filed electronically in docket office on 11/13/08

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

| IN RE: |) | |
|---|-------------|----------------------------|
| PETITION OF BEN LOMAND COMMUNICATIONS, LLC TO MODIFY ITS CERTIFICATE OF CONVENIENCE AND NECESSITY |))) | DOCKET NO: 08-00210 |

PETITION OF BEN LOMAND COMMUNICATIONS, LLC TO MODIFY ITS CERTIFICATE OF CONVENIENCE AND NECESSITY

Ben Lomand Communications, LLC ("BLC" or "Petitioner"), by its undersigned counsel, and pursuant to Tenn. Code Ann. § 65-2-103 and 65-4-201 through 65-4-204 and Tenn. Comp. R. & Regs. 1220-4-8-.02 through 1220-4-8-.04 hereby respectfully requests the Tennessee Regulatory Authority ("TRA" or "Authority"), to modify its Certificate of Convenience and Necessity for authority to provide telecommunications services on a statewide basis.

The relief requested herein will provide significant benefits to Tennessee telecommunications consumers in terms of increased carrier choices, competitive pricing, increased reliability, responsiveness, and the introduction of new and innovative services. It will also stimulate investment in Tennessee's telecommunications infrastructure, resulting in economic development.

In support of this Petition, BLC provides the following information:

I. PETITIONER

A. <u>Corporate Information</u>: BLC, a wholly owned subsidiary of Ben Lomand Rural Telephone Cooperative, is a diversified telecommunications company, duly certified to do

business in the State of Tennessee by the Authority through the grant of a Certificate of Convenience and Necessity ("CCN") by Order, dated April 28, 1999 (Docket No. 98-00600). Such CCN is limited to the counties of Warren and White. BLC is the successor-in-interest to Ben Lomand Communications, Inc. by Order dated January 17, 2008 (Docket No. 07-00255).

B. Designated Contacts:

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H. LaDon Baltimore
Farrar & Bates
211 7th Ave., N., Ste 500
Nashville, TN 37219
(615) 254-3060
don.baltimore@farrar-bates.com

Levoy Knowles, Chief Manager Ben Lomand Communications, LLC. 311 N. Chancery Street McMinnville, TN 37110 (931) 473-2517

- C. <u>Corporate Structure</u>: An organizational chart of corporate structure is provided in **Exhibit A**. The Articles of Organization are provided in **Exhibit B**.
- D. Officers: Profiles of the key management staff of BLC are provided in Exhibit
 C. Such staff hold the same positions in BLC as in its parent company, Ben Lomand Rural
 Telephone Cooperative, Inc.

II. QUALIFICATIONS

BLC possesses the managerial, technical and financial ability to provide local telecommunications services statewide as demonstrated below:

- A. Managerial & Technical Qualifications: The Authority granted BLC its current CCN based in part upon finding that BLC possessed the requisite managerial and technical qualifications to provide telecommunications services in Tennessee, including services as a CLEC. Since the grant of that CCN, BLC has maintained its senior managers, as listed in Exhibit C. Together, BLC's officers have decades of experience in the telecommunications industry which provides the technical expertise to execute the company's business plan, to provide its proposed telecommunications services, and to operate and maintain BLC's facilities. BLC remains managerially and technically qualified to provide telecommunications services throughout the State of Tennessee.
- B. <u>Financial Qualifications</u>: The Authority granted BLC its current CCN based in part upon finding that BLC possessed the requisite financial qualifications to provide telecommunications services in Tennessee. Since the grant of its certificate, BLC has remained profitable and maintained access to working capital necessary to fund its in-state operations.

Financial information relating to BLC is provided in **Exhibit D** which is **CONFIDENTIAL AND PROPRIETARY**. Such financial information consists of audited financial statements for Fiscal Years ending September 30, 2004-2007. Unaudited financials are provided for 2008 through September 30.

BLC's financials do not reflect any revenues or expenses associated with reciprocal compensation.

III. PROPOSED SERVICES

- A. <u>Description of Proposed Services</u>: BLC currently provides all residential and business services authorized by its CCN, and diversified telecommunications services including but not limited to toll, local exchange, access, private line, voicemail, broadband, and vertical features. BLC will offer such services in the proposed service area, including broadband where it is not presently available in the proposed service area.
- B. <u>Description of Additional Service Area</u>: As set forth in the introduction, BLC is requesting authority to provide services statewide. Initially, BLC will offer services contiguous to, and in close proximity with, its present service area of Warren and White Counties.
- C. <u>Description of Proposed Facilities</u>: BLC intends to build its own facilities and lease facilities as appropriate.

