

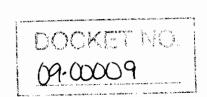
Judith A. Riley, J.D.

5909 Northwest Expressway, Suite 101 Oklahoma City, OK 73132

January 13, 2009

Via Overnight

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



RE: Tennessee Telephone Service, LLC dba Freedom Communications USA, LLC
Petition for Designation as an Eligible Telecommunications Carrier in Tennessee

Dear Mr. Knight

Enclosed please find an original and thirteen (13) copies of Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC's Petition for Designation as an Eligible Telecommunications Carrier in the State of Tennessee for filing with the Authority.

Should you have any questions or comments, or need additional information, please do not hesitate to contact this office. Thank you in advance for your attention and courtesy in this matter.

Sincerely,

Regulatory Agent

/sc enclosures

> Fax (405) 755-8377 E-mail jriley@telecompliance.net

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In Re: Petition of Tennessee Telephone)	
Service, LLC d/b/a Freedom Communications)	
USA, LLC)	Docket No. 09-0009
For Designation as an Eligible)	
Telecommunications Carrier.)	

PETITION FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER IN THE STATE OF TENNESSEE

Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC ("Freedom" or the "Company"), pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the "Act")¹ and Sections 54.101 through 54.207 of the Rules of the Federal Communications Commission ("FCC"),² hereby petitions the Tennessee Regulatory Authority ("Authority") for designation as an Eligible Telecommunications Carrier ("ETC") in certain BellSouth exchanges as described herein ("Designated Area") for the purpose of receiving Federal Universal Service Support. As demonstrated below, the Company satisfies all of the statutory and regulatory requirements for designation as an ETC in the Designated Area. Furthermore, designation of Freedom in the Designated Area will serve the public interest. Accordingly, Freedom respectfully requests that the Authority grant this Petition. The Company is also requesting approval of its initial Lifeline and Linkup Tariff which was submitted on December 29, 2008.

I. Background

1. Freedom is a Tennessee corporation and is authorized to conduct business as a corporation in the state of Tennessee. ³ Copies of the Company's authority to transact business in the state of Tennessee are on file with the Authority and

⁴⁷ USC § 214(e)(2)

⁴⁷ CFR §§ 54.191-54.207

Tennessee Telephone Service, LLC d/b/a Freedom Communications, LLC was incorporated in the state of Tennessee on 2/8/2000.

incorporated herein by reference.⁴ The Company has been certified by the Authority as a Competitive Local Exchange Company ("CLEC") in the state of Tennessee (Docket No. 04-00075). The principal office of the Company is located at 220 Creekside Drive, Dickson, Tennessee 37055. The Company provides local exchange and exchange access and interexchange telecommunications services in BellSouth exchanges using a combination of unbundled network elements ("UNEs") provided by BellSouth that allows end-toend switching delivery of calls.

- 2. As set forth in Section 214(e)(2) of the Act, the Authority "shall upon its own motion or upon request designate a common carrier that meets the requirements of [Section 214(e)(1)] as an eligible telecommunications carrier for a service area designated by the State Commission." ⁵ Upon designation as an ETC, the carrier shall be eligible to receive universal support in accordance with Section 254 of the Act. ⁶
- 3. The requirements for designation as an ETC set forth in Section 214(e)(1) are that the carrier must:
 - (A) offer the services that are supported by Federal Universal support mechanisms under section 254(c), either using its own facilities or a combination of its own facilities and resale of another carrier's services (including the services offered by another eligible telecommunications carrier); and (B) advertise the availability of such services and the charges therefore using the media of general distribution.⁷

⁴ See Exhibit A to Application of Tennessee Telephone Service, LLC d/b/a/ Freedom Communications, LLC in docket No. 0400075 filed 3/3/2004.

⁴⁷ USC § 214(e)(2), see 47 CFR §54.201(b) (FCC Rules citing the Act's requirements)

^{6 47} USC § 214(e)(1)

Id

II Freedom Satisfies the Requirements for Designation as an ETC to Serve the Designated Area

- 4. Freedom is a common carrier as that term is defined in the Act. The Company provides competitive local telecommunications services in the state of Tennessee in accordance with docket No. 04-00075 and TN Tariff No. 1, which was first issued 6-17-2006 with an effective date of 5-13-2004.
- 5. Freedom offers all of the supported services enumerated under Section 254(C) using facilities obtained as UNEs from BellSouth. According to FCC Rules, facilities obtained as UNEs satisfy the requirement that an ETC provide the supported services using either its own facilities or a combination of its own facilities and resale of another carrier's services. Accordingly, the Company satisfies the requirement set forth in Section 214(e)(1)(A).
- 6. The services that are supported by Federal Universal Support Mechanisms under section 254(c) are enumerated in the rules of the Federal Communications Commission ("FCC") at 47 C.F.R. §54.101(a)(1)-(9). These services are:
 - a) Voice grade access to the public switched network. "Voice grade access" is defined as a functionality that enables a user of telecommunications services to transmit voice communications,

See 47 USC §153(10) ("the term 'common carrier' or 'carrier' means any person engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy)

The Company also has been certified by the Authority to resell intrastate, interLATA direct dialed telecommunications services throughout the state of Tennessee. Tariffs are on file with the Authority.

Section 54 201(f) of the FCC's Rules states "[f] or the purposes of this section, the term 'own facilities' includes, but is not limited to, facilities obtained as unbundled network elements pursuant to Part 51 of this chapter, provided that such facilities meet the definition of the term 'facilities' under this subpart" 47 CFR § 54.201(f). The term "facilities" under Section 54 201 is defined as "any physical components of the telecommunications network that are used in the transmission or routing of the services that are designated for support pursuant to subpart B of this part" 47 CFR §54.201(e). Freedom's use of BellSouth's UNEs meets this definition of "facilities."

including signaling the network that the caller wishes to place a call, and to receive voice communications, including receiving a signal indicating there is an incoming call. For the purposes of this part, bandwidth for voice grade access should be, at a minimum, 300 to 3,000 Hertz;

- b) Local usage. "Local usage" means an amount of minutes of use of exchange service, prescribed by the FCC, provided free of charge to end users;
- c) Dual tone multi-frequency signaling or its functional equivalent.

 "Dual tone multi-frequency" (DTMF) is a method of signaling that facilitates the transportation of signaling through the network, shortening call set-up time;
- d) Single-party service or its functional equivalent. "Single-party service" is telecommunications service that permits users to have exclusive use of a wireline subscriber loop or access line for each call placed, or, in the case of wireless telecommunications carriers, which use spectrum shared among users to provide service, a dedicated message path for the length of a user's particular transmission;
- e) Access to emergency services. "Access to emergency services" includes access to services, such as 911 and enhanced 911, provided by local governments or other public safety organizations. 911 is defined as a service that permits a telecommunications user, by dialing the three-digit code"911" to call emergency services through a

Public Service Access Point (PSAP) operated by the local government. "enhanced 911" is defined as 911 service that includes the ability to provide automatic numbering information (ANI), which enables the PSAP to call back if the call is disconnected, and automatic location information (ALI), which permits emergency service providers to identify the geographic location of the calling party. "Access to emergency services" includes access to 911 and enhanced 911 services to the extent the local government in an eligible carrier's service area has implemented 911 or enhanced 911 systems;

- f) Access to operator services. "Access to operator services" is defined as access to any automatic or live assistance to a consumer to arrange for billing or completion, or both, of a telephone call;
- g) Access to interexchange service. "Access to interexchange service" is defined as the use of the loop, as well as that portion of the switch that is paid for by the end user, or the functional equivalent of these network elements in the case of a wireless carrier, necessary to access an interexchange carrier's network;
- h) Access to directory assistance. "Access to directory assistance" is defined as access to a service that includes, but is not limited to, making available to customers, upon request, information contained in directory listings; and
- Toll limitation for qualifying low-income consumers. Toll limitation for qualifying low-income consumers.

- 7. Upon designation as an ETC, Freedom will participate in, and offer Lifeline and LinkUp programs to qualifying low income consumers and publicize the availability of Lifeline and LinkUp services in a manner reasonably designed to reach those likely to qualify for those services, as required by FCC Rules. Attached hereto as Exhibit A are copies of Freedom's Lifeline and Linkup tariff which are approved and on file with the Authority.
- 8. Freedom will advertise the availability of the above-referenced services and the charges for those services in the Designated Area using media of general distribution, as required by FCC Rules.¹²
- 9. Attached as Exhibit B and incorporated herein by reference are Freedom's updated financial statements demonstrating that the Company has the financial qualifications to provide the services specified herein. Freedom has previously provided the Authority with evidence of its financial capabilities to provide the supported services in the context of its application to become certified as a CLEC in Docket No. 04-00075. The financial statements of Freedom contain proprietary and confidential information not generally available to the public and thus have been marked confidential and are being submitted under seal to be maintained by the Authority and Authority Staff on a confidential basis pursuant to the Authority's current rules.
- 10. Attached as Exhibit C and incorporated herein by reference is a current list of officers. Freedom has previously provided the Authority with evidence of its

See 47 CFR §§54.401-54.417, 54 405(b) & 54.411(d)

See 547 CFR §§54.201(d)(2)

managerial and technical capabilities to provide the supported services in the context of its application to become certified as a CLEC in Docket No. 04-00075.

11. Attached as Exhibit D to this Petition and incorporated herein by reference is the testimony of Matt Davis, CEO of Freedom certifying that the Company satisfies all of the requirements for designation as an ETC to serve the Designated Area.

III Area for Which ETC Designation is Requested

- 12. Freedom has served and will continue to serve the exchanges where it leases UNEs or resells the services of the non-rural telephone company, BellSouth, in the state of Tennessee. Freedom does not seek designation as an ETC in any areas served by rural telephone companies. Pursuant to the Order in Docket No. 04-00075, the Company does not provide local exchange service in any area served by any Independent telephone company as defined in the Order of July 23, 2004. The exchanges in the BellSouth service areas that Freedom serves and for which it seeks ETC designation are attached as Exhibit E.
- 13. Congress requires that the Authority grant competitive ETC petitions in non-rural areas. ¹³ No specific public interest test is mentioned, as is the case for areas served by rural telephone companies. ¹⁴ Thus, the Act provides that the Authority "shall" designate Freedom as an ETC upon finding that the Company meets the nine-point list of services and that it agrees to advertise the supported services throughout the designated service area. Notwithstanding, the designation of Freedom as an ETC will serve the public interest.

See 47 USC 214(e)(2)

See *Id.*

IV Granting Freedom's Petition will Serve the Public Interest

14. A central purpose of the Telecommunications Act of 1996 was to "promote competition and reduce regulation... [thereby securing] lower prices and higher quality services...and encourage the rapid deployment of new telecommunications technologies." Designation of Freedom as an ETC would further these goals. Granting ETC status to Freedom would allow the Company to obtain Federal Universal Service Support, which it will use to offer innovative telecommunications services at competitive prices to rural consumers in BellSouth.

15. Freedom will announce and advertise telecommunications services as an ETC where it provides service in BellSouth service areas in Tennessee and will publicize the availability of Lifeline and LinkUp services in a manner reasonably designed to reach those likely to qualify for those services. Accordingly, more low-income Tennessee residents will be made aware of the opportunities afforded to them under the Lifeline and LinkUp programs and will be able to take advantage of those opportunities by subscribing to Freedom's service.

For the foregoing reasons, Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC respectfully requests that the Authority grant it Petition and designate the Company as an ETC for the BellSouth exchanges specified herein.

Dated: 1-/3-2009

Judith A. Riley, Attorney for Applicant Telecom Professionals, Inc.

5909 N.W. Expressway, Suite 101

Oklahoma City, OK 73132

(405) 755-8177

¹⁵ The Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56, 56 (1996)

EXHIBIT A LIFELINE AND LINKUP TARIFF

CHECK SHEET

All sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>Page</u>	Revision	<u>Page</u>	Revision
1	Original	26	Original
2	First Revised *	27	Original
3	First Revised *	28	Original
4	Original	29	Original
5	Original	30	Original
6	Original	31	Original *
7	Original	32	Original *
8	Original	33	Original *
9	Original	34	Original *
10	Original	35	Original *
11	Original	36	Original *
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* Indicates pages included with this filing.

Issued: December 12, 2008 Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

TABLE OF CONTENTS

Title Sheet	
Check Sheet	
Table of Contents	
Explanation of Symbols4	
Tariff Format5	
Application of Tariff6	
Section 1 - Technical Terms and Abbreviations	
Section 2 - Rules and Regulations Section	
Section 3 -Description of Service25	
Section 4 –Rates	
Section 5 - Special Service Arrangements30	
Section 6 – Lifeline	((N)
Section 7-Link-Up35	(N)

Issued: December 12, 2008 Effective: January 12, 2009

Issued by: Mar

Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 6 - LIFELINE

6.1 Lifeline Telephone Service

6.1.1 **Description of Service**

- A. The Lifeline program is designed to increase the availability of telecommunications services to low income subscribers by providing a credit to monthly recurring local service to qualifying residential subscribers. Basic terms and conditions are in compliance with the FCC's Order on Universal Service in FCC 97-157, which adopts the Federal-State Joint Board's recommendation in CC docket 96-45, which complies with the Telecommunications Act of 1996. Specific terms and conditions are as prescribed by the Tennessee regulatory Authority and are as set forth in this tariff.
- B. Lifeline is supported by the federal universal service support mechanism.
- C. Federal baseline support of \$8.25 is available for each Lifeline service and is passed through to the subscriber. An additional \$3.50 credit is provided by the Company. Supplemental federal support of \$1.75, matching one half of the Company contribution, will also be passed along to the Lifeline subscriber. The total Lifeline credit available to an eligible customer in Tennessee is \$13.50. The amount of credit will not exceed the charge for local service, which includes the access line, Touch-Tone, the Subscriber Line Charge and local usage.

6.1.2 Regulations

A. General

- 1. Customers eligible under the Lifeline program are also eligible for connection assistance under the link-Up program.
- 2. One low income credit is available per household and is applicable to the primary residential connection only. The named subscriber must be a current recipient of any of the low income assistance programs identified in B. following.
- 3. A Lifeline customer may subscribe to any local service offering available to other residential customers. Since the Lifeline credit is applicable to the primary residential connection only, it may not be applied to a multiple line package local service offering.

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Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 6 LIFELINE CONTINUED

- 4. Toll blocking, if elected, will be provided at no charge to the Lifeline subscriber.
- 5. The deposit requirement is not applicable to a Lifeline customer who subscribes to toll blocking. If a Lifeline customer removes toll blocking prior to establishing an acceptable credit history, a deposit may be required. When applicable, advance payments will not exceed the connection and local service charges for one month.
- 6. The Federal Universal Service Charge will not be billed to Lifeline customers.
- 7. A Lifeline subscriber's local service will not be disconnected for non-payment of regulated toll charges. Local service may be denied for non-payment of local service. Access to toll service may be denied for non-payment of regulated tolls. A Lifeline subscriber's request for reconnection of local service will not be denied if the service was previously denied for non-payment of toll charges.

B. Eligibility

- 1. To be eligible for a Lifeline credit, a customer must be a current recipient of any one of the following low income assistance programs.
 - a. Temporary Assistance for Needy Families (TANF), previously known as AFDC
 - b. Supplemental Security Income (SSI)
 - c. Food Stamps
 - d. TennCare Medicaid
 - e. National School Lunch's free lunch program (NSL)
 - f. Federal Public Housing Assistance/Section 8
 - g. Low Income Home Energy Assistance Program (LIHEAP)
- 2. Additionally, a customer with total gross annual income that does not exceed one hundred and thirty-five percent (135%) of the federal poverty income guidelines may apply directly to the Tennessee Regulatory Authority (TRA) for Lifeline eligibility certification.
- 3. All applications for service are subject to verification with the TRA or state agency responsible for administration of the qualifying program.

Issued: December 12, 2008 Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 6 – LIFELINE CONTINUED

6.1 Lifeline (con't)

C. Certification

- 1. Proof of eligibility in any of the qualifying low income assistance programs should be provided to the Company at the time of application for service; or eligible Lifeline subscribers may enroll in the Lifeline program by signing a document certifying under penalty of perjury that the customer participates in one of the Tennessee Lifeline eligible programs and identifying the qualifying program. The Lifeline credit will not be established until the Company has received such signed document. If the customer requests installation prior to the Company's receipt of such signed document, the requested service will be provided without the Link-Up credit.
- 2. The Company reserves the right to periodically audit its records, working in conjunction with the appropriate state agencies, for the purpose of determining continuing eligibility. Information obtained during such audit will be treated as confidential information to the extent required under State and Federal laws. The use or disclosure of information concerning enrollees will be limited to purposes directly connected with the administration of the Lifeline plan.
- 3. When a customer is determined to be ineligible as a result of an audit, the Company will contact the customer. If the customer cannot provide eligibility documentation, the Lifeline credit will be discontinued after a sixty (60) day notice to the customer.
- 4. The Company will retain the required documentation for three (3) years and be able to produce the documentation to the Commission or its Administrator to demonstrate that they are providing discounted services only to qualified low-income customers as outlined in B.1 and B.2 preceding.

Issued: December 12, 2008 Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 6 - LIFELINE CONTINUED

Rates and Charges

A. General

- 1. Lifeline is provided as a monthly credit on the eligible residential subscriber's access line bill for local service.
- 2. Service charges are applicable for installing or changing Lifeline service.
- 3. LinkUp connection assistance in Section 7 may be available for installing or relocating Lifeline service.

B. The total Lifeline credit consists of one federal credit plus one state credit.

1.	Federa	Monthly Credit	
	b. Sup c. Foo d. Ter e. TR f. Nat g. Fee	inporary Assistance to Needy Families (TANF) copplemental Security Income (SSI) cod Stamps inCare Medicaid A Certified tional School Lunch's free lunch program (NSL) deral Public Housing Assistance/Section 8 w Income Home Energy Assistance Program (LIHEA)	\$10.00 \$10.00 \$10.00 \$10.00 \$10.00 \$10.00 \$10.00 \$10.00
2.	State C	redit	
	a. On	e per Lifeline	\$ 3.50

Issued: December 12, 2008 Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 7 –LINKUP

7. Link-Up

7.1 General

- A Link-Up is a program designed to increase the availability of telecommunications services to low income subscribers by providing a credit to the non-recurring installation and service charges to qualifying residential subscribers. Basic terms and conditions are in compliance with the FCC's Order on Universal Service in FCC 97-157, which adopts the Federal-State Joint Board's recommendation in CC docket 96-45, which complies with the Telecommunications Act of 1996. Specific terms and conditions are as prescribed by the Tennessee Regulatory Authority, as set forth in this tariff.
 - B. Link-Up is supported by the federal universal service support mechanism.
- C .A federal credit amount of fifty percent (50%) of the non-recurring charges for connection of service, up to a maximum of thirty dollars (\$30.00), is available to be passed through to the subscriber.

7.2 Regulations

A. General

- 1. Customers eligible under Link-Up are also eligible for monthly recurring assistance under the Lifeline program.
- 2. Link-Up connection assistance is available per household and is applicable to the primary residential connection only.
- 3. The Link-Up credit is available each time the customer installs or relocates the primary residential service. To receive the credit, proof of eligibility must be provided prior to installation of service.
- 4. The total tariffed charges for connecting service, including service and other installation charges are considered in the credit calculation.

Issued: December 12, 2008

Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 7 LINK-UP CONTINUED

B. Eligibility

- 1. To be eligible for a Link-Up credit, the named subscriber must be a current recipient of any of the following low income assistance programs:
 - a. Temporary Assistance to Needy Families (TANF), previously known as AFDC.
 - b. Supplemental Security Income (SSI)
 - c. Food Stamps
 - d. TennCare Medicaid
 - e. National School Lunch's free lunch program (NSL)
 - f. Federal Public Housing Assistance/Section 8
 - g. Low Income Home Energy Assistance Program (LIHEAP)
- 2. Additionally, a customer with total gross income that does not exceed one hundred and thirty-five percent (135%) of the federal poverty income guidelines may apply directly to the Tennessee Regulatory Authority (TRA) for Lifeline eligibility certification.
- 3. All applications for service are subject to verification with the TRA or state agency responsible for administration of the qualifying program.

