



August 9, 2013

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T.R.A. DOCKET ROOM

VIA FEDERAL EXPRESS

Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37243

Re: Data Request Responses for Docket Number 13-00097, Application of Conterra Ultra Broadband, LLC for a Certificate to Provide Local Exchange Telecommunications Services in Tennessee

Dear Sir or Madam:

Enclosed on behalf of Conterra Ultra Broadband, LLC ("Conterra") are the responses to the Data Requests.

The enclosed packet consists of thirteen (13) copies of the Authorization letters from the Tennessee and South Carolina Secretaries of State granting Conterra the authority to transact business in those states; Sealed and Confidential Financial Information for the previous three (3) years; the Pre-filed testimony; and the Small and Minority Owned Business Participation Plan.

If you have any questions regarding the Application or require additional information to process the Application, please contact our office.

Best regards,

A handwritten signature in black ink, appearing to read 'Angela C. Lee', written over a horizontal line.

Angela C. Lee
VP, Corporate Counsel & Secretary

AL/tg

**TENNESSEE REGULATORY AUTHORITY
DATA REQUEST TO CONTERRA ULTRA BROADBAND, LLC
DOCKET NUMBER 13-00097**

1. Authorization letters from the Tennessee and South Carolina Secretaries of State granting Conterra Ultra Broadband, LLC the authority to transact business in those states.

Enclosed are thirteen (13) copies of the Tennessee Certificate of Authorization and thirteen (13) copies of the South Carolina Certificate of Existence.

2. Have there been any complaints filed with a state or federal agency against Conterra Ultra Broadband, LLC in the states where the company is providing services?

There have been no complaints filed with a state or federal agency against Conterra Ultra Broadband, LLC in the states where the company is providing services.

3. Financial information in the form of a Balance Sheet, Income Statement and Statement of Cash Flow along with Revenues and Operating Costs/Expenses for the previous 3 years.

Enclosed in a Sealed and Confidential Envelope are thirteen (13) copies of the Financial Statements for the previous 3 years.

4. Pre-filled testimony to substantiate the applicant's managerial, technical and financial qualifications, as well as to describe the services to be offered in Tennessee by Conterra Ultra Broadband, LLC.

Enclosed are thirteen (13) copies of the Pre-filled testimony to substantiate the applicant's managerial, technical, and financial qualifications, as well as to describe the services to be offered in and, LLC.

ss Participation Plan compliant with Tenn. Code Ann. § 65-5-

the Small and Minority-Owned Business Participation Plan 5-5-112.

Original



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

ANGELA LEE
ANGELA LEE
SUITE 200E
2101 REXFORD ROAD
CHARLOTTE, NC 28211

August 5, 2013

Request Type: Certificate of Existence/Authorization
Request #: 0104779

Issuance Date: 08/05/2013
Copies Requested: 1

Document Receipt

Receipt #: 1117357

Filing Fee: \$22.25

Payment-Credit Card - TennesseeAnytime Online Payment #: 151556410

\$22.25

Regarding: Conterra Ultra Broadband, LLC
Filing Type: Limited Liability Company - Foreign
Formation/Qualification Date: 04/05/2010
Status: Active
Duration Term: Perpetual

Control #: 628911
Date Formed: 04/20/2001
Formation Locale: SOUTH CAROLINA
Inactive Date:

CERTIFICATE OF AUTHORIZATION

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

Conterra Ultra Broadband, LLC

* is a Limited Liability Company formed in the jurisdiction set forth above and is authorized to transact business in this State;

* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

* has filed the most recent corporation annual report required with this office;

* has appointed a registered agent and registered office in this State;

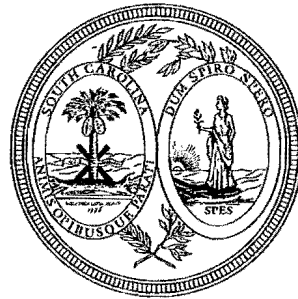
* has not filed an Application for Certificate of Withdrawal.


Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 003836420

The State of South Carolina



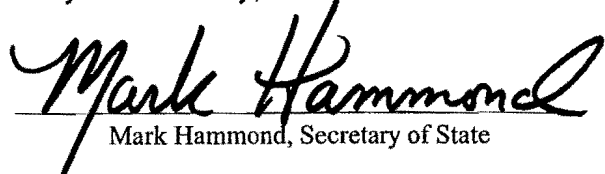
Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

CONTERRA ULTRA BROADBAND, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on April 20th, 2001, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
7th day of February, 2013.


Mark Hammond, Secretary of State

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**APPLICATION OF CONTERRA ULTRA BROADBAND, LLC
FOR A CERTIFICATE TO PROVIDE COMPETING
LOCAL TELEPHONE SERVICES**

PRE-FILLED TESTIMONY OF ANGELA C. LEE

I, Angela C. Lee, do hereby testify as follows in support of the application of Conterra Ultra Broadband, LLC ("Conterra") 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.

A: Name – Angela C. Lee

Business Address: 2101 Rexford Road, Suite 200E, Charlotte, NC 28211

Position – VP, Corporate Counsel & Secretary

Q: Please briefly describe your duties.

A: Angela C. Lee is the In-House Counsel for Conterra. Ms. Lee's direct title is VP, Corporate Counsel & Secretary. Ms. Lee handles contract and lease negotiations and agreements, vendor strategies and management, federal/state legal and regulatory compliance and employment issues.

Q: Please describe your business experience and educational background.

A: Angela C. Lee has more than 12 years of legal experience with a focus on contract and lease negotiations and agreements, vendor strategies and management, federal/state legal and regulatory compliance and employment issues. Ms. Lee worked at Bank of America as a Sourcing Manager, Vice President for Global Human Resources where she negotiated general contracts, consulting agreements, and software agreements ensuring risk mitigation and maximum cost savings. She also worked with the Research Triangle Institute negotiating U.S. and internationally based contracts with commercial and government clients for research units, consultants and scientists, in addition she worked independently for a period focusing primarily on Immigration and Employment law where, in addition to many other responsibilities, represented individuals and companies before USCIS and other judicial/regulatory bodies.

Ms. Lee has a dual-major undergraduate degree in Communication and Political Science from N.C. State University and received her law degree from the University of North Carolina, Chapel Hill. Ms. Lee has traveled extensively throughout the world and is developing language proficiencies in French and Chinese.

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

A: All statements in Conterra's application are true and correct to the best of my knowledge, information, and belief.

Q: Please describe the current corporate structure of Conterra Ultra Broadband, LLC.

A: Conterra Ultra Broadband Holdings, Inc. is the Parent Company to Conterra Ultra Broadband, LLC and Conterra Broadband Inter-Mountain, LLC. Conterra Ultra Broadband, LLC is the Parent Company for Conterra Wireless Broadband, LLC.

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

A: Conterra is financially, technically, and managerially qualified to operate and manage its proposed telecommunications operations in Tennessee.

Q: Please describe Conterra's financial qualifications.

A: Conterra is an extremely well-funded company with a history of strong financial performance. A major contributor to the company's success is the strength and ongoing support of its world-class financial partners. Conterra is confident that we have the financial resources to complete any sized project.

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

A: Conterra is led by a team of senior executives with deep and relevant industry experience. Conterra's management team has extensive business experience, which will enable Conterra to meet high service quality standards. With regard to technical resources, Conterra is a highly experienced Ethernet and TDM transport carrier that specializes in the design, deployment and operation of customized transport networks.

Q: What services will Conterra offer?

A: Conterra will provide two product and service packages: (1) cellular backhaul transport; and (2) access networks and broadband networks for K-12, healthcare and government entities. Each product and service is physically based on FCC licensed common carrier microwave and fiber optic transport. In addition, each network is customized to a specific customer's needs and requirements and is not available to the general public through retail sales by Conterra. In the future, Conterra may expand to provide these services to the general public.

Within cellular backhaul transport, Conterra provides carrier grade Ethernet or TDM connectivity and transport from a wireless carrier or from a lower profile connection point (telecommunications tower, point of presence or carrier hotel). Conterra supplies customer specified transport bandwidth from site A to Z. The contents of that transport, voice or data, are at the discretion of the customer.

