

Henry Walker

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April 6, 2009

filed electronically in docket office on 04/06/09

Chairman Eddie Roberson  
Tennessee Regulatory Authority  
160 James Robertson Parkway  
Nashville, TN 37243-0505

docket no. 09-00047

Re: Application of Metropolitan Telecommunications of Tennessee, Inc. for Authority  
to Provide Competing Local Exchange and Interexchange Service

Dear Chairman Roberson:

Pursuant to the directions of the Authority, enclosed for filing are an original and four (4) copies of Metropolitan Telecommunications of Tennessee, Inc.'s ("MetTel") Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in Tennessee. Also enclosed is a check in the amount of \$25.00 payable to the Tennessee Regulatory Authority for the associated filing fee.

Because MetTel is currently operating in Tennessee, the carrier has intrastate tariffs on file at the TRA. These tariffs for local, access, and toll services are voluminous, approximately 189 pages. Rather than make new, multiple copies of all of these tariff pages, which are already contained in the agency's public files, the Application refers to those tariffs by reference.

Additionally, enclosed is one copy of **CONFIDENTIAL** materials filed as **Exhibits C** and **E** to the Application, in a separate, sealed envelope. MetTel hereby respectfully requests confidential treatment of the information contained in said Exhibits as they contain **CONFIDENTIAL and PROPRIETARY** information. MetTel requests that this information be restricted to counsel, agents and employees who are specifically assigned to this Application by the Authority.

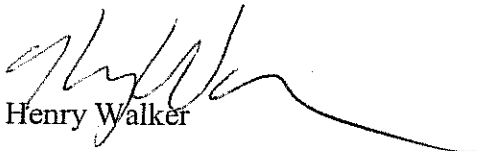
I have also enclosed an additional copy of this letter to be date stamped and returned to me. Should you have any questions or require additional information, please do not hesitate to contact me.

April 6, 2009  
Page 2

Thank you for your prompt attention to this matter.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By:   
Henry Walker

HW/c

Encl.

cc: Mr. Andoni Economou  
Mr. Sam Vogel



all telecommunications service providers to operate more efficiently and pass the resultant cost savings on to consumers. In addition, as a result of competition, the overall quality of local exchange and interexchange service will improve. Applicant is willing and able to adhere to all applicable TRA policies, rules and orders. In support of its Application, MetTel states as follows:

**I. Introduction**

A . The name and address of the Applicant is:

Metropolitan Telecommunications of Tennessee, Inc.  
44 Wall Street, 6th Floor  
New York, New York 10005

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

**OFFICERS**

Marshall Aronow, Chief Executive Officer  
David Aronow, President  
Andoni Economou, Chief Operating Officer & Executive Vice President

**DIRECTORS**

David Aronow  
Andoni Economou

The above-named individuals can be reached at:

Metropolitan Telecommunications of Tennessee, Inc.  
44 Wall Street, 6th Floor, New York, New York 10005  
Telephone: (212) 607-2000

Applicant is currently authorized to provide local exchange and interexchange services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota,

Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. 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, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York-, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

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

Andoni Economou, COO & Executive Vice President  
Metropolitan Telecommunications of Tennessee, Inc.  
44 Wall Street, 6th Floor  
New York, New York 10005  
(212) 607-2000

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

Bert Prince, Director of Client Relations  
Metropolitan Telecommunications of Tennessee, Inc.  
44 Wall Street, 6th Floor  
New York, New York 10005  
(212) 607-2000  
(877) 638-8351 (toll-free customer service)

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

Rose Mulvany Henry  
Henry Walker  
Bradley Arant Boult Cummings, LLP  
1600 Division Street  
Suite 700  
Nashville, TN 37203  
Phone: (615) 252-4634  
Fax: (615) 252-4713  
[rhenny@babbc.com](mailto:rhenny@babbc.com)  
[hwalker@babbc.com](mailto:hwalker@babbc.com)

In support of this Application, the following Exhibits are attached hereto:

- a. Exhibit A - MetTel's Certificate of Incorporation filed with the Secretary of State for the State of Delaware and Bylaws
- b. Exhibit B - MetTel's Certificate of Authority to Operate in Tennessee as a Foreign Corporation
- c. Exhibit C - Metropolitan Telecommunications Holding Corporation's audited financial statements for the year ended December 31, 2007, unaudited financial statements for the years ending December 31, 2006, 2007 and 2008 for Tennessee, all of which are being filed in a separate sealed envelope as "Confidential"
- d. Exhibit D - Management Biographies
- e. Exhibit E - Corporate Organization Chart, which is being filed in a separate sealed envelope as "Confidential"
- 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**

### **A. General Information**

Applicant is a Delaware Corporation, which was formed on October 30, 2000. The Company is headquartered at 44 Wall Street, 6th Floor, New York, New York 10005.

## **B. Customer Service**

Applicant's Customer Service Department may be contacted via a toll-free number, (877) 638-8351. The Company will maintain a Customer Service Department exclusively for customer's questions, requests for service, complaints and trouble handling. MetTel's Customer Service address and toll free number(s) will be printed on the customer's bill. The Customer Service Department is located at 420 East South Temple, Suite 560, Salt Lake City, Utah, 84111.

Office Hours: Customer Service Representatives are available 24 hours a day, 7 days a week, 365 days a year, including holidays.

Complaint Procedures: The customer shall pose any inquiries or disputes directly to the Applicant for resolution. Written communications should be directed to MetTel'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. Applicant will investigate a customer inquiry or dispute and report the findings to the customer. If MetTel finds its actions to be consistent with its Tariff, MetTel 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 MetTel's resolution of an inquiry or dispute, the customer may refer the matter to the Authority for determination.

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

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

### **A. Financial Qualifications**

MetTel is financially able to provide the services proposed in its tariff as evidenced by the audited financial statements of Metropolitan Telecommunications Holding Corporation, MetTel's parent company, for the years ending December 31, 2006 and 2007.

## **B. Managerial Qualifications**

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

## **C. Technical Qualifications**

MetTel's key management personnel have significant business and telecommunications experience. Applicant is currently authorized to provide local exchange and interexchange services in the 48 contiguous states and Hawaii. Applicant is currently providing service in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

MetTel will initially resell services and provide service using unbundled network elements utilizing the facilities of the existing LECs or other competitive carriers that presently serve Tennessee. MetTel has no plans at this time to install facilities to provide local exchange services in Tennessee. If MetTel installs facilities in Tennessee, it may use the following or a similar configuration of equipment: MetTel will provide voice, high speed data and internet access services through a combination of the latest technology switching and transport media comprised of a next-generation Sonus Class 4/5 Soft Switch module, ADSL/SDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The



switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' and competitive access providers' unbundled loop network, both copper and fiber and transport networks, as well as via MetTel constructed facilities. There will be no customer provided equipment that will not be compatible with an incumbent local exchange carrier.

MetTel is requesting statewide authority to serve customers in the Nashville, Chattanooga, Knoxville and Memphis Local Access and Transport Areas.

As the foregoing illustrates, MetTel possesses considerable telecommunications expertise. MetTel has been providing a wide range of high quality voice and data telecommunications services to consumers since 2000. Applicant will also rely upon the technical expertise and telecommunications experience of its underlying carriers. Thus, MetTel is technically qualified to provide local exchange and interexchange telecommunications services in Tennessee. Applicant will also adhere to all applicable TRA policies, rules and orders.

#### **IV. Approval of MetTel's Application is in the Public Interest**

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

- 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 Authority;
- 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 Authority, will participate in the support of universally available telephone service at affordable rates; and,
- E. The provision of local exchange 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, MetTel's entry into the local exchange and interexchange markets will not unreasonably prejudice or disadvantage any telephone service providers. Incumbent Local Exchange Carriers ("ILECs" or "LECs") continue to 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, local exchange services competition will stimulate the demand for the services supplied by all local service carriers, including those of the ILECs. 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.

Currently, Tennessee consumers have a limited choice with regard to the provision of local exchange telecommunications service. A competitive local exchange service market comprised of incumbents and competitive providers such as MetTel will offer consumers a competitive option and, therefore, will better satisfy the needs of various market segments. In this regard, approval of this Application is clearly in the public interest.

**V. Description of Services Offered and Service Territory**

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

**A. Interexchange (switched and dedicated services):**

1. 1 + and 10 1 XXXX outbound dialing;
2. 800/888 toll-free inbound dialing;
3. Calling cards; and
4. Data Services

**B. Local Exchange:**

1. 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.
2. 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.
3. Non-switched local services (e g., private line) that currently exist or will exist in the future.
4. Centrex and/or Centrex-like services that currently exist or will exist in the future.
5. Digital subscriber line, ISDN, and other high capacity services.

In addition to the services listed above, MetTel, 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.

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

MetTel's tariffs are attached hereto as Exhibit K.

## **VI. Waivers and Regulatory Compliance**

MetTel requests that the Authority grant it a waiver of those regulatory requirements inapplicable to competitive local service resellers as stated below and referenced in Tennessee Rules and Regulations Chapter 1220-4-1-.11 and Chapter 1220-4-2-.15. Such rules are not appropriate or necessary for competitive providers and constitute an economic barrier to entry into the local exchange market.

### **A. Financial Record-Keeping System**

1. MetTel 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, MetTel does not maintain its financial records in this manner.

2. As a competitive carrier, MetTel maintains its book of accounts in accordance with Generally Accepted Accounting Principles ("GAAP"). Neither the FCC, nor the Authority, has required MetTel to maintain its records under the USOA for purposes of MetTel's interexchange operations. Thus, MetTel 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, MetTel'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 MetTel.

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

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

#### **B. Local Exchange Directories**

MetTel requests that it not be required to publish local exchange directories. MetTel will make arrangements with the incumbent LECs whereby the names of MetTel's customers will be included in the directories published by the incumbent LECs. LEC directories will also be modified to include MetTel's customer service number. These directories will be distributed to MetTel's customers. This approach is entirely reasonable and will have a direct benefit to the customers of both MetTel 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 MetTel 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 MetTel 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:

A . Access to 911 and E 911 emergency service;

B. White page directory listings and directory assistance;

- C. Consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange telephone companies;
- D. Free blocking service for 900, 976 type services in accordance with TRA policy;
- E. Lifeline and Link-up services to qualifying citizens of this state;
- F. Educational discounts in existence as of June 6, 1995.

Applicant shall also:

G. Provide support for universal service in a manner determined by the Authority. This requirement shall not be construed as prohibiting the granting of a certificate before the universal service issues are determined by the TRA;

H. Provide interconnection with other certificated carriers or TRA authorized carriers on a nondiscriminatory basis under reasonable terms and conditions;

I. Comply with the Authority's basic service standards as defined in any applicable rules and decisions of the Authority;

J. Provide equal access to authorized inter-and intraLATA long distance providers, unless otherwise exempted by the Authority.

### **VIII. Conclusion**

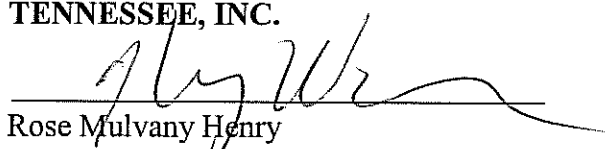
This Application demonstrates that Metropolitan Telecommunications of Tennessee, Inc., possesses the technical, financial and managerial resources to provide resold and facilities-based local exchange and interexchange service in the State of Tennessee. Furthermore, granting this Application will promote 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 will result in 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 a notice of intent at least 30 days prior to the date of the intended service, or as otherwise required by law.

Wherefore, Metropolitan Telecommunications of Tennessee, Inc., respectfully petitions the Tennessee Regulatory Authority 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,

**METROPOLITAN TELECOMMUNICATIONS OF  
TENNESSEE, INC.**

  
\_\_\_\_\_  
Rose Mulvany Henry  
Henry Walker

Bradley Arant Boult Cummings, LLP

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Suite 700

Nashville, TN 37203

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**VERIFICATION OF APPLICANT**

I, David Aronow, President of Metropolitan Telecommunications of Tennessee, Inc., a Delaware Corporation, the applicant for a Certificate of Public Convenience and Necessity from the Tennessee Regulatory Authority of the State of Tennessee, verify that based on information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

  
**David Aronow**  
**President**  
**Metropolitan Telecommunications of Tennessee, Inc.**

Sworn to me, the undersigned  
Notary Public on this  
6 day of April 2009.

**State of New York**  
**County of New York**

  
**Notary Public**

Winnie Lee  
Notary Public, State of New York  
No. 01LE6152185  
Qualified in Queens County  
Commission Expires August 28, 2010



**EXHIBIT "A"**  
**CERTIFICATE OF INCORPORATION & BYLAWS**

CERTIFICATE OF INCORPORATION

METROPOLITAN TELECOMMUNICATIONS OF TENNESSEE, INC.

**FIRST:** The name of the corporation is METROPOLITAN TELECOMMUNICATIONS OF TENNESSEE, INC.

**SECOND:** Its Registered Office is to be located at 15 East North Street, Dover, Delaware 19901 in the county of Kent. The Registered Agent in charge thereof is W/K Incorporating Services, Inc.

