



2600 Maitland Center Pkwy.
Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
Tel: 407-740-8575
Fax: 407-740-0613
www.tminc.com

Ms. Sharla Dillon, Dockets & Records Manager
Tennessee Regulatory Authority
Utilities Division
460 James Robertson Parkway
Nashville, TN 37243-0505

April 27, 2009
Via Overnight Delivery

RECEIVED

2009 APR 28 PM 2:19

T.R.A. DOCKET ROOM

**RE: Name Change Notification for Verizon Long Distance LLC
f/k/a Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance**

Dear Ms. Dillon:

The original and thirteen (13) copies of this letter is filed on behalf of Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance as notification to the Commission that the Company is changing the name under which it will provide telecommunications services within the State of Tennessee. Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance will now be known as Verizon Long Distance LLC.

Enclosed with this letter are copies of the Certificate of Conversion to Limited Liability Company from the Tennessee Secretary of State and the Company's updated bond.

This name change does not affect the rates, terms or conditions of services currently provided to the Company's Tennessee customers.

Please acknowledge receipt of this letter by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Any questions you may have regarding this request should be directed to my attention at (407) 740-8575 or via email at cwrightman@tminc.com.

Thank you for your assistance.

Sincerely,



Connie Wightman
Consultant

cc: Cheryl Powers
File VLD - TN
TMS: 3751 TNo0901
VLD: B09-33

VERIZON LONG DISTANCE LLC

TENNESSEE SECRETARY OF STATE
CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

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

DATE: 12/18/08
REQUEST NUMBER: 6411-0757
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/17/08 1252
EFFECTIVE DATE/TIME: 12/17/08 1252
CONTROL NUMBER: 0307792

TO:
CFS
8161 HWY 100, 172
NASHVILLE, TN 37221

RE:
NYNEX LONG DISTANCE COMPANY
OTHER DOCUMENT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

FOR: OTHER DOCUMENT

ON DATE: 12/18/08

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004505718
ACCOUNT NUMBER: 00101230



55-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

RECEIVED
STATE OF TENNESSEE

2008 DEC 17 PM 12:52

Delaware

PAGE 1
JULY DAKHILL
SECRETARY OF STATE

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NYNEX LONG DISTANCE COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NYNEX LONG DISTANCE COMPANY" TO "VERIZON ENTERPRISE SOLUTIONS LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2008, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF DECEMBER, A.D. 2008.

6411-6757

2588628 8100V

081195164

You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7024509

DATE: 12-15-08

RECEIVED
STATE OF TENNESSEE

2008 DEC 17 PM 12:52

RILEY DARNALL
SECRETARY OF STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 11/26/2008
FILED 11:31 AM 11/26/2008
SRV 081147981 - 2588628 FILE

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

NYNEX LONG DISTANCE COMPANY

TO

VERIZON ENTERPRISE SOLUTIONS LLC

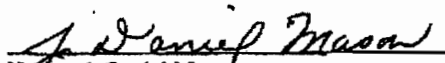
5411.9753

This Certificate of Conversion to Limited Liability Company has been duly executed and is being filed by NYNEX Long Distance Company, a Delaware corporation (the "Corporation"), and J. Daniel Mason, Assistant Secretary of the Corporation and as an authorized person to convert the Corporation to a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act.

1. The name of the Corporation is NYNEX Long Distance Company.
2. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is February 2, 1996.
3. The name of the limited liability company into which the Corporation is being converted is Verizon Enterprise Solutions LLC.
4. The conversion of the Corporation into a limited liability company has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

The conversion of the Corporation to a limited liability company shall become effective as of December 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company on the 26th day of November, 2008.


Name: J. Daniel Mason
Title: Assistant Secretary and
Authorized Person

Delaware

The First State

RECEIVED
STATE OF TENNESSEE

2008 DEC 17 PM 12:53

PAGE 2
DANIEL DANIELL
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "VERIZON ENTERPRISE SOLUTIONS LLC" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2008, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF DECEMBER, A.D. 2008.

0411.8759

2588628 8100V

081195164

You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7024509

DATE: 12-15-08

RECEIVED
STATE OF TENNESSEE

2008 DEC 17 PM 12:53

RILEY DANKILL
SECRETARY OF STATE
CERTIFICATE OF FORMATION

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 11/26/2008
FILED 11:31 AM 11/26/2008
SRV 081147981 - 2588628 FILE

OF

VERIZON ENTERPRISE SOLUTIONS LLC

The undersigned, as an authorized person, in order to form a limited liability company under the provisions of the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.), does hereby certify as follows:

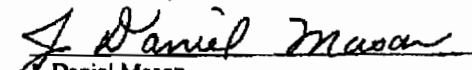
FIRST: The name of the limited liability company formed hereby is:

Verizon Enterprise Solutions LLC

SECOND: The address of the limited liability company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, and the name of the registered agent is The Corporation Trust Company.

