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May 28, 2014

Mr. Joe Werner, Chief  
Telecommunications Division  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

DOCKET NO.

14-00060

RE: Application of Illinois Network Alliance, LLC dba Bluebird Network, LLC for a Certificate to Provide Competing Local Telecommunications Services in the State of Tennessee

On behalf of Illinois Network Alliance, LLC dba Bluebird Network, LLC, enclosed for filing with the Commission are an original and thirteen (13) copies of the above-referenced application and a check in the amount of \$25.00 for the requisite application filing fee.

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 301-788-6889 or at [tfireccg@myactv.net](mailto:tfireccg@myactv.net).

Sincerely,

A handwritten signature in black ink that reads 'Terri K. Firestein'.

Terri K. Firestein  
Sr. Director  
CCG Consulting  
for Illinois Network Alliance, LLC  
dba Bluebird Network, LLC

Enclosures

10806 Garrison Hollow Rd., Clear Spring, Maryland 21722

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
OF ILLINOIS NETWORK ALLIANCE, LLC  
DBA BLUEBIRD NETWORK, LLC FOR A  
CERTIFICATE TO PROVIDE  
COMPETING INTRASTATE AND LOCAL  
TELECOMMUNICATION 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"), Illinois Network Alliance, LLC dba Bluebird Network, LLC ("INA" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to INA authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. INA 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, Applicant submits the following:

1. The full name and address of the Applicant is:  
Illinois Network Alliance, LLC  
dba Bluebird Network, LLC  
2005 W Broadway, Suite 110, Building A  
Columbia, MO 65203

Questions regarding this application should be directed to:  
Terri K. Firestein  
Sr. Director  
CCG Consulting  
10806 Garrison Hollow Rd.  
Clear Spring, Maryland 21722  
Telephone: (301) 788-6889  
tfireccg@myactv.net

Contact name and address at the Company is:

Michael C. Morey, Chief Operating Officer  
Illinois Network Alliance, LLC  
dba Bluebird Network, LLC  
2005 W. Broadway, Suite 110, Building A  
Columbia, MO 65203  
Telephone: (816) 237-2110  
[michael.morey@bluebirdnetwork.com](mailto:michael.morey@bluebirdnetwork.com)

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information. See **Exhibit A**

3. Corporate Information:

Applicant was incorporated in the state of Illinois on April 2, 2009. A copy of Applicant's Articles of Incorporation and amendments are provided in **Exhibit B**. A copy of Applicant'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 biographies of the principal officers and other key technical staff are in **Exhibit E**.

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

A. Financial Qualifications:

In support of its financial qualifications, Applicant submits its audited balance sheets and related statements of operation, changes in member equity and cash flows for years ended December 31, 2012 and 2013 as **Exhibit F**. Applicant states that its financial information nor projected financials reflect any revenues or expenses associated with reciprocal compensation.

Applicant's equipment and/or facilities in Tennessee will not be in excess of \$5,000,000 therefore Applicant's (Corporate Surety Bond or irrevocable letter of credit in the amount of \$20,000) is provided as **Exhibit G**.

B. Managerial Ability:

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

C. Technical Qualifications:

Applicant services will satisfy the minimum standards established by the TRA. Applicant intends to elect 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 several officers with engineering backgrounds and numerous years of telecommunications expertise. Thus, Applicant is certainly technically qualified to provide a variety of forms of telecommunications services in Tennessee.

5. Proposed Service Area:

The applicant proposes to offer its services throughout the State of Tennessee with an initial proposed service area being those areas currently being served by AT&T- Tennessee and CenturyLink - Tennessee, which are designated open to competition. Applicant intends to offer a broad range of telecommunications services through the use of its own facilities, resold ILEC facilities, third party facilities and a combination of these provisioning methods.

6. Types of Local Exchange Service to be provided:

Applicant intends to provide an array of facilities based, leased and resale competitive wholesale and retail telecommunications and transport services including, but not limited to, dedicated and switched access services, private line services, enhanced services, broadband services and voice telecommunications services including but not limited to local exchange, and interexchange services. Applicant plans to offer basic access line service, PBX and DID Services, Number Portability, Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2). Applicant will provide management, operations and development support to telecommunications service providers and wholesale voice, broadband and data service solutions to other service providers. Applicant will utilize a billing system developed in-house in 2001 with support from our circuit ordering and provisioning system in order to bill wholesale and retail customers. Installation and repair services will be provided by a combination of personnel located in Missouri and local contractors located in Tennessee.

7. Repair and Maintenance:

Applicant understands the importance of effective customer service for local service customers. Applicant will make arrangements for its customers to call the company on a toll-free customer service number. In addition, customers may contact the company in writing at the headquarters address, as well as via email at [www.NOC@bluebirdnetwork.com](mailto:www.NOC@bluebirdnetwork.com). The toll free number will be printed on the customer's monthly billing statements. The contact person knowledgeable about INA's Tennessee operations is Stephen M. Crane, 816-237-2123, [steve.crane@bluebirdnetwork.com](mailto:steve.crane@bluebirdnetwork.com).

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 INA 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 INA and indirectly, because Applicant'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 H**

9. Toll Dialing Parity Plan: **Exhibit I**

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 J** for the list.

11. **Numbering Issues:** Statement provided in **Exhibit K**

12. **Tennessee Specific Operational Issues:** Statements provided in **Exhibit L**

13. **Miscellaneous:**

A. Sworn Pre-filed testimony of Mr. Michael Morey: **Exhibit M**

B. Applicant does not require customer deposits

C. As of now, INA has not been subject to complaints in any of the states in which they are doing business.

D. A copy of a tariff is not enclosed. Applicant intends to elect Market Regulation once the certificate of convenience and necessity is approved. INA will maintain terms and conditions for service, service and product rates, instruction for filing a complaint, company contact information and other information on its website.

### **CONCLUSION:**

INA 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 services on a facilities-based and resale basis throughout the State of Tennessee initially in the service areas of AT&T and CenturyLink and then possibly in any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, INA'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.

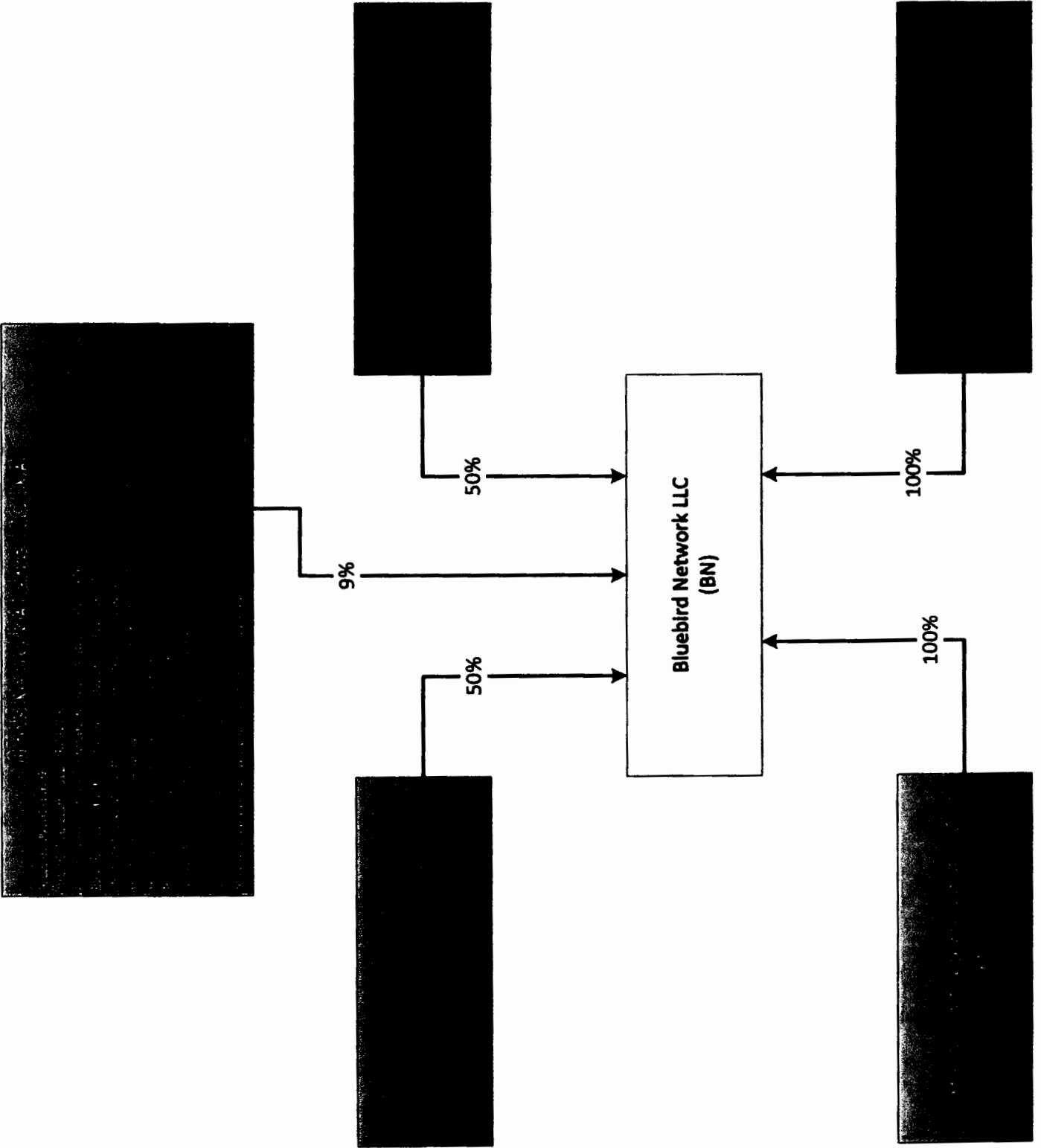
Respectfully submitted this 16<sup>th</sup> day of May, 2014



Terri K. Firestein

Consultant for Illinois Network Alliance, LLC dba Bluebird Network, LLC

**EXHIBIT A**  
**ORGANIZATIONAL CHART**





**EXHIBIT B**  
**ARTICLES OF INCORPORATION**

<b>Form LLC-5.5</b> April 2007 Secretary of State James White Department of Business Services Limited Liability Division 601 S. Second St., Rm. 361 Springfield, IL 62759 217-554-6005 www.sylsarchivillinois.com Payment must be made by verified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.	<b>Illinois Limited Liability Company Act Articles of Organization</b>  <b>ILLINOIS SECRETARY OF STATE</b> Must be typewritten.  This space for use by Secretary of State.  Filing Fee: \$500 Approved: LB	<b>FILE # 0270 952 9</b>  This space for use by Secretary of State.  <b>FILED</b> <b>04/02/09</b> <b>RECEIVED</b> <b>SECRETARY OF STATE</b>
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1. Limited Liability Company Name: ILLINOIS NETWORK ALLIANCE, LLC

The LLC name must contain the words Limited Liability Company, L.L.C., or LLC and cannot contain the terms Corporation, Corp., Incorporated, Inc., Ltd., Co., Limited Partnership or L.P.

2. Address of Principal Place of Business where records of the company will be kept: (P.O. Box alone or c/o is unacceptable.)

21608 Duval Arch Road, Sturton, IL 62068

3. Articles of Organization effective on: (check one)

☒ the filing date

☐ a later date (not to exceed 90 days after the filing date): \_\_\_\_\_  
Month, Day, Year

4. Registered Agent's Name and Registered Office Address:

Registered Agent: Tracy J. Nugent

First Name

Middle Initial

Last Name

Registered Office: 308 W. Church Street

(P.O. Box alone or  
c/o is unacceptable.)

Number

Street

Suite #

Champaign, IL 61820

City

ZIP Code

Champaign

County

5. Purpose(s) for which the Limited Liability Company is organized: (If more space is needed, attach additional sheets of this size.)

"The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act."

6. Label date, if any, upon which the company is to dissolve: \_\_\_\_\_  
(Leave blank if duration is perpetual.) Month, Day, Year

LLC-4.5

7. (OPTIONAL) Other provisions for the regulation of the internal affairs of the Company: (If more space is needed, attach additional sheets of this size.)

8. The Limited Liability Company: (Check either a or b below.)  
a. ☐ is managed by the manager(s) (List names and business addresses.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- b. ☐ has management vested in the member(s) (List names and addresses.)

Technology Group, L.L.C. Egyptian Communication Services, Inc. Alhambra-Grantlork Communications, Inc.

21668 Double Arch Rd. 1010 W. Broadway 14 Wall St.

Shenandoah, IL 62088 Steeleville, IL 62288 Alhambra, IL 62001

9. Name and Address of Organizer(s)  
I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated April 2, 2008  
Month & Day Year

1.   
Signature  
Robert W. Schwartz, F100000X  
Name (type or print)

\_\_\_\_\_  
Name if a Corporation or other entity, and Title of Signer

1. 21668 Double Arch Road  
Number Street  
Shenandoah, IL 62088  
City/Town

\_\_\_\_\_ \_\_\_\_\_  
State ZIP Code

2. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name (type or print)

\_\_\_\_\_  
Name if a Corporation or other entity, and Title of Signer

2. \_\_\_\_\_  
Number Street  
\_\_\_\_\_  
City/Town

\_\_\_\_\_ \_\_\_\_\_  
State ZIP Code

Signatures must be in black ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.

Articles of Organization  
Illinois Network Alliance, LLC

9(b). Additional names and address of Members:

Hamilton County Communications, Inc.  
P.O. Box Drawer B  
Dahlgren, IL 62828

Wabash Independent Networks, Inc.  
210 S. Church Street  
Louisville, IL 62858

Progressive Voice & Data, Inc.  
301 N. Douglas Street  
St. Jacob, IL 62281

Adams Telecom, Inc.  
405 Ewinga Road  
P.O. Box 248  
Golden, IL 62339

Western Illinois Network Services, LLC  
210 North Coal  
Colchester, IL 62326

MTC Communications, Inc.  
210 North Coal  
Colchester, IL 62326

Shawnee Communications, Inc.  
120 W. Lane Street  
Equality, IL 62934

**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

Illinois Network Alliance, LLC  
STE 110 BLDG A  
2005 W BROADWAY  
COLUMBIA, MO 65203-1298

February 27, 2014

### Filing Acknowledgment

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

<b>SOS Control # :</b>	<b>749045</b>	Formation Locale:	ILLINOIS
Filing Type:	Limited Liability Company - Foreign	Date Formed:	04/02/2009
Filing Date:	02/26/2014 12:54 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2015
Duration Term:	Perpetual	Image # :	7291-2115
Managed By:	Manager Managed		

#### Document Receipt

Receipt # : 1340388	Filing Fee:	\$300.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$320.00
Deposit-Account - CFS-1, NASHVILLE, TN		\$20.00

**Registered Agent Address:**  
NATIONAL CORPORATE RESEARCH, LTD., INC.  
STE B  
992 DAVIDSON DR  
NASHVILLE, TN 37205-1051

**Principal Address:**  
STE 110 BLDG A  
2005 W BROADWAY  
COLUMBIA, MO 65203-1298

Congratulations on the successful filing of your **Application for Certificate of Authority** for **Illinois Network Alliance, 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](http://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: Jeff Cook

# APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4333)

Page 1 of 2



Business Services Division  
Tre Hargett, Secretary of State  
State of Tennessee  
312 Ross L. Parks Ave., 6th Fl.  
Nashville, TN 37243-1103  
(615) 741-3286

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: Illinois Network Alliance, 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: State of Illinois

and the date of its formation is: 04/02/09 and the date it commenced doing business in Tennessee is: \_\_\_\_\_

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: National Corporate Research, Ltd., Inc.

Address: 992 Davidson Drive, Suite B

City: Nashville State: TN Zip Code: 37205 County: Davidson

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: \_\_\_\_\_

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



8. Number of Members at the date of filing: 2

9. Period of Duration: ☒ Perpetual ☐ Other \_\_\_\_\_

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

Address: 2005 W. Broadway, Building A, Suite 110

City: Columbia State: Missouri Zip Code: 65203

<b>APPLICATION FOR CERTIFICATE OF AUTHORITY</b> <b>LIMITED LIABILITY COMPANY</b> (ss-4223)		Page 2 of 2
	<b>Business Services Division</b> <b>Tre Hargett, Secretary of State</b> State of Tennessee 245 Ross L. Fife Bldg, 6th Fl. Nashville, TN 37203-1198 (615) 941-3284  Filing Fee: \$50.00 per member (minimum fee = \$300, maximum fee = \$3,000)	<b>For Office Use Only</b>
The name of the Limited Liability Company is: <u>Hillstate Network Alliance, LLC</u>		
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.) <input type="checkbox"/> 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. §97-4-2004. 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.) <input type="checkbox"/> I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders. <input type="checkbox"/> I certify that this entity meets the requirement of T.C.A. §46-246-1123(b)(3) Licensed Professional: _____		
14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.) <input type="checkbox"/> I certify that this entity meets the requirements of T.C.A. §46-246-300(i) If the provisions of T.C.A. §46-246-300(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) <input type="checkbox"/> This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____ <input type="checkbox"/> 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: _____		
<u>2/20/14</u> Signature Date	 Signature	
Chief Operating Officer Signer's Capacity (if other than individual capacity)	Michael C. Morey Name (printed or typed)	



File Number 0278952-3



*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

ILLINOIS NETWORK ALLIANCE, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 02, 2009, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 1405202062

Authenticate at: <http://www.cyberdriveillinois.com>

*In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 21ST day of FEBRUARY A.D. 2014*

*Jesse White*

SECRETARY OF STATE

1/29/2014, 02/26/2014, 12:54:39, Received by Tennessee Secretary of State Tre Hargett

## **EXHIBIT D**

### **OFFICERS**

President	Michael Morey	800 Northwest Chipman Rd. Suite 5750 Lee's Summit, MO 64063
Chief Financial Officer	Chris Bach, C.P.A.	800 Northwest Chipman Rd. Suite 5750 Lee's Summit, MO 64063
Chief Operating Officer	Steve Crane	800 Northwest Chipman Rd. Suite 5750 Lee's Summit, MO 64063

**EXHIBIT E**  
**MANAGERIAL AND TECHNICAL CAPABILITY**

- 1. Michael C. Morey, President**
- 2. Stephen M. Crane, Chief Operating Officer**
- 3. Donald Gehringer, Director of Network Engineering**
- 4. Mike Hanson, Director of Network Operations.**

**Michael C. Morey****President & Chief Executive Officer**

Mr. Morey joined Bluebird Network in January, 2012. He previously served as President & CEO of Voxitas (now merged with Appia Communications) in St. Louis, Missouri. Morey has more than 30 years of telecommunications experience including 13 years in various management positions at AT&T, founding Voxitas, and serving as Senior Vice President of NuVox, a national telephone company headquartered in St. Louis. Additionally, he served as regional Vice President of Electric Lightwave, a regional fiber-optic service provider headquartered in western United States. Under Morey's leadership, Voxitas was ranked as one of the fastest growing companies by INC 5000 and the St. Louis Business Journal for multiple years. He earned a MBA and a BS from the University of Southern California.

**Chris Bach, C.P.A.****Chief Financial Officer**

Mr. Bach was on the ground floor of the Bluebird Media start-up serving as its CFO. In that capacity, he ensured compliance on the \$45 million federal grant; plus, he lead and managed the \$110 million merger with Missouri Network Alliance (MNA). He continues in the position of CFO for Bluebird Network where his knowledge of the company has helped create and execute a strong business plan. He oversees all aspects of the financial and accounting functions of the business and communicates his strategic vision with the board of directors and executive management team. Along with Mr. Bach's 15+ years of experience in public and private auditing and accounting, he brings his uncompromising integrity and high ethical standards to Bluebird Network.

**Stephen Crane****Chief Operating Officer**

Mr. Crane was named Chief Operating Officer of Bluebird Network in August, 2013, after serving as Vice President of Engineering & Operations since 2000. He has 30 years of telecommunication experience that includes work at MCI Telecommunications, Sprint, and Aerial Communications/VoiceStream Wireless/T-Mobile. He has a comprehensive technical understanding of network design, planning and systems engineering. Mr. Crane has a diverse background in wireless, local, long distance and broadband technologies that prepare him for the complexities of the converging telecommunications industry and the expansion of the network demand.

Background of:

**Don Gehringer**  
**Director, Network Engineering**  
**Missouri Network Alliance, LLC, dba Bluebird Network**

Don Gehringer has 35 years of experience in the communications industry. Don began his career in telecommunications as a central office equipment installer and was quickly promoted to lead installer with Falcon Communications. During Don's tenure with Falcon valuable hands on experience was gained in all aspects of analog and digital technologies.

In 1978 Don hired on with Sprint/United Telephone as a Central Office Equipment Installer in Sprint's Midwest Region. Over the next 20 years with Sprint Don accepted promotions to Network Control Center Analyst, Network Design Engineer, Senior Network Design Engineer, Network Planning Engineer and Interim Strategic Network Planning Manager. Don was team leader for the engineering and design of 800 Portability and Interchangeable NPA Codes for Sprint's Midwest Region.

In 1996 Don hired on with Sprint PCS as Senior Network Design Engineer. Don's principal accountabilities were to ensure that new and existing investment in the most efficient wireless network configuration is utilized to optimize capital resources for the Kansas City and Wichita MTAs. Don also played a "key" role in the overall network design and implementation standards for Sprint PCS.

In 1997 Don accepted a job with Aerial Communications Inc./Voice Stream/T-Mobile Wireless as Level IV Fixed Network Engineer. Don was responsible for current competitive situation with respect to local calling areas, numbering and dialing patterns to be competitive in individual markets. Don was also responsible for central office equipment quantities and provided capital requirements for switching and software.

Don joined Missouri Network Alliance on December 4, 2000 as Manager, Network Engineering and was quickly promoted to Director, Network Engineering. Don leads a team engineers responsible for detail engineering and procurement activities for Missouri Network Alliance.

Background of:

**Mike Hanson**

**Director, Network Operations**

**Missouri Network Alliance, LLC, dba Bluebird Network**

Mike Hanson has 35 years of experience in the communication industry. Mike began his communication career with 6 years in the US Navy. Mike spent two years with Northern Telecom as a pioneer installer of DMS-100 and DMS-200 digital switching systems. Mike spent three years as a Central Office Equipment Supervisor with Bixby Telephone Company in Bixby, Oklahoma.

In 1984 Mike hired on with Sprint/United Telephone as a Network Operations Control Center (NOCC) Engineer. Over the next 15 years Mike accepted additional responsibilities within Sprint's Western Operations Control Center. Mike was an instrumental leader in the development and growth of Sprint's NOCC from a team of 7 when he started to a team of 300 when he left the center in 1999 as a General Manager.

Mike spent his last year with Sprint in their Broadband Local Networks Division. Mike was a Principle Network Design Engineer responsible for network design functions in support of Sprint's ION network.

Mike has a General Radiotelephone License and extensive training and experience in the design, engineering, maintenance and operations of digital switching systems, Local Area Network (LAN) systems and Wide Area Network (WAN) data communications solutions.

Mike Joined Missouri Network Alliance on October 9, 2000 as Manager, Network Operations and was quickly promoted to Director, Network Operations. Mike leads a team of Field Engineers responsible for network maintenance, circuit installation and trouble resolution.

**EXHIBIT F**  
**FINANCIAL CAPABILITY**

**1. Audited Financial Statements**

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**FINANCIAL STATEMENTS  
WITH INDEPENDENT AUDITOR'S REPORT  
Years ended December 31, 2013 and 2012**



**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors  
Illinois Network Alliance  
Staunton, Illinois

### Report on the Financial Statements

We have audited the accompanying balance sheets of Illinois Network Alliance (an Illinois limited liability company) as of December 31, 2013 and 2012, and the related statements of operations, changes in members' equity and cash flows for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment; including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant estimates made by management as well as evaluating the overall financial statement presentation.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Illinois Network Alliance as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*Kresting Associates LLP*

West Des Moines, Iowa

March 13, 2014

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**BALANCE SHEETS  
December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,207,302	\$ 1,474,538
Accounts receivable - members	103,126	-
Prepayments	119,835	102,048
Current portion of operating leases	<u>153,489</u>	<u>153,489</u>
	<u>1,583,752</u>	<u>1,730,075</u>
OTHER NONCURRENT ASSETS		
Partnership investments	18,978	10,642
Long-term operating leases, less current portion	<u>2,064,146</u>	<u>2,185,489</u>
	<u>2,083,124</u>	<u>2,196,131</u>
PROPERTY, PLANT AND EQUIPMENT		
Property, plant and equipment	5,678,956	3,861,448
Less accumulated depreciation	<u>1,427,924</u>	<u>844,863</u>
	4,251,032	3,016,585
Plant under construction	<u>399,651</u>	<u>768,924</u>
	<u>4,650,683</u>	<u>3,785,509</u>
TOTAL ASSETS	<u>\$ 8,317,559</u>	<u>\$ 7,711,715</u>

The accompanying notes are an integral part of these financial statements.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**BALANCE SHEETS  
December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
<u>LIABILITIES AND MEMBERS' EQUITY</u>		
CURRENT LIABILITIES		
Current portion of long-term debt	\$ 757,150	\$ 673,198
Current portion of capital lease	186,915	-
Accounts payable:		
Members	65,718	350
Other	<u>3,715</u>	<u>105,428</u>
	<u>1,013,498</u>	<u>778,976</u>
LONG-TERM DEBT, less current portion	<u>1,826,211</u>	<u>2,485,367</u>
OTHER NONCURRENT LIABILITIES		
Obligations under capital leases	<u>331,513</u>	<u>-</u>
MEMBERS' EQUITY	<u>5,146,337</u>	<u>4,447,372</u>
 TOTAL LIABILITIES AND MEMBERS' EQUITY	 <u>\$ 8,317,559</u>	 <u>\$ 7,711,715</u>

The accompanying notes are an integral part of these financial statements.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**STATEMENTS OF OPERATIONS  
Years ended December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
OPERATING REVENUES		
Broadband transport revenues	\$ <u>2,006,256</u>	\$ <u>1,576,724</u>
OPERATING EXPENSES		
Network operations	695,894	588,068
General support	17,806	16,414
Cost of services	428,770	345,550
Depreciation	583,060	395,419
General and administrative	404,473	471,350
General taxes	<u>240</u>	<u>23</u>
	<u>2,130,243</u>	<u>1,816,824</u>
OPERATING LOSS	<u>(123,987)</u>	<u>(240,100)</u>
OTHER INCOME (EXPENSE)		
Interest income	1,136	3,119
Allowance for funds used during construction	29,958	-
Losses from disposition of assets	-	(4,344)
Income (loss) from partnerships	8,336	(3,260)
Interest expense	<u>(133,304)</u>	<u>(135,770)</u>
	<u>(93,874)</u>	<u>(140,255)</u>
NET LOSS	<u>\$ (217,861)</u>	<u>\$ (380,355)</u>

The accompanying notes are an integral part of these financial statements.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**STATEMENTS OF CHANGES IN MEMBERS' EQUITY  
Years ended December 31, 2013 and 2012**

	Ownership Percentage <u>12/31/2012</u>	Ownership Percentage <u>12/31/2013</u>	Balance December 31, <u>2011</u>
Adams Telecom, Inc.	6.2990 %	6.2304 %	\$ 244,308
Alhambra-Grantfork Communications, Inc.	10.2190 %	10.1083 %	396,599
Egyptian Communication Services, Inc.	10.2190 %	10.1083 %	396,599
Hamilton County Communications, Inc.	10.2190 %	10.1083 %	396,599
Missouri Network Alliance, LLC	8.0000 %	9.0000 %	248,247
MTC Communications, Inc.	10.2190 %	10.1083 %	396,599
Progressive Voice & Data, Inc.	10.2190 %	10.1083 %	396,599
Shawnee Communications, Inc.	10.2190 %	10.1083 %	396,599
Technology Group, LLC	10.2190 %	10.1083 %	396,599
Wabash Independent Networks, Inc.	10.2190 %	10.1083 %	396,599
Western Illinois Network Services, Inc.	<u>3.9490 %</u>	<u>3.9032 %</u>	<u>126,931</u>
	<u>100.0000 %</u>	<u>100.0000 %</u>	<u>\$ 3,792,278</u>

The accompanying notes are an integral part of these financial statements.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**STATEMENTS OF CHANGES IN MEMBERS' EQUITY  
Years ended December 31, 2013 and 2012**

<u>Capital Contributions</u>	<u>2012 Net Loss</u>	<u>Balance December 31, 2012</u>	<u>Capital Contributions</u>	<u>2013 Net Loss</u>	<u>Balance December 31, 2013</u>
\$ 54,772	\$ (24,520)	\$ 274,560	\$ 53,036	\$ (13,722)	\$ 313,874
88,864	(39,782)	445,681	86,047	(22,264)	509,464
88,864	(39,782)	445,681	86,047	(22,264)	509,464
88,864	(39,782)	445,681	86,047	(22,264)	509,464
235,449	(22,219)	461,477	142,185	(17,429)	586,233
88,864	(39,782)	445,681	86,047	(22,264)	509,464
88,864	(39,782)	445,681	86,047	(22,264)	509,464
88,864	(39,782)	445,681	86,047	(22,264)	509,464
88,864	(39,782)	445,681	86,047	(22,264)	509,464
88,864	(39,782)	445,681	86,047	(22,264)	509,464
34,316	(15,360)	145,887	33,229	(8,598)	170,518
<u>\$ 1,035,449</u>	<u>\$ (380,355)</u>	<u>\$ 4,447,372</u>	<u>\$ 916,826</u>	<u>\$ (217,861)</u>	<u>\$ 5,146,337</u>

The accompanying notes are an integral part of these financial statements.



