



GSAssociates

Business Partners and Certified Public Accountants

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T.R.A. DOCKET ROOM

Via Overnight Delivery

November 28, 2011

Lisa Foust
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Docket No. 11-00181, Application of Telmate LLC. For Certificate of Authority to Resell Telecommunications Services in Tennessee.

Dear Ms. Foust:

Enclosed for filing with the Tennessee Regulatory Authority ("Commission") are an original and thirteen (13) copies of Telmate, LLC's ("Telmate") Responses to interrogatories submitted November 2, 2011 to GSAssociates.

Also attached are the following additional items:

1. Original Bond
2. Additional Resumes for key personnel

Please acknowledge receipt of this filing by stamping and returning the additional copy of this transmittal letter in the self-addressed, postage prepaid envelope enclosed for this purpose.

Thank you for your attention to this matter. Questions may be directed to the undersigned.

Sincerely;

Jose L. Solana
Regulatory Consultant to Telmate, LLC.
678-304-6465
joe@gsaudits.com

Enclosures



RE: Docket No. 11-00181

Telmate, LLC application for Certificate of Authority to Resell Telecommunication Services in Tennessee.

1. No, Telmate, LLC will only provide service to Inmate facilities in the state. As discussed with Lisa Foust on Monday, November 21st, Telmate does not provide traditional local service. Instead, all calls will leave the state via T1 (VoIP circuits) and route through a soft switch in Texas, returning to Tennessee via a carrier wholesale arrangement with a certified carrier.
2. Telmate does service inmate facilities in 22 states, however, those services are currently provided via carrier agreements with authorized carriers. Along with the Company's Tennessee application, the Company has also filed for certification in Alabama, Georgia, Indiana, Nebraska, New York, Oregon, Wisconsin, and Washington, and has been approved in New Mexico, Florida, Montana, Idaho, New Jersey & Texas. Telmate has received two consumer complaints from inmates in Texas and Idaho, respectively. Both were related to misunderstanding by the inmate regarding rates. Specifically, the Idaho complaint was caused when the facility switched to Telmate from the previous provider and that resulted in a different price than the inmate was used to. Both complaints were resolved by refunding the amount to the inmate.
3. To address the discrepancy noted by Staff regarding the timing of Mr. Torgersrud responsibilities at Telmate and his overall experience in the industry, we submit the following: Mr. Richard Torgersrud discovered a need in the industry for a streamlined, high-tech telecommunications solution by working with Pinnacle Public Services, a service and installation provider for inmate telecommunication systems in 2000, where he began his research and development of inmate telecommunications solutions. With this experience, he later founded Intelmate LLC, which developed a VoIP based inmate phone system. He officially founded Telmate, LLC in June 2009, to offer unsurpassed inmate telecom management solutions to correctional facilities. In addition, as requested, attached are resumes from two critical directors; Kathryn Jarrell - Director of Operations, and Darren Wallace - VP of Business Development. These individuals are critical in the day-to-day operation of Telmate.
4. Richard Torgersrud functions also as the Chief Technical Officer. Please refer to his previously submitted bio for information regarding his background.
5. Telmate did not begin operations until June of 2009, so three years of financial data is not available. Attached are financial statements for 2009, 2010 and YTD 2011.
6. Attached is the original certified security bond for Tennessee.
7. Yes, this provision is noted in Telmate's tariff as well. Telmate has identified the three areas in Tennessee where this may occur and will comply with the CrossLATA requirement through switch software. However, please note that Telmate does not currently serve correctional facilities in areas where this provision would apply.
8. Collect Calls will be billed through an ILEC by Legacy Long Distance International, Inc., which is registered as an OSP in Tennessee. Telmate will accept prepayment for calls made by inmates via credit card, cash, money order or money gram, as well as via a facility commissary account or call center where accounts are funded by the inmate's friends and families.

Re: Docket No. 11-00181, Application of Telmate LLC. For Certificate of Authority to Resell
Telecommunications Services in Tennessee.

Response to Question #3

Kathryn Jarrell

Role: Director of Operations

Kathryn brings to Telmate with almost two decades of telecommunications and operational experience. She worked for Intera Communications, one of the largest private Public Telephone companies in the United States for over 15 years where she was in charge of customer service, phone bill management and provisioning. She was also very involved in field services.