IV. DESCRIPTION OF REGULATORY OBLIGATIONS AND COMMITMENTS

- A. BLC anticipates a need for an NXX code or possibly a one-thousand block(s) of numbers in each rate center in which it decides to provision CLEC service. Those plans are not finalized therefore the specific number of codes or locations are not available at this time.
- **B.** BLC is familiar with and will adhere to all applicable Authority rules, policies and orders governing the provisions of local exchange telecommunications services in the State of Tennessee, including those set forth in Rule 1220-4-8-.04(3).
- C. BLC submits a Small and Minority Owned Telecommunications Business Participation Plan annually with the TRA. BLC will adhere to its most current Small and Minority Owned Telecommunications Business Participation Plan on file with the Authority.

D. In compliance with the Authority's rules, BLC shall either directly or through other arrangements, provide the directory, blocking, support, interconnection and other services mandated by the Authority as required and applicable.

E. Customers with service, billing and repair questions, and complaints may reach BLC twenty-four (24) hours per day, seven (7) days per week using the following toll-free customer service number: 1-800-522-2955. Inquiries about customer service issues may be directed to:

Levoy Knowles, Chief Manager Ben Lomand Communications, LLC P. O. Box 670 311 N. Chancery Street McMinnville, TN 37111-0670 (931) 668-4132 FAX: (931) 668-6646

- F. BLC will handle repair and maintenance in Tennessee as follows: BLC's customers may call the toll-free number above to report service problems requiring repair or maintenance. BLC will respond to repair and maintenance calls promptly and, where necessary, dispatch a service technician or otherwise respond to the service ticket as soon as possible. Because customer satisfaction is extremely important to BLC and to its success in the competitive marketplace, all commercially reasonable efforts will be made to address and resolve customer concerns as quickly as possible.
- G. BLC does not collect deposits from first time customers. If a returning customer has a previously unpaid bill, BLC collects a nominal deposit based on the unpaid balance. To the extent that BLC does collect deposits, BLC will comply with the Authority's applicable rules and regulations.

- **H.** BLC will file tariff revisions, to the extent that it is necessary, subsequent to approval of its application and prior to providing service in those areas of Tennessee covered by this Petition.
- I. BLC's internal policies regarding changes of local and long distance carriers will be consistent with applicable Federal Communication Commission ("FCC") telemarketing and carrier change rules, and will comply with any applicable Tennessee policies, rules, and orders governing such carrier changes.
- J. BLC is aware of the telemarketing statutes and regulations found in Sections 65-4-401 through Sections 65-4-408 of the Tennessee Code Annotated and in Chapter 1220-4-11 of the Authority's Rules and Regulations and will comply with such rules if and when it uses telemarketing in Tennessee.
 - K. Pre-filed Testimony is provided as Exhibit E.

VI. PUBLIC INTEREST STATEMENT

Approval of this Petition will inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets in the State and by fostering the development of an efficient technologically advanced statewide system of telecommunications services. Ultimately, consumers will benefit from a greater number of products and services which will lead to lower prices and better quality. More consumers will profit from BLC's well-deserved reputation for quality products, service and competitive prices.

CONCLUSION

WHEREFORE, BLC respectfully requests the Authority to modify BLC's CCN to provide telecommunications service on a statewide basis and such other and further relief to which BLC may be entitled.

Respectfully submitted,

H. LaDon Baltimore, BPR #003836

Farrar & Bates, L.L.P.

211 Seventh Avenue North, Suite 420

Nashville, TN 37219

(615) 254-3060

(615) 254-9835 FAX

Email: don.baltimore@farrar-bates.com

Counsel for Ben Lomand Communications, LLC

VERIFICATION

I, Levoy Knowles, Chief Executive Officer of Ben Lomand Communications, LLC am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the petition filed in this matter relating to Ben Lomand Communications, LLC and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Levy Kroenlos

Subscribed and sworn to before me this _____ day of November, 2008.

Notary Public

atricia D Borgd TENNESSEE NOTARY
Public

Public

My Commission expires: 8-25-09

Certificate of Service

The undersigned hereby certifies that on this the 13th day of November, 2008, a true and correct copy of the foregoing has been forwarded via first class U.S. Mail, hand delivery, overnight delivery, or electronic transmission to the following:

1) Ardmore Telephone Company, Inc.