C. Certification

- 1. Proof of eligibility in any of the qualifying low income assistance programs should be provided to the Company at the time of application for service. Link-Up eligible subscribers may receive the Link-up credit by signing a document certifying under penalty of perjury, that the customer participates in one of the Link-Up eligible programs and identifying the qualifying program. The Link-Up credit will not be established until the Company has received such signed document. If the customer requests installation prior to the Company's receipt of such signed document, the requested service will be provided without the Link-Up credit.
- 2. The use or disclosure of information concerning enrollees will be limited to purposes directly connected with the administration of the Link-Up plan.

Issued: December 12, 2008

Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

SECTION 7 LINK -UP CONTINUED

3. The Company will retain the required documentation for three (3) years and be able to produce the documentation to the Commission or its Administrator to demonstrate that they are providing discounted services only to qualified low income customers as outlined above. Disclosure requirements described above are applicable to resellers of Link-Up service.

7.3 Rates and Charges

The federal credit available for a Link-Up connection is thirty dollars (\$30.00) maximum or fifty percent (50%) of the installation and service charges from this Tariff, whichever is less.

Issued: December 12, 2008 Effective: January 12, 2009

Issued by: Matt Davis, CEO

Tennessee Telephone Service, LLC

d/b/a Freedom Communications USA, LLC

EXHIBIT C CURRENT LIST OF OFFICERS

TENNESSEE TELEPHONE SERVICE LLC d/b/a FREEDOM COMMUNICATIONS USA, LLC

OFFICERS

Bart Howard

Owner/President

220 Creekside Drive Dickson, TN 37055

Matt Davis

CEO

Management

Bart Howard-Owner/President. Mr. Howard has over 30 years experience starting, owning, and operating businesses primarily in the credit and collection business. Notably, Bart started National Check Network, Inc. in 1994 with nine other investors, which is currently the 5th largest check verification company in the nation and subsequently sold his shares in the company in 2001 to Electronic Clearing House (ECHO-NASDAQ). Mr. Howard founded Tennessee Telephone Service in 1998.

Matt Davis- CEO. Mr. Davis has over ten years experience in the financial services industry during which time he served as an officer with PFIC Securities Corporation. PFIC was purchased during Mr. Davis's tenure and is now Union Planters Financial Services. In May of 2000, Mr. Davis started EruComp, Inc. which hosts a web-based subscription service that gives 3rd thru 8th grade students practice for the year-end tests federally mandated by the No Child Left Behind Act. Mr. Davis received his B.A. in Finance from the University of Notre Dame.

Janice Cauthern- COO. Ms. Cauthern is a telecommunications veteran, having spent over twenty-five years in the industry. Twenty-two of those years were spent with BellSouth where Ms. Cauthern's responsibilities included customer service, directory assistance, and training. Ms. Cauthern received numerous customer service awards during her time with BellSouth and extensive certification in different operational areas.

EXHIBIT D

1. Certification:

I Matt Davis certify that I am the CEO responsible for this request and that I have examined/formulated the foregoing request. To the best of my knowledge, information, and belief, all statements of fact contained in said request are correct statements of the business and affairs of the requesting carrier with respect to each and every matter set forth.

Dated: 1/3/08

Telephone Number: 615-446-2010

Signature:

Subscribed and sworn to before me, a Notary Public, in and for the State of Tennessee above named, this 3 day of November, 2008.

(Seal)

My Commission Expires:

Shily 3. Runn (Notary Public)

EXHIBIT E EXCHANGES

EXHIBITE		
Company Company		
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	FORK RIDGE	MDBOKYMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	ETOWAH	ETWHTNMTRS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	DECATUR	DCTRTNMTRS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	BENTON	BNTNTNMTRS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNHTDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SURGOINSVL	SRVLTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SWEETWATER	SWTWTNMTDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	MADISONVL	MDVITNMTDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SODDYDAISY	SDDSTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SPRINGCITY	SPCYTNMTRS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	COPPERBSIN	CRHLTNCBRS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	BULLS GAP	BLGPTNMARS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNNSDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	WHITWELL	WHWLTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNDTDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SNEEDVILLE	SNVLTNMARS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	ATHENS	ATHNTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	DAYTON	DYTNTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHARLESTON	CHTNTNMTRS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	JELLICO	JLLCTNMARS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNNSDS1
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNSEDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SO PITTSBG	SPBGTNMARS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNMVDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNRODS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNRBDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNSMRS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	LAFOLLETTE	LFLTTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	ROGERSVL	RRVLTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	JASPER	JSPRTNMTDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CHATTNOOGA	CHTGTNBRDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	GEORGETOWN	CLEVTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	WATERTOWN	WTTWTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	EAGLEVILLE	EAVLTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNAARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	PORTLAND	PTLDTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNCDRS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNWMDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	HARTSVILLE	HTVLTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SPRINGFLD	SPFDTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	TRIUNE	TRINTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNAPDS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNMT84T
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	GALLATIN	GALLTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	SMYRNA	SMYRTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	LEBANON	LBNNTNMADS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	GREENBRIER	GNBRTNMARS5
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNINCG0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	CRSPLORLND	CRPLTNMARS0
BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL	NASHVILLE	NSVLTNBWDS0

BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

NASHVILLE WHITEHOUSE **NASHVILLE** ADMSCDARHL NASHVILLE CARTHAGE NASHVILLE DICKSON **PLEASANTVW** FRANKLIN **NASHVILLE** CHARLOTTE ASHLAND CY FRANKLIN **FAIRVIEW** HENDERSNVL NASHVILLE OLDHICKORY GOODLETSVL NASHVILLE NASHVILLE **NASHVILLE MURFREESBO** NASHVILLE NASHVILLE KINGSTNSPG NASHVILLE BOLIVAR GREENFIELD MICHIE **TIPTONVL** RIDGELY DYERSBURG **MCKENZIE** MIDDLETON SO FULTON TROY HORNBEAK CAMDEN **BIG SANDY** NEWBERN RIPLEY **PARIS** SELMER **GLEASON BOLIVAR** BELLS DYER MILAN HENNING KENTON BROWNSVL

NSVLTNBHRS5 WHHSTNMARS0 NSVLTNBVDS0 ACHLTNMTRS0 **NSVLTNHHRS5** CRTHTNMARS5 NSVLTNMTDS0 DKSNTNMTDS0 PSVWTNMTRS0 FKLNTNCCRS5 **NSVLTNMTDS3** CHRLTNMTDS0 ASCYTNMADS0 FKLNTNMADS0 FRVWTNMTRS5 HDVLTNMADS0 NSVLTNCHDS0 OLHCTNMARS5 GDVLTNMARS0 **NSVLTNMCDS0** NSVLTNWCDS0 NSVLTNMTDS1 MRBOTNMADS0 **NSVLTNSTDS0** NSVLTNDODS0 WHBLTNMTDS0 **NSVLTNUNDS0 BLVRTNMADS1** GNFDTNMTDS0 CRNTMSMADS2 TPVLTNMARS0 RDGLTNMARS5 **DYBGTNMADS0** MCKNTNMARS0 MDTNTNMADS0 FLTNKYMADS0 TROYTNMTRS5 HRNBTNMTRS5 CMDNTNMADS0 **BGSNTNMARS0** NWBRTNMARS5 RPLYTNMADS0 PARSTNMADS1 SLMRTNMTDS0 GLSNTNMARS0 **BLVRTNMADS0** BLLSTNMARS0 DYERTNMTRS0 MILNTNMARS0 HNNGTNMARS5 KNTNTNMARS5 BWVLTNMADS1

BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

MEDINA GIBSON HUMBOLDT HALLS TRENTON UNION CITY SAVANNAH BETHEL SPG LEXINGTON **JACKSON CEDARGROVE JACKSON** HENDERSON WESTSWEETW BENTCREEK ROCKWOOD LAKE CITY **OLIVER SPG GATLINBURG** MARYVILLE LOUDON CLINTON **JEFFERSNCY** DANDRIDGE **NORRIS** CHESTNUTHI KNOXVILLE KNOXVILLE WHITE PINE KNOXVILLE KINGSTON KNOXVILLE GREENBACK HARRIMAN **SEVIERVL** KNOXVILLE SOLWAY MASCOT KNOXVILLE KNOXVILLE LENOIRCITY **MAYNARDVL BEAN STATN** MARYVILLE WESTWHITEV **MEMPHIS MEMPHIS** SOMERVILLE COVINGTON **MEMPHIS MEMPHIS MEMPHIS**