Darren Wallace

Role: VP of Business Development

Prior to joining Telmate, Mr. Darren Wallace was instrumental in providing sales leadership within the SE United States for a premier Technology Consulting firm focused on Storage Solutions and Business Continuity Services for Fortune 500 clients. From 2004-2008, Mr. Wallace worked for BSG Clearing Solutions managing inmate telephone and other communication providers to ensure their billing infrastructure was sound while maximizing both revenue and investments; clients included Embarq, Sprint, Qwest, ATT, Cingular and other Tier 1 providers in advertising and media verticals. From 1998-2004, Mr. Wallace worked for Qwest as a Global Sales Manager selling Collect Call and Credit Card services throughout the United States and Western Europe.

CONFIDENTIAL

Re: Docket No. 11-00181, Application of Telmate LLC. For Certificate of Authority to Resell Telecommunications Services in Tennessee.
In Response to Question #5

Telmate LLC

Balance Sheets
(in thousands)

	December 31, 2009	December 31, 2010	September 30, 2011
Assets			
Current assets			
Cash and cash equivalents	\$ 774	\$ 4,997	\$ 2,813
Accounts receivable and other current assets	5	907	1,586
Total current assets	779	5,904	4,399
Fixed assets, net	238	1,343	2,298
Total assets	\$ 1,017	\$ 7,247	\$ 6,697
Liabilities and Equity			
Current liabilities			
Accounts payable	\$ 824	\$ 1,955	\$ 2,884
Accrued liabilities	289	3,252	1,834
Total current liabilities	1,113	5,207	4,718
Equity	(96)	2,040	1,979
Total liabilities and equity	\$ 1,017	\$ 7,247	\$ 6,697

Re: Docket No. 11-00181, Application of Telmate LLC. For Certificate of Authority to Resell Telecommunications Services in Tennessee.
In Response to Question #5

Telmate LLC

Statements of Operations
(in thousands)

	2009	2010	Nine Months Ended September 30, 2011
Revenue	\$ 6,473	\$ 22,550	\$ 26,914
Costs of revenue	3,401	12,123	13,925
Gross profit	3,072	10,427	12,989
Selling, general and administrative expenses	3,127	5,488	7,550
Net income	\$ (55)	\$ 4,939	\$ 5,439

Re: Docket No. 11-00181, Application of Telmate LLC. For Certificate of Authority to Resell Telecommunications Services in Tennessee.
In Response to Question #5

Telmate LLC

Statements of Cash Flows
(in thousands)

	December 31, 2009	December 31, 2010	September 30, 2011
Cash flows from operating activities			
Net income	\$ (55)	\$ 4,939	\$ 5,439
Adjustments to reconcile net income to cash provided by operating activities			
Depreciation expense	555	-	(93)
Accounts receivable and other current assets	(5)	(902)	(679)
Accounts payable	824	1,131	929
Accrued liabilities	289	2,963	(1,418)
Net cash provided by operating activities	1,608	8,131	4,178
Cash flows from investing activities			
Purchase of property and equipment	(793)	(1,105)	(862)
Net cash used in operating activities	(793)	(1,105)	(862)
Cash flows from financing activities			
Members' contributions	66	(2,803)	(5,500)
Members' distributions	(107)	(2,803)	(5,500)
Net cash used in financing activities	(41)	(2,803)	(5,500)
Net increase(decrease) in cash and cash equivalents	\$ 774	\$ 4,223	\$ (2,184)
Cash and cash equivalents at beginning of period	\$ -	\$ 774	\$ 4,997
Cash and cash equivalents at end of period	\$ 774	\$ 4,997	\$ 2,813



Travelers Casualty and Surety Company of America

**CONTINUATION CERTIFICATE
FIDELITY OR SURETY BONDS/POLICIES**

License No. _____

In consideration of \$400.00 dollars renewal premium, the term of Bond/Policy No. 105307544 in the amount of \$20,000.00, issued on behalf of Telmate, LLC, whose address is 234 Front Street, 2nd Floor, San Francisco, CA 94111, in favor of Tennessee Regulatory Authority, whose address is 460 James Robertson Parkway, Nashville, TN 37243-0505 in connection with Telecommunications Service Provider Bond is hereby extended to May 14, 2012, subject to all covenants and conditions of said bond/policy.

This certificate is designed to extend only the term of the bond/policy. It does not increase the amount which may be payable thereunder. The aggregate liability of the Company under the said bond/policy together with this certificate shall be exactly the same as, and no greater than it would have been, if the said bond/policy had originally been written to expire on the date to which it is now being extended.

