

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE**

IN RE:
PETITION OF COMCAST PHONE OF
TENNESSEE, LLC TO AMEND ITS
CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY

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DOCKET NO: 10-00061

**PETITION OF COMCAST PHONE OF TENNESSEE, LLC
TO AMEND ITS CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY**

Comcast Phone of Tennessee, LLC (“Comcast Phone”), by and through undersigned counsel and pursuant to Tennessee Code Annotated, Sections 65-2-103 and 65-4-201 through 65-4-204; Chapter 1220-4.8 of the Tennessee Regulatory Authority’s (the “Authority”) Rules and Regulations, hereby petitions the Authority to modify its Certificate of Public Convenience and Necessity (“CCN”), granted by Order dated May 16, 2005 in Authority Docket Number 04-00427, a copy of which is attached hereto as **Exhibit A**. To the extent its CCN or existing agreements do not already so provide, Comcast Phone seeks authority to provide telecommunications services on a statewide basis, including areas served by: 1) telephone cooperatives and 2) incumbent local exchange telephone companies with fewer than 100,000 total access lines in Tennessee, subject to 47 U.S.C. 251 (f).¹

In support of this Petition, Comcast Phone submits the following:

I. IDENTIFICATION OF PETITIONER

1. Comcast Phone is a Delaware limited liability company with its principal place of business at 1701 John F. Kennedy Blvd., Philadelphia, PA 19103-2838. Comcast Phone is a facilities-based local exchange carrier, as defined by 47 U.S.C.153 (26), and is

¹ Pursuant to its exiting CNN, Comcast Phone currently has interconnection agreements with and operates within the service territory of certain incumbent local exchange carriers in the sate with fewer than 100,000 total access lines. Those agreements were voluntarily negotiated and entered into between the parties.

authorized to provide local exchange, interexchange and other telecommunications services. A copy of the Certificate of Formation of Comcast Phone is attached hereto as **Exhibit B.**

2. Comcast Phone is duly authorized to transact business within the State of Tennessee. A copy of the Comcast Phone's Limited Liability Company Certificate of Authority to transact business within the State of Tennessee as a foreign business entity, dated May 28, 2004, is attached hereto as **Exhibit C.** The name and address of the registered agent of Comcast Phone for service of process within the State of Tennessee is CT Corporation System, 530 Gay St., STE 2021, Knoxville, TN 37929.

3. Comcast Phone is a direct, wholly owned subsidiary of Comcast Phone II, LLC, a corporation formed under the laws of the State of Delaware and headquartered at the same address. Comcast Phone II, LLC is an indirect, wholly owned subsidiary of Comcast Corporation, a public corporation formed under the laws of the State of Pennsylvania and headquartered at One Comcast Center, Philadelphia, PA 19103. Comcast Corporation (NASDAQ: CMCSA, CMCSK) is principally involved in the development and operation of broadband video networks and programming content.

II. DESIGNATED CONTACTS FOR PETITIONER

Correspondence or communications pertaining to this Petition should be directed to:

Charles B. Welch, Jr.
Farris Mathews Bobango, PLC
618 Church Street
Suite 300
Nashville, Tennessee 37219
Tel: (615) 726-1200
Fax: (615) 726-1776
Email: cwelch@farrismathews.com

Copy to:

Robert Munoz
Director of Regulatory Compliance
Comcast Cable Communications
One Comcast Center, 50th Floor
Philadelphia, PA 19103
Tel: (215) 286-2627
Fax: (215) 286-5039
Email: robert_munoz@comcast.com

III. PROPOSED SERVICES

Comcast Phone seeks authority to provide competing facilities-based and resold local exchange and interexchange telecommunications services as a competing telecommunications service provider throughout the State of Tennessee, including, but not limited to, those areas currently served by telephone cooperatives and local exchange telephone companies with fewer than 100,000 total access lines in Tennessee, subject to all applicable federal and state laws, rules and regulations as well as all policies, rules and orders of the Authority.

IV. EXISTING CERTIFICATIONS OF PETITIONER

Comcast Phone has been authorized by the Authority under Docket Number 04-00427 (See **Exhibit A**) to provide competing facilities-based and resold local exchange and interexchange telecommunications services as a competing telecommunications service provider in Tennessee. Comcast Phone has not been denied authority to provide telecommunications services within any jurisdiction and has never been under investigation, fined or cited for violation of any consumer protection law or regulation in any state or federal jurisdiction.

Through various operating subsidiaries, Comcast Corporation provides residential and business services in various portions of the United States. The operating subsidiaries of Comcast Corporation are duly authorized to provide facilities-based and/or resold local exchange, interexchange and/or long distance telecommunications services in all states throughout the country, with the exception of Alaska, Hawaii and Wyoming.

V. MANAGERIAL, FINANCIAL AND TECHNICAL ABILITY

1. Managerial and Technical Qualifications. The Authority granted Comcast Phone's current CCN based, in part, upon finding Comcast Phone possessed the requisite managerial and technical qualifications to provide telecommunications services in Tennessee, including services as a competing telecommunication provider. Comcast Phone's experienced senior managers, together, have decades of experience in the telecommunications industry. This experience provides the technical and operational foundation necessary to execute the company's business plan, provide its current and proposed telecommunications services, and operate and maintain Comcast Phone's facilities over which the proposed services are deployed in the present and future.

As indicated above, Comcast Phone is an indirect, wholly owned subsidiary of Comcast Corporation. Comcast Corporation is one of the nation's leading providers of cable, entertainment and communication products and services, with approximately 23.6 million cable customers, 15.9 million high-speed Internet customers and 7.6 million digital voice customers. Comcast Digital Voice ("CDV") service is an innovative and reliable Voice over Internet Protocol ("VoIP") service which combines two-way voice communications with a number of integrated, enhanced features utilizing Comcast's state of the art network.

Comcast Corporation's Executive Officers are:

Brian L. Roberts	Chairman and CEO
Michael J. Angelakis	Chief Financial Officer
Stephen B. Burke	Chief Operating Officer
David L. Cohen	Executive Vice President
Arthur R. Block, Esq.	Senior Vice President, General Counsel and Secretary
Lawrence J. Salva	Senior Vice President, Chief Accounting Officer and Controller

Biographical information for each of Comcast Corporation's Executive Officers is available for inspection at:

<http://www.cmesk.com/management.cfm>

2. Financial Qualifications: Comcast Phone relies on the financial capability of its ultimate corporate parent, Comcast Corporation, to fund its operations in Tennessee, and accordingly, to provide the services authorized by the Comcast Phone's Initial Order Granting Certificate of Public Convenience and Necessity (*See **Exhibit A***) and this Petition. As originally determined by the Authority in granting Comcast's CCN, and applicable to this Petition, Comcast continues to possess the necessary capital and financial ability to provide the services it offers on a statewide basis. Financial information relating to Comcast Corporation and its subsidiaries is available for inspection online at:

<http://www.cmesk.com/financials.cfm>

VI. REGULATORY OBLIGATIONS

As outlined in its approved Application for CCN (*See **Exhibit A***), Comcast Phone is familiar with and will adhere to all applicable state and federal laws, rules, policies and orders, including those set by the Authority and the Federal Communication Commission (FCC), governing the provisions of applicable telecommunications services.

VII. CUSTOMER SERVICE

Comcast Phone provides its customers with a single point of contact for resolution of all inquiries and complaints. Specifically, Comcast Phone's customer service personnel are readily available to respond to customer calls regarding sales, technical support, billing, order status and service availability, and are equipped with the expertise to immediately address the most common customer service issues. For immediate assistance, customers may contact Comcast Phone toll-free at 1-800-COMCAST (266-2278).

The customer service contact information for Comcast Phone's ongoing Tennessee operations, including any issues for repair or maintenance is:

Comcast Corporation
P. O. Box 140400
Nashville, TN 37214

Phone: 1-800-COMCAST (266-2278)

Website: www.comcast.com

Customers with service related problems can also go to any one of Comcast's local cable stores. Comcast has 15 such stores in Tennessee, with the largest being located at 660 Mainstream Drive, Nashville, TN 37228.

VIII. PUBLIC INTEREST

The Authority's grant of this Petition will serve the public interest by authorizing Comcast Phone to provide quality services to additional consumers within the State of Tennessee. Furthermore, approval of this Petition will expand the service options currently available in Tennessee and increase competition by expanding the diversity of service providers. Additionally, the approval of this Petition will make it more probable Tennessee consumers will receive the benefits of downward pressure on prices, improved customer responsiveness and access to increasingly advanced technology.

IX. LEGAL AUTHORITY AND PRECEDENT

Approval of this Petition is warranted for the following additional reasons:

(a) T.C.A. § 65-4-123 clearly states the policy of Tennessee relative to telecommunications services – “to foster the development of an efficient, technologically advanced, statewide system of telecommunications services by permitting competition in all telecommunications services markets...”

(b) Any territorial protection granted to incumbent local exchange companies with fewer than 100,000 total access lines (see T.C.A. § 65-4-201(d)), or to cooperatives organized for the purpose of furnishing telephone service in rural areas (see T.C.A. § 65-29-102) is preempted by 47 U.S.C. § 253(a), which states, “[n]o State or local statute or regulation, or other State or local legal requirement, may prohibit or have the effect of prohibiting the ability of any entity to provide any interstate or intrastate telecommunications service.” The Federal

Communications Commission (FCC) has specifically preempted enforcement of the provisions of the above-cited T.C.A. § 65-4-201(d) and ruled such provisions unenforceable as an unlawful prohibition against competition. *In re AVR, L.P. d/b/a Hyperion of Tennessee, 14 FCC Rcd 11064 (1999)*. In addition, the Tennessee Attorney General has found T.C.A. § 65-4-201(d) to be unenforceable due to the FCC's authoritative preemption. *See* Op. Atty Gen. No. 01-036, March 19, 2001 (Attached as **Exhibit D**).

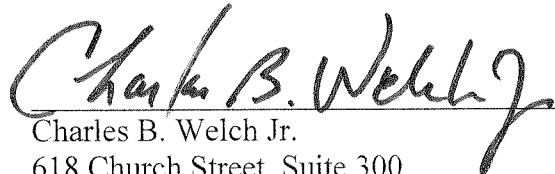
(c) The Authority has previously approved a Petition to amend a certificate of convenience and necessity requesting the authority to provide similar expansion of telecommunications services. *See* Order dated July 9, 2008 in Authority Docket Number 07-00155, a copy of which is attached hereto as **Exhibit E**.

X. CONCLUSION

Comcast Phone respectfully requests that, to the extent that its CCN or existing agreements do not already permit it to provide services statewide, including, but not limited to: 1) those areas currently served by telephone cooperatives, and 2) local exchange telephone companies with fewer than 100,000 total access lines in Tennessee, the Authority grant this Petition of Comcast Phone to Amend its Certificate of Public Convenience and Necessity, along with other associated relief that may be required to fulfill the intents and purposes of this Petition.

Respectfully submitted,

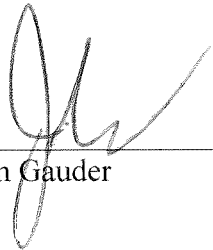
FARRIS MATHEWS BOBANGO PLC



Charles B. Welch Jr.
618 Church Street, Suite 300
Nashville, Tennessee 37219
Tel: (615) 726-1200
Fax: (615) 726-1776
Email: cwelch@farrismathews.com
Counsel for Petitioner

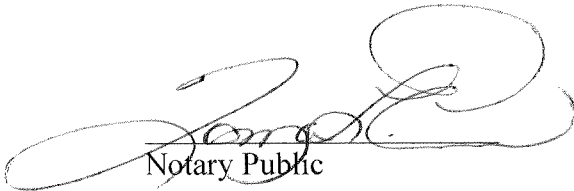
VERIFICATION

I, John Gauder, being duly sworn, state that I am Market Vice President of Comcast Corporation, and that I am authorized to make this Verification on behalf of Comcast Corporation and its subsidiaries, including the Applicant. I have read the foregoing Application, and I know the contents thereof; and that the same are true and correct to the best of my knowledge, information and belief, unless otherwise specifically attributed.



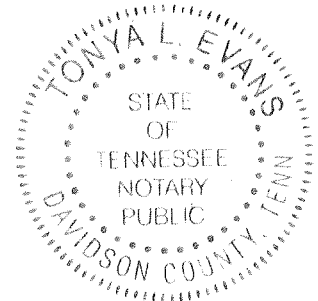
John Gauder

Subscribed and sworn to before me this 14 day of April 2010.



Notary Public

My Commission expires: 1/6/14



My Commission Expires JAN 6, 2014

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing was served on the following by First Class United States Mail:

Office of Consumer Advocate and Protection Division
Tennessee Attorney General & Reporter
425 Fifth Avenue North
Nashville, Tennessee 37202-0207

Telephone Cooperatives identified as Tier 1 member of the Tennessee Telecommunications Association:

Ardmore Telephone Company
P.O. Box 549
30190 Ardmore Avenue
Ardmore, TN 38449

Ben Lomand Rural Telephone Co-op
P.O. Box 670
311 North Chancery Street
McMinnville, TN 37110

Bledsoe Telephone Cooperative
P.O. Box 609
338 Cumberland Avenue
Pikeville, TN 37367

Concord Telephone Exchange
11505 Kingston Pike
P.O. Box 22610
Knoxville, TN 37922

Crockett Telephone Company
P.O. Box 10
224 East Main Street
Bradford, TN 38316

DTC Communications
(DeKalb Telephone Cooperative, Inc.)
P.O. Box 247
111 High Street
Alexandria, TN 37012-0247

Highland Telephone Cooperative
P.O. Box 119
7840 Morgan County Highway
Sunbright, TN 37872-0119

Humphreys County Telephone Company
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

Loretto Telephone Company
P.O. Box 130
Loretto, TN 38469

North Central Telephone Cooperative
P.O. Box 70
Highway 52 By-Pass
Lafayette, TN 37083

Peoples Telephone Company
P.O. Box 10
224 East Main Street
Bradford, TN 38316

Scott County Telephone Cooperative
P.O. Box 487
Gate City, VA 24251-0487

TDS Telecom - Knoxville
10025 Investment Drive
Suite 200
P.O. Box 22995
Knoxville, TN 37933-0995

Twin Lakes Telephone Cooperative
P.O. Box 67
201 West Gore Avenue
Gainesboro, TN 38562-0067

United Telephone Company
120 Taylor Street
Box 38
Chapel Hill, TN 37034

Western Kentucky Telephone Coop.
P.O. Box 649
237 North 8th Street
Mayfield, KY 42066
(Tennessee Division)

West Tennessee Telephone Company, Inc.
224 East Main Street
P.O. Box 10
Bradford, TN 38316

The following incumbent local exchange telephone companies:

Ardmore Telephone Company
P.O. Box 549
Ardmore, TN 38449

BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201

CenturyTel of Adamsville
611 Commerce Street
Suite 2605
Nashville, TN 37203

CenturyTel of Claiborne
611 Commerce Street
Suite 2605
Nashville, TN 37203

CenturyTel of Ooltewah-Collegedale
611 Commerce Street
Suite 2605
Nashville, TN 37203