P.O. Box 549 517 Ardmore Avenue Ardmore, TN 38449 (205) 423-2131 (205) 423-2208 (Fax)

2) BellSouth

333 Commerce Street Nashville, TN 37201-3300 (615) 214-3800 (615) 214-8820 (Fax)

3) Century Telephone of Adamsville

P.O. Box 405 116 N. Oak Street Adamsville, TN 38310 (901) 632-3311 (901) 632-0232 (Fax)

4) Century Telephone of Claiborne

P.O. Box 100 507 Main Street New Tazewell, TN 37825 (423) 626-4242 (423) 626-5224 (Fax)

5) Century Telephone of Ooltewah-Collegedale, Inc.

P.O. Box 782 5616 Main Street Ooltewah, TN 37363 (423) 238-4102 (423) 238-5699 (Fax) 300 Bland Street Bluefield, WV 24701

7) <u>Citizens Communications Company Of The Volunteer State</u>

300 Bland Street Bluefield, WV 24701

8) Loretto Telephone Company, Inc.

P.O. Box 130 Loretto, TN 38469 (931) 853-4351 (931) 853-4329 (Fax)

9) <u>Millington Telephone Company, Inc.</u>

P.O. Box 429 4880 Navy Road Millington, TN 38083-0429 (901) 872-3311 (901) 873-0022 (Fax)

10) Sprint-United

112 Sixth Street Bristol, TN 37620 (423) 968-8161 (423) 968-3148 (Fax)

11) TDS Telecom-Concord Telephone Exchange, Inc. (A Tennessee Telephone Company)

P.O. Box 22995 Knoxville, TN 37933 (865) 671-4753 (865) 675-3881 (Fax)

12) TDS Telecom-Humphreys County Telephone Company (A Tennessee Telephone Company)

P.O. Box 22995 Knoxville, TN 37933 (865) 671-4753 (865) 675-3881 (Fax)

13) TDS Telecom-Tellico Telephone Company, Inc. (A Tennessee Telephone Company)

P.O. Box 22995

Knoxville, TN 37933

(865) 671-4753

(865) 675-3881 (Fax)

14) TDS Telecom-Tennessee Telephone Company (A Tennessee Telephone Company)

P.O. Box 22995

Knoxville, TN 37933

(865) 671-4753

(865) 675-3881 (Fax)

15) TEC-Crockett Telephone Company, Inc.

P.O. Box 7

Friendship, TN 38034

(901) 677-8181

16) TEC-People's Telephone Company, Inc.

P.O. Box 310

Erin, TN 37061

(931) 289-4221

(931) 289-4220 (Fax)

17) TEC-West Tennessee Telephone Company, Inc.

P.O. Box 10

244 E. Main Street

Bradford, TN 38316

(901) 742-2211

(901) 742-2212 (Fax)

18) <u>United Telephone Company</u>

P.O. Box 38

120 Taylor Street

Chapel Hill, TN 37034

(931) 364-2289

(931) 364-7202 (Fax)

EXHIBIT A CORPORATE STRUCTURE

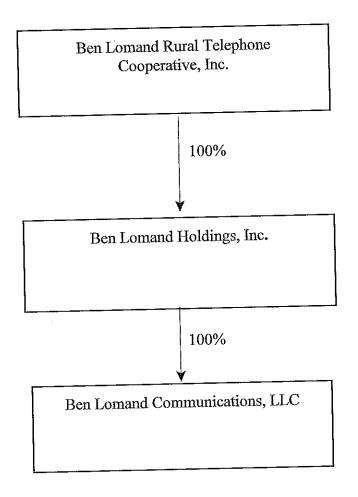


EXHIBIT B

ARTICLES OF ORGANIZATION

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

DATE: 12/85/07
REQUEST NUMBER: 6163-1264
TELEPHONE CONTACT: (615) 761-2286
FILE DATE/TIME: 12/03/07 1132
EFFECTIVE DATE/TIME: 01/61/08 0001 CONTROL NUMBER: 0564401

BEN LOMAND COMMUNICATIONS, LLC 311 N. CHANCERY ST.

MCHINNVILLE, TN 37110

BEN LOMAND COMMUNICATIONS, LLC ARTICLES OF ORGANIZATION -LINITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE PISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THE LIMITED WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS DFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE BE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT HUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

VOLUNTEER FIRST SERVICES, INC. P.O. BOX 670

MCMINNVILLE, TN 37111-0670

ON DATE: 11/05/07

FEES RECEIVED: \$300.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$300.00