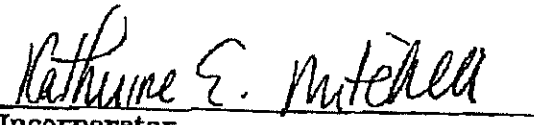
**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The amount of the total authorized capital stock of this corporation is Two Thousand, Five Hundred (2,500), common shares all of which shall be without par value.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Katherine E. Mitchell  
90 State Street  
Albany, New York 12207

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein are true, and I have accordingly hereunto set my hand this 30th day of October, 2000.

  
Incorporator  
KATHERINE E. MITCHELL  
90 State Street  
Albany, New York

BY - LAWS

of

Metropolitan Telecommunications of Tennessee, Inc.

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ARTICLE I - OFFICES

SECTION 1. REGISTERED OFFICE. - - The registered office shall be established and maintained at W/K Inc. Services, 15 East North Street, Dover, DE 19901 in the county of Kent in the State of Delaware.

SECTION 2. OTHER OFFICES. - - The corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II - MEETING OF STOCKHOLDERS

SECTION I. ANNUAL MEETINGS. - - Annual meetings of stockholders for the election of directors and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting. In the event the Board of Directors fails to determine the time, date and place of meeting, the annual meeting of stockholders shall be held at the registered office of the corporation in Delaware on December 15<sup>th</sup>.

If date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and may transact such other corporate business as shall be stated in the notice of the meeting.

SECTION 2. OTHER MEETINGS. -- Meetings of stockholders for any purpose other than the election of directors may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting.

SECTION 3. VOTING. -- Each stockholder entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these By-Laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

SECTION 4. STOCKHOLDER LIST. -- The officer who has charge of the stock ledger of the corporation shall at least 10 days before each meeting of stockholders prepare a complete alphabetical addressed list of the stockholders entitled to vote at the ensuing election, with the number of shares held by each. Said list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall be available for inspection at the meeting.

SECTION 5. QUORUM. -- Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy, of stockholders holding a majority of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be present. At any such adjourned meeting at which the requisite amount of stock entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 6. SPECIAL MEETINGS. - - Special meetings of the stockholders, for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the directors or stockholders entitled to vote. Such request shall state the purpose of the proposed meeting.

SECTION 7. NOTICE OF MEETINGS. - - Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each stockholder entitled to vote thereat at his address as is appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting.

SECTION 8. BUSINESS TRANSACTED. - - No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the stockholders entitled to vote thereat.

SECTION 9. ACTION WITHOUT MEETING. - - Except as otherwise provided by the Certificate of Incorporation, whenever the vote of stockholders at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes of the Certificate of Incorporation or of these By-Laws, the meeting and vote of stockholders may be dispensed with, if all the stockholders who would have been entitled by vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

### ARTICLE III - DIRECTORS

SECTION 1. NUMBER AND TERM. - - The number of directors shall be 2. The directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his successor shall be elected and shall qualify. The number of directors may not be less than three except that where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders

SECTION 2. RESIGNATIONS. -- Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3 VACANCIES. -- If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

SECTION 4. REMOVAL. --- Any director or directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all the shares of stock outstanding and entitled to vote, at a special meeting of the stockholders called for the purpose and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority in interest of the stockholders entitled to vote.

SECTION 5. INCREASE OF NUMBER. -- The number of directors may be increased by amendment of these By-Laws by the affirmative vote of a majority of the directors, though less than a quorum, or, by the affirmative vote of a majority in interest of the stockholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

SECTION 6. COMPENSATION. -- Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

**SECTION 7. ACTION WITHOUT MEETING.** --Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

#### **ARTICLE IV - OFFICERS**

**SECTION 1. OFFICERS.** -- The officers of the corporation shall consist of a President, a Treasurer, and a Secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a Chairman, one or more Vice-Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person.

**SECTION 2. OTHER OFFICERS AND AGENTS.** -- The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

**SECTION 3. CHAIRMAN.** -- The Chairman of the Board of Directors if one be elected, shall preside at all meetings of the Board of Directors and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors.

**SECTION 4. PRESIDENT.** -- The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He shall preside at all meetings of the stockholders if present thereat, and in the absence or non-election of the Chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the corporation Except as the Board of Directors shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages, and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

**SECTION 5. VICE-PRESIDENT.** --Each Vice-President shall have such powers and shall perform such duties as shall be assigned to him by the directors.

**SECTION 6. TREASURER.** --The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he shall give the corporation a bond for the faithful discharge of his duties in such amount and with such surety as the board shall prescribe.

**SECTION 7. SECRETARY.** --The Secretary shall give, or cause to be given, notice of all meetings of stockholders and directors, and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, or by the directors, or stockholders, upon whose requisition the meeting is called as provided in these By-Laws. He shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose. He shall keep in safe custody the seal of the corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of any assistant secretary.

**SECTION 8. ASSISTANT TREASURERS & ASSISTANT SECRETARIES** Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.



## ARTICLE V

SECTION I CERTIFICATES OF STOCK. --Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the chairman or vice-chairman of the board of directors, or the president or a vice-president and the treasurer or an assistant treasurer, or the secretary of the corporation, certifying the number of shares owned by him in the corporation. If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations, or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Where a certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than the corporation or its employee, the signatures of such officers may be facsimiles.

SECTION 2. LOST CERTIFICATES --New certificates of stock may be issued in the place of any certificate therefore issued by the corporation, alleged to have been lost or destroyed, and the directors may, in their discretion, require the owner of the lost or destroyed certificate or his legal representatives, to give the corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the corporation against it on account of the alleged loss of any such new certificate.

SECTION 3. TRANSFER OF SHARES. -- The shares of stock of the corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other persons as the directors may designate, by who they shall be cancelled, and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 4. STOCKHOLDERS RECORD DATE. -- In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the day of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 5. DIVIDENDS. -- Subject to the provisions of the Certificate of Incorporation the Board of Directors may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the corporation as and when they deem expedient. Before declaring any dividends there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the directors from time to time in their discretion deem proper working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the directors shall deem conducive to the interests of the corporation.

SECTION 6. SEAL. -- The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL DELAWARE." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 7. FISCAL YEAR. -- The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 8. CHECKS -- All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 9. NOTICE AND WAIVER OF NOTICE -- Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

#### ARTICLE VI - CLOSE CORPORATIONS: MANAGEMENT BY SHAREHOLDERS

If the certificate of incorporation of the corporation states that the business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors, then, whenever the context so requires the shareholders of the corporation shall be deemed the directors of the corporation for purposes of applying any provision of these by-laws.