Concord Telephone Exchange, Inc.
P.O. Box 22995
Knoxville, TN 37933

Crockett Telephone Company
C/O TSI Payment Processing Center
P.O. Box 24207
Jackson, MS 39225

Frontier Communications of Tennessee
300 Bland Street
Bluefield, WV 24701

Frontier Communications of the Volunteer State
300 Bland Street
Bluefield, WV 24701

Humphreys County Telephone Company
P.O. Box 22995
Knoxville, TN 37933

Loretto Telephone Company
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38053

Peoples Telephone Company
C/O TSI Payment Processing Center
PO Box 24207
Jackson, MS 39225

Tellico Telephone Company
P.O. Box 22995
Knoxville, TN 37933

Tennessee Telephone Company
P.O. Box 22995
Knoxville, TN 37933

United Telephone Company, Inc.
P.O. Box 38
Chapel Hill, TN 37034

United Telephone Southeast, LLC
611 Commerce Street
Suite 2605
Nashville, TN 37203

West Tennessee Telephone Co.
C/O TSI Payment Processing Center
P.O. Box 24207
Jackson, MS 39225


Charles B. Welch, Jr.

EXHIBIT A

**INITIAL ORDER GRANTING COMCAST PHONE OF
TENNESSEE, LLC CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY**

NASHVILLE, TENNESSEE

IN RE:

**PETITION FOR APPROVAL OF
COMCAST PHONE OF TENNESSEE,
LLC FOR A CERTIFICATE TO
PROVIDE COMPETING LOCAL
EXCHANGE AND INTEREXCHANGE
TELECOMMUNICATIONS SERVICES
WITHIN THE STATE OF TENNESSEE**

DOCKET NO. 04-00427

INITIAL ORDER GRANTING CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

This matter came before the Hearing Officer of the Tennessee Regulatory Authority (the “Authority” or “TRA”) at a Hearing held on March 23, 2005, to consider the *Application* of Comcast Phone of Tennessee, LLC (“Comcast” or the “Company”) for a Certificate of Public Convenience and Necessity (the “*Application*”) filed by Comcast on December 9, 2004.

Legal Standard for Granting Certificate of Public Convenience and Necessity

Comcast's *Application* was made pursuant to and was considered in light of the criteria for granting a Certificate of Public Convenience and Necessity ("CCN") as set forth in Tenn. Code Ann. § 65-4-201 (2004), which provides, in pertinent part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the

construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . . .

* * *

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

* * *

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.¹

Furthermore, pursuant to Tenn. Code Ann. § 65-5-112 (2004), a competing telecommunications provider is required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned

¹ Notwithstanding the existence of subsection (d), the Federal Communications Commission ("FCC") has expressly preempted the Authority's enforcement of subsection (d) pursuant to the authority granted to the FCC under 47 U.S.C. § 253(d). *In the Matter of AVR, LP d/b/a Hyperion of Tennessee, LP Petition for Preemption of Tennessee Code Annotated Section 65-4-201(d) and Tennessee Regulatory Authority Decision Denying Hyperion's Application Requesting Authority to Provide Service in Tennessee Rural LEC Service Area*, FCC 99-100, (Memorandum Opinion and Order) 14 F.C.C.R. 11,064 (May 27, 1999), (Memorandum Opinion and Order) 16 F.C.C.R. 1247 (January 8, 2001). The Authority has since issued an order expanding a competing local exchange carrier's CCN to provide telecommunications services on a statewide basis including areas served by incumbent local exchange carriers with fewer than 100,000 total access lines in Tennessee. *See In re Application of Level 3 Communications, LLC to Expand its CCN to Provide Facilities-Based Local Exchange and Interexchange Telecommunications Services in all Tennessee Service Areas*, Docket No. 02-00230, Order Approving Application of Level 3 Communications, LLC to Amend Its Certificate of Public Convenience and Necessity (June 28, 2002).

telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

The April 12, 2005 Hearing

Public notice of the Hearing in this matter was issued by the Hearing Officer on March 9, 2005, pursuant to Tenn. Code Ann. § 65-4-204. No persons sought intervention prior to or during the Hearing. At the Hearing held on March 12, 2005, Don Baltimore, counsel for Comcast, and David Sered, Vice President of Regulatory Affairs, participated in the Hearing. David Sered presented direct testimony, and was subject to examination by the Hearing Officer. Additionally, the prefiled testimony of John Sullivan, the Vice-President and Chief Counsel for the direct corporate parent of Comcast², was provided with the *Application*. Upon the Company's conclusion of proof in its case, the Hearing Officer granted Comcast's *Application* based upon the following findings of fact and conclusions of law:

I. Comcast's Qualifications

1. Comcast is a Limited Liability company organized under the laws of Delaware on May 21, 2004.
2. The complete street address of Big River's principal place of business is 1500 Market Street, Philadelphia, Pennsylvania 19102-2148. The telephone number is (215) 665-1700.
3. The *Application* and supporting documentary information existing in the record indicate that Comcast has the requisite technical and managerial ability to provide competing local telecommunications services within the State of Tennessee. Specifically, Comcast's senior management team possesses extensive business, technical, operational and regulatory telecommunications experience

² Comcast Phone II, Inc is the direct corporate parent of Comcast Phone of Tennessee, LLC

4. Comcast has the necessary capital and financial ability to provide the services it proposes to offer.

5. Comcast has represented that it will adhere to all applicable policies, rules and orders of the Authority.

II. Proposed Services

Comcast intends to provide competing facilities-based and resold local exchange and interexchange telecommunications services as a competing telecommunications service provider in Tennessee.

