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T.R.A. DOCKET ROOM

Suite 800
1919 Pennsylvania Avenue NW
Washington, DC 20006-3401

Paul B. Hudson
202.973.4275 tel
202.973.4499 fax

paulhudson@dwt.com

June 8, 2011

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

DOCKET NO.

11-00100

Re: ALEC, Inc. (CLEC ID 128220), Request for Approval of Name Change

Dear Ms. Dillon:

ALEC, Inc. hereby requests approval of a change of its name to ALEC, LLC. ALEC has submitted an original and four copies of this request along with a \$25 application fee. ALEC, Inc. is authorized to provide local exchange and interexchange services pursuant to its certificate of public convenience and necessity granted by the Tennessee Regulatory Authority in its Order dated May 11, 1999 in Docket No. 98-00599. On July 20, 2010, ALEC filed a notification of its intent to operate pursuant to market regulation. The company has now completed the applicable requirements to change its name to ALEC, LLC:

- ALEC has changed its name to ALEC, LLC with the Office of the Tennessee Secretary of State in compliance with the requirements of Tenn. Code Ann. §§48-14-103, 48-54-103, 48-207-103, or 61-2-103, as evidenced by the Acknowledgement of Conversion in the Exhibit 1 hereto.
- ALEC has also changed its name in its surety bond obtained pursuant to Tenn. Code Ann. § 65-4-125, as evidenced in Exhibit 2 hereto.
- In Exhibit 3, ALEC has provided a copy of the notice that it has sent to its Tennessee local exchange and interexchange services customers for the purpose of informing them of the name change.
- ALEC does not intend to use more than one business name for its telecommunications services offered within Tennessee.

Based on the foregoing, ALEC respectfully requests that the TRA grant this request. If you have any questions, please do not hesitate to contact me.

Respectfully submitted,

Paul B. Hudson
Counsel for ALEC

Exhibit 1

Tennessee Secretary of State Acknowledgement of Conversion



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

ALEC, LLC
250 W. Main Street, Suite 1920
Lexington, KY 40507

March 16, 2011

Control # 356637

Effective Date: 03/15/2011

Document Receipt

Receipt #: 383777

Filing Fee: \$400.00

Payment-Check/MO - CFS, NASHVILLE, TN

\$400.00

ACKNOWLEDGMENT OF CONVERSION

ALEC, INC. converted from a Kentucky Corporation For-Profit to
ALEC, LLC
a Kentucky Limited Liability Company

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Carol Dickerson



Elaine N. Walker
Secretary of State

Certificate

I, Elaine N. Walker, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF ORGANIZATION OF

ALEC, INC. CONVERTING TO ALEC, LLC FILED JULY 28, 2010.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 9th day of March, 2011.

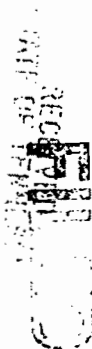


Elaine N. Walker

Elaine N. Walker
Secretary of State
Commonwealth of Kentucky
dwilliams - Certificate ID: 110850

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OFFICE OF THE SECRETARY OF STATE



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SECRETARY OF STATE

ARTICLES OF ORGANIZATION

FOR THE PURPOSE OF
ALEC, LLC

0432067.06 amcrey
ADD
Trey Grayson, Secretary of State
Received and Filed:
7/28/2010 1:24 PM
Fee Receipt: \$40.00

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The undersigned hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275 (the "Act"), as follows:

1. ALEC, Inc. (the "Corporation") was converted to a limited liability company pursuant to a Plan of Conversion. The name of the limited liability company (the "Company") shall be ALEC, LLC.
2. The former name of the Corporation being converted was ALEC, Inc.
3. Any assumed names of the corporation are inactive or have been cancelled.
4. There are 1,000 shares of common stock of the Corporation issued and outstanding. The sole shareholder of the Corporation was entitled to cast 1,000 votes on the Plan of Conversion. There are no other voting groups. The Plan of Conversion was approved by the sole shareholder and all of the members of the Board of Directors of the Corporation.
5. The street address of the Company's initial registered office shall be 400 West Market Street, Louisville, Kentucky 40202. The name of the Corporation's initial registered agent at that office shall be FBT LLC.
6. The Company is to be managed by one or more managers.
7. The mailing address of the initial principal office of the Company shall be 250 W. Main Street, Suite 1920, Lexington, Kentucky 40507.
8. The existence of the Company will be perpetual, except as provided in the Company's Operating Agreement.

Dated July 28, 2010.

By Jeffrey A. Carr
Jeffrey A. Carr,
Organizer of ALEC, LLC and
President of ALEC, Inc.

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STATE OF TENNESSEE

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THE COMPTROLLER
SECRETARY OF STATE

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
ALEC, LLC**

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STATE OF TENNESSEE

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THE COMPTROLLER
SECRETARY OF STATE

The undersigned hereby consents to serve as the initial registered agent for ALEC, LLC (the "Company"), as contemplated by the Company's Articles of Organization.

Dated July 28, 2010.