#### ARTICLE VII - AMENDMENTS

These By-Laws may be altered and repealed and By-Laws may be made at any annual meeting of the stockholders or at any special meeting thereof if notice thereof is contained in the notice of such special meeting by the affirmative vote of a majority of the stock issued and outstanding or entitled to vote thereat, or by the regular meeting of the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting.

**EXHIBIT "B"**  
**FOREIGN CORPORATION QUALIFICATION**

Secretary of State

Division of Business Services

312 Eighth Avenue North

7th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

REGISTERED ACCOUNTING FIRM

AND SERVICE

STATE OF

ALABAMA, NY 12201

RE:  
NOTICE  
APPLICATION FOR REGISTRATION OF ASSURANCE EXPENDITURE  
FIRM

THIS WILL ACKNOWLEDGE THE FILING OF THE RETURNED ASSURED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY EXERCISE THE RIGHT TO USE THIS NAME WITHIN TWO  
YEAR MONTHS FOLLOWING THE REGISTRATION OF SUCH RIGHT FOR A PERIOD OF FIVE (5)  
YEARS, OR FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CONSIDERING WITH THIS OFFICE OF SECRETARY OF STATE FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR APPLICATION FOR REGISTRATION OF ASSURED CORPORATION ON DATE: 11/13/00

FIRM:  
CARROLL WILLIAMS P.C.  
300 STATE ST.

ALABAMA, NY 12207-0000

REGISTERED:

FEES:

50.00

NOTAL. PAYMENT FIRM: 1/1/00

50.00

RECEIPT NUMBER: 0000273938  
ACCOUNT NUMBER: 00140514



55403

RECEIVED  
SECRETARY OF STATE

**EXHIBIT "C"**  
**FINANCIAL INFORMATION**

**\*\*\*CONFIDENTIAL\*\*\***

**EXHIBIT "D"**  
**MANAGEMENT BIOGRAPHIES**

**Metropolitan Telecommunications Key Management Personnel**

**Marshall Aronow - Chief Executive Officer**

Mr. Aronow is a co-founder of the company and has served as the Chief Executive Officer since 1996, with both day-to-day operations and strategic responsibilities. He is primarily responsible for obtaining financing for MetTel's expansion. Mr. Aronow also serves on MetTel's Board. Previously, he was a finance specialist and managing partner of JDK Partners, a Manhattan based hedge fund that specialized in telecommunications.

**David Aronow – President**

Mr. Aronow serves as President and as head of Regulatory Affairs and MetTel's Internet and VoIP Group. In this capacity he oversees MetTel's market and technology expansion. He is also a co-founder and serves on MetTel's Board. Previously, he was a partner at Aronow & Aronow, LLP, a commercial litigation practice in N Y. Mr. Aronow graduated from New York Law School in 1993.

**Andoni Economou - Chief Operating Officer & Executive Vice President**

Mr. Economou is the Chief Operating Officer of MetTel and shares both the operating and strategic responsibilities with Marshall Aronow. He also serves on MetTel's Board. Prior to joining the company, Mr. Economou was associated with the New Jersey Law firm, Nashel & Nashel following a position as Law Clerk for the Hon. Geoffery Gaukin, P.J.A.D., Superior Court of N J. He graduated from Rutgers University School of Law in 1992.

**Sam Vogel - Chief Marketing Officer/Senior Vice President-Interconnection**

Mr. Vogel is responsible for directing all MetTel's Marketing activities, including marketing plans, pricing and profitability; as well as Interconnection activities with Incumbent Local Exchange Carriers. He directed MetTel's expansion into 48 states. He has over 40 years of telecommunications industry experience and has held executive positions in engineering, operations, regulatory, sales and marketing and business development. Prior to re-joining MetTel in 2001, Mr. Vogel held senior executive positions in the CLEC industry and prior to 1996, he served as Managing Director at NYNEX Telesector Resources (now Verizon) in their Business Markets Group responsible for product development and management of \$1.2 billion in annual calling services revenues. He received a BS degree, Cum Laude, in Business Administration/Management, from the N.Y. Institute of Technology.

## **EXHIBIT "D"**

### **MANAGEMENT BIOGRAPHIES**

#### **Edward J. Fox III - Vice President of Network Services**

Mr. Fox is responsible for the planning, deployment and operation of MetTel's broadband, data and VoIP network infrastructure. Prior to joining MetTel, he had more than 15 years of telecommunications and network experience, holding senior positions at several large corporations, where he developed the ability to manage massive organizational and customer growth. At Network Plus he was responsible for a 7 state, 3 Regional Bell Operating Company local voice and data network build in less than 2 years and brought one of the first consumer available packet voice networks to the business marketplace. While at Bell Atlantic Mobile, the company was awarded its first customer satisfaction award from JD Powers, for the Manhattan, NY service area, where Mr. Fox managed its operation. For the Teleport Communications Group he managed network validation testing, meeting stringent AT&T requirements, which allowed traffic exchange. Mr. Fox has a BS in Electrical Engineering Technology, from Rochester Institute of Technology.

#### **Marc Wolfsohn – Corporate Controller**

Mr. Wolfsohn, Corporate Controller, is responsible for MetTel's Accounting, Finance and Administrative areas. Previously he was the CEO of a publicly traded manufacturer of instruments used in the production of telecommunications systems. There and at Arthur Anderson he gained experience working with bankers, financial and tax auditors as well as the SEC. Mr. Wolfsohn has a BBA from Baruch College and is a Certified Public Accountant.

#### **Milton Schneeberg – Managing Director- Customer Service Operations**

Mr. Schneeberg is responsible for all Customer Service, Provisioning and Repair operations at MetTel. He has over 40 years of telecommunications industry experience with NYNEX (now Verizon) and the CLEC industry in customer service, field operations, engineering planning and financial analysis, regulatory, purchasing and training. Prior to joining MetTel, Mr. Schneeberg was Vice President – Customer Operations at Infohighway where his supervisory responsibilities included over 75 people in three organizations, with a budget in excess of \$15 million dollars, providing service provisioning for an area from Maine to West Virginia, the Mid West and the National Maintenance Center. Mr. Schneeberg has an AAS, Electrical Engineering degree from Suffolk County Community College, Selden, N.Y.

#### **Will Prince – Executive Director of Operations**

Mr. Prince has been the Executive Director of Operations for MetTel since 2002. He leads the firm's client acquisition and client experience initiatives. Mr. Prince brings over 16 years of experience in customer care with a focus on technology integration. Prior to joining MetTel, Mr. Prince was the Director of IT at ELEC. He graduated from Southern Utah University with a B.S. in Accounting.