The Certificate of Formation shall be effective as of December 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the 26th day of November 1, 2008.


Daniel Mason
Authorized Person

6411.0750

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

DATE: 12/18/08
REQUEST NUMBER: 6411-0755
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/17/08 1252
EFFECTIVE DATE/TIME: 12/17/08 1252
CONTROL NUMBER: 0592390

TO:
CFS
8161 HWY 100, 172

NASHVILLE, TN 37221

RE:
VERIZON ENTERPRISE SOLUTIONS LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

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

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 12/18/08

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00004505713
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)

FILED 19
RECEIVED
STATE OF TENNESSEE
For Office Use Only
2008 DEC 17 PM 12:52
RILEY DARNELL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Verizon Enterprise Solutions LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: December 1, 2008 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

1320 N Court House Road, 9th Floor Arlington, VA

22201

Street

City/State

Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

800 S. Gay Street, Suite 2021

Knoxville, Tn

knox

37929

Street

City/State

County

Zip Code

The name of its registered agent at that office is: C T Corporation System

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): _____

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____. **NOTE:** Additional filing fees may apply. See section § 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

December 11, 2008

Signature Date

Manager

Signer's Capacity

Verizon Enterprise Solutions LLC

Name of Limited Liability Company

Vincent J Woodbury

Signature

Vincent J. Woodbury

Name (typed or printed)

SS-4233 (Rev. 02/08)

Filing Fee: \$50 per member / minimum fee=\$300, maximum fee=\$3,000

RDA 2458

Delaware

The First State

RECEIVED
STATE OF TENNESSEE
2008 DEC 17 PM 12:52
PAGE 1 KILEY DANKFELL
SECRETARY OF STATE

6411.0756

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERIZON ENTERPRISE SOLUTIONS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2588628 8300

081194175

You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7024457

DATE: 12-15-08

**MILLER
& MARTIN**
-PLLC
ATTORNEYS AT LAW

1200 ONE NASHVILLE PLACE
150 FOURTH AVENUE, NORTH
NASHVILLE, TENNESSEE 37219-2433
(615) 244-9270
FAX (615) 256-8197 OR (615) 744-8466

RECEIVED

2008 DEC -4 PM 4:28

Melvin J. Malone

Direct Dial (615) 744-8572

Direct Fax (615) 744-8671

mmalone@millermartin.com

T.R.A. DOCKET ROOM

December 4, 2008

VIA HAND DELIVERY

Richard Collier, General Counsel
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE: Notification of Internal Reorganization

Dear Mr. Collier:

Bell Atlantic Communications, Inc., d/b/a Verizon Long Distance Company ("VLD"), and NYNEX Long Distance Company, d/b/a Verizon Enterprise Solutions ("VES"), hereby provide notice of an internal reorganization effective December 1, 2008, whereby they have become subsidiaries of Verizon New York Inc. ("VZ-NY"). Both VLD and VES were direct or indirect subsidiaries of Verizon Communications Inc. ("Verizon") before the reorganization and both are now Verizon's indirect subsidiaries.

VLD is a Delaware company that provides long distance and other telecommunications services throughout the United States. The focus of VLD's operations has been the provision of long-distance service to the residential market. VES is a Delaware company that provides long-distance services and other telecommunications services throughout the United States. In contrast to VLD's focus on the residential market, VES's operations have centered on the long-distance business market. VZ-NY is a local exchange carrier that provides a wide range of telecommunications services throughout New York State and in a portion of Connecticut.

Under the internal reorganization, VLD and VES have become subsidiaries of VZ-NY. The reorganization has no impact on how these companies provide services to their customers in any state, and will have no material impact on the day-to-day operations of these companies. No changes in the management of these companies are planned as a result of the reorganization. The reorganization is transparent to customers. There will be no changes in the terms of the Commission-approved tariffs under which VLD and VES provide service to their respective customers as a result of the reorganization. The reorganization will not diminish or affect in any way the extent of the Commission's jurisdiction over the offering of intrastate regulated telecommunications services by VLD and VES. The reorganization will in no way diminish the ability of these companies to respond to the needs of existing and prospective customers. The reduction in costs that will be realized as a result of the reorganization will likely permit these companies to compete more effectively, thereby benefitting customers of these companies.