FBT LLC

By Elizabeth Cooper

Title : Manager

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5847.2552



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

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 2011 MAR 15 AM 11:09

APPLICATION FOR
CERTIFICATE OF AUTHORITY
 (Limited Liability Company)

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 2011 MAR 10 AM 11:45

STATE OF TENNESSEE
 For Office Use Only
 SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

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

1. The name of the Limited Liability Company is: ALEC, LLC

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

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

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

and its date of its formation is: 04/28/1997 (must be month, day and year)

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

250 W. Main Street, Suite 1920, Lexington, KY 40507

Street City/State Zip Code

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

2300 Hillsboro Road, Suite 305, Nashville, TN, County of Davidson 37212

Street City/State County Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.

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

6. The number of members at the date of filing if more than six (6): 1

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

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

<p><u>3/4/2011</u></p> <p>Signature Date</p> <p>Authorized person</p> <p>Signer's Capacity</p>	<p><u>ALEC, LLC</u></p> <p>Name of Limited Liability Company</p> <p><u>[Signature]</u></p> <p>Signature</p> <p><u>Jose Quintana</u></p> <p>Name (typed or printed)</p>
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SS-4233 (Rev. 02/08)

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

RDA 2458

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SECRETARY OF STATE

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STATE OF TENNESSEE

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SECRETARY OF STATE

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

Elaine N. Walker
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 110815

Visit <http://apps.sos.ky.gov/business/obdb/certvaldate.aspx> to authenticate this certificate.

I, Elaine N. Walker, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ALEC, LLC

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is April 28, 1997 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 9th day of March, 2011, in the 219th year of the Commonwealth.



Elaine N. Walker

Elaine N. Walker
Secretary of State
Commonwealth of Kentucky
110815/0432067

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Exhibit 2

Revised Surety Bond Obtained Pursuant to Tenn. Code Ann. § 65-4-125

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 2133432

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

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, North American Specialty Insurance Company

(the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 1 day of November, 2010, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

ALEC, LLC

Name of Company authorized by the TRA

128220

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL



Name: Jose Quintana

Title: CEO

SURETY

North American Specialty Insurance Company

Name of Surety

475 North Martingale Road, Schaumburg, IL 60173

Address of Surety

SIGNATURE OF SURETY AGENT



Name: Annette Wisong

Title: Attorney in Fact

Address of Surety Agent:

3475 Piedmont Road

Atlanta, GA 30305

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ ^{Georgia}
COUNTY OF Fulton

Before me, a Notary Public of the State and County aforesaid, personally appeared Jose Quintana
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of ALEC, Inc., and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 14 day of April, 2011.

My Commission Expires:



Arthur C. Nelson
Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF ~~TENNESSEE~~ ^{GEORGIA}
COUNTY OF Fulton

Before me, a Notary Public of the State and County aforesaid, personally appeared Annette Wisong
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of North American Specialty Insurance Company, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 12 day of April, 2011.

My Commission Expires:

January 26, 2014

Judith Ross Harris
Notary Public

JUDITH ROSS HARRIS
NOTARY PUBLIC, FULTON COUNTY, GEORGIA
MY COM. EXPIRES 1/26/14

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this _____ day of _____, _____.

Name:
Title:

NAS SURETY GROUP

**NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY**

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Schaumburg, Illinois, each does hereby make, constitute and appoint:

TINA KENNEDY, CHRISTOPHER SLACK, STEVEN L. SWORDS,

JANICE W. BRICKNER, ANNETTE WISONG and JOSEPH R. WILLIAMS

jointly or severally

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

TEN MILLION (\$10,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 24th of March, 2000:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By

Steven P. Anderson, President & Chief Executive Officer of Washington International Insurance Company
& Senior Vice President of North American Specialty Insurance Company



By

David M. Layman, Senior Vice President of Washington International Insurance Company
& Vice President of North American Specialty Insurance Company

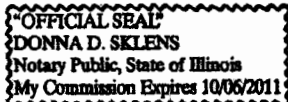
IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 20th day of May, 2010.

**North American Specialty Insurance Company
Washington International Insurance Company**

State of Illinois
County of Cook

ss:

On this 20th day of May, 2010, before me, a Notary Public personally appeared Steven P. Anderson, President and CEO of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Senior Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



Donna D. Sklens, Notary Public

I, James A. Carpenter, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 1 day of November, 2010.

James A. Carpenter, Vice President & Assistant Secretary of Washington International Insurance Company &
North American Specialty Insurance Company

Exhibit 3

Form of Notice Sent to Local Exchange and Interexchange Customers

Dear [Customer]:

On June 9, 2011, ALEC, Inc. filed a request with the Tennessee Regulatory Authority ("TRA") seeking approval of a change in name to ALEC, LLC. Pending approval from the TRA, the company intends to implement this change in Tennessee promptly, but in no event earlier than 30 days from the date of this letter. This change in business name will have no effect on the rates, terms, or quality of your service. If you have any questions or concerns, please contact us at [insert contact information for applicable account manager].