RECEIPT NUMBER: 00004288075

ACCOUNT NUMBER: 00529941



RILEY C. DARNELL SECRETARY OF STATE

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| 6th Floor, William R. Snodgrass Tower Nashville, TN 37243 | the provisions of \$20 |
| tod berein are adopted in accord | dance with the provisions |
| The Articles of Organization presented netering Act. the Tennessee Revised Limited Liability Company Act. | 130 A 11C A 130 |
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| the Tennessee Revised Limited Liability Company ACL. 1. The name of the Limited Liability Company is: BEN LOMAND (| and the same of th |
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| (NOTE: Pursuant to the provisions of TCA \$48-249-106, each limite must contain the words "Limited Liability Company" or the abbrev | nation LLC by Land |
| must contain the words "Limited Liability Company's in 2. The name and complete address of the Limited Liability Company's in | nitial registered agent |
| The name and complete address of the cannot and office located in the state of Tennessee is: | in the second se |
| (Evoy Knowles | Lá CJ |
| 00 00 | TN 37110 |
| 71111 (1)4110-1-4 | (State Zift of 3 |
| (Street address) Warren | OP TO |
| | 500 600 00 |
| 3. The Limited Liability Company will be: (NOTE: PLEASE MARK APPL | Managed |
| 3. The Limited Liability Company will be: [All Director Managed Director Managed Director | Managed |
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| 4. Number of Members at the date of filing, if more than six (6): | Managed (1) |
| to be effective upon filing by the Secretary of | · search |
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| Date: January 1, 2000 | executive office is: |
| 6. The complete address of the Limited Liability Company's principal e | TN/Warren 37110 |
| 6. The complete address of the Limited Liability 311 N. Chancery St. Memianville (City) | (State/County/Zip Code) |
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| 7. Period of Duration if not perpetual: | |
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| CHECK THE COMPANY IS A MONPROFIT LIMITED LIABILITY COMPANY (CHECK | т аррисанс) |
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EXHIBIT C

MANAGEMENT PROFILES

Levoy Knowles, Chicf Executive Officer

Levoy Knowles, Chief Executive Officer, has been employed by Ben Lomand Rural Telephone Coop, Inc for twenty-five years. He has served as General Manager and CEO since 1989. In addition to his duties as CEO of Ben Lomand Rural Telephone Coop, Inc, he also serves as board member and Executive Vice-President of Ben Lomand Communications, Inc and is a board member and President of Volunteer First Services, Inc. It is anticipated that he will serve as Chief Manager of both of the newly formed LLC's. Mr. Knowles is a CPA by training. His finance training and experience have been essential in making business decisions. He has demonstrated his ability to understand the upcoming technologies and how to implement them into his business plan. He is a two-term director of the USTA, past president and current director of TTA, on the board of directors for the Rural Independent Competitive Alliance, Associated Networks Partners, Inc., Warren County Industrial Development Board, and a Rotarian(currently president.)

Mr. Knowles is a graduate of Tennessee Technological University with a B.S. in business administration. He earned his CPA certificate and is a member of state and national CPA associations.

Gail Woodlee, Chief Financial Officer

Gail Woodlee, Chief Financial Officer, has thirty-three years of service with Ben Lomand Rural Telephone Coop, Inc in various accounting positions. Ms. Woodlee is a graduate of Middle Tennessee State University. She has a Bachelor of Science degree with a major in accounting. She also has a Certificate of Proficiency with the USDA Graduate School in Bookkeeping and Accounting. Ms. Woodlee has served on the National Exchange Carrier Association Average Schedule Task Force. She is well thought of by the other independent telephone companies and cooperatives in Tennessee.

David Vaughn, Chief Operating Officer

David Vaughn, Chief Operating Officer, has been with Ben Lomand Rural Telephone Coop, Inc for eighteen years. Mr. Vaughn is a graduate of Tennessee Technological University with a B.S. in Business Administration/Accounting.

Mr. Vaughn started his career with Ben Lomand as an Accounting Assistant. After being promoted within the Accounting Department he became the company's first Human Resources Supervisor during a period of rapid growth which doubled the number of employees. The company has continually added responsibilities to his position such as regulatory affairs and the development plus management of the Customer Response Center. Mr. Vaughn also represents Ben Lomand as a Director on the Board of the Tennessee Telecommunications Association.