III. Permitting Competition to Serve the Public Convenience and Necessity

Upon a review of the *Application* and the record in this matter, the Hearing Officer finds that approval of Comcast's *Application* would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets in the State and by fostering the development of an efficient, technologically advanced statewide system of telecommunications services.

IV. Small and Minority-Owned Telecommunications Business Participation Plan and Business Assistance Program


1. Comcast has filed a satisfactory small and minority-owned telecommunications business participation plan, pursuant to Tenn. Code Ann. § 65-5-112 (2004) and the Authority's Rules.

V. Compliance with Tennessee's County-Wide Calling Requirements

Comcast has indicated its awareness of, and its obligation to comply with, the requirements of county-wide calling as set forth in Tenn. Code Ann. § 65-21-114 (2004).

IT IS THEREFORE ORDERED THAT:

1. The *Application of Application* of Comcast Phone of Tennessee, LLC, for a Certificate of Public Convenience and Necessity is approved.



Randal Gilliam, Hearing Officer

EXHIBIT B

**COMCAST PHONE OF TENNESSEE, LLC
CERTIFICATE OF FORMATION**

Delaware

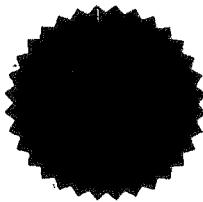
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "COMCAST PHONE OF TENNESSEE, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2004, AT 1:31 O'CLOCK P.M.

3806585 8100

040376555



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3127346

DATE: 05-21-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:31 PM 05/21/2004
FILED 01:31 PM 05/21/2004
SRV 040376555 - 3806585 FILE

CERTIFICATE OF FORMATION

OF

COMCAST PHONE OF TENNESSEE, LLC

This Certificate of Formation of Comcast Phone of Tennessee, LLC dated May 21, 2004 is being duly executed and filed by Sharon L. Dougherty, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. sec. 18-101, et seq.).

FIRST: The name of the limited liability company formed hereby is Comcast Phone of Tennessee, LLC.

SECOND: The name and address of the registered agent for service of process in the State of Delaware is: Comcast Capital Corporation, 1201 N. Market Street, Suite 1000, Wilmington, DE 19801, New Castle County.

THIRD: This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

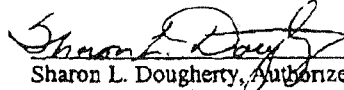

Sharon L. Dougherty, Authorized Person

EXHIBIT C

**COMCAST PHONE OF TENNESSEE, LLC
CERTIFICATE OF AUTHORITY**



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

Filing Information

Name: **COMCAST PHONE OF TENNESSEE, LLC**

General Information

Control # :	470720	Formation Locale:	Delaware
Filing Type:	Limited Liability Company - Foreign	Date Formed:	05/21/2004
Filing Date:	05/28/2004 11:50 AM	Fiscal Year Close	12
Status:	Active	Member Count:	1
Duration Term:	Perpetual		
Managed By:	Member Managed		
Public/Mutual Benefit:	Mutual		

Registered Agent Address

CT CORPORATION SYSTEM
800 S GAY ST
STE 2021
KNOXVILLE, TN 37929 USA

Principal Address

1701 JOHN F KENNEDY
BLVD.
PHILADELPHIA, PA 191032838 USA

The following document(s) was/were filed in this office on the date(s) indicated below:

Date Filed	Filing Description	Image #
05/08/2009	Assumed Name Renewal	6533-0467
03/24/2009	2008 Annual Report	6486-0861
03/18/2008	2007 Annual Report	6250-2137
	Principal Address Changed	
04/05/2007	2006 Annual Report	6031-1637
04/03/2006	2005 Annual Report	5752-0043
03/28/2005	2004 Annual Report	5403-2997
09/27/2004	Registered Agent Change (by Agent)	5243-0482
	Registered Agent Physical Address Changed	
05/28/2004	Initial Filing	5148-1334
05/28/2004	Assumed Name	5148-1337

Active Assumed Names (if any)

	Date	Expires
COMCAST DIGITAL PHONE	05/28/2009	05/28/2014

EXHIBIT D

**TENNESSEE ATTORNEY GENERAL OPINION
NO. 01-036**

STATE OF TENNESSEE

OFFICE OF THE
ATTORNEY GENERAL
425 FIFTH AVENUE NORTH
NASHVILLE, TENNESSEE 37243

March 19, 2001

Opinion No. 01-036

Preemption of Tenn. Code Ann. § 65-4-201(c) and/or (d) by 47 U.S.C. § 253

QUESTION

Are the provisions of Tenn. Code Ann. § 65-4-201(c) and (d) lawful and enforceable in view of 47 U.S.C. § 253?

