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May 12, 2014

Ms. Sharla Dillon
Tennessee Regulatory Authority
Andrew Jackson State Office Bldg.
502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243

14-00053

RE: Application of Campus Communications Group, Inc., for a Certificate to Provide Competing Local Telecommunications Services in the State of Tennessee

Dear Ms. Dillon,

On behalf of Campus Communications Group, Inc., enclosed for filing with the Commission are an original and four (4) copies of the above-referenced application and a check in the amount of \$25.00 for the requisite application filing fee.

We respectfully request the confidential treatment of the financial information included in Exhibits F and G. These have been provided in the full application in their public redacted form. The separate sealed envelope marked 'CONFIDENTIAL' contains the full Exhibits.

We ask that the enclosed Return Stamped Copy of this letter be returned in the self-addressed, stamped envelope provided as confirmation of receipt. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (703)714-1309 or vmp@commlawgroup.com.

Respectfully Submitted,



Vineetha Pillai
Associate Attorney
Counsel for Campus Communications Group, Inc.

Enclosures

MARASHLIAN & DONAHUE, LLC

TELEPHONE (703) 714-1309 THE COMMLAW GROUP
FACSIMILE (703) 714-1303 1410 PARK NOBLE ROAD
EMAIL MAIL: COMMLAWGROUP@COM SUITE 407
WEB: WWW.COMMLAWGROUP.COM NORTON, VIRGINIA 22031

May 12, 2014

Ms. Sharla Dillon
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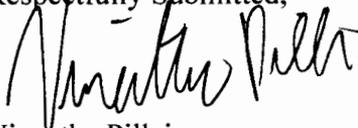
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TELEPHONE: (703) 714-1309
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EMAIL: THECOMMLAWGROUP@COM
WEB: WWW.COMMLAWGROUP.COM

THE COMMLAW GROUP
1400 BENTLEY BLVD.
SUITE 400
MIDLAND, TEXAS 79701

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**IN THE MATTER OF THE APPLICATION
OF CAMPUS COMMUNICATIONS GROUP, INC.
FOR A CERTIFICATE TO PROVIDE COMPETING
LOCAL TELECOMMUNICATIONS SERVICES**

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

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Campus Communications Group, Inc. ("CCG") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to CCG authority to provide competing local telecommunications services, include exchange access telecommunications services, within the State of Tennessee. CCG is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201.

In support of its Application, CCG submits the following:

1. The full name and address of the Applicant is:

Campus Communications Group, Inc.
206 North Randolph Street
Suite 200
Champaign, IL 61824
Telephone: (217) 353-3022

Questions regarding this application should be directed to:

Vineetha Pillai, Esq.
Associate
Marashlian & Donahue, LLC
1420 Spring Hill Road
Suite 401
McLean, VA 22102
Telephone: (703) 714-1309
Facsimilie: (703) 714-1330

Contact name and address at the Company is:

William Clavey, Director – Finance
Campus Communications Group, Inc.
206 North Randolph Street
Suite 200

Champaign, IL 61824
Telephone: (217) 353-3022
Facsimile: (217) 398-1429

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

See **Exhibit A**

3. Corporate Information:

CCG was incorporated in the state of Delaware on July 21, 2001. A copy of CCG's Articles of Incorporation and amendments are provided in **Exhibit B**. A copy of CCG's Authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. There are no officers in Tennessee. The resumes of the principal officers and any other key technical staff are in **Exhibit E**.

4. CCG possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

- A. Financial Qualifications:

CCG does not have audited financial statements at this time. CCG's parent, Pavlov Media, Inc. provides management, operations and development support to CCG. In support of its financial qualifications, CCG submits Income Statements, Balance Sheets, and Retained Earnings statements for the period January 1, 2011 through December 31, 2013 in **Exhibit F**. These financial statements pertain to both CCG and Pavlov Media, Inc. Also included in **Exhibit F** is a Financial Commitment Letter from CCG's parent.

Exhibit F summarizes the recent financial performance of CCG and its parent company, Pavlov Media, Inc. ("Pavlov Media"). Also included are projected financial statements to include balance sheets, income statement, cash flows for 2014, 2015, and 2016. Thus, CCG asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Exhibit G is a capital expenditures budget for 2014, 2015, and 2016 indicating type of equipment to be purchase, cost, and sources for funding of projected capital expenditures.

CCG's financials nor their projected financials reflect any revenues or expenses associated with reciprocal compensation.

Corporate Surety Bond is provided as **Exhibit H**

- B. Managerial Ability:

As shown in **Exhibit E** to this Application, CCG has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, CCG's management team has extensive management and business experience in telecommunications.

