

07-00241

The Huntington National Bank
International Operations - EA4C57
7 Easton Oval
Columbus, OH 43219
SWIFT: HUNTUS33
614-480-INTL (4685) - Customer Service
877-480-INTL (4685) - Toll free from within US



Irrevocable Standby Letter of Credit
OSB.005510
Issued: 09/24/07

IRREVOCABLE LETTER OF CREDIT

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

REFERENCE: Nexus Communications, Inc.
3629 Cleveland Ave., Ste C
Columbus, Ohio 43224

Company ID # as assigned by the TRA: _____
Irrevocable Letter of Credit No. OSB.005510

Sir/Madam:

Nexus Communications, Inc., has requested of The Huntington National Bank that Huntington National Bank establish an Irrevocable Letter of Credit which will remain available on behalf of Nexus Communications, Inc., who has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the state of Tennessee. The purpose of this Irrevocable Letter of Credit is to secure payment of any monetary sanction imposed against Nexus Communications, Inc., 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 Tennessee Regulatory Authority.

The Huntington National Bank hereby establishes and issues, in favor of the Tennessee Regulatory Authority, an Irrevocable Letter of Credit in the amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America. The Tennessee Regulatory Authority, may draw upon this Irrevocable Letter of Credit at any time and from time to time, by delivering a Letter of Credit Notice, substantially in form 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 Tennessee Regulatory Authority, to Huntington National Bank at the address listed below, or to such other address as Huntington National Bank shall notify the Tennessee Regulatory Authority in writing by certified

RECEIVED
2007 NOV 15 PM 3:27
T.R.A. DOCKET ROOM

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mail. Promptly after the delivery of each Notice, Huntington National Bank hereby covenants and agrees to deliver, by wire transfer of immediately available funds, the Draw Amount to the Bank Account.

This Irrevocable Letter of Credit shall be deemed automatically renewed without amendment for successive one-year periods and may be canceled by Huntington National Bank by giving thirty (30) advanced written notice by certified mail or overnight courier of such cancellation to the Tennessee Regulatory Authority and Nexus Communications, Inc., it being understood that Huntington National Bank shall not be relived of liability that may have accrued under this Irrevocable Letter of Credit prior to the date of cancellation.

Huntington National Bank hereby represents and warrants that it is qualified and authorized to issue this Irrevocable 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 Irrevocable Letter of Credit is subject to the Uniform Customs and Practice for Documentary Credit (1993 Revision) International Chamber of Commerce Publication No. 500, or any revisions thereto.

Very Truly Yours,
The Huntington National Bank

A handwritten signature in cursive script that reads 'Gayla Strickler'.

Name: *Gayla Strickler*

Title: *Assistant Vice President*

The Huntington National Bank,

Attn: International Services-MA1200,

17 South High Street,

Columbus, Ohio 43215

APPROVAL AND INDORSEMENT

This is to certify that I have examined the forgoing Irrevocable 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 _____, 2007.

Name:

Title:

FORM OF
LETTER OF CREDIT NOTICE

The Huntington National Bank,
Attn: International Services-MA1200,
17 South High Street,
Columbus, Ohio 43215

Re: Irrevocable Letter of Credit No. OSB.005510

Dear Sir/Madam:

You are hereby notified and the undersigned hereby certifies that the undersigned is an official designated and duly authorized by the Tennessee Regulatory Authority, to deliver this Notice and that a monetary sanction in the amount of \$_____ (the Draw Amount) has been imposed against Nexus Communications, Inc., its representatives, successors or assigns, in an enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the Tennessee Regulatory Authority.

Pursuant to that certain Irrevocable Letter of Credit referenced above, the Tennessee Regulatory Authority hereby requests 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 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: