



Docket No. 13-00145

1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
tel. 202.434.4100
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Writer's Direct Access
C. Douglas Jarrett
(202) 434-4180
jarrett@khlaw.com

November 22, 2013

Via Electronic Mail & Federal Express

Chairman, Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Manager
460 James Robertson Parkway
Nashville, TN 37243

**Re: RidgeLink, LLC Application for Certificate to Provide Competing
Local Telecommunications Services**

Dear Ms. Dillon:

Enclosed please find one (1) original and four (4) hard copies of RidgeLink, LLC's Application for Certificate to Provide Competing Local Telecommunications Services and a check in the amount of \$25.00 for the application fee. Although this application already has been filed electronically, it is our understanding that a hard-copy filing is required. As required by the TRA's rules for telecommunications service providers, Exhibit 6 contains a copy of the security bond issued by Federated Rural Electric Insurance Exchange. The confidential financial information submitted as Exhibit 5 and estimated cost of construction of the initial proposed facilities are enclosed with this application in a sealed envelope.

Also enclosed is an additional "Stamp and Return" copy of this Application. Please date-stamp this copy and return it in the enclosed self-addressed stamped envelope.

If you have any questions regarding this filing, please contact the undersigned.

Sincerely,

A handwritten signature in blue ink that reads 'C. Douglas Jarrett' with a stylized flourish at the end.

C. Douglas Jarrett

Enclosures

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

IN RE: APPLICATION OF RIDGELINK, LLC FOR A CERTIFICATE TO PROVIDE COMPETING LOCAL TELECOMMUNICATIONS SERVICES	DOCKET NO. <hr/>
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**APPLICATION FOR CERTIFICATE TO
PROVIDE COMPETING LOCAL EXCHANGE SERVICE**

RidgeLink, LLC (“Applicant” or “RidgeLink”), by its undersigned counsel and pursuant to Tennessee Code Annotated § 65-4-201, *et seq.* hereby applies to the Tennessee Regulatory Authority (hereinafter “Authority”) for a certificate of public convenience and necessity authorizing Applicant to provide competing local telecommunications services in Tennessee. The Applicant is willing and able to comply with state law and all rules and regulations applicable to telecommunications services providers in Tennessee.

In support of its Application, RidgeLink provides the following information:

I. CORPORATE INFORMATION

The full name and principal address of the Applicant is:

RidgeLink, LLC
1216 Blowing Rock Boulevard, N.E.
Lenoir, North Carolina 28645
Phone: 828-758-2383
Outage Reporting Number: 1-800-451-5474; 1-828-758-2383 ext. 3296

Applicant is a limited liability company organized under the laws of the State of North Carolina. A copy of Applicant’s Articles of Organization is attached hereto as **Exhibit 1**. RidgeLink’s federal taxpayer ID number is 26 3648319. RidgeLink is authorized to conduct business in Tennessee. A copy of its Tennessee Certificate of Authority is

provided herein as **Exhibit 2**. The Applicant's Certificate of Authority ID number is 734560. RidgeLink is wholly-owned by Blue Ridge Electric Membership Corporation ("BREMCO"), a member-owned cooperative providing electric distribution and energy services to approximately 75,000 consumers throughout Caldwell, Watauga, Ashe, and Alleghany counties and in parts of Wilkes, Alexander and Avery counties, North Carolina. An organizational chart setting forth the corporate structure of RidgeLink is attached hereto as **Exhibit 3**.

The names and addresses of the principal corporate officers of the Applicant are provided in **Exhibit 4**.

II. DESIGNATED CONTACTS

All correspondence, notices, inquiries or other communications pertaining to this Application should be addressed to:

C. Douglas Jarrett, Esq.
Keller and Heckman LLP
1001 G Street N.W.
Suite 500 West
Washington, D.C. 20001
Phone: 202.434.4180
Fax: 202.434.4646
Email: Jarrett@khlaw.com

Contact name and address of the Applicant:

Bradford L. Shields
Chief Operating Officer
RidgeLink, LLC
1216 Blowing Rock Blvd
Lenoir, North Carolina, 28645
Tel: (828) 758-2383 (ext. 3251)
E-Mail: bshields@blueridgeemc.com

Applicant's Registered Agent in the State of Tennessee:

CT Corporation System
Ste. 2021
800 S. Gay Street
Knoxville, TN 37929-9710

III. APPLICANT'S MANAGERIAL, TECHNICAL AND FINANCIAL QUALIFICATIONS

a. Financial Qualifications:

To demonstrate its financial ability to construct its dark fiber network in Northeastern Tennessee and be in a position to offer high capacity interexchange telecommunications services, Applicant hereby submits as **Exhibit 5** its financial statements for 2012. The Applicant did not have revenues during prior years. (Applicant requests confidential treatment of its financial statements. A copy of the financial statements is being be filed separately.) Applicant's immediate capital expenditures relate to planning, engineering and constructing approximately 50 miles of predominantly aerial dark fiber facilities extending from the North Carolina-Tennessee border into Northeastern Tennessee, passing Hampton, to Elizabethton, and then terminating in Johnson City. The Applicant's projected capital expenditures for this initial network construction is estimated to approximate \$_____. (Applicant requests confidential treatment of its projected expenditures. This estimate is being filed separately.) The funding for this project will be supplied solely by internally generated, available funds. At this time, the Applicant does not have firm plans to construct additional fiber optic facilities and cannot estimate the cost of any additional facilities until build-out plans are developed. Customer demand and business conditions will determine the extent to which Applicant extends its fiber network in Tennessee. A Corporate Surety Bond in the amount of \$20,000 is provided as **Exhibit 6**. This is a copy. The original is being filed separately.

b. Managerial Ability

Applicant has the managerial expertise to successfully operate a facilities-based telecommunications network in Tennessee. As described in the attached biographical information, RidgeLink's management team has extensive management and business experience in telecommunications network deployment and management. See **Exhibit 7**. The RidgeLink management team has overseen the design and construction of the Applicant's fiber network in Northwestern North Carolina, as described below.