C. Technical Qualifications:

CCG services will satisfy the minimum standards established by the TRA. The company elects market regulation and will maintain a Customer Service Terms and Conditions Guide and product and services pricing on its website. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies **Exhibit E** of the principal officers, there are two officers with numerous years of telecommunications expertise. Thus, CCG is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

CCG is already authorized to provide telecommunications services in Illinois and Texas. Additionally, CCG has pending applications for authority in Georgia, Florida, and Arizona.

The applicant proposes to offer its services throughout the State of Tennessee with a switch located in Bloomington, Illinois with a redundant link established in Chicago, Illinois. CCG intends to offer this broad range of telecommunications services through the use of its own facilities.

6. Types of Local Exchange Services to be provided:

CCG expects to offer a broad variety of local exchange services, to include Internet access and voice over internet protocol (VoIP) service to business customers, through its own installed fiber. CCG's initial line of local services will be comparable to that currently offered by the incumbent LECS. Initially CCG plans to offer basic access line service, DID Services, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as services required under Chapter 1220-4-8-.04(3), (6) and (2).

7. Repair and Maintenance

CCG understands the importance of effective customer service for local service customers. CCG has made arrangements for its customers to call the company at its toll-free customer service number 1-888-799-7249. In addition, customers may contact the company in writing at the headquarters address, as well as via email at molinc@pavlovmedia.com. The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Michael O'Linc, President, reference (1.) above.

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing CCG to provide local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by CCG and indirectly, because CCG's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services,

reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

8. Small and Minority-Owned Telecommunications Business Participation Plan: 65-5-112: Exhibit I
9. Toll Dialing Parity Plan: Exhibit J
10. Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. See Exhibit K for the list.
11. Numbering Issues: Statement provided in Exhibit L
12. Tennessee Specific Operational Issues: Statements provided in Exhibit M
13. Miscellaneous:
 - A. Sworn Pre-filed testimony: Exhibit N
 - B. Applicant does not require customer deposits
 - C. As of now, CCG has not been subject to complaints in any of the states in which we are doing business.
 - D. A copy of a tariff is not enclosed. Applicant elects Market Regulation.

CONCLUSION:

CCG respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange on a facilities-based based and resale basis throughout the State of Tennessee initially in the service areas of AT&T and CenturyLink and then possibly any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons state above, CCG's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 12th day of May, 2014.



Vineetha Pillai Esq.

Counsel for Campus Communications Group, Inc.

Table of Exhibits

Exhibit A – Organizational Chart

Exhibit B – Articles of Incorporation

Exhibit C – Authority to Transact Business in Tennessee

Exhibit D – Principal Corporate Officers

Exhibit E – Resumes of Principal Officers and Key Technical Staff

Exhibit F – Financial Statements (Public Version)

Exhibit G – Capital Expenditures Budget (Public Version)

Exhibit H – Corporate Surety Bond

Exhibit I – Small and Minority-Owned Telecommunications Business Participation Plan

Exhibit J – Toll Dialing Parity Plan

Exhibit K – Notice to Incumbent Local Exchange Telephone Companies in Tennessee

Exhibit L – Numbering Issues

Exhibit M – Tennessee Specific Operational Issues

Exhibit N – Sworn Pre-filed Testimony

EXHIBIT A

Organizational Chart

Pavlov Media, Inc. and Campus Communications Group, Inc. Organizational Relationship
01/08/2014

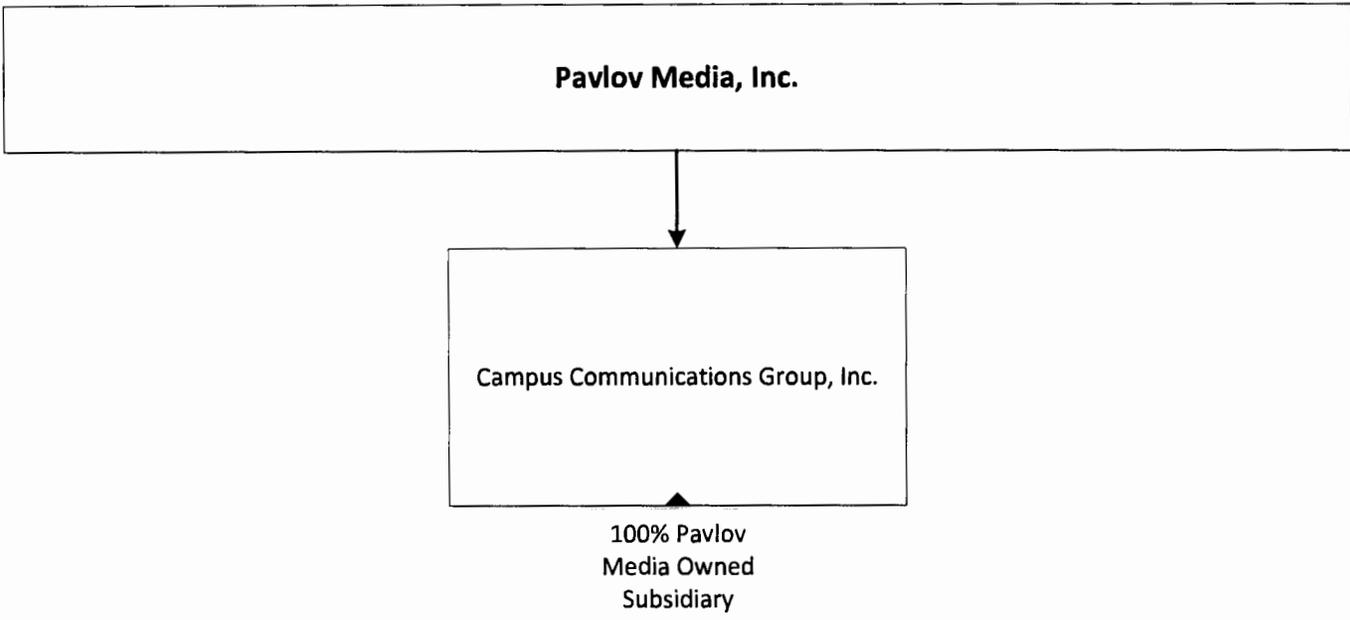


EXHIBIT B

Articles of Incorporation

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CAMPUS COMMUNICATIONS GROUP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

3413851 8100

130085200

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0166095

DATE: 01-24-13

CERTIFICATE OF INCORPORATION

OF

CAMPUS COMMUNICATIONS GROUP, INC.

FIRST. The name of this corporation shall be:

CAMPUS COMMUNICATIONS GROUP, INC.

SECOND. Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

One Thousand Five Hundred (1500) shares with no par value.

FIFTH. The name and mailing address of the incorporator is as follows:

Shirley Jones
The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twelfth day of July, A.D. 2001.



Shirley Jones
Incorporator

EXHIBIT C

Authority to Transact 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

PAVLOV MEDIA, INC.
ATTN: PAMELA R. SWISHER
PO BOX 25
CHAMPAIGN, IL 61824-0025

March 27, 2014

Request Type: No Fee Certificate of Existence/Authorization
Request #: 0124193

Issuance Date: 03/27/2014
Copies Requested: 1

Document Receipt

Receipt # :

Filing Fee:

Regarding: CAMPUS COMMUNICATIONS GROUP, INC.

Filing Type: Corporation For-Profit - Foreign

Formation/Qualification Date: 02/06/2014

Status: Active

Duration Term: Perpetual

Control # : 746578

Date Formed: 07/12/2001

Formation Locale: DELAWARE

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

CAMPUS COMMUNICATIONS GROUP, INC.

- * a Corporation formed in the jurisdiction set forth above, 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 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: Deborah Chaney

Verification #: 006636924

EXHIBIT D

Principal Corporate Officers

Corporate Officers

President and Secretary:

Mark Scifres

206 North Randolph Street, Suite 200

Champaign, Illinois 61820

EXHIBIT E

Resumes of Principal Officers and Key Technical Staff

David C. Mauck, P.E.

Education

Bachelor of Science, Mechanical Engineering – University of Illinois - 1973

Executive Master of Business Administration – University of Illinois - 1997

Licenses • Certifications

Registered Professional Engineer in Texas, Illinois, Iowa, Michigan, Missouri, Wisconsin, Oklahoma, Virginia, North Carolina, and Arkansas

LEED™ (Leadership in Energy & Environmental Design) Building Design and Construction Accredited Professional by U.S. Green Building Council

Professional Affiliations

Illinois Society of Professional Engineers (ISPE)

National Society of Professional Engineers (NSPE)

American Society of Heating, Refrigerating, and Air Conditioning Engineers (ASHRAE)

Work Experience

Vetter Corporation - 1973 to 1977 – Facilities Engineer

Central Illinois Council of the United Methodist Church – 1978 to 1981 – Facilities Manager

Henneman Engineering - 1981 to Present

Design Engineer – 1981 to 1988

I developed construction documents and specifications for HVAC, Fire Protection, plumbing, refrigeration, and special systems for new and renovated buildings including classroom office buildings, healthcare, research laboratory and cleanroom facilities. This included load calculations, equipment selections and system design.

Project Manager – 1988 to 1997

In addition to the duties of Design Engineer, I supervised the design of all building systems and was the main client contact for a variety of projects including steam and chilled water shallow trench and walk-through tunnel distribution, medium pressure boiler retubing, steam absorption and centrifugal chiller installations, chain grate stoker VFD retrofits, and fly ash and bottom ash handling systems for coal-fired boilers.

Director of Champaign Office – 1997 to 2003

I oversaw the efforts of all project managers and engineers and served as the main point of client contact for the larger projects. Concurrent with recruiting engineering talent, I mentored the engineers under my supervision, many of whom now direct other offices or lead other firms. I also expanded the firm's design knowledge for specialized applications including looped medium pressure supply air, deionized water, reverse osmosis lab water, infection control exhaust systems for tuberculosis isolation rooms, and specialty forming gas systems for microelectronics circuitry fabrication.

During this period, I also was heavily involved in corporate strategic planning and marketing, including client presentations. I established satellite offices in Peoria and Iowa City and assisted in starting a stand-

alone office in St. Louis.

Chief Operating Officer / Director of Champaign Office – 2003 to 2007

In addition to the duties described above, I streamlined project design using a standardized approach with master specifications and details coupled with client specific modifications to speed up production, lower costs, and improve quality. I was the Engineer of Record for all mechanical engineering efforts in the office, overseeing production of approximately 75 projects a year ranging from \$50,000 to \$75,000,000 in total construction cost.

When the corporation was in need of a quality control system that had international credentials, I was assigned the task of establishing an ISO 9000 certified quality system. This not only included establishing processes and writing quality procedures, but also required writing training programs, training all employees and working with third-party ISO quality auditors to obtain ISO certification. After obtaining certification, I supervised the program and led annual auditing efforts to retain certification.

I also wrote and taught curriculum in project management, general engineering design, and application-specific design required for open heart surgery rooms and tuberculosis isolation rooms.

Director of Dallas Office – 2007 to 2010

I moved to Dallas, Texas in the summer of 2007 and started an office there. Within a year, we garnered \$6.8 million in design and commissioning fees under contract and had fourteen technical staff.

Senior Vice President - 2010 to Present

I worked in the Champaign Corporate office to re-establish client base in several key markets in Illinois and continued to serve as the main point of client contact for these clients.

Pavlov Media, Inc. – April 18, 2013 to Present

General Manager

I oversee daily operations of Sales, Engineering, Field Operations, Network Operations, Project Management, and Customer Service for the largest privately held data and video bulk services provider in the United States.

Awards

Illinois State University – Science Laboratory Building, Normal, Illinois - 1998 “Madigan Award”, Capital Development Board

University of Illinois – College of Engineering, Grainger Library Information Center, Urbana-Champaign, Illinois - 1995 “Project of the Year Award”, Illinois Engineering Council

University of Illinois – Compound Semiconductor Microelectronics Laboratory, Urbana-Champaign, Illinois - 1991 “Engineering Excellence”, Illinois Engineering Council

Iowa State University - Hach Hall (Chemistry Building) - 2012 “Grand Place Award for Engineering Excellence”, Iowa Engineering Council

University of Illinois - Nanotechnology Laboratory - 2010 “Special Achievement Award”, Illinois Engineering Council

Mark Scifres

1207 Dorchester Dr.
Champaign, IL 61821
217.353.3001 office
217.841.5041 cell
217.373.8113 home
mscifres@pavlovmedia.com

Dedicated Entrepreneur and Executive focused on providing high quality Internet, Wireless Internet, Video and Phone services over a 17 year career.

Founder, CEO of Pavlov Media, (DMISI, Fusion Broadband) 1996 – Present

Pavlov Media is a Communications Service Provider that sells cable television, Internet, Wireless Internet and voice services to residents in communities.

- Founded DMISI which became Fusion Broadband and Pavlov Media.
- Grew corporation to +15 Million in annual revenue, positive EBIDTA.
- Employee growth from 3 to 70+ employees
- Geographic growth from 1 market to over 140 markets, 34 states.
- Network deployment of over 70,000 registered users to date.
- Patent holder on specialized network processes.
- Raised \$8 million in venture capital and \$12 million in debt.
- Completed numerous acquisitions as part of a broader roll up strategy.
- Negotiated and sold long-term contracts with major customers to establish broadband service in over 45,000 apartment units.
- Negotiated wholesale agreements with major national suppliers such as AT&T Echostar, Direct TV, Time Warner, and others.
- Managed staff of 80 employees, and over 200 contracting vendors in multiple states.
- Recognized Industry leader our Private Cable Operator industry.
- Wireless Mesh deployments in Champaign, IL, New York City, including free downtown wireless project, Champaign, IL. (cite article.)