Within access networks and broadband for K-12, healthcare and government entities, Conterra provides carrier grade Ethernet (data) and video and voice connectivity transport from the public switched

telephone network ("PSTN") or Ethernet POP. These broadband networks are defined as wide area networks and are not available directly to the public through Conterra.

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

A: Conterra will offer service to K-12, healthcare and government entities. Conterra does not offer service to the general public through retail sales; however, in the future, Conterra may expand to provide these services to the general public.

Q: Does Conterra plan to offer local exchange telecommunications services in areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: Conterra has no plans to offer local exchange telecommunications at this time.

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

A: Yes, granting of a certificate of convenience and necessity to Conterra will serve the public interest. The entry of Conterra into the local exchange market will enhance the provision of telecommunications services within Tennessee. Granting of this certificate will not adversely impact, but rather will contribute to the availability of reasonably affordable local exchange service in Tennessee. Conterra will provide customers with an optimal combination of price, quality, and customer service. The competition that Conterra seeks to bring to local telecommunications will expand customer choice and spur higher service quality at lower prices through increased innovation and efficiency. The result will be a stimulus to economic growth and development, particularly in the information-intensive service industries that form an increasingly important component of the Tennessee economy.

Q: Does Conterra 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 of service?

A: Conterra intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications service in Tennessee.

Q: Has any state ever denied Conterra or one of its affiliate's authorization to provide intrastate service?

A: No state has ever denied Conterra or one of its affiliate's authorization to provide intrastate service.

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

A: No state has ever revoked the certification of Conterra or one of its affiliates.

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

A: Conterra nor its affiliates have ever been investigated or sanctioned by any regulatory authority for service or billing irregularities.

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

A: Kelley Boan is knowledgeable about Conterra's operations and will serve as Conterra's regulatory and customer service contact. Kelley Boan's contact information is as follows:

Conterra Ultra Broadband, LLC
Attn: Kelley Boan
2101 Rexford Road, Suite 200E
Charlotte, NC 28211
Phone: 443-742-6379
Fax: 704-936-1801
Email: kboan@conterra.com

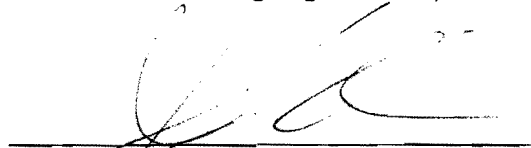
Q: Please explain in detail Conterra's proposed procedures for responding to information requests from the TRA and its staff.

A: Any such inquiries should be directed to the contact person indicated in Conterra's application. Conterra will respond to any reasonable request for information within ten (10) business days.

Q: Does this conclude your testimony?

A: Based upon the information provided, Conterra Ultra Broadband, LLC respectfully requests that the Commission grant its Application for a Certificate of Public Convenience and Necessity to provide local exchange telecommunications services as a competitive local exchange carrier in the state of Tennessee.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Angela E. Lee
VP, Corporate Counsel & Secretary
Conterra Ultra Broadband, LLC

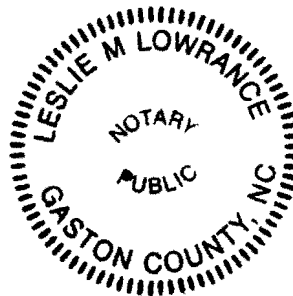
Respectfully submitted this 5th day of August, 2013.

Notary Public 

State of North Carolina

County of Mecklenburg

My commission expires August 19th, 2017



SMALL AND MINORITY –OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.a. §as amended, Conterra Ultra Broadband, LLC (“Conterra”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in 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.

Conterra is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Conterra will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Conterra will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Conterra of such opportunities. Conterra’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program to obtain a list of qualified vendors. Moreover, Conterra will 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 receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

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

Angela C. Lee
Conterra Ultra Broadband, LLC
2101 Rexford Road, Suite 200E
Charlotte, NC 28211
Telephone: 704-936-1806
Facsimile: 704-936-1801

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 cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned

businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.

- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Conterra and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, 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

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

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

Conterra Ultra Broadband, LLC

By: 

Angela C. Lee

VP, Corporate Counsel & Secretary