



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

**RE: Name Change Notification for Verizon Enterprise Solutions LLC
f/k/a NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions**

Dear Ms. Dillon:

The original and thirteen (13) copies of this letter is filed on behalf of NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions as notification to the Commission that the Company is changing the name under which it will provide telecommunications services within the State of Tennessee. NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions 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,

A handwritten signature in black ink, appearing to read "C. Wightman", is written over the typed name and title. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Connie Wightman
Consultant

cc: Cheryl Powers
File VES – Transmittal Letter and Title Page only
TMS: 5572 TNo0901
VLD: N09-28

April 27, 2009
Via Overnight Delivery

RECEIVED

2009 APR 28 PM 2:17

T.R.A. DOCKET ROOM

VERIZON ENTERPRISE SOLUTIONS 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: 6411-0763
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/17/08 1253
EFFECTIVE DATE/TIME: 12/17/08 1253
CONTROL NUMBER: 0303489

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

RE:
BELL ATLANTIC COMMUNICATIONS, INC.
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

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

RECEIPT NUMBER: 00004505722
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

19
FILED
RECEIVED
STATE OF TENNESSEE

2008 DEC 17 PM 12:53

PAGE 1
NILEY DARNELL
SECRETARY OF STATE

Delaware

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 "BELL ATLANTIC COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BELL ATLANTIC COMMUNICATIONS, INC." TO "VERIZON LONG DISTANCE 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.

6411.0763

2504193 8100V

081195157

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7024487

DATE: 12-15-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 11/26/2008
FILED 11:31 AM 11/26/2008
SRV 081147958 - 2504193 FILE

RECEIVED
STATE OF TENNESSEE
2008 DEC 17 PM 12:53

KILEY DARNELL
SECRETARY OF STATE

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

BELL ATLANTIC COMMUNICATIONS, INC.

TO

VERIZON LONG DISTANCE LLC

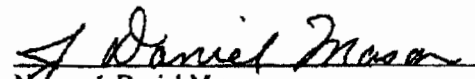
6411-0764

This Certificate of Conversion to Limited Liability Company has been duly executed and is being filed by Bell Atlantic Communications, Inc., 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 Bell Atlantic Communications, Inc.
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 May 4, 1995.
3. The name of the limited liability company into which the Corporation is being converted is Verizon Long Distance 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

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STATE OF TENNESSEE

2008 DEC 17 PM 12:53
PAGE 2

NILEY DARNELL
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 LONG DISTANCE 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.

6411-8765

2504193 8100V

081195157

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7024487

DATE: 12-15-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 11/26/2008
FILED 11:31 AM 11/26/2008
SRV 081147958 - 2504193 FILE

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STATE OF TENNESSEE

2008 DEC 17 PM 12:53

RILEY DANNELL
SECRETARY OF STATE

CERTIFICATE OF FORMATION

OF

VERIZON LONG DISTANCE 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:

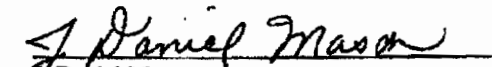
FIRST: The name of the limited liability company formed hereby is:

Verizon Long Distance 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, 2008.


J. Daniel Mason
Authorized Person

6411.9755

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: 6411-0761
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/17/08 1253
EFFECTIVE DATE/TIME: 12/17/08 1253
CONTROL NUMBER: 0592392

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

RE:
VERIZON LONG DISTANCE 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

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

RECEIPT NUMBER: 00004505721
ACCOUNT NUMBER: 00101230



SS-4458


Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

RECEIVED
STATE OF TENNESSEE

19

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)		2008 DEC 17 PM 12:53 For Office Use Only	
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: <u>Verizon Long Distance LLC</u> 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: <u>Delaware</u> and its date of its formation is: <u>December 1, 2008</u> (must be month, day and year)					
3. The complete street address (including zip code) of its principal executive office is: <u>1320 N Court House Road, 9th Floor</u> <u>Arlington, VA</u> <u>22201</u> Street City/State Zip Code					
4. The complete street address (including the county and the zip code) of its registered office in Tennessee: <u>800 S. Gay Street, Suite 2021</u> <u>Knoxville, Tn</u> <u>knox</u> <u>37929</u> Street City/State County Zip Code The name of its registered agent at that office is: <u>C T Corporation System</u>					
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.					
<u>December 11, 2008</u> Signature Date <u>Manager</u> Signer's Capacity		<u>Verizon Long Distance LLC</u> Name of Limited Liability Company <u>Vincent J Woodbury</u> Signature <u>Vincent J. Woodbury</u> Name (typed or printed)			
SS-4233 (Rev. 02/08)		Filing Fee: \$50 per member / minimum fee=\$300, maximum fee=\$3,000		RDA 2458	

Delaware

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PAGE 1
RILEY DARNELL
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERIZON LONG DISTANCE 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.

5411.8752

2504193 8300

081194162

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7024421

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

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2008 DEC -4 PM 4:28

Melvin J. Malone

T.R.A. DOCKET ROOM
Direct Dial (615) 744-8572
Direct Fax (615) 744-8671
mmalone@millermartin.com

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.

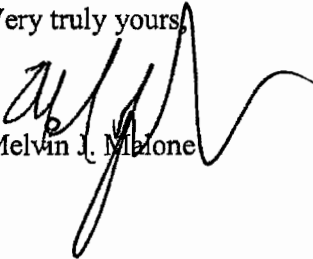
ATLANTA • CHATTANOOGA • NASHVILLE
www.millermartin.com

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 ENTERPRISE SOLUTIONS LLC

UPDATED BOND

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

STATE OF ~~TENNESSEE~~ ^{NEW YORK})
)
COUNTY OF NY)

Before me, a Notary Public of the State and County aforesaid, personally appeared FRANK J. NIESTADT 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

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. : 8182-97-45

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

executed by: VERIZON ENTERPRISE SOLUTIONS, as Principal,
(PRINCIPAL)

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

and in favor of : STATE OF TENNESSEE.
(OBLIGEE)

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

INFORMATION	FROM	TO
Principal Name	VERIZON ENTERPRISE SOLUTIONS	Verizon Enterprise Solutions 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: Verizon Enterprise Solutions LLC
Verizon Enterprise Solutions LLC
PRINCIPAL
BY: Verizon J. Woodbury . PRESIDENT
TITLE

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



**Chubb
Surety**

**POWER
OF
ATTORNEY**

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

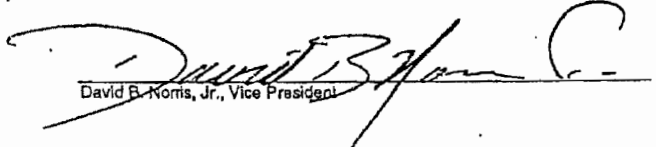
**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

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 bail 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

County of Somerset

ss.

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."

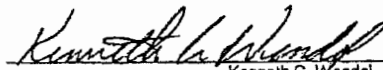
I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (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