

BASS

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April 21, 2010

VIA COURIER

filed electronically in docket office on 04/21/10
Docket No. 10-00074

Chairman Eddie Roberson
c/o Sharla Dillon
Attn: Lisa Foust
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

**Re: In the Matter of Application of Hamilton Relay, Inc. for a Certificate to
Provide Competing Local Telecommunications Services**

Dear Chairman Roberson:

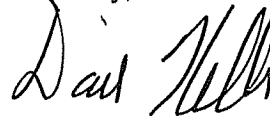
Enclosed you will find the original and 5 copies of the above-referenced Application of Hamilton Relay, Inc. ("Hamilton"). Please return one of the copies, which I would appreciate your stamping as "filed," to me by way of our courier. A copy is also being filed electronically and the \$25.00 application fee is enclosed.

Pursuant to Tenn. Code Ann. § 65-4-125(f), Hamilton's cost bond or letter of credit will be forthcoming as soon as possible.

We respectfully request that Hamilton's financial statements be treated as confidential and not disclosed to the public; therefore they are filed under seal. Hamilton also respectfully requests expedited treatment of its Application and if possible desires a hearing before June 1, 2010.

Please contact me if you have any questions or need additional information.

Sincerely,



David Killion

Enclosures

cc: Dixie Ziegler

8564798.1

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

NASHVILLE, TENNESSEE

In the Matter of Application of Hamilton Relay,)
Inc. for a Certificate to Provide Competing)
Local Telecommunications Services) Docket No. _____

**APPLICATION FOR CERTIFICATE TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the federal Telecommunications act of 1996 (the "Act"), Hamilton Relay, Inc. ("Hamilton" or the "Company") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant it, on an expedited basis, authority to provide competing local telecommunications services in order to act as a call center subcontractor to Stellar Relay, LLC ("Stellar") with respect to Stellar's support of GoAmerica Relay Services Corp.'s ("GoAmerica") provision of intrastate telecommunications relay services ("TRS") within the State of Tennessee. Hamilton is ready and able to comply with the rules and regulations in Tennessee pertaining to the provision of such services (i.e., Tenn. Code Ann. § 65-4-201), to the extent they are applicable.¹

In support of this Application, the Company submits the following:

1. The Full Name and Address of the Applicant is:

Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818

¹ In line with Stellar's Application in Docket No. 0700254, with all due respect to the TRA, Hamilton also does not here concede the applicability of Tenn. Code Ann. § 65-4-101 *et seq.* to the call center services covered by its subcontract with Stellar because, in Hamilton's view, those services would not fall with the definition of Tenn. Code Ann. § 65-4-101(1) nor do those services fall with the definition of a "Public Utility" in Tenn. Code Ann. § 65-4-101(6).

Questions regarding this application should be directed to:

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

and

John Nelson
President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: john.nelson@hamiltontel.com

Contact name and address at the Company is:

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

Regulatory and Customer Service Contact for the Company:

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

2. **Entity Structure**

Hamilton is a Nebraska corporation owned by Nedelco, Incorporated, a diversified Aurora, Nebraska management company, which is owned and operated by Phillip C. Nelson and other members of the Nelson family.

3. **Entity Information**

Hamilton was formed under the laws of the State of Nebraska on December 15, 2000. A copy of Hamilton's Certificate of Authority to Conduct Business in the State of Tennessee, effective April 9, 2010, which includes a Certificate of Good Standing in the State of Nebraska, is provided in **Exhibit A**.

Hamilton provides relay service that is customized to meet the individual needs of relay users. Hamilton's parent company has been in business since 1963 and has been in the relay business since 1991. Hamilton's retention rate for Communication Assistants is outstanding, resulting in a staff of Communication Assistants that are very experienced and efficient at their jobs. Over the last decade, Hamilton has developed two switching platforms, has added countless relay enhancements, has grown its relay division responsibly, and has been able to satisfy all of its State relay administrators and customers. Since it began providing TRS in 1991, Hamilton's parent company has grown its relay division considerably and has gained experience in providing TRS in states with substantial TRS call volumes. Hamilton is currently providing telecommunications relay services to 15 states, the Island of Saipan, the Virgin Islands and the District of Columbia. Hamilton also provides Internet Relay (including Wireless Internet Relay) and Captioned Telephone (CapTel) Service.