ATLANTA • CHATTANOOGA • NASHVILLE

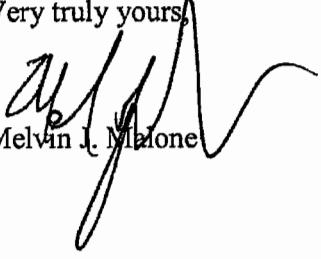
www.millermartin.com

5471963_1.DOC

Richard Collier, General Counsel
December 4, 2008
Page 2

Please do not hesitate to call me if you have any questions about this matter.

Very truly yours,


Melvin J. Malone

VERIZON LONG DISTANCE LLC

UPDATED BOND

Long Distance

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond No. 8182-97-44

WHEREAS, VERIZON LONG DISTANCE (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, FEDERAL 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 (\$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 1ST day of SEPTEMBER, 2000, 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

VERIZON LONG DISTANCE

Name of Company authorized by the TRA

54-1762657

Company ID# as assigned by TRA

SIGNATURE OF PRINCIPAL

Name and Title

SURETY

FEDERAL INSURANCE COMPANY

Name of Surety

15 MOUNTAINVIEW ROAD
WARREN, NJ 07061-1615

Address of Surety

SIGNATURE OF SURETY AGENT

Name and Title FRANK J. NLESTADT
ATTORNEY-IN-FACT

Address of Surety Agent:

AON RISK SERVICES, INC. OF NEW YORK
TWO WORLD TRADE CENTER
NEW YORK, NY 10048

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 585, 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.)

1/1

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE)
)
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 _____, 2000.

My Commission Expires:

_____, 2000

Notary Public

ACKNOWLEDGMENT OF SURETY

NEW YORK
STATE OF ~~TENNESSEE~~)
)
COUNTY OF _____ NY _____)

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 ~~FEDERAL INSURANCE COMPANY~~, the within name 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 30TH day of AUGUST, 2000.

My Commission Expires:

_____, 2000

Notary Public

APPROVAL AND INDORSEMENT

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 _____, 2000.

Name and Title

2/2

GENERAL SURETY RIDER

To be attached and form a part of

Type of Bond: All Other Miscellaneous Indemnity-Do Not select after 1-1-05

Bond No. : 8182-97-44

Dated effective: 9/1/2000
(MONTH, DAY, YEAR)

executed by: VERIZON LONG DISTANCE, as Principal,
(PRINCIPAL)

and by: Federal Insurance Company, as Surety,
(SURETY)

and in favor of: STATE OF TENNESSEE - Tennessee Regulatory Authority.
(OBLIGEE)

In consideration of the mutual agreements herein contained the Principal and the Surety hereby consent to changing

INFORMATION	FROM	TO
Principal Name	VERIZON LONG DISTANCE	Verizon Long Distance LLC

Nothing herein contained shall vary, alter or extend any provision or condition of this bond except as herein expressly stated.

This rider is effective 12/01/08
(MONTH, DAY, YEAR)

Signed and Sealed 3/11/2009
(MONTH, DAY, YEAR)

BY: Vincent J. Woolley Verizon Long Distance LLC
PRESIDENT PRINCIPAL
TITLE

BY: Manuel Jones Federal Insurance Company
SURETY
Manuel Jones, ATTORNEY-IN-FACT



**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

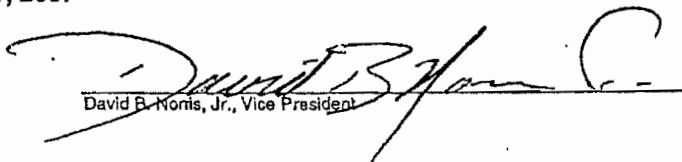
**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **Patrick Bannon, Manuel Jones, Erin M. Margelis, Myrna Smith and Brian St.Clair of Washington, DC**-----

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than ball bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **26th** day of **September, 2007**


Kenneth C. Wendel, Assistant Secretary


David B. Norris, Jr., Vice President

STATE OF NEW JERSEY

ss.

County of Somerset

On this **26th** day of **September, 2007**

before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By-Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal



STEPHEN B. BRADT
Notary Public, State of New Jersey
No. 2321097
Commission Expires Oct. 25, 2009


Notary Public

CERTIFICATION

Extract from the By-Laws of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

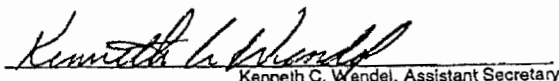
I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By-Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this

11th day of MARCH, 2009.




Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656
e-mail: surety@chubb.com