**EXHIBIT "D"**  
**MANAGEMENT BIOGRAPHIES**

**Bert Prince – Director of Client Relations**

Mr. Prince is responsible for the Customer Service Department and has been with MetTel since 2007. He has focused efforts towards “Enhancing the Customer’s Experience,” through training initiatives, call analysis and software monitoring toolsets. Prior to joining MetTel, Mr. Prince worked as a Systems Integration Manager at “Affiliated Computer Associates,” consolidating Customer Care centers for fortune 500 companies. He graduated from University of Utah with a B.S. in Economics.

**EXHIBIT "E"**  
**CORPORATE ORGANIZATION CHART**

**\*\*\*CONFIDENTIAL\*\*\***

**EXHIBIT "F"**  
**INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN**

**METROPOLITAN TELECOMMUNICATIONS OF TENNESSEE, INC. ("MetTel")**

**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. MetTel 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. MetTel proposes to provide toll dialing parity to the Chattanooga, Knoxville, Memphis and Nashville LATAs. Attached hereto are the exchange areas for which MetTel proposes to provide intraLATA toll dialing parity.

**II. Carrier Selection Procedures**

MetTel 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.

MetTel 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. MetTel will implement a PIC change charge waiver period of 90 days.

New Customers

Customers who contact MetTel 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 MetTel 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 MetTel's system as a "no-PIC" and will not be automatically defaulted to a carrier. Customers identified as "no-PIC" within MetTel's systems will be required to dial 101XXXX to place intraLATA toll calls until they make an affirmative choice for an intraLATA toll carrier.

**EXHIBIT "F"**  
**INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN (CONT'D)**

**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 Party, customers will receive a bill insert also explaining their opportunity to select an intraLATA carrier. MetTel 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 MetTel'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 MetTel's implementation date. MetTel needs notification in advance to include the carrier on the list of participating carriers in each MetTel exchange. Certified carriers who enter the market after implementation will be added to the list of participating carriers within 30 days of notifying MetTel.

MetTel 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 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.

MetTel 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. MetTel 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. MetTel will comply with all rules of the FCC and the TRA.

**EXHIBIT "F"**  
**INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN (CONT'D)**

**V. Non-Discriminatory Access**

MetTel 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

MetTel 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) MetTel 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) MetTel 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, MetTel 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.

**EXHIBIT "F"**  
**INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN (CONT'D)**

- (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 MetTel.
- (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, MetTel 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 MetTel, 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. MetTel 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 MetTel 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, MetTel will send each new customer an information package by first class mail containing at least the following information concerning the request to change.

**EXHIBIT "F"**  
**INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN (CONT'D)**

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
Balls	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	Surgoinville	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**

Pursuant to T.C.A. §65-5-212, as amended, Metropolitan Telecommunications of Tennessee, Inc. ("MetTel") updates its small and minority-owned Telecommunications business participation plan (the "Plan") in the State of 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. MetTel 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. MetTel 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, MetTel will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to MetTel of such opportunities. MetTel'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, MetTel 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).



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

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

**III. ADMINISTRATION**

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

Andoni Economou, Chief Operating Officer & Executive Vice President  
Metropolitan Telecommunications of Tennessee, Inc.  
44 Wall Street, 6th Floor  
New York, New York 10005  
Telephone: (212) 607-2000  
Facsimile: (866) 667-3900

The Administrator's responsibilities 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.

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

**III. ADMINISTRATION (CONT'D.)**

(8) Providing information and educational activities to persons within MetTel 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 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**

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

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

Metropolitan Telecommunications of Tennessee, Inc.

By: 

Andoni Economou

Chief Operating Officer & Executive Vice President

Dated: 4/3/09

**EXHIBIT "H"**  
**PRE-FILED TESTIMONY**  
**OF**  
**DAVID ARONOW**

**EXHIBIT H**  
**PRE-FILED TESTIMONY OF DAVID ARONOW**

**I. Introduction**

Q. Please state your name and business address.

A. **My name is David Aronow. My business address is 44 Wall Street, 6<sup>th</sup> Floor, New York, New York 10005.**

Q. By whom are you employed and in what capacity?

A. **I am President for Metropolitan Telecommunications of Tennessee, Inc. ("MetTel").**

Q. Please give a brief description of your background and experience in business and telecommunications.

A. **My background and experience, as well as other members of the management team of MetTel, are set forth in Exhibit D to our application.**

Q. What is the purpose of your testimony?

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

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

A. **Yes. I wish to incorporate by reference the underlying Application filed in**

1  
2           **this proceeding and its associated attachments.**

3                               **II. The Business of MetTel**

4  
5    Q.     Has MetTel registered to do business in Tennessee?

6    A.     **Yes. MetTel is a Delaware Corporation that has received authorization to**  
7           **transact business within the State of Tennessee. A copy of MetTel's**  
8           **Certificate of Incorporation and bylaws are attached to the Application as**  
9           **Exhibit A and a copy of the document of authorization from the State of**  
10          **Tennessee is attached to that Application as Exhibit B.**

11  
12   Q.     Please describe the services MetTel intends to provide within the State of  
13           Tennessee.

14   A.     **MetTel expects to offer a full array of local exchange services to both**  
15          **business and residential customers, including the following:**

16          **Interexchange (switched and dedicated services):**

17               A.     **I+ and 10 1 XXXX outbound dialing;**

18               B.     **800/888 toll-free inbound dialing;**

19               C.     **Calling cards; and**

20               D.     **Data Services.**

21  
22          **Local Exchange:**

23          **A. Local Exchange Services for business and residence customers that will**  
24

enable customers to originate and terminate local calls in the local calling area is served by other LECs.

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, MetTel, 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.

Q. How does MetTel intend to provide service in the State of Tennessee?

A. MetTel will initially resell services and provide service using unbundled network elements utilizing the facilities of the existing LECs or other competitive carriers that presently serve Tennessee. MetTel has no plans at this time to install facilities to provide local exchange services in Tennessee. If MetTel installs facilities in Tennessee, it may use the following or a similar configuration of equipment: MetTel will provide

**EXHIBIT H  
PRE-FILED TESTIMONY OF DAVID ARONOW**

1  
2       **voice, high speed data and internet access services through a combination**  
3       **of the latest technology switching and transport media comprised of a next**  
4       **generation Sonus Class 4/5 Soft-Switch module, ADSL/SDSL transport**  
5       **and Internet service equipment and the latest Optical multiplexer DAC's**  
6       **configurations. The switching system consists of a central processing**  
7       **and control complex capable of interconnection as a peer to the**  
8       **incumbent as well as competitive local exchange companies. The hub**  
9       **portion of the switch will interconnect with the public switched network**  
10       **on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The**  
11       **system's remote module capability will allow properties to be the served in**  
12       **a manner that provides exchange of appropriate signaling, control and**  
13       **calling/caller information to the network in accordance with network**  
14       **standards and specifications. Additionally, these services will be delivered**  
15       **over a combination of delivery mechanisms through incumbent local**  
16       **carriers' and competitive access providers' unbundled loop network, both**  
17       **copper and fiber and transport networks, as well as via MetTel constructed**  
18       **facilities. There will be no customer provided equipment that will not be**  
19       **compatible with an incumbent local exchange carrier.**

20  
21    **Q.**     Does MetTel have authorization to provide intrastate telecommunications  
22            services in any other state?