MEDNTNMADS0 GBSNTNMTRS0 HMBLTNMADS1 HLLSTNMTRS5 TRTNTNMADS0 **UNCYTNMADS0** SVNHTNMTDS0 **BTSPTNMARS0** LXTNTNMADS1 JCSNTNNSDS0 HNTGTNMADS0 JCSNTNMADS0 HNSNTNMTRS0 SWTWTNMTRS0 HRFRTNMARS0 RKWDTNMADS0 LKCYTNMADS0 OLSPTNMARS0 GTBGTNMTDS0 TWNSTNMARS5 LODNTNMARS5 CLTNTNMADS0 JFCYTNMADS1 **DNRGTNMADS0** NRRSTNMARS0 NWPTTNMTDS0 KNVLTNMADS0 KNVLTNYHCG0 WHPITNMADS0 KNVLTNFCDS0 KGTNTNMTDS0 KNVLTNWHDS0 **GRNBTNMARS5** HIMNTNMADS0 SVVLTNMTDS0 KNVLTNBEDS0 OKRGTNMTDS0 MSCTTNMTDS0 **KNVLTNMADS1** MAVLTNMADS0 LNCYTNMADS0 MYVLTNMARS0 MRTWTNMADS0 **FIVLTNMARS5** WHVLTNMTRS0 MMPHTNELBB0 MMPHTNFRDS0 SOVLTNMTDS0 CVTNTNMTDS1 MMPHTNCTDS0 MMPHTNMTDS0 MMPHTNMACG1

BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

MEMPHIS **MEMPHIS MEMPHIS MEMPHIS MEMPHIS MEMPHIS MEMPHIS MEMPHIS MEMPHIS MEMPHIS** COLLIERVL ARLINGTON MOSCOW LAGRANGE MEMPHIS **MEMPHIS MEMPHIS** DOVER HAMPSHIRE WAVERLY PALMYRA LEWISBURG **FREDONIA SANGO MTPLEASANT** CUNNINGHAM BLANCHE FAYETTEVL TULLAHOMA ELKTON **HUNTLAND** SO GUTHRIE SPRINGHILL LYNNVILLE SOOAKGROVE **MCEWEN** WILLIAMSPT SEWANEE **PETERSBURG** LYLES SANTA FE SHELBYVL MANCHESTER CENTERVL LYNCHBURG W VANLEER LAWRENCEBG **HOHENWALD** CUMBERLDCY COLUMBIA NORMANDY CLARKSVL

MMPHTNMACG0 MMPHTNMADS0 MMPHTNMTCG0 MMPHTNCKDS0 MMPHTNHPRS5 GTWSTNSWRS5 MMPHTNGTDS0 MMPHTNWWCG0 MMPHTNOADS1 MMPHTNELDS0 CRVLTNMADS0 ARTNTNMTRS5 MSCWTNMARS0 GDJTTNMARS0 MMPHTNSLDS0 MMPHTNBADS0 MMPHTNSTDS0 DOVRTNMTRS5 HMPSTNMARS5 WVRLTNMTRS5 PLMYTNMARS5 LWBGTNMADS0 FRDNTNMARS5 SANGTNMTRS5 MNPLTNMARS5 CNHMTNMARS5 BLNCTNMTRS5 FYVLTNMADS0 TLLHTNMADS0 PLSKTNMADS0 HNLDTNMADS0 GTHRKYMADS0 SPHLTNMTRS0 LYVLTNMARS5 OKGVKYESDS0 MCWNTNMTRS5 WLPTTNMARS0 SEWNTNMWDS0 PTBGTNMARS0 LYLSTNMARS0 SNTFTNMARS5 SHVLTNMADS0 MNCHTNMADS0 **CNVLTNMARSO** LYBGTNMTRS0 VNLRTNMARS5 LRBGTNMADS0 HHNWTNMARS5 CMCYTNMTRS5 CLMATNMADS0 WRTRTNMTRS5 CLVLTNMADS0

BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

FLINTVILLE WINCHESTER CULLEOKA

FLVLTNMARS5 SUMMERTOWN SMTWTNMARS5 WNCHTNMADS0 CULKTNMARS5