The Applicant manages the day-the-day operations and conducts the planning for network expansions and enhancements.

c. Technical Qualifications

RidgeLink manages approximately 20,600 fiber miles (route miles x fiber strands) within North Carolina. It is responsible for identifying fiber routes and designing and engineering each primary trunk and lateral fiber route. It procures all fiber facilities (cable, sheathing and dark fiber) and associated equipment. RidgeLink acts as the general contractor for all fiber builds, and can call upon experienced employees of its parent BREMCO to support the construction projects. RidgeLink has established procedures for responding to network outages, fiber cuts and other network disruptions, including detailed procedures for network restoration to ensure that fibers subject to network discontinuities are restored in such a manner that some fibers of each impacted customer are restored initially, with the balance of all impacted fibers restored in a proportional manner. In addition, RidgeLink benefits from the 24 x 7 x 365 help desk that BREMCO maintains to respond to routine customer questions and to notices of significant electric service outages and manage the dispatch of equipment and personnel. This help desk functions as the point-of-contact for all issues associated with RidgeLink's fiber optic network. These procedures, experienced engineers and staff will support the construction, maintenance, operation and any and all restoration efforts of its proposed network and operations within Tennessee. The biographies of the RidgeLink staff responsible for the operation and maintenance and emergency restoration are provided as **Exhibit 8**.

This expertise and experience provides the Applicant with the essential expertise to deliver facilities-based telecommunications services at such time as the Applicant elects to provide very high capacity, facilities-based non-switched interexchange telecommunications services over the facilities described herein. RidgeLink will not require customers to purchase customer premises equipment that is incompatible with incumbent local exchange carriers' networks or services.

IV. AUTHORITY REQUESTED AND PROPOSED SERVICES

RidgeLink is an operator of a dark fiber telecommunications network located in Northwest North Carolina, which, as of the date of this filing, extends through the Counties of Alleghany, Alexander, Ashe, Avery, Caldwell, Watauga and Wilkes, North Carolina (the “North Carolina Network”). The Applicant has constructed and manages its North Carolina Network. RidgeLink is certified to provide telecommunications services in North Carolina. A copy of its North Carolina Certificate is attached as **Exhibit 9**. Under long-term indefeasible rights of use (“IRU”) agreements, the Applicant makes dark fiber available to carriers (both wireline and wireless carriers), very large businesses (utilities and other enterprise customers), and not-for-profit entities charged with delivering high speed data communications and high speed Internet access service to government offices, schools and other so-called “anchor institutions” in largely rural communities in northwestern North Carolina (sometimes referred herein as “Grantees”). The rates, terms and conditions in these dark fiber IRU agreements are determined through negotiations between RidgeLink and the respective Grantees.

RidgeLink plans to construct approximately 50 miles of fiber optic transmission facilities extending from the North Carolina—Tennessee border, passing Hampton, to Elizabethton, and then terminating in Johnson City (“Tennessee Network”). In response to customer demand and market conditions, the applicant may extend its Tennessee Network to other areas within Northeastern Tennessee and to other areas of the State. In the future, RidgeLink may offer telecommunications services over its fiber network, but these services will be limited to facilities-based, very high capacity, non-switched (Ethernet or TDM) interexchange services that will be provided to wireline and wireless carriers, cable operators, and very large business customers, such as utilities. RidgeLink will not be providing services—interexchange or local exchange services—to residential or small business customers, and it will not be offering voice services to any customers. Thus, RidgeLink requests authority to provide facilities-based, very high capacity, non-switched (Ethernet or TDM) service throughout the State of Tennessee.

V. ADDITIONAL REQUIREMENTS

Applicant will comply with all applicable rules and regulations of the Authority regarding the provision of telecommunications services in Tennessee. However, for the foreseeable future RidgeLink will focus on entering into long term IRU Agreements with prospective customers. As it provides telecommunications services, both jurisdictionally intrastate and interstate services, it will file tariffs with the Authority as required and negotiate customer-specific service arrangements. And, as noted above, RidgeLink has no intention to and will not offer switched or any other voice service to any subset of customers. Accordingly, many of TRA's rules and service standards that pertain to circuit-switched and other voice services are not applicable. RidgeLink will not require numbering resources. Similarly, the Tennessee County Wide Calling statute is inapplicable. Applicant will not require telecommunications services customers to provide deposits and will not be conducting any telemarketing in Tennessee. In the event RidgeLink were to offer voice services in the future, however unlikely, it would comply with all applicable Tennessee requirements.

Pursuant to Tennessee Code Annotated § 65-5-212, RidgeLink's small and minority-owned telecommunications business participation plan is attached as **Exhibit 10**.

The direct testimony of Bradford L. Shields is attached as **Exhibit 11**.

Applicant has served notice of this Application to the eighteen (18) incumbent local exchange companies in Tennessee listed in **Exhibit 12** with a Statement regarding the Applicant's proposed geographic service area. The names and addresses are attached hereto.

VI. GRANT OF THE REQUESTED AUTHORITY IS IN THE PUBLIC INTEREST

Grant of this Application will further the goals of the Tennessee Legislature and further the public interest, enabling the Applicant to offer facilities-based, high capacity non-switched (Ethernet or TDM) telecommunications services to facilities-based,

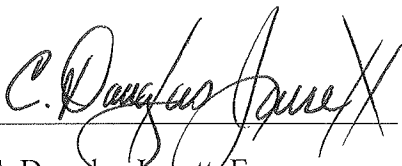
wireless and wireline carriers, cable operators and other very large enterprise customers, such as utilities. As a result of its proposed network expansion into Tennessee, RidgeLink will establish fiber optics telecommunications facilities in Northeastern, Tennessee, a largely rural area of the State, and RidgeLink will be positioned to provide very high capacity, non-switched facilities-based telecommunications services. As compared to Tennessee's metropolitan/urban areas of the State, this area of the State does not have multiple fiber networks capable of supporting high capacity broadband and telecommunications services. Other services providers looking to provide retail services to residential and small business customers in Northeastern Tennessee will have additional high capacity transport facilities to provide these telecommunications and broadband services to end-user customers.

VII. CONCLUSION

WHEREFORE, in light of the forgoing, RidgeLink, LLC requests that the Authority issue a Certificate of Public Convenience and Necessity, authorizing it to provide facilities-based telecommunications services.

Respectfully Submitted,

RidgeLink, LLC

By: 

C. Douglas Jarrett, Esq.
Keller and Heckman LLP
1001 G Street N.W.
Suite 500 West
Washington, DC 20001
Phone: 202.434.4180
Fax: 202.434.4646
Email: Jarrett@khlaw.com
Its Attorney

Exhibit 1

RidgeLink, LLC's Articles of Organization



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

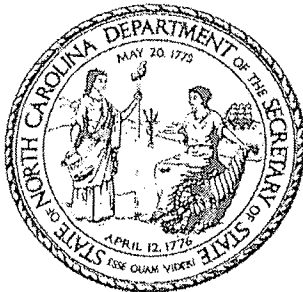
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

RIDGELINK, LLC

the original of which was filed in this office on the 29th day of October, 2008.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 29th day of October, 2008

Elaine F. Marshall

Secretary of State

Articles of Organization

Pursuant to Section 57C-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is RidgeLink, LLC.
2. The duration of the limited liability company is perpetual.
3. The name and address of the organizer of the limited liability company are:

Traci N. Hughes
c/o Womble Carlyle Sandridge & Rice, PLLC
2530 Meridian Parkway, Suite 400
Durham, NC 27713

4. The name of the initial registered agent of the limited liability company is:

Doug Johnson

5. The street address, mailing address and county of the initial registered office of the limited liability company are:

1216 Blowing Rock Blvd., NE
P. O. Box 112
Lenoir, NC 28645-0112
Caldwell County

6. The street address and county of principal office of the limited liability company is:

1216 Blowing Rock Blvd., NE
P. O. Box 112
Lenoir, NC 28645-0112
Caldwell County

7. Check one of the following:


- ☐ (i) Member-managed LLC: all of the members by virtue of their status as members shall be managers of this limited liability company.
- ☒ (ii) Manager-managed LLC: except as provided by N.C.G.S. §57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

8. Any other provisions which the limited liability company elects to include are attached.

To the fullest extent from time to time permitted by law, no person who is serving or who has served as a manager of the limited liability company shall be personally liable in any action for monetary damages for breach of his or her duty as a manager, whether such action is brought by or in the right of the limited liability company or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Organization inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a manager of the limited liability company with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal or adoption.

9. These Articles of Organization shall become effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand this the 28th day of October, 2008.


Traci N. Hughes
Organizer

Articles of Organization

Pursuant to Section 57C-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is RidgeLink, LLC.
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1216 Blowing Rock Blvd., NE
P. O. Box 112
Lenoir, NC 28645-0112
Caldwell County

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1216 Blowing Rock Blvd., NE
P. O. Box 112
Lenoir, NC 28645-0112
Caldwell County

7. Check one of the following:

- _____ (i) Member-managed LLC: all of the members by virtue of their status as members shall be managers of this limited liability company.
- X (ii) Manager-managed LLC: except as provided by N.C.G.S. §57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

8. Any other provisions which the limited liability company elects to include are attached.

To the fullest extent from time to time permitted by law, no person who is serving or who has served as a manager of the limited liability company shall be personally liable in any action for monetary damages for breach of his or her duty as a manager, whether such action is brought by or in the right of the limited liability company or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Organization inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a manager of the limited liability company with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal or adoption.

9. These Articles of Organization shall become effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand this the 28th day of October, 2008.

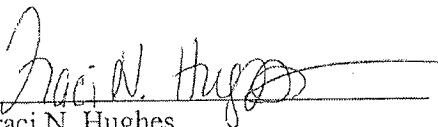

Traci N. Hughes
Organizer

Exhibit 2

**Certificate of Authority for RidgeLink
To Conduct Business in Tennessee**



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

RIDGELINK, LLC
1216 BLOWING ROCK BLVD
LENOIR, NC 28645-3619

October 10, 2013

Filing Acknowledgment

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

SOS Control # :	734560	Formation Locale:	NORTH CAROLINA
Filing Type:	Limited Liability Company - Foreign	Date Formed:	10/29/2008
Filing Date:	10/10/2013 3:26 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2014
Duration Term:	Perpetual	Image # :	7248-1251
Managed By:	Board Managed		

Document Receipt

Receipt # :	1181088	Filing Fee:	\$300.00
Payment-Check/MO -	CFS-1, NASHVILLE, TN		\$300.00

Registered Agent Address:
C T CORPORATION SYSTEM
STE 2021
800 S GAY ST
KNOXVILLE, TN 37929-9710

Principal Address:
1216 BLOWING ROCK BLVD
LENOIR, NC 28645-3619

Congratulations on the successful filing of your **Application for Certificate of Authority** for **RIDGELINK, LLC** in the State of Tennessee which is effective on the date shown above. Visit the TN Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements.

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

Processed By: Martha Scoutten

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY** (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

FILED

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §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: RIDGELINK, 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 T.C.A. §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 T.C.A. §48-249-106(d).

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

and the date of its formation is: 10 / 29 / 08 and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 800 S. Gay Street, Suite 2021

City: Knoxville State: TN Zip Code: 37929 County: Knox

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☐ Member Managed ☐ Manager Managed ☐ Director Managed ☒ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 1216 BLOWING ROCK BLVD, NE.
City: LENOIR State: NC Zip Code: 28645

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY** (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: RIDGELINE, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.

☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §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.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month / Day / Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

10-8-13
Signature Date

COO
Signer's Capacity (if other than individual capacity)

Brian Shields
Signature

BRIAN SHIELDS
Name (printed or typed)



NORTH CAROLINA

Department of the Secretary of State

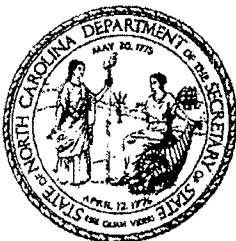
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

RIDGELINK, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 29th day of October, 2008, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of October, 2013.

Elaine F. Marshall

Secretary of State

Exhibit 3

RidgeLink, LLC Organization Chart

RIDGELINK LLC ORGANIZATION CHART

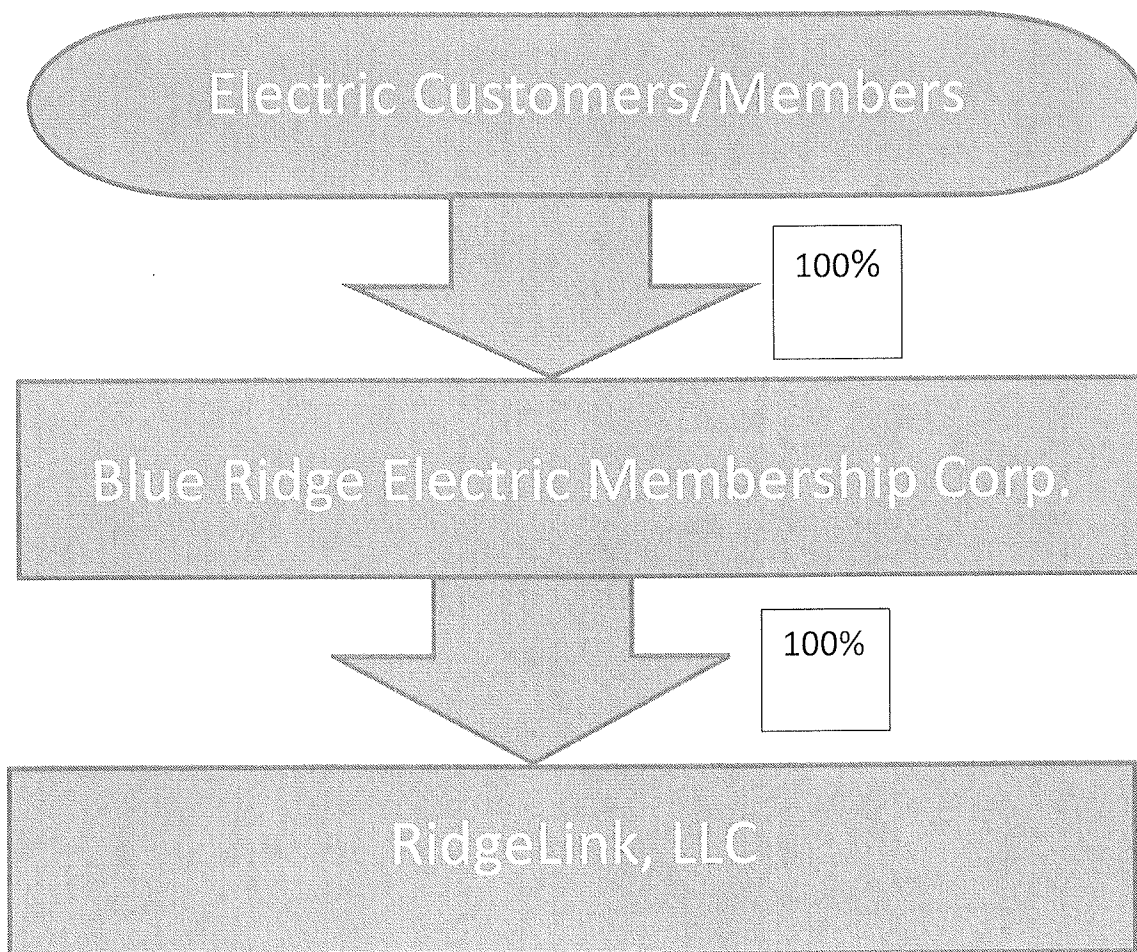


Exhibit 4

**Names and Addresses of Principal
Corporate Officers of RidgeLink, LLC**

**PRINCIPAL CORPORATE OFFICERS
OF RIDGELINK, LLC**

Doug Johnson
Chairman & Chief Executive Officer
RidgeLink, LLC
1216 Blowing Rock Boulevard, N.E.
Lenoir, North Carolina 28645

Lee Layton
President & Vice Chairman
RidgeLink, LLC
1216 Blowing Rock Boulevard, N.E.
Lenoir, North Carolina 28645

Brad Shields
Chief Operating Officer
RidgeLink, LLC
1216 Blowing Rock Boulevard, N.E.
Lenoir, North Carolina 28645

Exhibit 5

Annual Financial Reports for RidgeLink, LLC

Exhibit 6

Corporate Surety Bond -- \$20,000

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 32 BD 013-13-001

WHEREAS, RidgeLink, 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, Federated Rural Electric Insurance Exchange (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 15th day of October, 2013, 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

RidgeLink, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Bradford L. Shields
Name: BRADFORD L. SHIELDS
Title: CHIEF OPERATING OFFICER

SURETY

Federated Rural Electric Insurance Exchange

Name of Surety

11875 W. 85th Street Lenexa, KS 66214

Address of Surety

SIGNATURE OF SURETY AGENT

Jennifer L. Henze Willey
Name: Jennifer L. Henze Willey
Title: Underwriting Manager

Address of Surety Agent:

11875 W. 85th Street

Lenexa, KS 66214

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

North Carolina
STATE OF ~~TENNESSEE~~
COUNTY OF Caldwell

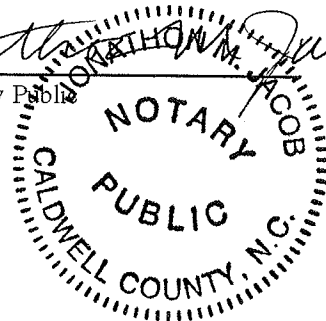
Before me, a Notary Public of the State and County aforesaid, personally appeared Bradford I. Shields with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of RidgeLink, LLC, and he acknowledged to me that he executed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

WITNESS my hand and seal this 13 day of November, 2013.

My Commission Expires:

July 27th, 2016

Jonathan M. Jacob
Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF KANSAS
COUNTY OF JOHNSON

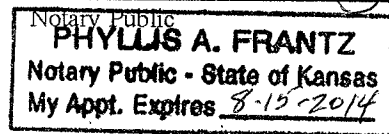
Before me, a Notary Public of the State and County aforesaid, personally appeared Jennifer L. Henze Willey with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Federated Rural Electric Insurance Exchange, the within 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 15th day of October, 2013.

My Commission Expires:

8-15-2014, 2000

Phyllis A. Frantz

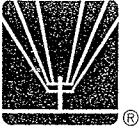


APPROVAL AND INDORSEMENT

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:



FEDERATED RURAL ELECTRIC
INSURANCE EXCHANGE

A reciprocal exchange managed by Federated Rural Electric Management Corp.

A Touchstone Energy® Cooperative 

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That this Power-of-Attorney is not valid unless attached to the bond which it authorizes executed.

FEDERATED RURAL ELECTRIC INSURANCE EXCHANGE, a Kansas corporation, having its office in the City of Lenexa, State of Kansas, does hereby make, constitute and appoint Jennifer L. Henze Willey, Underwriting Manager in the City of Lenexa, County of Johnson, State of Kansas, its true and lawful attorney-in-fact, at Lenexa, in the State of Kansas, to make, execute, seal and deliver for and on its behalf, and as its act and deed, bonds, and license and permit bonds; tax, lien, and miscellaneous bonds; required by Federal, State, County, Municipal Authority, or other obligees.

This power void if altered or erased.

The acknowledgment and execution of any such document by the said Attorney-in-Fact shall be as binding upon the Company as if such bond had been executed and acknowledged by the regularly elected officers of this Company.

This Power of Attorney is granted, signed and sealed by original or facsimile under and by the authority of the following bylaw as adopted by the Board of Directors and stockholders of Federated Rural Electric Insurance Exchange at a meeting duly called and held on the 12th day of April, 1984.

"The president shall be the chief executive officer of the corporation. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, and other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he may authorize any Vice-President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead."

IN WITNESS WHEREOF, Federated Rural Electric Insurance Exchange has caused these presents to be signed by its duly authorized officers this 15th day of October, 2013.

FEDERATED RURAL ELECTRIC INSURANCE EXCHANGE

BY

President/CEO

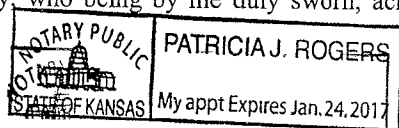
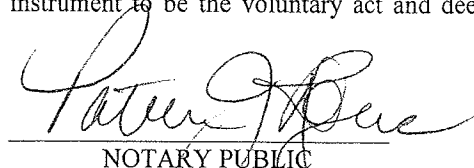


Assistant Secretary



STATE OF KANSAS)
) ss:
COUNTY OF JOHNSON)

On this 15th day of October, 2013, before me, a Notary Public, personally appeared Philip D. Irwin and Jennifer L. Henze Willey, who being by me duly sworn, acknowledged said instrument to be the voluntary act and deed of said Corporation.



NOTARY PUBLIC

P.O. Box 15147, Lenexa, KS 66285-5147 ■ 11875 West 85th Street, Lenexa, KS 66214-1519
Phone: (800) 356-8360 / (913) 541-0150 ■ Fax: (913) 541-9004 ■ Web site: www.federatedrural.com



*This endorsement changes the bond.
Please read it carefully.*

Effective 10/15/2013 12:01 a.m. standard time, this endorsement forms a part of
Bond No. 32 BD 013-13-001 issued by the Federated Rural Electric Insurance Exchange to:
RidgeLink, LLC

BONDHOLDER DISCLOSURE NOTICE OF TERRORISM INSURANCE COVERAGE

Coverage for acts of terrorism is included in your policy. You are hereby notified that under the Terrorism Risk Insurance Act, as amended in 2007, the definition of act of terrorism has changed. As defined in Section 102(1) of the Act: The term "act of terrorism" means any act that is certified by the Secretary of the Treasury--in concurrence with the Secretary of State, and the Attorney General of the United States--to be an act of terrorism; to be a violent act or an act that is dangerous to human life, property, or infrastructure; to have resulted in damage within the United States, or outside the United States in the case of certain air carriers or vessels or the premises of a United States mission; and to have been committed by an individual or individuals as part of an effort to coerce the civilian population of the United States or to influence the policy or affect the conduct of the United States Government by coercion. Under your coverage, any losses resulting from certified acts of terrorism may be partially reimbursed by the United States Government under a formula established by the Terrorism Risk Insurance Act, as amended. However, your policy may contain other exclusions which might affect your coverage, such as an exclusion for nuclear events. Under the formula, the United States Government generally reimburses 85% of covered terrorism losses exceeding the statutorily established deductible paid by the insurance company providing the coverage. The Terrorism Risk Insurance Act, as amended, contains a \$100 billion cap that limits U.S. Government reimbursement as well as insurers' liability for losses resulting from certified acts of terrorism when the amount of such losses exceeds \$100 billion in any one calendar year. If the aggregate insured losses for all insurers exceed \$100 billion, your coverage may be reduced.

The portion of your annual premium that is attributable to coverage for acts of terrorism is \$0, and does not include any charges for the portion of losses covered by the United States Government under the Act.

