



Metropolitan Telecommunications

VIA OVERNIGHT DELIVERY

April 15, 2009

Carroll Wallace
Bradley Arant Boult Cummings LLP
1600 Division
Suite 700
Nashville, TN 37203

Re: Metropolitan Telecommunications of Tennessee, Inc., Surety Bond and Continuation Certificate

Dear Ms. Wallace:

Attached please find the original Surety Bond and stamped Continuation Certificate in connection with the application for Metropolitan Telecommunications of Tennessee, Inc.

If there are any questions, please do not hesitate to contact me.

Yours truly,

Sam Vogel
Chief Marketing Officer & Senior V.P. Interconnection
Metropolitan Telecommunications of Tennessee, Inc.
44 Wall St., 6th Flr.
N.Y., N.Y. 10005
Phone: 212-607-2146
Fax: 212-701-8346
svogel@mettel.net

Attachments

Cc: A. Economou
D. Aronow
W. Lee

REC-111

2009 APR 16 PM 3:00

T.R.A. CUMMINGS ROOM

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, Obligee, hereby certifies that this
bond is continued in full force and effect from the 20th day of December, 2008 to the
20th day of December, 2009, 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

277421

WESTCHESTER FIRE INSURANCE COMPANY



1254048

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, 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

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, Assistant Secretary

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

PRINCIPAL'S ACKNOWLEDGEMENT--IF INDIVIDUAL OR FIRM

State of New York, County of

ss:

On this day of , before me personally came

to me known 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 6th day of April , 2009, before me personally came

 E. Timothy Kerneally
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

PATRICIA J. BAULCH
Notary Public, State of New York
No. 4887598
Qualified in Nassau County
Commission Expires March 16, 10

WESTCHESTER FIRE INSURANCE COMPANY

FINANCIAL STATEMENT

DECEMBER 31, 2007

ADMITTED ASSETS

BONDS	\$1,894,333,225
SHORT - TERM INVESTMENTS	44,452,312
STOCKS	162,679,156
REAL ESTATE	0
CASH ON HAND AND IN BANK	120,728,404
PREMIUM IN COURSE OF COLLECTION*	98,464,181
INTEREST ACCRUED	17,354,565
OTHER ASSETS	204,878,044
TOTAL ASSETS	<u>\$2,542,889,887</u>

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	\$332,333,628
RESERVE FOR LOSSES	1,288,806,050
RESERVE FOR TAXES	7,568,545
FUNDS HELD UNDER REINSURANCE TREATIES	0
OTHER LIABILITIES	111,449,144
TOTAL LIABILITIES	<u>1,739,957,367</u>

CAPITAL: SPECIAL SURPLUS	178,774,500
CAPITAL: 928,592 SHARES, \$4.85 PAR VALUE	4,503,671
CAPITAL: PAID IN	182,133,304
SURPLUS (UNASSIGNED)	437,521,045
SURPLUS TO POLICYHOLDERS	<u>802,932,520</u>
TOTAL	<u>\$2,542,889,887</u>

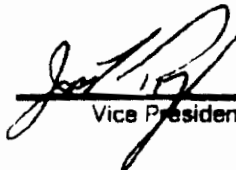
(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE)

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John P. Taylor, being duly sworn, says that he is Vice President of insurance Company of North America 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, 2007

Sworn before me this 15th April 2008


Vice President


Notary Public

August 8, 2011
My commission expires