- Pavlov Media CEO - 6/01/2006
- Fusion Broadband CEO – 1/19/2005
- Fusion Broadband COO – 4/01/2004
- DMISI – Founder and CEO - 2/14/1996

Education

1990-1996 University of Illinois, Champaign, IL
General Engineering, BS

Reference List

Corporate References

Lindsey Dalrymple

Manager, Technical Projects
American Campus Communities
12700 Hill Country Blvd, Suite T-200
Austin, TX 78738
P: 512.732.1082

John Griffiths

Director—Construction Operations
Campus Crest Group
2100 Rexford Road #414
Charlotte, NC 28211
C: 252.378.5705
E: john.griffiths@campuscrest.com

Matthew Williamson

Director of Information & Technology
Scion Group
30 West Hubbard Street, Fifth Floor
Chicago, IL 60610
P: 812.333.3177
C: 812.287.1785
E: mew@thesciongroup.com

Michael Hanley

Senior Vice President
Campus Advantage
110 Wild Basin Rd. #365
Austin, TX 78746
P: 512.472.6222
E: mhanley@campusadv.com

Corey M. Wenzel CPA, MBA

Wenzel & Associates Ltd.
1 Sunset Hills Professional Center, Suite D
Edwardsville, IL 62025
P: 618.692.9047
E: corey@wenzelcpa.com

Juston Trimback

Managing Member
HTC Properties
2814 Stadium Dr.
Phenix City, AL 27713
P: 334.468.0604
E: trimback@msn.com

Todd Engstrom

Dobie Center
2021 Guadalupe St.
Austin, Texas 78705
E: tengstrom@campusadv.com

Please call your Pavlov Media Sales Representative before contacting our references. We would like to be considerate and let our references know that they may be contacted.

Updated 6/2013

PAVLOV
media™
Simply Exceptional Connections

EXHIBIT F

FILED UNDER SEAL

Pavlov Media, Inc. Summary Income Statement

For the Period from 1/1/2013 to 12/31/2013

Revenue	
Cost of Goods Sold	
Operations	
SG & A Expense	
EBITDA	<hr/>
Depreciation & Amortization	
Other Income	
Other Expense	<hr/>
Net Income	<hr/> <hr/>

Pavlov Media, Inc. Balance Sheet

As of 12/31/2013

Assets

Current Assets

Cash
 Accounts Receivable
 Inventory
 Prepaid Expenses

Total Current Assets

Long Term Assets

Work in Process
 CCG-DHC-WL Subsidiary
 Fixed Assets
 Intangible Assets

Total Long Term Assets

Total Assets

Liabilities & Equity

Liabilities

Accounts Payable
 Long Term Debt 3rd Party
 Taxes Payable
 Interest Payable
 Unearned Revenue
 Leases Payable
 Other Current Liabilities
 Long-Term Debt SDL

Total Liabilities

Equity

Common Stock
 Additional Paid-in Capital - Common
 Retained Earnings

Total Equity

Total Liabilities & Equity

Campus Communications Group Inc. Summary Income Statement

For the Period from 1/1/2013 to 12/31/2013

Revenue	
Cost of Goods Sold	
Operations	
SG & A Expense	
EBITDA	_____
Depreciation & Amortization	
Other Income	
Other Expense	_____
Net Income	=====

PUBLIC DISCLOSURE

Campus Communications Group, Inc. Balance Sheet

As of 12/31/2013

Assets

Current Assets

Cash

Total Current Assets

Long Term Assets

Work in Process

Fixed Assets

Intangible Assets

Total Long Term Assets

Total Assets

=====

Liabilities & Equity

Liabilities

Accounts Payable

Long Term Debt 3rd Party

Taxes Payable

Other Current Liabilities

Total Liabilities

Equity

Common Stock

Retained Earnings

Total Equity

Total Liabilities & Equity

=====

April 18, 2014

Sharla Dillon
Tennessee Regulatory Authority
Andrew Jackson State Office Bldg.
502 Deaderick Street, 4th Floor
Nashville, TN 37243

RE: Letter of Financial Commitment

To Whom It May Concern:

As an officer of Campus Communications Group, Inc.'s (the "Applicant") parent company, Pavlov Media, Inc., I hereby attest and certify that Pavlov Media, Inc. intends to commit the financial resources to fund the start-up of the Applicant's competitive local exchange carrier venture, as needed, for a period not to be limited to twelve months. As demonstrated by the attached financial exhibit, Pavlov Media, Inc. has the financial strength to provide all necessary funds.

Sincerely,

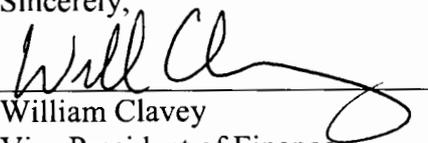

William Clavey
Vice President of Finance
Pavlov Media, Inc.

EXHIBIT G

FILED UNDER SEAL

Campus Communications Group Inc
State of Tennessee 3 Year Forecast
5/5/2014

Capital Expenditure Budget



	2014	2015	2016
\$			\$
\$			\$
\$		\$	\$

EXHIBIT H

Corporate Surety Bond

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 2120357

WHEREAS, Campus Communications Group, Inc., PO Box 25, Champaign, IL 61824-0025 (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, Old Republic Surety Comapny (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 17th day of April, 2014, 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

Campus Communications Group, Inc.
Name of Company authorized by the TRA

Company ID # as assigned by TRA

SURETY

Old Republic Surety Company
Name of Surety

1503 42nd St, Ste 100, West Des Moines, IA 50266
Address of Surety

SIGNATURE OF PRINCIPAL

Will Cl
Name: WILLIAM CLARK
Title: VP FINANCE

SIGNATURE OF SURETY AGENT

Debra S. McGough
Name: Debra S. McGough
Title: Attorney-in-Fact

Address of Surety Agent:

Wells Fargo Insurance Services USA Inc.
PO Box 4016
Champaign, IL 61824-4016

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

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ ILLINOIS
COUNTY OF CHAMPAIGN

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

WITNESS my hand and seal this 5th day of MAY, 2014.

My Commission Expires:

8/29, 2016

Patricia L. O'Connor
Notary Public
OFFICIAL SEAL
PATRICIA L. O'CONNOR
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/29/16

ACKNOWLEDGMENT OF SURETY

STATE OF TENNESSEE
COUNTY OF _____

See Power and Jurat for Old Republic Surety
Attorney-in-fact, State of Illinois, County of Champaign

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 _____, 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 _____ day of _____, 20__.

My Commission Expires:

_____, 2000

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:



OLD REPUBLIC SURETY COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That OLD REPUBLIC SURETY COMPANY, a Wisconsin stock insurance corporation, does make, constitute and appoint:

ANTHONY R. ACKERMAN, DOUGLAS C. FIELDS, DONNA SIDDENS, DEBRA S. MC GOUGH, KAREN J. SCOTT, PAMELA S. JARVIS, MICHAEL C. STIFF, CINDY L. CUNNINGHAM, LUCAS J. SHERMAN, ROGER L WIND, OF CHAMPAIGN, IL

its true and lawful Attorney(s)-in-Fact, with full power and authority, not exceeding \$20,000,000, for and on behalf of the company as surety, to execute and deliver and affix the seal of the company thereto (if a seal is required), bonds, undertakings, recognizances or other written obligations in the nature thereof, (other than bail bonds, bank depository bonds, mortgage deficiency bonds, mortgage guaranty bonds, guarantees of installment paper and note guaranty bonds, self-insurance workers compensation bonds guaranteeing payment of benefits, asbestos abatement contract bonds, waste management bonds, hazardous waste remediation bonds or black lung bonds), as follows:

ALL WRITTEN INSTRUMENTS IN AN AMOUNT NOT TO EXCEED AN AGGREGATE OF ONE MILLION DOLLARS(\$1,000,000)----- FOR ANY SINGLE OBLIGATION, REGARDLESS OF THE NUMBER OF INSTRUMENTS ISSUED FOR THE OBLIGATION.

and to bind OLD REPUBLIC SURETY COMPANY thereby, and all of the acts of said Attorneys-in-Fact, pursuant to these presents, are ratified and confirmed. This document is not valid unless printed on colored background and is multi-colored. This appointment is made under and by authority of the board of directors at a special meeting held on February 18, 1982. This Power of Attorney is signed and sealed by facsimile under and by the authority of the following resolutions adopted by the board of directors of the OLD REPUBLIC SURETY COMPANY on February 18, 1982.

RESOLVED that, the president, any vice-president, or assistant vice president, in conjunction with the secretary or any assistant secretary, may appoint attorneys-in-fact or agents with authority as defined or limited in the instrument evidencing the appointment in each case, for and on behalf of the company to execute and deliver and affix the seal of the company to bonds, undertakings, recognizances, and suretyship obligations of all kinds; and said officers may remove any such attorney-in-fact or agent and revoke any Power of Attorney previously granted to such person.

RESOLVED FURTHER, that any bond, undertaking, recognizance, or suretyship obligation shall be valid and binding upon the Company (i) when signed by the president, any vice president or assistant vice president, and attested and sealed (if a seal be required) by any secretary or assistant secretary; or (ii) when signed by the president, any vice president or assistant vice president, secretary or assistant secretary, and countersigned and sealed (if a seal be required) by a duly authorized attorney-in-fact or agent; or (iii) when duly executed and sealed (if a seal be required) by one or more attorneys-in-fact or agents pursuant to and within the limits of the authority evidenced by the Power of Attorney issued by the company to such person or persons.

RESOLVED FURTHER, that the signature of any authorized officer and the seal of the company may be affixed by facsimile to any Power of Attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligations of the company; and such signature and seal when so used shall have the same force and effect as though manually affixed.