Exhibit 7

RidgeLink, LLC Management

RidgeLink, LLC
LLC Officers – Management Team

Doug Johnson
Chief Executive Officer

Doug Johnson was appointed the Chief Executive Officer of Blue Ridge Electric Membership Corp in 1990. With more than 20 years in the Electric industry, Mr. Johnson has served in in numerous industry positions including a six year tenure as a member of the National Rural Electric Cooperative Association. Along with Mr. Johnson's role as CEO of Blue Ridge Electric Membership Corp he is the Chairman and Chief Executive Officer of Blue Ridge Electric Membership Cooperative subsidiary Blue Ridge Energies, LLC, and Chairman and Chief Executive Officer of RidgeLink, LLC. He holds a BS degree in Business Administration from Appalachian State University.

Lee Layton
President and Vice Chairman

Lee Layton has been the President and Vice Chairman of RidgeLink, LLC, since its inception in 2008. In addition to his role as President and Vice Chairman Mr. Layton also serves as the Chief Operating Officer for Blue Ridge Electric Membership Corp. Mr. Layton has worked in numerous positions and capacities in the electric and telecommunications industry, including serving as a senior member of the Institute of Electronic and Electrical Engineers, where he was involved in a multitude of research projects with the Electric Power Research Institute and Cooperative Research Network. He was instrumental in developing the basic technology plan for the deployment of RidgeLink's fiber network. Mr. Layton graduated with a BS in Electrical Engineering from Auburn University and received his MBA from Keller Graduate School.

Bradford Shields
Chief Technology Officer and Chief Operating Officer

Bradford Shields currently serves as the Chief Technology Officer and Chief Operating Officer of RidgeLink, LCC. Mr. Shields has been deeply involved in both the planning and formation, and the day-to-day operation of RidgeLink since its inception in 2008. He is primarily responsible for developing business plans, partnering efforts, and customer development. He is a graduate of North Carolina State University, where he obtained dual majors, Economics and Business Management. Mr. Shields has a hand in the implementation and planning of all technology for Blue Ridge Electric Membership Corp. Mr. Shields has a diverse background and has worked in baking, accounting, private business, and the electric utility industry. As COO, Mr. Shields oversees the deployment of fiber optic plant and cellular construction, business planning and customer acquisition.

Exhibit 8

RidgeLink, LLC Technical Leadership Team

RidgeLink, LLC
Technical Leadership Team

Lee Layton

President and Vice Chairman

Mr. Layton has worked in numerous positions and capacities in the electric and telecommunications industry, including serving as a senior member of the Institute of Electronic and Electrical Engineers, and has been involved in multiple research projects with the Electric Power Research Institute and Cooperative Research Network. He is the principal engineer and manager of the Blue Ridge Electric Membership Corp.'s electric distribution network, including substations and related outside plant and control systems. He was instrumental in developing the basic technology plan for the deployment of RidgeLink's fiber network.

Brad Shields

Chief Technology Officer and Chief Operating Officer

Brad Shields currently serves as the Chief Technology Officer of Blue Ridge Electric Membership Corp. and Chief Operating Officer of RidgeLink, LCC. Mr. Shields has been deeply involved in developing the business case for, the formation and the day-to-day operation of RidgeLink since its inception in 2008. He is primarily responsible for developing business plans, partnering efforts, and customer development. As COO, Mr. Shields oversees the deployment of fiber optic plant and cellular tower construction, business planning, and customer acquisition activities.

Mike Lowe

Fiber/Communications Manager

Mr. Lowe is responsible for the design, implementation, and management of the fiber optic network that is operated by RidgeLink. Mr. Lowe's 33 years of experience in telecommunications management at Blue Ridge Electric Membership Corp, including substantial outside plant experience in deployment and operation of both wireless and fiber optic technology and deployment is invaluable to a facilities-based telecommunications business. His related areas of responsibility in Blue Ridge Electric Membership Corp. includes wireline and wireless communications systems, PBXs, Supervisory Control and Data Acquisition systems, and Substation LAN/WAN of Blue Ridge Electric Membership Corp. In addition to this, Mr. Lowe works with the Blue Ridge Electric Membership Corp. security team to ensure compliance with applicable standards.

Exhibit 9

Certification to Provide Telecommunications

Service in North Carolina

STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH

DOCKET NO. P-1472, Sub 1

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
AUTHORIZING THE PROVISION OF INTRASTATE LOCAL EXCHANGE
AND EXCHANGE ACCESS TELEPHONE SERVICE

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

Know All Men By These Presents, That

RidgeLink, LLC
1216 Blowing Rock Blvd. N.E.
Lenoir, North Carolina 28645

is hereby granted this

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

This Certificate is hereby granted to RidgeLink, LLC pursuant to N.C.G.S. 62-110 authorizing the provision of intrastate local exchange and exchange access telephone service as a Competing Local Provider in the State of North Carolina. This Certificate is hereby issued subject to all of the terms and conditions adopted by the North Carolina Utilities Commission in Docket No. P-100, Sub 133, Commission Rules and Regulations, and any further amendments and supplements thereto.

ISSUED BY ORDER OF THE COMMISSION.

This the 23rd day of January, 2009.

NORTH CAROLINA UTILITIES COMMISSION

Gail L. Mount

Gail L. Mount, Deputy Clerk

Exhibit 10

Small & Minority-Owned Telecommunications

Business Participation Plan

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

IN RE:

**APPLICATION OF RIDGELINK, LLC
FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

DOCKET NO.

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN OF RIDGELINK, LLC**

Pursuant to T.C.A. § 65-5-112, as amended, RidgeLink, LLC (“RidgeLink” or “Company”) 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 competitive very high capacity interexchange 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. RidgeLink 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. RidgeLink 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, RidgeLink will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to RidgeLink of such opportunities. RidgeLink’s representatives will contact 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, RidgeLink 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

RidgeLink'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 RidgeLink's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Kimberly Webb
RidgeLink, LLC
1216 Blowing Rock Blvd.
Lenoir, North Carolina 28645
Tel: (828) 758-2383

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and order 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 recordkeeping system to track qualified small and minority-owned businesses and efforts to use such businesses.

- (8) Providing information and educational activities to persons within RidgeLink and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

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

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

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

RidgeLink, LLC

By: Kimberly Dee Welch

Exhibit 11

Direct Testimony of Bradford L. Shields

In Support of Application

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

IN RE: APPLICATION OF RIDGELINK, LLC FOR A CERTIFICATE TO PROVIDE COMPETING LOCAL TELECOMMUNICATIONS SERVICES	DOCKET NO. _____
--	--------------------------------

DIRECT TESTIMONY OF BRADFORD L. SHIELDS

I, Bradford L. Shields, do hereby testify as follows in support of the application of RidgeLink, LLC (“Applicant” or “RidgeLink”) for a Certificate of Convenience and Necessity (“the Application” as a competing telecommunications services provider to provide facilities-based interexchange telecommunication services throughout the State of Tennessee.

Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND POSITION.

A. My name is Bradford L. Shields. My business address is 1216 Blowing Rock Blvd., N.E, Lenoir, North Carolina 28645 and my telephone number is (828) 758-2383 (ext. 3251). I am Senior Vice-President and Chief Technology Officer for Blue Ridge Electric Membership Corp. (“BREMCO”) and Chief Operating Officer (“COO”) of RidgeLink, LLC. As set out in the Application, RidgeLink is wholly-owned by BREMCO.

Q. PLEASE BRIEFLY DESCRIBE YOUR DUTIES.

A. I am responsible for the management, planning and operation of RidgeLink, LLC which is engaged the operation of fiber optics-based telecommunications business and related telecommunications infrastructure operations, including the operation of wireless communications towers. I also manage the Information Technology Group of BREMCO.

Q. PLEASE DESCRIBE YOUR BUSINESS EXPERIENCE AND BACKGROUND.

A. I have 30 years of experience in technology, telecommunications and infrastructure industry, construction and management, including fiber optic telecommunications facilities. I am a graduate of North Carolina State University, double-majoring in Economics and Business Management. I have been employed by BREMCO for approximately 17 years.

Q. ARE ALL STATEMENTS IN RIDGELINK'S APPLICATION TRUE AND CORRECT TO THE BEST OF YOUR KNOWLEDGE?

A. Yes.

Q. PLEASE DESCRIBE THE CURRENT CORPORATE STRUCTURE OF RIDGELINK.

A. Applicant is a North Carolina limited liability company. An organizational chart depicting Applicant's corporate structure is attached to the application as Exhibit 3.

Q. DOES RIDGELINK POSSESS THE REQUISITE MANAGERIAL, FINANCIAL, AND TECHNICAL ABILITIES TO PROVIDE THE SERVICES FOR WHICH IT HAS APPLIED FOR AUTHORITY?

A. Yes.

Q. PLEASE DESCRIBE RIDGELINK'S FINANCIAL QUALIFICATIONS.

A. Applicant is financially qualified to provide its Services in Tennessee. RidgeLink has generated sufficient funds from operation of its dark fiber facilities in North Carolina to construct and operate its planned fiber optics network in Tennessee. These funds and projected revenues from leasing dark fiber facilities are expected to provide the requisite funds for the additional investment to offer telecommunications services in Tennessee, as determined by business conditions and customer demand. RidgeLink's financial information is also attached as Exhibit 5.

Q. PLEASE DESCRIBE RIDGELINK'S MANAGERIAL AND TECHNICAL QUALIFICATIONS.

A. The management team responsible for the operation of RidgeLink is experienced and possesses a proven record of success in telecommunications infrastructure planning, construction and management. In addition, Applicant will have access to the significant additional managerial and operational resources of its parent, BREMCO. Biographical information of key members of Applicant's management team is attached to the application as Exhibit 7.

Q. WHAT SERVICES WILL RIDGELINK OFFER?

A. Applicant intends to offer indefeasible rights of use in dark fiber derived from its planned fiber network and, at some future date, provide facilities-based, very high capacity, non-switched (Ethernet or TDM) interexchange telecommunications services to wireline and wireless telecommunications carriers, cable operators and very large commercial customers, such as utilities. A more complete description of RidgeLink's proposed initial service offerings is provided in the Application.

Q. WILL THE GRANTING OF A CERTIFICATE OF CONVENIENCE AND NECESSITY TO RIDGELINK SERVE THE PUBLIC INTEREST?

A. Yes. The Authority's grant of the Certificate requested by RidgeLink's Application would serve the public interest. With the possible exception of the ILECs' local facilities and those of local cable operators, the area of Northeastern Tennessee in which RidgeLink plans to construct fiber-based network does not have substantial fiber optic infrastructure. The Applicant's planned network will support the operations of the wireline carriers, ILECs, CLECs, and interexchange carriers, cable operators, Internet services providers and very large business customers, such as utilities that have expressed an interest in securing dark fiber capacity in this area of the State. In addition, RidgeLink's planned fiber optics network will provide essential infrastructure for Wireless backhaul as the major Wireless carriers look to extend their advanced voice and data Wireless networks to this largely rural, sparsely populated area of the state. The establishment of this regional network positions the Applicant to provide facilities-based, very high capacity, non-switched (Ethernet or TDM) telecommunications services. With the exception of large end-user business customers having the demand for these services, RidgeLink will function largely as a "carrier's carrier" in providing these interexchange services. Accordingly, granting RidgeLink the authority to provide competitive telecommunications services will promote the public interest.

Q. DOES RIDGELINK INTEND TO COMPLY WITH ALL AUTHORITY RULES, STATUTES, AND ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE, INCLUDING THOSE FOR THE DISCONNECTION AND RECONNECTION OF SERVICE?

A. Yes.

Q. HAS ANY STATE EVER DENIED RIDGELINK, OR ONE OF ITS AFFILIATES, AUTHORIZATION TO PROVIDE INTRASTATE TELECOMMUNICATIONS SERVICE?

A. No. RidgeLink has been granted a Certificate of Public Convenience and Necessity to operate as a Competitive Local Provider by the North Carolina Utilities Commission. Neither its parent BREMCO nor any affiliate has been denied authority to provide intrastate telecommunications services.

