901) 677-8181</p>
<p><u>TEC-People's Telephone Company, Inc.</u></p> <p>P.O. Box 310 Erin, TN 37061 (931) 289-4221 (931) 289-4220 (Fax)</p>	<p><u>TEC-West Tennessee Telephone Company, Inc.</u></p> <p>P.O. Box 10 244 E. Main Street Bradford, TN 38316 (901) 742-2211 (901) 742-2212 (Fax)</p>	<p><u>United Telephone Company</u></p> <p>P.O. Box 38 120 Taylor Street Chapel Hill, TN 37034 (931) 364-2289 (931) 364-7202 (Fax)</p>

This the 14 day of July, 2007.



Lance J.M. Steinhart
Attorney at Law