Signed, sealed and dated November 7, 2011

Travelers Casualty and Surety Company of America

By:

Catherine M. Martinez

Catherine M. Martinez

Attorney-in-Fact



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Seaboard Surety Company
St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 220932

Certificate No. 002860933

KNOW ALL MEN BY THESE PRESENTS: That Seaboard Surety Company is a corporation duly organized under the laws of the State of New York, that St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc. is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Mikel W. Fitzgerald, Charles T. Bigelow, Robert C. Crosby, Richard W. Riley, Michael N. Venson, Robert B. Wray, Deborah L. Jung, Catherine M. Martinez, Joseph M. Westheimer Jr., and James C. Albright

of the City of San Antonio, State of Texas, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 4th day of March, 2009.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Seaboard Surety Company
St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut
City of Hartford ss.

By:

George W. Thompson
George W. Thompson, Senior Vice President

On this the 4th day of March, 2009, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2011.



Marie C. Tetreault
Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is


FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kori M. Johanson, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 7th day of November, 20 11.


Kori M. Johanson, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at www.travelersbond.com. Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 105307544

WHEREAS, Telmate, 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, Travelers Casualty and Surety Company of America (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 14th day of May, 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

Telmate, LLC
Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name:
Title:

SURETY

Travelers Casualty and Surety Company of America
Name of Surety

4650 Westway Park Blvd., Houston, Tx 77041
Address of Surety

SIGNATURE OF SURETY AGENT

Catherine M. Martinez
Name: Catherine M. Martinez
Title: Attorney-In-Fact

Address of Surety Agent:
131 Interpark Blvd.
San Antonio, Texas 78216

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

CALIFORNIA
STATE OF ~~TENNESSEE~~
COUNTY OF SAN FRANCISCO

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

WITNESS my hand and seal this 9th day of November, 2011.

My Commission Expires:

03/08, 2015

[Signature]
Notary Public

ACKNOWLEDGMENT OF SURETY

Texas
STATE OF ~~TENNESSEE~~
COUNTY OF Bexar



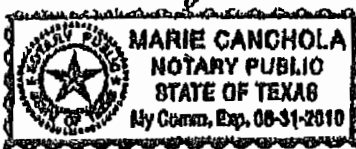
Before me, a Notary Public of the State and County aforesaid, personally appeared Catherine M. Martinez with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Travelers Casualty and Surety Company of America, the 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 14th day of May, 2010.

My Commission Expires:

August 31, 2010

[Signature]
Notary Public



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20__.

Name:

Title:

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE

COUNTY OF _____

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

WITNESS my hand and seal this _____ day of _____, 20____.

My Commission Expires:

_____, 20____

Notary Public

ACKNOWLEDGMENT OF SURETY

Texas

STATE OF ~~TENNESSEE~~

COUNTY OF _____ Bexar

Before me, a Notary Public of the State and County aforesaid, personally appeared Catherine M. Martinez with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Travelers Casualty and Surety Company of America, 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 14th day of May, 20 10.

My Commission Expires:

August 31, 2010

Marie Canchola
Notary Public



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20____.

Name:

Title:



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Seaboard Surety Company
St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 219876

Certificate No. 002313734

KNOW ALL MEN BY THESE PRESENTS: That Seaboard Surety Company is a corporation duly organized under the laws of the State of New York, that St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc. is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

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of the City of San Antonio, State of Texas, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 10th day of April, 2008.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Seaboard Surety Company
St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut
City of Hartford ss.

By:

George W. Thompson
George W. Thompson, Senior Vice President

On this the 10th day of April, 2008, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2011.



Marie C. Tetreault
Marie C. Tetreault, Notary Public



POWER OF ATTORNEY

Farmington Casualty Company
 Fidelity and Guaranty Insurance Company
 Fidelity and Guaranty Insurance Underwriters, Inc.
 Seaboard Surety Company
 St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
 St. Paul Mercury Insurance Company
 Travelers Casualty and Surety Company
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 United States Fidelity and Guaranty Company

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Mikel W. Fitzgerald, Charles T. Bigelow, Robert C. Crosby, Richard W. Riley, Michael N. Venson, Robert B. Wray, Deborah L. Jung, Catherine M. Martinez, and Joseph M. Westheimer Jr.

of the City of San Antonio, State of Texas, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 10th day of April, 2008.

Farmington Casualty Company
 Fidelity and Guaranty Insurance Company
 Fidelity and Guaranty Insurance Underwriters, Inc.
 Seaboard Surety Company
 St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
 St. Paul Mercury Insurance Company
 Travelers Casualty and Surety Company
 Travelers Casualty and Surety Company of America
 United States Fidelity and Guaranty Company



State of Connecticut
 City of Hartford ss.

By:

George W. Thompson
 George W. Thompson, Senior Vice President

On this 10th day of April, 2008, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
 My Commission expires the 30th day of June, 2011.



Marie C. Tetreault
 Marie C. Tetreault, Notary Public