Attached as **Exhibit B** is a list of Hamilton's directors and officers. None of these officers or directors currently reside in Tennessee.

4. **Hamilton Possesses the Managerial, Technical, and Financial Qualifications to Provide Telecommunications Relay Services in the State of Tennessee**

The Company has the managerial, financial and technical qualifications to operate as a certificated entity in the State of Tennessee. Attached as **CONFIDENTIAL Exhibit C** is the current financial statement of Nedelco, Inc., which is the parent company of Hamilton Relay, Inc.² These statements demonstrate the Company's financial qualifications.

As noted above, **Exhibit B** contains a list of key Hamilton officers and directors who have extensive experience with call center operation and customer relationship management. Brief biographies of the key personnel are included in **Exhibit B**.

The Company also has the technical qualifications to act as a call center subcontractor to Stellar in a manner that serves the public interest. Hamilton currently has six relay centers in operation that provide relay service to 15 states, the Island of Saipan, the Virgin Islands and the District of Columbia. Hamilton provides state-of-the-art technology and Hamilton's relay platform leads the industry in its ability to adapt and make use of new technology. The switching matrix and database servers that run the platform are extremely flexible, allowing Hamilton to accommodate many call types, call processing situations, etc. Hamilton's workstations are also easy to use, which make call set-up fast and simple for Communication Assistants and relay users.

Hamilton has technicians, operations staff, human resources staff, accounting, billing, and reporting staff, project management, and overall leaders that have successfully started, and continue to operate its relay centers. Hamilton supplies highly professional English and Spanish Communication Assistants, trainers, human resources personnel, technical personnel and other

² **Exhibit C** contains confidential information and is filed under seal. The Company requests that the TRA and its staff treat this information as confidential and it not be disclosed to the public without giving the Company further opportunity to protect it from disclosure.

support staff. Hamilton's TRS facilities operate continually, 24 hours a day, seven days a week, 365 days a year.

Hamilton has received national attention for its progressive efforts in providing telecommunication-related products and services. CBS and NBC News have included Hamilton in stories about the impact telecommunication has in rural areas. In addition, news articles about Hamilton have appeared in the Wall Street Journal and the Omaha World Herald. In 2005, Hamilton was recognized by Broadcast News Corp. as an innovative business that is changing and improving the way Americans live, work and play.

5. Proposed Service Area

Hamilton will not offer any services directly to the public in the State of Tennessee. Hamilton will, however, provide technical, operational, and administrative support to Stellar with respect to Stellar's support of GoAmerica's provision of intrastate relay service throughout the State of Tennessee, including areas served by local exchange carriers with fewer than 100,000 access lines.

6. Types of Services to Be Provided

As noted in Section 5 of this Application, Hamilton will not provide any services directly to the public in the State of Tennessee. Rather, Hamilton will act as a call center subcontractor to Stellar with respect to Stellar's support of GoAmerica's provision of Tennessee intrastate TRS. Hamilton will provide technical, operational, and administrative support to Stellar in furtherance of providing hearing and speech-impaired consumers in Tennessee with access to the intrastate telecommunications network that is functionally equivalent to that utilized by individuals who are not disabled.

By way of background on the particular services that Hamilton will provide, and that Hamilton will support as the call center subcontractor, Hamilton will supply telecommunications access to and from speech or hearing disabled Tennessee customers without the need for the standard phone user to utilize anything other than a telephone. Access will be provided with 711 dialing in addition to one or more toll-free numbers. These toll-free numbers shall be universally available and uniform throughout Tennessee. Hamilton shall accept calls that originate from or terminate at telecommunications devices for the deaf ("TDDs"), teletypwriters ("TTYs"), modem-equipped personal computers ("PCs"), or any other automated equipment used to facilitate telecommunications service for the communicatively disabled. Such calls shall both originate and terminate within the state. Hamilton shall also be capable of accepting calls placed across a state line which, if the relay center were not utilized, would be considered local intrastate calls. Individuals with communication disabilities that subscribe to Tennessee intrastate service will be able to call, or be called by, any business or residence that has standard telephone service in Tennessee.

Hamilton will also provide support to Stellar for the provision of 911 services and 900 number blocking.

7. Repair and Maintenance

Hamilton understands the importance of effective customer service for local service customers. As noted above, GoAmerica will be the only entity providing service directly to the public in Tennessee, and so customer service issues will generally be directed to GoAmerica's toll-free customer service numbers – (866) 367-3103 (voice) and (800) 501-0555 (TTY) – or customers may contact GoAmerica in writing at its headquarters address or via an email address made available on GoAmerica's relay web sites.

Because GoAmerica will not bill end users directly, their toll-free customer service numbers will not be printed on any monthly billing statements; however, the numbers are readily available on GoAmerica's website, <http://www.goamerica.com>. In addition, the Company understands that GoAmerica's customer service contact information is printed on all Tennessee intrastate TRS marketing and promotional materials. The Company also understands that, if GoAmerica ever issues billing statements of any kind directly to consumers, those statements would comply with the requirement to identify on those statements their respective toll-free numbers.

The TRA may contact Hamilton for regulatory and customer service inquiries by contacting Dixie Ziegler (402) 694-5101, as indicated on page 2 of this Application.

8. **Small and Minority-Owned Telecommunications Business Participation Plan**

See **Exhibit D**.

9. **Toll Dialing Parity Plan**

Not applicable.

10. **Notice to Incumbent Carriers and the Consumer Advocate and Protection Division**

Hamilton is serving the eighteen (18) incumbent local exchange telephone companies in Tennessee and the Consumer Advocate and Protection Division of the Attorney General of the State of Tennessee (shown on the attached certificate of service) with a copy of the notice of this Application that is in **Exhibit F**.

11. **Numbering Issues**

Not applicable.

12. **Tennessee Specific Operational Issues**

Not applicable.

13. Miscellaneous

A. Sworn pre-filed testimony

See **Exhibit E**.

B. Deposits

The Company does not require customer deposits.

C. Complaints

GoAmerica's parent, GoAmerica, Inc., for whom Stellar has been providing call center services, has been the subject of very few complaints since it began to provide interstate TRS service. As an example, for all GoAmerica, Inc. relay calls handled between June 1, 2006 and May 31, 2007, the complaint rate was less than 0.01%. A record of these complaints, as well as a description of the resolution thereof, is on file with the Federal Communications commission. Information on any FCC complaints regarding the provision of GoAmerica's interstate TRS services (also supported, in part, by Stellar) may be sought via the following FCC telephone numbers: 1-888-CALL-FCC (1-888-225-5322) voice or 1-888-TELL-FCC (1-888-835-5322) TTY.

D. Tariff

Not applicable.

E. Communication Plan to the Deaf and Hard of Hearing

GoAmerica has developed and implemented a Communication Plan and Hamilton will abide by this plan's provisions where applicable.

F. Telemarketing

Hamilton will not telemarket its services in Tennessee.

14. Public Interest

Grant of this application will further the goals of the Tennessee General Assembly and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. Authorizing Hamilton to provide local exchange telecommunications services will materially enhance the telecommunications infrastructure in the State of Tennessee. In particular, the public has benefitted and will continue to benefit through the use of GoAmerica's services, which will be supported by Hamilton, through Stellar.

Request for Expedited Approval

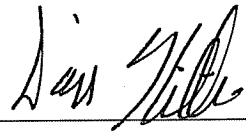
The public interest will be best served by the expeditious approval of this Application. Prompt approval of this Application will allow Hamilton to facilitate Stellar and GoAmerica's efforts to provide such services. Further, an expedited approval will ensure a smooth transition of call center functions between Stellar and Hamilton.

Conclusion

Hamilton respectfully requests that the TRA enter an order granting Hamilton a Certificate of Convenience and Necessity to operate as a competing telecommunications service provider; specifically, to act as a call center subcontractor to Stellar with respect to Stellar's performance of the TRS Contract. For the reasons stated above, Hamilton's provision of these services would promote the public interest by providing high-quality service for the benefit of the deaf, hard-of-hearing, and speech-disabled.

Respectfully submitted this 21st day of April, 2010.

HAMILTON RELAY, INC.

By: _____

R. Dale Grimes
C. David Killion
Bass, Berry & Sims, PLC
150 Third Ave. South, Suite 2800
Nashville, Tennessee 37201
Phone: (615) 742-7718
Fax: (615) 742-0414
Email: dkillion@bassberry.com
Attorneys for Hamilton Relay, Inc.

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Phone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

VERIFICATION

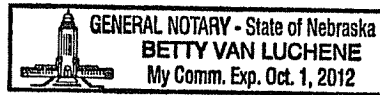
COUNTY OF HAMILTON)
)
STATE OF NEBRASKA)

Dixie Ziegler being first duly sworn, deposes and says that she is Vice President of Hamilton Relay, Inc., that she has read the foregoing Application and knows the contents thereof, and that the same is true of her own knowledge, except as to matters which are therein stated on information or belief, and that as to these matters, she believes them to be true.


DIXIE ZIEGLER

Subscribed and sworn before me this 20 day of April, 2010.

My Commission Expires: 10-1-2012




NOTARY PUBLIC

List of Exhibits to Certification Application

- Exhibit A: Certificate of Authority to Transact Business in the State of Tennessee
- Exhibit B: Hamilton Relay, Inc. Directors, Officers and Key Personnel
- Exhibit C: Nedelco, Inc. Financial Statements
(CONFIDENTIAL – Filed under seal)
- Exhibit D: Small and Minority-Owned Telecommunications Business Participation Plan
- Exhibit E: Pre-Filed Testimony of Dixie Ziegler
- Exhibit F: Notice to Incumbent Carriers

EXHIBIT A

Certificate of Authority to Transact Business in the State of Tennessee



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

Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818 USA

April 12, 2010

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # :	628321	Formation Locale:	Nebraska
Filing Type:	Corporation For-Profit - Foreign	Date Formed:	12/15/2000
Filing Date:	04/09/2010 4:04 PM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2011
Duration Term:	Perpetual	Image # :	6698-3204

Document Receipt

Receipt # : 160482	Filing Fee:	\$600.00
Payment-Check/MO - CFS, Nashville, TN		\$600.00

Registered Agent Address

C T Corporation System
800 S. Gay Street
Suite 2021
Knoxville, TN 37929 USA

Congratulations on the successful filing of your **Certificate of Authority** for **Hamilton Relay, Inc.** in the State of Tennessee which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett, Secretary of State
Business Services Division

RECEIVED
STATE OF TENNESSEE

For Office Use Only - 9 PM 4:04
2010 APR

TRE HARGETT
SECRETARY OF STATE

6638-3204

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

FILED

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation 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 corporation is Hamilton Relay, Inc.
*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Nebraska

3. The date of its incorporation is December 15, 2000 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
1001 12th Street Aurora Nebraska / Hamilton 68818
Street City State/County

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
800 S. Gay Street, Suite 2021 Knoxville TN / Knox 37929
Street City State/County
Registered Agent C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) Reference attached sheet

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) Phillip C. Nelson, 1001 12th St. Aurora, NE 68818; Nancy Nelson, 1001 12th St. Aurora, NE 68818;
James B. Nelson, 1001 12th St. Aurora, NE 68818

8. If the corporation 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 48-25-102(d).

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).
[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

April 7, 2010
Signature Date
President
Signer's Capacity
Hamilton Relay, Inc.
Name of Corporation
John Nelson
Signature
John Nelson
Name (typed or printed)

RECEIVED
STATE OF TENNESSEE

2010 APR -9 PM 4:05

TRE HARGETT
SECRETARY OF STATE

EE98-3205

State of Tennessee
Department of State

Application for Certificate of Authority
(For Profit)

Continuation sheet

Name of Corporation: Hamilton Relay, Inc.

6. The names and complete business addresses of its current officers are:

John Nelson, President	1001 12 th Street, Aurora, NE 68818
Phillip C. Nelson, Vice President	1001 12 th Street, Aurora, NE 68818
Nancy Nelson, Vice President	1001 12 th Street, Aurora, NE 68818
James E. Nelson, Vice President	1001 12 th Street, Aurora, NE 68818
Dixie Ziegler, Vice President	1001 12 th Street, Aurora, NE 68818
Betty Van Luchene, Secretary/Treas.	1001 12 th Street, Aurora, NE 68818
Gary Warren, Asst. Secretary	1001 12 th Street, Aurora, NE 68818

STATE OF

NEBRASKA

RECEIVED
STATE OF TENNESSEE
2010 APR -9 PM 4: 05

TRE HARGETT
SECRETARY OF STATE

United States of America, }
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

0698-3206



I, John A. Gale, Secretary of State of Nebraska do hereby certify;

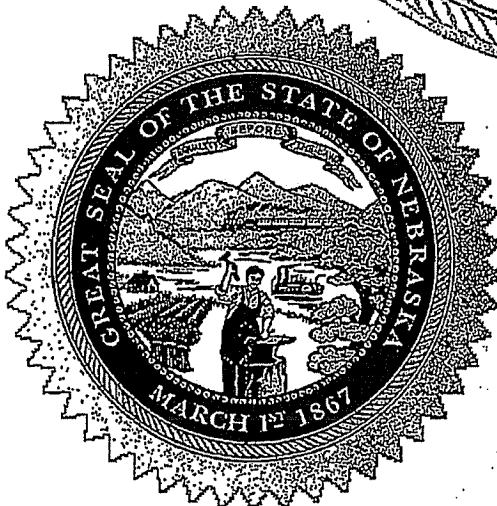
HAMILTON RELAY, INC.

was duly incorporated under the laws of this state on December 15, 2000 and do further certify that no occupation taxes assessed are unpaid and no biennial reports are delinquent; articles of dissolution have not been filed and said corporation is in existence as of the date of this certificate.

In Testimony Whereof

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on April 8, 2010.

John A. Gale
SECRETARY OF STATE



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.

EXHIBIT B

Hamilton Relay, Inc. Directors, Officers, and Key Personnel

Directors:

Phillip C. Nelson	-	Director
Nancy K Nelson	-	Director
James E. Nelson	-	Director

All Directors have offices at 1001 12th Street, Aurora, NE 68818.

Officers:

John Nelson	-	President
Dixie Ziegler	-	Vice President
Phillip C. Nelson	-	Vice President
Nancy K Nelson	-	Vice President
James E. Nelson	-	Vice President
Betty Van Luchene	-	Secretary/Treasurer
Gary Warren	-	Assistant Secretary

All Officers have offices at 1001 12th Street, Aurora, NE 68818.

Key Personnel:

Phillip C. Nelson

Phil Nelson is a Vice President of Hamilton Relay, Inc. Phil perpetuates an open channel of communication with employees and each state's regulatory bodies concerning the ongoing operation of each relay service. Phil, a graduate of the University of Nebraska, has been with Hamilton since 1967, serving the last 20 plus years as Hamilton Telecommunications' President.

John Nelson

John Nelson is President of Hamilton Relay, Inc. His duties in that capacity primarily involve planning and coordination for relay service. In 1998, John Nelson returned to Hamilton Telecommunications from a position as System Administrator at a Breckenridge, Colorado resort. John has extensive experience in the support and maintenance of telecommunications equipment, along with strong skills in software development and troubleshooting. John was the on-site technical backbone of the Louisiana Relay Center for four years, before moving to Aurora, Nebraska where he joined Hamilton's Senior Management team. An active board member and Vice President for Hamilton's parent company, John holds overall responsibility for relay at the senior management level.

Gary Warren

Gary Warren assists in the general management of Hamilton with a particular emphasis in development of new projects. Gary, a University of Nebraska Law School graduate, has been at Hamilton since 1988. He has served on several relay industry teams on a national basis, including the TRS Coin-Sent-Paid team, and completed eight years of service on the National Exchange Carrier Association (NECA) Relay Advisory Council, the last two years of which he served as chairman. With a past capacity for overall responsibility of relay, Hamilton continues to employ Gary's expertise in the relay industry.

Dixie Ziegler

Dixie Ziegler is Hamilton's Vice President of Relay Services. With the Company since 1994, Dixie has a strong background in communication and management. Dixie is responsible for the start up of relay services, contract management, technical development, marketing and all operations. She represents Hamilton's relay service on a national level, analyzes potential markets for new and existing products and services, and delivers new products and services to the telecommunications marketplace. She was elected to serve a second term as a council member on the NECA Relay Advisory Council and was appointed by Chairman Powell to serve a second term as a member on the Consumer Advisory Committee (CAC) of the Federal Communications Commission. In addition, Dixie was selected by the Chair of the Consumer Advisory Committee to serve as the TRS Subcommittee Chair. Dixie is a Dana College graduate with a Bachelor of Science degree in marketing and communications.

As part of her duties with Hamilton, Dixie manages all aspects of relay, including start up activities, contract and financial management, operations, marketing, customer service, outreach functions and technical development. Dixie is also responsible for the development and implementation of new relay features and services, including IP Relay, Video Relay, Wireless Relay and Captioned Telephone. Other responsibilities include the development of reporting systems and usage reports. Dixie also maintains contact with the FCC, drafts FCC filings and is responsible for completing the annual NECA data request.

Dixie holds primary responsibility with the regulatory bodies in all states served by Hamilton and frequently interacts with relay users in the states served by Hamilton. Dixie has represented Hamilton at the National Association of State Relay Administrators, Telecommunications for the Deaf Inc., National Association for the Deaf, Hearing Loss Association of America, National Association of Regulatory Utility Commissioners and at other national relay activities.

EXHIBIT C

CONFIDENTIAL (Filed under seal)

NEDELCO, INC. AND SUBSIDIARIES
Consolidated Financial Statements and Schedules
Years Ended June 30, 2009 and 2008

(With Independent Auditor's Report Thereon)

EXHIBIT D

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-112, as amended, Hamilton Relay, Inc. ("Hamilton") submits this Small and Minority-Owned Telecommunications Business Participation Plan (the "Plan") along with its Application for a Certificate of Convenience and Necessity to provide telecommunications relay services throughout the State of Tennessee.

I. PURPOSE

The purpose of § 65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Hamilton is committed to the goals of § 65-5-112 and to taking steps to support the participation of small and minority-owned businesses in the telecommunications industry. Hamilton will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services when applicable. As part of its procurement process, if performed, Hamilton will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Hamilton of such opportunities.

Hamilton's representatives will, as appropriate, contact the Department of Economic and Community Development, and the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Furthermore, Hamilton will, when applicable, seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in § 65-5-112:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars(\$4,000,000).

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

III. ADMINISTRATION

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

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with § 65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned business to locate and use qualified small and minority-owned businesses, when applicable, as defined in § 65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses when applicable and encouraging such businesses to participate in and bid on contracts and subcontracts when applicable.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) When applicable, establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) When applicable, providing information and educational activities to persons within Hamilton and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, when applicable, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business

The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate, and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

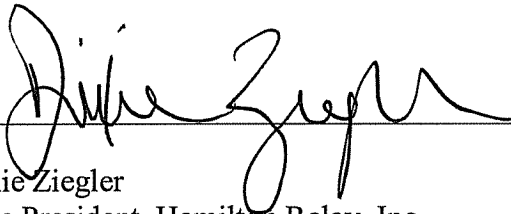
IV. RECORDS AND COMPLIANCE REPORTS

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

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

Dated: April 20th, 2010

HAMILTON RELAY, INC.

By: 

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Phone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

EXHIBIT E

Pre-Filed Testimony of Dixie Ziegler

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

NASHVILLE, TENNESSEE

In the Matter of Application of Hamilton Relay,)
Inc. for a Certificate to Provide Competing)
Local Telecommunications Services) Docket No. _____

PRE-FILED TESTIMONY OF DIXIE ZIEGLER

I, Dixie Ziegler, do hereby testify as follows in support of the application of Hamilton Relay, Inc. ("Hamilton" or the "Company") for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address and position.

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

Q: Please briefly describe your duties.

As Hamilton's Vice President of Relay Services I am responsible for the start up of relay services, contract management, technical development, marketing and all operations.

Q: Please describe your business experience and educational background.

I am a graduate of Dana College with a Bachelor of Science degree in marketing and communications. I represent Hamilton's relay service on a national level, analyze potential markets for new and existing products and services, and deliver new products and services to the telecommunications marketplace. I was elected to serve a second term as a council member on

the NECA Relay Advisory Council and was appointed by Chairman Powell to serve a second term as a member on the Consumer Advisory Committee (CAC) of the Federal Communications Commission. In addition, I was selected by the Chair of the Consumer Advisory Committee to serve as the TRS Subcommittee Chair.

Q: Are all statements in Hamilton's application true and correct to the best of your knowledge, information and belief?

Yes.

Q: Please describe the current corporate structure of Hamilton.

Hamilton Relay is a Nebraska corporation originally formed on December 15, 2000 in the State of Nebraska. Hamilton Relay is owned by Nedelco, Incorporated, a diversified Aurora, Nebraska management company, which is owned and operated by Phillip C. Nelson and other members of the Nelson family.

Q: Does Hamilton possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

Yes. Hamilton's qualifications are discussed in some detail in the accompanying certification application. In particular, Hamilton's management team possesses substantial management, business, and technical experience with respect to the services for which Hamilton has applied for authority.

Q: Please describe Hamilton's financial qualification.

The audited financials of Nedelco, Inc. (parent company of Hamilton Relay, Inc.) have been provided as part of the attached application.

Q: Please describe Hamilton's managerial and technical qualifications.

Hamilton has the technicians, operations staff, human resources staff, accounting, billing, and reporting staff, project management, and overall leaders that have successfully started and

continue to operate our relay centers. Hamilton supplies highly professional English and Spanish Communication Assistants, trainers, human resources personnel, technical personnel and other support staff.

Hamilton's TRS facilities operate continually, 24 hours a day, seven days a week, 365 days a year. This includes making certain that enough Spanish and English Communication Assistants are available at all times, and that routing, switching and other technical capabilities are in place to guarantee continuous service. Since it began providing TRS in 1991, Hamilton's parent company has grown its relay division considerably and has gained experience in providing TRS in states with substantial TRS call volumes. Hamilton has six relay centers in operation and provides relay service to 15 states, the Island of Saipan, the Virgin Islands and the District of Columbia. Hamilton also provides Internet Relay (including Wireless Internet Relay) and Captioned Telephone (CapTel) Service.

Hamilton has a staff of technicians that have installed and maintained a variety of telecommunications hardware and software, including relay switches, three central office digital switches, several digital remote line switches and a variety of interconnect equipment including PBXs and automatic call distributors. Hamilton's ability to provide this level of technical support is a large advantage. Hamilton personnel maintain and program all relay equipment on site. In addition, Hamilton has several programmers and developers on its technical team, allowing us to develop and implement new features faster than ever before.

Hamilton provides state-of-the-art technology. Hamilton's relay platform leads the industry in its ability to adapt and make use of new technology. The switching matrix and database servers that run the platform are very flexible, allowing us to accommodate many call

types, call processing situations, etc. Workstations are very easy to use, making call set-up fast and simple for Communication Assistants and relay users.

Q: What services will Hamilton offer?

Hamilton will offer call center support services to Stellar Relay, Inc. ("Stellar") with respect to deaf, hard-of-hearing, and speech-disabled consumers in Tennessee.

Q: Will Hamilton offer services to all consumers within its service area?

Hamilton will not offer any services directly to the public in the State of Tennessee. Rather, Hamilton will act as a call center subcontractor to Stellar with respect to Stellar's support of GoAmerica Relay Services Corp.'s ("GoAmerica") provision of Tennessee intrastate telecommunications relay services. This will entail Hamilton providing technical, operational, and administrative support to Stellar.

Q: Will the granting of the certificate of convenience and necessity to Hamilton serve the public interest?

Yes. If and when a certificate of convenience and necessity is granted to Hamilton, Hamilton will then be able to begin providing call center support services with respect to deaf, hard-of-hearing, and speech-disabled consumers in Tennessee. TRS will provide these communicatively disabled consumers with access to the intrastate telecommunications network that is functionally equivalent to that utilized by individuals who are not disabled.

Q: Does Hamilton intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection services of service?

Yes. However, as described in Hamilton's application, Hamilton plans only to provide call center services to Stellar on a non-common carrier basis and does not intend itself to offer services directly to the public.

Q: Has any state ever denied Hamilton or one of its affiliates authorization to provide intrastate service?

No.

Q: Has any state ever revoked the certification of Hamilton or one of its affiliates?

No.

Q: In which states are Hamilton authorized to operate?

Hamilton is authorized to operate and provide services in Idaho, Iowa, Montana, Georgia, Arizona, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, New Mexico, Rhode Island, Utah and Wyoming. In addition, Hamilton is authorized to operate and provide services on the Island of Saipan, the Virgin Islands, and the District of Columbia.

Q: Has Hamilton or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

No.

Q: Who is knowledgeable about Hamilton's operations and will serve as Hamilton's regulatory and customer service contact?

Dixie Ziegler
Vice President, Hamilton Relay, Inc.
1001 12th Street
Aurora, NE 68818
Telephone: (402) 694-5101
Fax: (402) 694-5037
Email: dixie.ziegler@hamiltonrelay.com

Q: Please explain in detail Hamilton's proposed procedure for responding to information requests from the TRA and its staff?

Upon receipt of a lawful request for information from the TRA and its Staff, Dixie Ziegler will be responsible for providing such information in her capacity as Regulatory and Customer contact for the Company.

Q: Does this conclude your testimony?

Yes.

EXHIBIT F

Notice of Application for Certificate of Public Convenience and Necessity
to Provide Competing Local Telecommunications Services

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

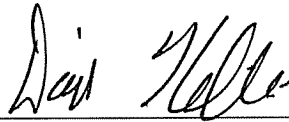
NASHVILLE, TENNESSEE

In the Matter of Application of Hamilton Relay,)
Inc. for a Certificate to Provide Competing local)
Telecommunications Services)

Docket No. _____

**NOTICE OF APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

Pursuant to Tenn. Code Ann. § 65-4-201(c), Hamilton Relay, Inc. hereby serves notice of its filing with the Tennessee Regulatory Authority ("TRA") an application for a certificate of authority to provide competing local telecommunications services in Tennessee,³ on this the 21st day of April, 2010. Copies of the application are available from the TRA.

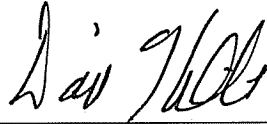


R. Dale Grimes
C. David Killion
Bass, Berry & Sims, PLC
150 Third Ave. South, Suite 2800
Nashville, Tennessee 37201
Phone: (615) 742-7718
Fax: (615) 742-0414
Attorneys for Hamilton Relay, Inc.

³ Hamilton Relay, Inc. has requested authority to provide competing local telecommunications services in order to act as a call center subcontractor to Stellar Relay, LLC ("Stellar") with respect to Stellar's support of GoAmerica Relay Services Corp.'s provision of intrastate relay services for the hearing impaired within the State of Tennessee, including areas currently served by an incumbent local exchange carrier with fewer than 100,000 access lines, as described in Tenn. Code Ann. § 65-4-201(d).

CERTIFICATE OF SERVICE

I hereby certify that on this the 21st day of April, 2010, the foregoing Notice of Application for Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services within the State of Tennessee was served by first class mail, postage prepaid, on the attached list of telecommunications providers and other entities.

A handwritten signature in black ink, appearing to read "C. David Killion", written over a horizontal line.

C. David Killion

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

BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201-3300

Century Telephone of Adamsville
611 Commerce Street, Suite 2605
Nashville, TN 37203

Century Telephone of Claiborne
611 Commerce Street, Suite 2605
Nashville, TN 37203

Century Telephone of Oolteway-Collegedale
611 Commerce Street, Suite 2605
Nashville, TN 37203

Concord Telephone Exchange, Inc.
P. O. Box 22995
Knoxville, TN 37933-0995

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 24701-3020

Frontier Communications Of The Volunteer
State
300 Bland Street
Bluefield, WV 24701-0770

Humphreys County Telephone Company
P. O. Box 130
Knoxville, TN 37933-0995

Loretto Telephone Company, Inc.
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
P. O. Box 24207
Jackson, MS 39225

Tellico Telephone Company
P. O. Box 22995
Knoxville, TN 37933-0995

Tennessee Telephone Company
P. O. Box 22995
Knoxville, TN 37933-0995

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

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