OPINION

It is the opinion of this Office that the provisions of Tenn. Code Ann. § 65-4-201(c) are lawful and enforceable. The Federal Communications Commission has preempted enforcement of the provisions of Tenn. Code Ann. § 65-4-201(d) pursuant to the authority granted to it under 47 U.S.C. § 253(d). Accordingly, Tenn. Code Ann. § 65-4-201(d) is not enforceable.

ANALYSIS

You have requested this Office to analyze whether the provisions of 47 U.S.C. § 253, enacted as part of the Telecommunications Act of 1996, preempt the provisions of Tenn. Code Ann. § 65-4-201(c) & (d), enacted as part of Chapter 408 of the Tennessee Public Acts of 1995. Both of these acts embody similar goals of fostering competition among telecommunications providers and loosening the previous regulatory regime.

The Tennessee courts have already decided that 47 U.S.C. § 253 does not implicitly preempt Tenn. Code Ann. § 65-4-201. *See BellSouth Telecommunications, Inc. v. Greer*, 972 S.W.2d 663 (Tenn. Ct. App. 1997)(application for permission to appeal denied June 15, 1998). Congress, however, has expressly granted the Federal Communications Commission (the "FCC") the power, under 47 U.S.C. § 253(d), to preempt the provisions of any state telecommunications act, such as Tenn. Code Ann. § 65-4-201, if the state act violates 47 U.S.C. §§ 253(a) or (b). The exercise by the FCC of its power to preempt portions of state telecommunications acts under 47 U.S.C. § 253(d) has been expressly approved by the Court of Appeals for the Tenth Circuit. *See RT Communications, Inc. v. FCC*, 201 F.3d 1264 (10th Cir. 2000).

The FCC has exercised its authority under 47 U.S.C. § 253(d) to preempt enforcement of Tenn. Code Ann. § 65-4-201(d).¹ The FCC preempted this portion of the Tennessee act in a memorandum opinion and order adopted May 14, 1999, in *In re AVR, L.P. d/b/a Hyperion of Tennessee*, 14 FCC Rcd 11064 (1999) (the "Hyperion Preemption Order"). On January 3, 2001, the FCC affirmed this order in response to a petition for stay and rehearing by the Tennessee Regulatory Authority (the "TRA"). After consultation with this Office, the TRA determined that it will not challenge the Hyperion Preemption Order through an appeal to the Sixth Circuit Court of Appeals. Therefore, Tenn. Code Ann. § 65-4-201(d) has been authoritatively preempted by the FCC and is unenforceable. Because the FCC has not preempted enforcement of Tenn. Code Ann. § 65-4-201(c), this portion of the Tennessee act is valid and enforceable.²

CONCURRENT FEDERAL AND STATE JURISDICTION.

The decision that the Telecommunications Act of 1996 does not implicitly preempt the provisions of Chapter 408 of the Tennessee Public Acts of 1995, codified, in part, in Tenn. Code Ann. § 65-4-201, was announced by the Court of Appeals, Middle Section, in *BellSouth v. Greer*, *id.* at 669-72. We find the analysis of the court in this decision compelling and persuasive and have found no authority that limits or alters this decision since it was rendered. Absent a showing of actual conflict between the federal and state law, the state and federal governments exercise concurrent jurisdiction over the regulation of telecommunications. Moreover, the federal and Tennessee acts are similar in their goals of furthering competition in the telecommunications field.

The structure of 47 U.S.C. § 253 expressly permits state regulation of telecommunications and provides a means for resolution of any conflict between state law and the federal act. 47 U.S.C. § 253(b) states:

¹ Tenn. Code Ann. § 65-4-201(d) provides:

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.

² Tenn Code Ann. § 65-4-201(c) provides:

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable authority policies, rules and orders; and
(2) The applicant possesses sufficient managerial, financial and technical abilities to provide the applied for services.

An authority order, including appropriate findings of fact and conclusions of law, denying or approving, with or without modification, an application for certification of a competing telecommunications service provider shall be entered no more than sixty (60) days from the filing of the application.

(b) Nothing in this section shall affect the ability of a State to impose, *on a competitively neutral basis* and consistent with section 254 of this title, requirements necessary to preserve and advance universal service, protect the public safety and welfare, ensure the continued quality of telecommunication services, and safeguard the rights of consumers. [emphasis added]

These provisions of § 253(b) clearly contemplate that state laws, such as Tenn. Code Ann. § 65-4-201, shall co-exist with the Telecommunications Act of 1996 and operate to regulate telecommunications in a manner not inconsistent with federal law.

FCC POWER TO PREEMPT PROVISIONS OF STATE TELECOMMUNICATIONS ACTS.

If any provisions of state law are inconsistent with or violate subsections (a) or (b) of 47 U.S.C. § 253, § 253(d) expressly authorizes the FCC to preempt the enforcement of such provisions of state law. 47 U.S.C. § 253(d) states:

(d) Preemption. If, after notice and an opportunity for public comment, the Commission determines that a State or local government has permitted or imposed any statute, regulation, or legal requirement that violates subsection (a) or (b) of this section, the Commission shall preempt the enforcement of such statute, regulation, or legal requirement to the extent necessary to correct such violation or inconsistency.