23    **A.**     **Yes. Applicant is currently authorized to provide local exchange and**  
24            **interexchange services in Alabama, Arizona, Arkansas, California,**

**EXHIBIT H**  
**PRE-FILED TESTIMONY OF DAVID ARONOW**

**Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. 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, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming.**

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

**A. No.**



EXHIBIT H  
PRE-FILED TESTIMONY OF DAVID ARONOW

1

2 Q. Does MetTel intend to file a tariff with the Authority?

3 A. **As noted in Exhibit K to the Application, MetTel currently has three tariffs on file**  
4 **with and approved by the Authority.**

5

6 Q. Is MetTel is willing and able to adhere to all applicable TRA policies, rules and orders?

7 A. **Yes. MetTel is willing and able to adhere to all applicable TRA policies, rules and**  
8 **orders. In addition, MetTel at all times will provide interstate services in compliance**  
9 **with all FCC rules and regulations.**

10

11 Q. Has MetTel provided any intrastate telecommunications services within the State of  
12 Tennessee?

13 A. **Yes.**

14

15 Q. What rates will MetTel charge upon receipt of certification?

16 A. **MetTel will charge the tariffed rates approved by the Authority.**

17

18 Q. How will MetTel market services in Tennessee?

19 A. **MetTel intends to market its services via direct sales by MetTel's employees.**

20

21 **III. Managerial, Technical and Financial Qualifications**

22

23 Q. Does MetTel have sufficient managerial, technical, and financial resources and  
24  
25 ability to provide the telecommunications services proposed in its Application?  
26

**EXHIBIT H  
PRE-FILED TESTIMONY OF DAVID ARONOW**

**A. Yes. MetTel has sufficient technical, financial, and managerial resources and ability to provide the telecommunications services for which authority is sought herein.**

**MetTel'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 MetTel's current management team, are discussed on Exhibit D which is attached to our Application in support of MetTel's managerial and technical ability to provide the services for which authority is sought herein.**

**Q. How does MetTel handle customer service requests?**

**A. MetTel'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 Department 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 420 East South Temple, Suite 560, Salt Lake City, Utah, 84111.**

**Office Hours- excluding holidays, Customer Service Representatives will be available 24 hours a day, 7 days a week, 365 days a year, including holidays.**

1  
2       **Complaint Procedures-** The customer shall pose any inquiries or disputes  
3       **directly to MetTel for resolution. Written communications should be**  
4       **directed to the company's Customer Service Department. All undisputed**  
5       **portions of any outstanding balance due are to be paid while resolution of the**  
6       **inquiry or dispute is pending. MetTel will investigate a customer**  
7       **inquiry or dispute and report the findings to the customer. If MetTel**  
8       **finds its actions to be consistent with its Tariff, the company will inform the**  
9       **customer of its no fault finding and require full payment of any outstanding**  
10       **balance due. If the customer is not satisfied with the company's resolution of**  
11       **an inquiry or dispute, the Customer may refer the matter to the Authority**  
12       **for final determination.**

13  
14    Q.     Please describe the financial condition of MetTel.

15    A.     **In support of MetTel's financial ability to provide the services sought herein, a copy**  
16       **of Metropolitan Telecommunications Holding Corporation's (the parent company of**  
17       **MetTel) audited financial statements for the years ending December 31, 2006 and**  
18       **2007, was submitted confidentially as Exhibit C to its Application.**

19  
20               **IV. Public Interest**

21  
22    Q.     How will residents of Tennessee benefit from MetTel's services and presence in  
23       Tennessee?

**EXHIBIT H**  
**PRE-FILED TESTIMONY OF DAVID ARONOW**

1

2     **A.     The Authority's grant of this certificate is in the public interest because**  
3             **residential and business consumers of telecommunications services within MetTel's**  
4             **service territory will receive increased choice, improved quality of service, and**  
5             **heightened opportunities to obtain improved technology in their homes and**  
6             **businesses. Market incentives for new and old telecommunications providers in**  
7             **Tennessee will be improved greatly through an increase in the diversity of suppliers**  
8             **and competition within the local exchange telecommunications market. Consistent**  
9             **with the Authority's intent to aid in the development of a competitive**  
10            **telecommunications environment in Tennessee, the granting of a certificate of**  
11            **authority to provide local exchange and interexchange service will offer increased**  
12            **efficiency to the State's telecommunications infrastructure through greater**  
13            **reliability of services and an increase in competitive choices.**

14

15    **Q.     Does this conclude your testimony?**

16    **A.     Yes. I would like to thank the Authority for this opportunity to provide**  
17            **information relevant to MetTel's Application and am ready to provide any**  
18            **additional information that the Authority may need in making its decision.**

19

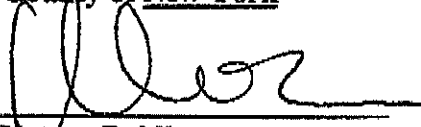
**VERIFICATION OF APPLICANT**

I, David Aronow, President of Metropolitan Telecommunications of Tennessee, Inc., a Delaware Corporation, the applicant for a Certificate of Public Convenience and Necessity from the Tennessee Regulatory Authority 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.

  
\_\_\_\_\_  
**David Aronow**  
**President**  
**Metropolitan Telecommunications of Tennessee, Inc.**

Sworn to me, the undersigned  
Notary Public on this  
6 day of April 2009.