EXHIBIT D

CONFIDENTIAL & PROPRIETARY

(PROVIDED IN SEALED ENVELOPE)

EXHIBIT E

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Pre-Filed Testimony

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

| IN RE: |) | | | |
|---|-------------|------------|--|--|
| Petition of Ben Lomand Communications, LLC To Modify Its Certificate of Convenience and Necessity |))) | Docket No. | | |
| PRE-FILED TESTIMONY OF LEVOY KNOWLES | | | | |

- I, Levoy Knowles, do hereby testify as follows in support of the Petition of Ben Lomand Communications, LLC ("BLC") To Modify Its Certificate of Convenience and Necessity.
- Q: Please state your full name, business address, and position.
- A: My name is Levoy Knowles. I am BLC's Chief Manager. My business address is Ben Lomand Communications, LLC, 311 N. Chancery Street, McMinnville, Tennessee 37110.
- Q: Please briefly describe your duties.
- A: As Chief Manager, I am responsible for the oversight of the day to day operations of BLC. This includes business development, budgeting, and approval and oversight of network upgrades.
- Q: Please describe your business experience and educational background.
- A: I am a 1976 graduate of Tennessee Technological University. I received my Bachelor of Science Degree in Business Management with an emphasis in Accounting. I later earned my CPA certificate in 1980 after working for three years in industry and another three years with a local public accounting firm. I joined Ben Lomand Telephone Cooperative on December 1, 1981, as an accountant. Over the next few years, I was promoted to Assistant Manager and then General Manager on January 1, 1989. My title was later changed to CEO in 1999. Ben Lomand Communications is a wholly owned subsidiary of the Co-op and was formed in 1993 to provide long distance service. It was later expanded to become a CLEC in 1998 after the passage of the Telecommunications Act of 1996 allowed competition. I have served as the Executive Vice President and/or Chief Manager of BLC since its inception. I participate in several professional and industry associations. I am a member of the AICPA, the Tennessee Society of CPA's, and the Upper Cumberland Chapter of CPA's. I am serving or have served in several leadership roles in national trade associations such as the United States Telecom Association (USTA), the Rural Independent Competitive Alliance (RICA) and have previously served on the Board and Past President of the Tennessee Telecom Association.
- Q: Are all statements in BLC's Petition true and correct to the best of your knowledge, information and belief?

- A: Yes.
- Q: Please describe the current corporate structure of BLC.
- A: BLC is a limited liability corporation and the corporate structure of BLC is depicted in Exhibit B of the petition.
- Q: Does BLC possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?
- A: Yes. BLC possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority. The Authority granted BLC its current CCN based in part upon finding that BLC possessed the requisite managerial and technical qualifications to provide telecommunications services in Tennessee, including services as a CLEC. Since the grant of that CCN, BLC has maintained its senior managers, as listed in Exhibit C of the petition. Together, BLC's officers have decades of experience in the telecommunications industry which provides the technical expertise to execute the company's business plan, to provide its proposed telecommunications services, and to operate and maintain BLC's facilities. BLC remains managerially and technically qualified to provide telecommunications services throughout the State of Tennessee.
- Q: Please describe BLC's financial qualifications.
- A: BLC has access to the financing and capital necessary to conduct its telecommunications operations as specified in its Petition. The Authority granted BLC its current CCN based in part upon finding that BLC possessed the requisite financial qualifications to provide telecommunications services in Tennessee. Since the grant of its certificate, BLC has remained profitable and maintained access to working capital necessary to fund its in-state operations. Financial information relating to BLC is provided in Exhibit D of the petition which is CONFIDENTIAL AND PROPRIETARY. BLC's financials do not reflect any revenues or expenses associated with reciprocal compensation.
- Q: What services will BLC offer?
- A: BLC will continue to offer all services presently provided by BLC, including services not presently offered in the proposed service area, such as broadband.
- Q. What is the proposed additional service area?
- A. BLC is requesting statewide service. However, initially BLC will offer services contiguous to, and compatible with, its present service area of Warren and White counties.
- Q: Will BLC offer service to all consumers within its service area?
- A: Yes.
- Q: Will the granting of a certificate of convenience and necessity to BLC serve the public interest?

- A: Yes. The granting of a certificate of convenience and necessity will serve the public interest because it will increase competition in the market for telecommunications services in the Tennessee, leading to downward pressure on prices and more innovative service offerings. BLC's proposed service offerings are based on the concept of bringing technologically advanced services to a broader base of Tennessee customers.
- Q: Has BLC or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?
- A: No.
- Q: Who is knowledgeable about BLC's operations and will serve as BLC's regulatory and customer service contact?
- A: I will serve as such contact.
- Q: Does this conclude your testimony?
- A: Yes

| | Levoy Knowles |
|--|---|
| | CEO Ben Lomand Communications, LLC |
| State of Jennessee County of Waven | |
| Subscribed and sworn to me this // day o | f November, 2008. |
| <u>Patricia</u> D Boyd Notary Public | STATE OF |
| My commission expires 9-25-09 | PUBLIC OF THE PROPERTY OF THE |

I swear that the foregoing testimony is true and correct to the best of my knowledge.