Tenn. Code Ann. § 65-4-201(d) was challenged in this regard because it protects from competition incumbent telephone carriers with fewer than 100,000 total access lines in the state, unless such a carrier voluntarily enters into competition outside its service area. On May 14, 1999, the FCC adopted its order. The FCC determined that because §201(d) "favors incumbent LECs with fewer than 100,000 access lines by preserving their monopoly status, it raises an insurmountable barrier against potential new entrants in their service areas and therefore is not competitively neutral." Hyperion Preemption Order, at 9. As a result, the FCC found that Tenn. Code Ann. § 65-4-201(d) is in conflict with 47 U.S.C. § 253(a) and does not qualify for the exemption provided in 47 U.S.C. § 253(b) and, accordingly, ordered that enforcement of Tenn. Code Ann. § 65-4-201(d) is preempted. In response to a petition by the TRA for reconsideration and stay of the Hyperion Preemption Order, the FCC affirmed its Order on January 3, 2001.

The Hyperion Preemption Order is consistent with two other orders by the FCC that preempt provisions of state telecommunications acts in Texas and Wyoming that are similar to Tenn. Code Ann. § 65-4-201(d). See *Public Utility Commission of Texas*, Memorandum Opinion and Order, 13 FCC Rcd 3460 (1997) (the "Texas Preemption Order"); *Silver Star Telephone Company, Inc. Petition for Preemption and Declaratory Ruling*, Memorandum Opinion and Order, 12 FCC Rcd 15639 (1997) (the "Wyoming Preemption Order"). Both the Texas Preemption Order and the Wyoming Preemption Order were decided on similar grounds as the Hyperion Preemption Order. All three orders hold that state

statutory provisions that prohibit competition in rural areas are not "competitively neutral" and therefore conflict with the provisions of 47 U.S.C. § 253(a) and (b).

The Wyoming public service commission filed a challenge to the Wyoming Preemption Order in the Court of Appeals for the Tenth Circuit on the grounds that the controversy before the FCC had become moot prior to the rendering of the order. On January 13, 2000, the Court denied the challenge to the Wyoming Preemption Order. *RT Communications, Inc. v. FCC*, 201 F.3d 1264 (10th Cir. 2000). While the Tenth Circuit's decision in this case is not controlling legal precedent in the Sixth Circuit, this decision does address the preemption by the FCC of telecommunications act provisions in Wyoming that are quite similar to Tenn. Code Ann. § 65-4-201(d). The court stated that it must defer to the FCC's interpretation of the term "competitively neutral" because the term is ambiguous and nowhere defined in the United States Code:

When the statute is silent or ambiguous, however, deference is due to the agency's interpretation, so long as it is reasonable and not otherwise arbitrary, capricious or contrary to the statute. Since the FCC's order in this case involved the interpretation of the ambiguous phrase "competitively neutral", we review with deference.

Id. at 1268 (citations omitted). The Tenth Circuit expressly upheld the FCC's finding that the Wyoming law was not "competitively neutral" and, therefore, was not permissible under 47 U.S.C. § 253(b) and, accordingly, could be lawfully preempted by the FCC under 47 U.S.C. § 253(d).

After consultation with this Office, the TRA decided not to file an appeal from the Hyperion Preemption Order with the Court of Appeals for the Sixth Circuit. Because the order is now final, the FCC's preemption of Tenn. Code Ann. § 67-4-201(d) is authoritative and binding.

In conclusion, this Office finds that the FCC has expressly preempted enforcement of Tenn. Code Ann. § 65-4-201(d) pursuant to authority granted thereto under 47 U.S.C. § 253(d). Accordingly, this Office is of the opinion that Tenn. Code Ann. § 65-4-201(d) is no longer valid or enforceable. In addition, this Office finds that, because Tenn. Code Ann. § 67-4-201(c) has not been preempted by the FCC and is not in conflict with federal law, Tenn. Code Ann. § 67-4-201(c) is valid and enforceable.

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EXHIBIT E

**ORDER GRANTING FRONTIER COMMUNICATIONS OF
AMERICA, INC. AMENDMENT OF CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY**

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

July 9, 2008

IN RE:

PETITION OF FRONTIER COMMUNICATIONS OF
AMERICA, INC. TO AMEND ITS CERTIFICATE OF
CONVENIENCE AND NECESSITY

)
)
) DOCKET NO.
) 07-00155
)

ORDER GRANTING AMENDMENT OF CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY

This matter came before Chairman Eddie Roberson, Director Tre Hargett and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at the Hearing held on May 5, 2008 to consider the *Petition of Frontier Communications of America, Inc. to Amend its Certificate of Convenience and Necessity* (the "*Petition*") filed by Frontier Communications of America, Inc. ("Frontier" or "Petitioner") on June 20, 2007. In its *Petition*, Frontier seeks an amendment of its Certificate of Public Convenience and Necessity ("CCN") to include authority to provide telecommunications services on a statewide basis in areas served by telephone cooperatives, including territory served by Ben Lomand Rural Telephone Cooperative, Inc. ("Ben Lomand").