**State of New York**  
**County of New York**

  
\_\_\_\_\_  
**Notary Public**

Winnie Lee  
Notary Public, State of New York  
No. 01LE6152185  
Qualified in Queens County  
Commission Expires August 28, 2010

**EXHIBIT "I"**  
**NUMBERING ISSUES & TENNESSEE SPECIFIC OPERATION ISSUES**

Numbering Issues

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

Tennessee Specific Operation Issues

1. MetTel's current billing system allows it to bill the calling plan in compliance with T.C.A. Section 65-21-114.
2. At this time, MetTel is not aware of the Tennessee County Wide Calling database maintained by AT&T and the procedures to enter telephone numbers into the database. The company intends to address all interconnection requirements and procedures with AT&T prior to the provision of local exchange service.
3. MetTel initially intends to provide service in Nashville, Memphis, Knoxville and Chattanooga. It is the Company's usual practice to mirror the calling pattern of the incumbent LEC, therefore this is how the company will provide metro area toll free calling around Memphis, Nashville, Knoxville & Chattanooga.

**EXHIBIT "I"**  
**NUMBERING ISSUES & TENNESSEE SPECIFIC OPERATION ISSUES**

4. At this time, MetTel is not aware of the MAC database maintained by AT&T and the procedures to enter telephone numbers into the database. The company intends to address all interconnection requirements and procedures with AT&T prior to the provision of local exchange service
5. Employee responsible to work with the TRA on resolving customer complaints:  
  
Regulatory contact: Andoni Economou (212) 607-2000  
  
Customer Service contact: Bert Prince (877) 638-8351
6. MetTel intends to use telesales by its own employees. The company is aware of the telemarketing statutes and limitations found in T.C.A. 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**



WESTCHESTER FIRE INSURANCE COMPANY  
436 Walnut Street, WA10H, Philadelphia, PA 19106-3703

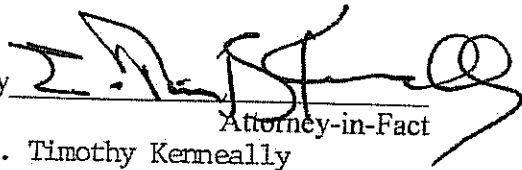
CONTINUATION CERTIFICATE

The company indicated above, hereinafter called the "Company" as Surety on  
Bond K0 71 93 79 8 in the sum of Twenty Thousand and 00/100 (\$20,000.00)  
on behalf of Metropolitan Telecommunications of Tennessee, Inc., Principal, in favor of  
Tennessee Regulatory Authority, Oblige, hereby certifies that this  
bond is continued in full force and effect from the 20th day of December, 200 8 to the  
20th day of December , 200 9, subject to all covenants and conditions of said bond.

This bond has been continued in force upon the express condition that the full  
extent of the Company's liability under said bond and all continuations thereof for any  
loss or series of losses occurring during the entire time the Company remains on said  
bond shall in no event exceed the sum of the bond.

In witness whereof the Company has caused this instrument to be duly signed,  
sealed and dated as of the 6th day of April, 2009 .

Westchester Fire Insurance Company  
Surety

By   
Attorney-in-Fact  
E. Timothy Kerneally

# Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY



1254048

277421

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

- "RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):
- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise
  - (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact,
  - (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments
  - (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing to any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments
  - (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

FURTHER RESOLVED, that the Resolution of the Board of Directors of the Company adopted at the meeting held on November 8, 1999 relating to the authorization of certain persons to execute, for and on behalf of the Company, Written Commitments and appointments and delegations, is hereby rescinded.

Does hereby nominate, constitute and appoint E. TIMOTHY KENNEALLY, CAROL KENNEALLY, EILEEN DUNHAM and LILLIAN E. BOYD all of the City of Rockville Centre, State of New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Ten Million Dollars (\$10,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 11th day of April 2008.



WESTCHESTER FIRE INSURANCE COMPANY

*Stephen M. Haney*

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA ss.

On this 11th day of April, A.D. 2008, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
KAREN E. BRANDT, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires September 26, 2010

*Karen E. Brandt*

Notary Public

I, the undersigned Assistant Secretary of WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 6th day of April, 2009



*William L. Kelly*

William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER April 11, 2010.

# TENNESSEE REGULATORY AUTHORITY

## TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: K0 71 93 79 8

**WHEREAS**, Metropolitan Telecommunications of Tennessee, Inc. (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS**, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS**, Westchester Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4 Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars and no/100 (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents

This bond shall become effective on the 20th day of December, 2005, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

### PRINCIPAL

Metropolitan Telecommunications of Tennessee, Inc.  
Name of Company authorized by the TRA

\_\_\_\_\_  
Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

\_\_\_\_\_  
Name: Andoni Ekanomou

Title: COO/ERP

### SURETY

Westchester Fire Insurance Company  
Name of Surety

2 Liberty Plaza, 1601 Chestnut Street, Philadelphia, PA 19103  
Address of Surety

SIGNATURE OF SURETY AGENT

\_\_\_\_\_  
Name: E. Timothy Kenneally

Title: Attorney-in-Fact

Address of Surety Agent:

55 Maple Avenue - Suite 200

Rockville Centre NY 11570

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAFFER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

**ACKNOWLEDGMENT OF PRINCIPAL**

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

Before me, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of \_\_\_\_\_ and he acknowledged to me that he executed the same.

WITNESS my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

My Commission Expires:

\_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public

**ACKNOWLEDGMENT OF SURETY**

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

Before me, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of \_\_\_\_\_, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

My Commission Expires:

\_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public

**APPROVAL AND ENDORSEMENT**

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

\_\_\_\_\_  
Name:

Title:

# Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY



1123076

277421

**Know all men by these presents:** That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on November 8, 1999, to wit:

- RESOLVED**, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:
- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof, the same to be attested when necessary by the Corporate Secretary, or any Assistant Corporate Secretary, and the seal of the Company affixed thereto, and that the President, any Senior Vice President, any Vice President or any Assistant Vice President may appoint and authorize any other Officer (elected or appointed) of the Company, as Attorneys-In-Fact to so execute or attest to the execution of all such writings on behalf of the Company and to affix the seal of the Company thereto.
  - (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary.
  - (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution, and the signature of a certifying Officer and the seal of the Company may be affixed by facsimile to any certificate of any such power, and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company.
  - (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution, the By-Laws of the Company, and any affidavits or record of the Company necessary to the discharge of their duties.
  - (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors.

Does hereby nominate, constitute and appoint **E. TIMOTHY KENNEALLY, CAROL KENNEALLY, ELLEN DUNHAM and ELLIAN E. BOYD**, all of the City of Rockville Centre, State of New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Ten Million Dollars (\$10,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 12th day of October 2005.



**WESTCHESTER FIRE INSURANCE COMPANY**

*Stephen M. Haney*

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

On this 12th day of October, A.D. 2005, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company, that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



NOTARIAL SEAL  
Kathleen Turri, Notary Public  
Philadelphia, Philadelphia County  
My commission expires September 22, 2007

*Kathleen Turri*

Notary Public

I, the undersigned Secretary of **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Secretary, and affixed the corporate seal of the Corporation, this 20th day of December 2005.



*George D. Mulhgan*

George D. Mulhgan, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER October 12, 2007.

**PRINCIPAL'S ACKNOWLEDGEMENT--IF INDIVIDUAL OR FIRM**

State of New York, County of

ss:

On this

day of

, before me personally came

to me know to be (the individual) (one of the firm of  
described in and who executed the within instrument, and he thereupon duly acknowledged to me that he executed  
the same (as the act and deed of said firm).

\_\_\_\_\_  
Notary Public

**PRINCIPAL'S ACKNOWLEDGEMENT--IF A CORPORATION**

State of New York, County of

ss:

On this

day of

, before me personally came

to me known, who, being by me duly sworn, deposes and says: That he resides in  
that he is of  
the corporation described in and which executed the within instrument; that he knows the seal of the said corporation;  
that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of  
Directors of the said corporation, and that he signed his name to the said instrument by like order.

\_\_\_\_\_  
Notary Public

**SURETY COMPANY ACKNOWLEDGEMENT**

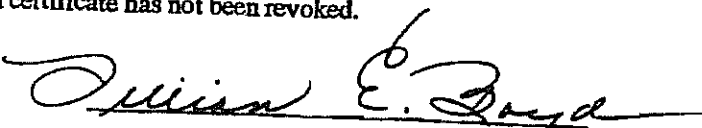
State of New York, County of Nassau

ss:

On this 20th day of December, 2005, before me personally came  
E. Timothy Kerneally

, before me personally came

to me known, who, being by me duly sworn, did depose and say: That he resides in Rockville Centre NY ;  
that he is Attorney-in-Fact of the Westchester Fire Insurance Company , the corporation  
described in and which executed the foregoing instrument; that he knows the corporate seal of said company; that the  
seal affixed to said instrument is such corporate seal of said company, that it was so affixed by the authority granted  
to him in accordance with the by-laws of said corporation; that he signed his name thereto by like authority; that  
the Superintendent of Insurance of the State of New York has, pursuant to Chapter 882 of the Laws of the State  
of New York for the year 1939 constituting Chapter 28 of the Consolidated Laws of the State of New York known  
as the Insurance Law, issued to the Westchester Fire Insurance Company his certificate  
that said company is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guarantees  
and other obligations required or permitted by law; and that such certificate has not been revoked.

  
Notary Public

LILLIAN E. BOYD  
Notary Public, State Of New York  
No. 01BO6091908  
Qualified in Nassau County  
Commission Expires 5/05/2007

WESTCHESTER FIRE INSURANCE COMPANY

FINANCIAL STATEMENT

December 31, 2004

ADMITTED ASSETS

BONDS	\$1,363,863,132
SHORT - TERM INVESTMENTS	24,549,145
STOCKS	0
REAL ESTATE	0
CASH ON HAND AND IN BANK	5,338,440
PREMIUM IN COURSE OF COLLECTION*	117,395,478
INTEREST ACCRUED	15,349,513
OTHER ASSETS	365,657,095
TOTAL ASSETS	<u>1,892,152,803</u>

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	\$415,496,923
RESERVE FOR LOSSES	1,150,554,701
RESERVE FOR TAXES	5,413,537
FUNDS HELD UNDER REINSURANCE TREATIES	0
OTHER LIABILITIES	(179,492,174)
TOTAL LIABILITIES	<u>\$1,391,972,987</u>

CAPITAL SPECIAL SURPLUS	\$187,300,000
CAPITAL 928,592 SHARES, \$4 85 PAR VALUE	4,503,671
CAPITAL PAID IN	129,098,600
SURPLUS (UNASSIGNED)	179,277,545
SURPLUS TO POLICYHOLDERS	<u>500,179,816</u>
TOTAL	<u>\$1,892,152,803</u>

(\*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE )

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John P. Taylor, being duly sworn, says that he is Vice President of Westchester Fire Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2004

Sworn before me this 27th day of April, 2005

John P. Taylor  
Vice President

Irene T. Verratti  
Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal  
Irene T. Verratti, Notary Public  
City Of Philadelphia, Philadelphia County  
My Commission Expires Nov 15, 2007  
Member Pennsylvania Association Of Notaries

Nov 15 2007  
My commission expires

# **POLICYHOLDER DISCLOSURE NOTICE OF TERRORISM INSURANCE COVERAGE**

Named Insured			Endorsement Number
Policy Symbol	Policy Number	Policy Period	Effective Date of Endorsement
	KO 71 93 79 8	TO	
Issued By (Name of Insurance Company)			


## **THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

You should be aware that under the Terrorism Risk Insurance Act of 2002 ("The Act") effective November 26, 2002, any losses caused by certified acts of terrorism under your existing coverage may be partially reimbursed by the United States under a formula established by federal law (applicability is subject to the terms and conditions of each individual policy). The Act was specifically designed to address the ability of businesses and individuals to obtain property and casualty insurance for terrorism and to protect consumers by addressing market disruptions and ensure the continued availability of terrorism coverage.

Under the terms of The Act, you may now have the right to purchase insurance coverage for losses arising out of acts of terrorism, as defined in Section 102(1) of the Act: The term "act of terrorism" means any act that is certified by the Secretary of the Treasury, in concurrence with the Secretary of State, and the Attorney General of the United States-to be an act of terrorism; to be a violent act or an act that is dangerous to human life, property; or infrastructure; to have resulted in damage within the United States, or outside the United States in the case of an air carrier or vessel or the premises of a United States mission; and to have been committed by an individual or individuals acting on behalf of any foreign person or foreign interest, as part of an effort to coerce the civilian population of the United States or to influence the policy or affect the conduct of the United States Government by coercion.

Responsibility for Compensation under The Act is shared between insurance companies covered by The Act and the United States. Under the formula set forth in The Act, the United States pays 90% of covered terrorism losses exceeding the statutorily established deductible, which is paid by the insurance company providing the coverage.

We are providing you with the terrorism coverage required by The Act. We have not established a separate price for this coverage; however the portion of your annual premium that is reasonably attributable to such coverage is: \$0.00.

  
 \_\_\_\_\_  
 Authorized Agent  
 E. Timothy Kenneally  
 Attorney-in-Fact



**EXHIBIT "K"**  
**TARIFFS**

The following MetTel Tariffs are on file with and have been approved by the Authority:

Local Exchange Telecommunications Services – Tennessee Tariff No. 1

Tennessee Telecommunications Tariff -- Tennessee Tariff No. 2

Tennessee Telecommunications Access Services Tariff – Tennessee Tariff No. 3