IN WITNESS WHEREOF, OLD REPUBLIC SURETY COMPANY has caused these presents to be signed by its proper officer, and its corporate seal to be affixed this 15TH day of NOVEMBER, 2013.

Phyllis M. Johnson
Assistant Secretary



OLD REPUBLIC SURETY COMPANY

Alan Pavlic
President

STATE OF WISCONSIN, COUNTY OF WAUKESHA-SS

On this 15TH day of NOVEMBER, 2013, personally came before me, Alan Pavlic and Phyllis M. Johnson, to me known to be the individuals and officers of the OLD REPUBLIC SURETY COMPANY who executed the above instrument, and they each acknowledged the execution of the same, and being by me duly sworn, did severally depose and say; that they are the said officers of the corporation aforesaid, and that the seal affixed to the above instrument is the seal of the corporation, and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority of the board of directors of said corporation.



Kathryn R. Pearson
Notary Public
My commission expires: 9/28/2014

CERTIFICATE

I, the undersigned, assistant secretary of the OLD REPUBLIC SURETY COMPANY, a Wisconsin corporation, CERTIFY that the foregoing and attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolutions of the board of directors set forth in the Power of Attorney, are now in force.

40-1827

Signed and sealed at the City of Brookfield, WI this 17th day of April, 2014



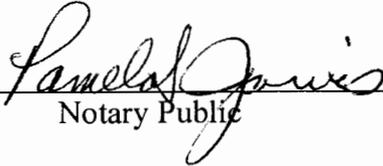
Jan E. Sherman
Assistant Secretary

WELLS FARGO INSURANCE SERVICES

THIS DOCUMENT HAS A COLORED BACKGROUND AND IS MULTI-COLORED ON THE FACE. THE COMPANY LOGO APPEARS ON THE BACK OF THIS DOCUMENT AS A WATERMARK. IF THESE FEATURES ARE ABSENT, THIS DOCUMENT IS VOID

State of Illinois)
)ss:
County of Champaign)

On this 17th day of April, 2014 before me appeared Debra S. McGough to me personally known, who being by me duly sworn, did say that she is the aforesaid officer or attorney in fact of the Old Republic Surety Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by the aforesaid officer, by authority of its Board of Directors and the aforesaid officer acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

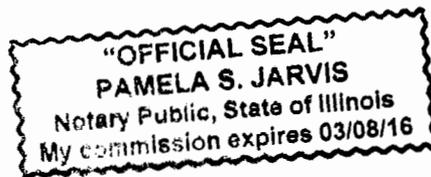


EXHIBIT I

Small and Minority-Owned Telecommunications
Business Participation Plan

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Campus Communications Group, Inc. (“CCG”) 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. CCG 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. CCG 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, CCG will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to CCG of such opportunities. CCG’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, CCG 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

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

William Clavey
Campus Communications Group, Inc.
206 North Randolph Street
Suite 200
Champaign, IL 61824
Tel. No.: (217) 353-3022

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 business 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 CCG 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 assistances with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

CCG will maintain records of qualified small and minority-owned business and efforts to

use the goods and services of such businesses. In addition, CCG will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

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

Campus Communications Group, Inc.

By: _____


William Clavey
Vice President of Finance

Dated: 4-25, 2014.

EXHIBIT J

Toll Dialing Parity Plan

Applicant intends to provision voice services in Tennessee initially only as Interconnected VoIP. These services will provide customers unlimited local and domestic long distance calling with no additional usage charges for intraLATA, intrastate or interstate calls. Therefore, customers will not need to select separate intraLATA or other toll providers. Applicant will not initially provide switched local exchange services. If Applicant decides to provide non-VoIP, switched local exchange services, Applicant will prepare and submit a Toll Dialing Parity Plan. Applicant will comply with all FCC and TRA, including all rules addressing slamming.

EXHIBIT K

Notice of Application

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION)
OF CAMPUS COMMUNICATIONS GROUP, INC.)
FOR A CERTIFICATE TO PROVIDE COMPETING)
INTRASTATE AND LOCAL)
TELECOMMUNICATIONS SERVICES)

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Regulatory Authority Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on May 12, 2014 Campus Communications Group, Inc. filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Intrastate and Local Telecommunications Services.

This ~~12~~¹⁷ day of May, 2014.

Campus Communications Group, Inc.

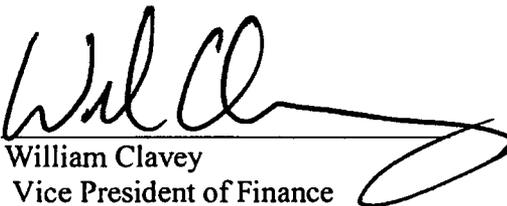
BY: 
William Clavey
Vice President of Finance

EXHIBIT L

Numbering Issues

Applicant anticipates it will have less than 1,000 numbers in the state for the first year and will rely on its underlying providers to provide those numbers. Beyond the first year of operation, Applicant anticipates continuing to obtain numbers primarily from its underlying provider(s), but may, in limited cases, submit requests for numbering resources itself. Applicant understands that its underlying providers are currently in compliance and will continue to comply with Tennessee number conservation requirements. Applicant will also comply with all applicable number conservation requirements in Tennessee.

EXHIBIT M

Tennessee Specific Operational Issues

Applicant anticipates provisioning voice services primarily as interconnected VoIP service that will include unlimited local, intrastate and domestic long distance calling. As a result, customers will not be billed for countywide calls within Tennessee or long distance charges for calls within metro calling areas. Applicant will initially obtain numbers from its underlying providers. These carriers will be responsible for updating the Tennessee County Wide Calling database with information on the current county location of numbers provided to Applicant. Applicant does not intend to telemarket its services in Tennessee.

EXHIBIT N

Sworn Pre-filed Testimony

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

**APPLICATION OF CAMPUS COMMUNICATIONS
GROUP, INC. FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL TELEPHONE SERVICES**

PRE-FILED TESTIMONY OF WILLIAM CLAVEY

I, William Clavey, do hereby testify as follows in support of the application of Campus Communications Group, Inc. ("CCG") for a Certificate of convenience and necessity as a competing telecommunications service provider to provide telecommunication services throughout the State of Tennessee.

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

A: My name is William Clavey and I am the Vice President of Finance for CCG. My business address is 206 North Randolph Street, Suite 200, Champaign, IL 61820.

Q: Please briefly describe your duties.

A: Since 2010, I've been the Vice President of Finance for Campus Communications Group Inc (CCG). I am responsible for general business administration for CCG. I oversee a staff of eight that handles payables and receivables, human resources, legal, tax and corporate compliance.

Q: Please describe your business experience and educational background.

A: In 2008, I sold a very successful retail/wholesale computer products business, Champaign Computer Corporation, that I started in 1998. I was the general manager for one year for Eptco Corporation. During that year I setup the operational foundation for that business using similar systems to what were in place at Champaign Computer. Eptco was listed at 636 on the Inc 5000 List. In 2009 I was given the special project to close or fix CCG. We were able to make the company profitable quickly which led to my current position as Vice President of Finance. I have an associate's degree in business administration from Parkland College and a Bachelor's degree from Eastern Illinois University.

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

A: Yes.

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

A: Yes.

Q: Please describe CCG's financial qualifications.

A: CCG is financially qualified to provide the proposed telecommunications services within Tennessee. (Please see Financial Statements attached to the Application).

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

A: CCG possesses the managerial and technical qualifications to provide local exchange service in Tennessee. CCG's management team has considerable experience in network operations, financial analysis/accounting, customer service, training, sales, regulatory, and other relevant areas. A description of the telecommunications experience and expertise of CCG's key management personnel is attached to the Application. As the resumes of key personnel reflect, these individuals have significant experience in telecommunications operations. The management team will draw upon their individual experience, as well as their collective experience, to ensure that CCG is managed and operated efficiently and profitably.

Q: What services will CCG offer?

A: CCG seeks authority to provide competitive local exchange telecommunications services through the use of their own facilities. CCG intends to offer internet access and voice over internet protocol services to commercial businesses, through installation and ownership of its own fiber.

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

A: Yes.

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

A: Yes.

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

A: Yes.

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

A: Yes.

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

A: No.

Q: Has CCG 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 CCG's operations and will serve as CCG's regulatory and customer service contact?

A: Myself and Michael O'Linc are knowledgeable about CCG's operations. I will serve as the regulatory contact and he will serve as the customer service contact.

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

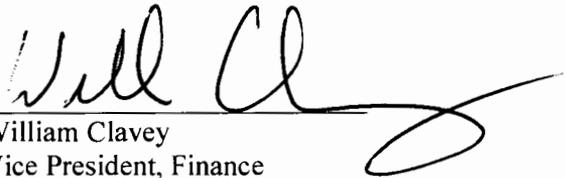
A: CCG will handle customer service orders, requests, inquiries, and/or complaints through its national toll-free number 1-800-533-7448. This number will be printed on customer invoices.

CCG's customer service center is staffed by knowledgeable customer service representatives. Resolution and/or escalation of customer service complaints will be handled in conformity with applicable TRA regulations.

Q: Does this conclude your testimony?

A: Yes.

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


William Clavey
Vice President, Finance
Campus Communications Group, Inc.

Respectfully submitted this 24 day of April, 2014.

Notary Public 

State of Illinois

County of CHAMPAIGN

My commission expires 8/29/16