Q. HAS ANY STATE EVER REVOKED THE CERTIFICATION OF RIDGELINK, OR ONE OF ITS AFFILIATES?

A. No. No state has revoked the authority of RidgeLink or any affiliate to provide intrastate service.

Q. HAS RIDGELINK, OR ONE OF ITS AFFILIATES, EVER BEEN INVESTIGATED OR SANCTIONED BY ANY REGULATORY AUTHORITY FOR SERVICE OR BILLING IRREGULARITIES?

A. No.

Q. WHO IS KNOWLEDGEABLE ABOUT RIDGELINK'S OPERATIONS AND WILL SERVE AS RIDGELINK'S REGULATORY AND CUSTOMER SERVICE CONTACT?

A. The regulatory contact will be:

Bradford L. Shields
Chief Operating Officer
RidgeLink, LLC
1216 Blowing Rock Blvd.
Lenoir, North Carolina, 28645
Tel: (828) 758-2383 (ext. 3251)
E-Mail: bshields@blueridgeemc.com

The customer service contact will be:

Communications-Fiber Optics Manager
Blue Ridge Electric Membership Corp.
1216 Blowing Rock Blvd.
Lenoir, North Carolina, 28645
Tel: (828) 758-2383 (ext.3267)
E-Mail: mlowe@blueridgeemc.com

All customer service complaints and requests should be sent to:

BREMCO/RidgeLink Customer Service Center
1216 Blowing Rock Blvd.
Lenoir, North Carolina, 28645
(800) 451 5474

Q. PLEASE EXPLAIN IN DETAIL PROPOSED PROCEDURES FOR RESPONDING TO INFORMATION REQUESTS FROM THE TRA AND ITS STAFF?

A. As the regulatory contact for RidgeLink, I will endeavor to respond to all information requests from the TRA or its Staff. I will contact the appropriate individual within RidgeLink to obtain the requested information and will promptly provide such information to the requesting TRA party.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

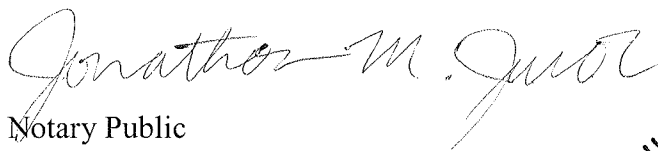
A. Yes.

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



Bradford L. Shields
Chief Operating Officer
RidgeLink, LLC

Subscribed and sworn to me this 21st day of November, 2013.



Notary Public

State of North Carolina

County of Caldwell

My commission expires 7/27/2016

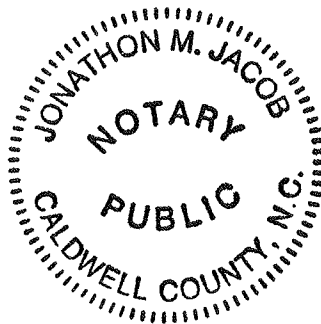


Exhibit 12

Incumbent Local Exchange Service Providers

Certificated in Tennessee

RidgeLink, LLC
Incumbent Local Exchange Service Providers Certificated in Tennessee

Ardmore Telephone Company, Inc. P.O. Box 549 517 Ardmore Avenue Ardmore, TN 38449 (205) 423-2131 (205) 423-2208 (Fax)	BellSouth 333 Commerce Street Nashville, TN 37201-3300 (615) 214-3800 (615) 214-8820 (Fax)	Century Telephone of Adamsville P.O. Box 405 116 N. Oak Street Adamsville, TN 38310 (901) 632-3311 (901) 632-0232 (Fax)
Century Telephone of Claiborne P.O. Box 100 507 Main Street New Tazewell, TN 37825 (423) 626-4242 (423) 626-5224 (Fax)	Century Telephone of Ooltewah-Collegedale, Inc. P.O. Box 782 5616 Main Street Ooltewah, TN 37363 (423) 238-4102 (423) 238-5699 (Fax)	Citizens Communications of Tennessee P.O. Box 770 300 Bland Street Bluefield, WV 24701
Loretto Telephone Company, Inc. P.O. Box 130 Loretto, TN 38469 (931) 853-4351 (931) 853-4329 (Fax)	Millington Telephone Company, Inc. 4880 Navy Road Millington, TN 38053 (901) 872-3311 (901) 873-0022 (Fax)	Sprint-United 112 Sixth Street Bristol, TN 37620 (423) 968-8161 (423) 968-3148 (Fax)
TDS Telecom-Concord Telephone Exchange, Inc. P.O. Box 22610 701 Concord Road Knoxville, TN 37933-0610 (423) 966-5828 (423) 966-9000 (Fax)	TDS Telecom-Humphreys County Telephone Company P.O. Box 552 203 Long Street New Johnsonville, TN 37134-0552 (931) 535-2200 (931) 535-3309 (Fax)	TDS Telecom-Tellico Telephone Company, Inc. P.O. Box 9 102 Spence Street Tellico Plains, TN 37385-0009 (423) 671-4600 (423) 253-7080 (Fax)
TDS Telecom-Tennessee Telephone Company P.O. Box 18139 Knoxville, TN 37928-2139 (423) 922-3535 (423) 922-9515 (Fax)	TEC-Crockett Telephone Company, Inc. P.O. Box 7 Friendship, TN 38034 (901) 677-8181	TEC-People's Telephone Company, Inc. P.O. Box 310 Erin, TX 37061 (931) 289-4221 (931) 289-4220 (Fax)
TEC-West Tennessee Telephone Company, Inc. P.O. Box 10 244 E. Main Street Bradford, TN 38316 (901) 742-2211 (901) 742-2212 (Fax)	United Telephone Company P.O. Box 38 120 Taylor Street Chapel Hill, TN 37034 (931) 364-2289 (931) 364-7202 (Fax)	Citizen's Communications Company of the Volunteer State P.O. Box 770 300 Bland Street Bluefield, WV 24701