Legal Standard for Amending Certificate of Public Convenience and Necessity

Frontier's *Petition* was made pursuant to and considered in light of the criteria for granting and extending a CCN as set forth in Tenn. Code Ann. § 65-4-201 (Supp. 2006), which provides, in pertinent part:

* * *

(b) Except as exempted by provisions of state or federal law, no individual or entity shall offer or provide any individual or group of telecommunications services, or extend its territorial areas of operations without first obtaining from the Tennessee Regulatory Authority a certificate of convenience and necessity for such service or territory; provided, however, that no telecommunications services provider offering and providing a telecommunications service under the authority of the Authority on June 6, 1995, is required to obtain additional authority in order to continue to offer and provide such telecommunications services as it offer sand provides as of June 6, 1995.

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

* * *

Furthermore, pursuant to Tenn. Code Ann. § 65-5-112 (2004), a competing telecommunications provider is required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

May 5, 2008 Authority Conference

Pursuant to Tenn. Code Ann. § 65-4-204 (2004), public notice was issued by the Hearing Officer on April 22, 2008, setting the matter for hearing during the Authority Conference on May 5, 2008. Mr. Mike Byrd, Area Manager of Frontier, participated in the Hearing, adopted his pre-filed testimony and was subject to examination by the panel.

Frontier was initially granted certification by the Authority in 1996 based upon a finding that Frontier possessed the requisite managerial, technical and financial ability to provide telecommunications services in Tennessee. Frontier's *Petition* to amend its certification to include statewide authority provides updated information regarding these qualifications. The *Petition* states that Frontier has supplemented its staff of senior management to include officers who have decades of experience in the telecommunications industry, and further that Frontier remains managerially and technically qualified to provide telecommunications services throughout the state of Tennessee having continuously operated as a Competing Local Exchange Carrier ("CLEC") since the grant of its initial CCN. Additionally, Frontier has filed a Small and Minority Owned Telecommunications Business Participation Plan with the Authority and will file revised tariffs to cover service in the area that is the subject of the *Petition*.

Mr. Byrd affirmed that Frontier will comply with all of Tennessee's public interest obligations and responsibilities as mandated in TRA Rule 1220-4-8-.04(3)(b) and (c). Upon the conclusion of the presentation of its proof, the panel voted unanimously to grant Frontier's *Petition* based upon the following findings of fact and conclusions of law:

I. Frontier's Qualifications

1. Frontier is a corporation organized under the laws of the State of Delaware and was licensed to transact business in Tennessee by the Secretary of State on April 18, 1994.
2. The complete street address of Frontier's registered agent, C.T. Corporation System, is 800 S. Gay Street, Suite 2021, Knoxville TN 37299. The complete street address of Frontier's corporate office is 3 High Ridge Park, Stamford CT 06905. The telephone number is (203) 614-5600.

3. The *Petition* and supporting documentary information existing in the record indicate that Frontier has the requisite technical and managerial ability to provide competitive access and transport telecommunications services within the State of Tennessee. Specifically, Frontier's senior management team possesses sufficient business, technical, operational and regulatory telecommunications experience.

4. Frontier has the necessary capital and financial ability to provide the services it proposes to offer.

5. Frontier has represented that it will adhere to all applicable statutes, policies, rules and orders of the Authority.

II. Proposed Services

Frontier will provide toll, local exchange, access, private line, paging, and enhanced services, Centrex services, measured business lines, voice mail, Integrated Services Digital Network ("ISDN") and vertical features, and other services, statewide. Frontier seeks to provide services in the service territory of Ben Lomand and potentially, other telephone cooperatives and Incumbent Local Exchange Carriers ("ILECs"). Frontier intends to build its own facilities in areas where Citizens Communications Company ("Citizens"), its ILEC affiliate, does not already have facilities, and lease facilities from Citizens when operating within Citizen's service territory. Frontier provided a Certificate of Service reflecting that it served notice of its *Petition* on all potentially affected Telephone Cooperatives identified as Tier 1 members of Tennessee Telecommunications Association.

III. Permitting Competition to Serve the Public Convenience and Necessity

Upon a review of the *Petition* and the record in this matter, the voting panel finds that approval of Frontier's *Petition* would inure to the benefit of the present and future public

convenience by permitting competition in the telecommunications services markets in the State and fostering the development of an efficient, technologically advanced statewide system of telecommunications services.

IV. Small and Minority-Owned Telecommunications Business Participation Plan and Business Assistance Program

Frontier has filed a satisfactory small and minority-owned telecommunications business participation plan, pursuant to Tenn. Code Ann. § 65-5-112 (2004) and the Authority's Rules.

IT IS THEREFORE ORDERED THAT:

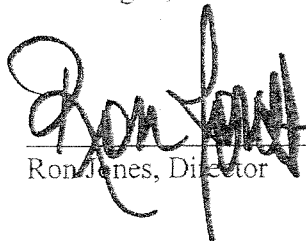
The Petition of Frontier Communications of America, Inc. to Amend its Certificate of Convenience and Necessity is approved.



Eddie Roberson, Chairman



Tre Hargett, Director



Ron Jones, Director

6-30-08