**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**STATEMENTS OF CASH FLOWS  
Years ended December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (217,861)	\$ (380,355)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	583,060	395,419
Equity awarded to Missouri Network Alliance, LLC	74,826	193,344
Equity (income) loss in unconsolidated affiliates	(8,336)	3,260
Realized loss on disposal of assets	-	4,344
Changes in assets and liabilities:		
(Increase) Decrease in:		
Receivables	(103,126)	27,151
Prepayments	103,556	68,898
Increase (Decrease) in:		
Accounts payable	10,382	34,523
Net cash provided by operating activities	<u>442,501</u>	<u>346,584</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	<u>(976,533)</u>	<u>(1,458,759)</u>
Net cash used in investing activities	<u>(976,533)</u>	<u>(1,458,759)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of long-term debt	(575,204)	(252,392)
Proceeds from long-term borrowing	-	724,354
Proceeds from capital contributions	842,000	842,105
Net cash provided by financing activities	<u>266,796</u>	<u>1,314,067</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(267,236)	201,892
Cash and Cash Equivalents at Beginning of Year	<u>1,474,538</u>	<u>1,272,646</u>
Cash and Cash Equivalents at End of Year	<u>\$ 1,207,302</u>	<u>\$ 1,474,538</u>

The accompanying notes are an integral part of these financial statements.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 1. ORGANIZATION**

Illinois Network Alliance (an Illinois limited liability company) (herein referred to as "the Company") was formed to fund, establish and provide a fiber optic network throughout the state of Illinois. The Company began providing services in 2009. The Company is currently owned by eleven members. There is a single class of membership units and each member is entitled to one vote for each membership unit owned. As a limited liability company, each member's liability is limited to amounts reflected in their respective member accounts, plus any debt for which a personal guarantee has been given. Under the terms of the Company's operating agreement, the Company's existence is perpetual.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The accounting policies of the Company conform to accounting principles generally accepted in the United States of America. Management uses estimates and assumptions in preparing its financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management has evaluated subsequent events through March 13, 2014, the date the financial statements were available for issue.

Cash Equivalents

All highly liquid investments with a maturity of three months or less at the time of purchase are considered cash equivalents.

Accounts Receivable

Receivables are reported at the amounts the Company expects to collect on balances outstanding at year end. The Company monitors outstanding balances and periodically writes off balances that are determined to be uncollectible. The Company has concluded that losses on balances outstanding at year end will be immaterial.

Investments

Nonmarketable equity investments over which the Company has significant influence are reflected on the equity method. Other nonmarketable equity investments are stated at cost.

Property, Plant and Equipment

Property, plant and equipment is capitalized at original cost including the capitalized cost of salaries and wages, materials, certain payroll taxes, employee benefits and interest incurred during the construction period.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Property, Plant and Equipment (Continued)

The Company provides for depreciation for financial reporting purposes on the straight-line method by the application of rates based on the estimated service lives of the various classes of depreciable property. These estimates are subject to change in the near term.

Long-Lived Assets

The Company would provide for impairment losses on long-lived assets when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. Based on current conditions, management does not believe any of its long-lived assets are impaired.

Income Taxes

Under provisions of the Internal Revenue Code, the partners include their respective shares of Partnership income or loss on their individual tax returns. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

The Company's federal and state tax returns for years 2010 to present remain subject to examination.

The Company has evaluated its income tax positions and has determined that there are no uncertain tax positions that need to be recorded or reported in the financial statements as of December 31, 2013.

Revenue Recognition

The Company recognizes revenues when earned regardless of the period in which they are billed.

Broadband transport revenues are recognized over the period a subscriber is connected to the network.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fair Value Measurements

The Company determines the fair value of its financial assets and liabilities based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following three levels of inputs may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Reclassifications

Certain reclassifications have been made to the 2012 financial statements to conform with the 2013 presentation.

**NOTE 3. COST AND EQUITY METHOD INVESTMENTS**

The Company has a 5.56% and 6.25% interest in the INDATEL Services, LLC partnership, as of December 31, 2013 and 2012, respectively, which operates a nationwide fiber network. This investment is accounted for by the equity method. For the investments (\$18,978 and \$10,642 at December 31, 2013 and 2012, respectively) accounted for under the equity method, the Company recognizes its proportionate share of the income and losses accruing to it under the terms of its partnership agreements.

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 3. COST AND EQUITY INVESTMENTS (Continued)**

The following is a summary of condensed unaudited financial information pertaining to the investment described above:

	December 31.	
	2013	2012
Assets	\$ 396,049	\$ 193,396
Liabilities	14,600	7,389
Equity	<u>\$ 381,449</u>	<u>\$ 186,007</u>

	Years ended December 31.	
	2013	2012
Revenues	\$ 676,363	\$ 260,283
Expenses	534,922	309,808
Net Income (Loss)	<u>\$ 141,441</u>	<u>\$ (49,525)</u>

Because of the lack of quoted market prices and the inability to estimate fair value without incurring excessive costs, management has determined it is not practical to estimate the fair value of these investments. However, management believes that the carrying amount of this investment at December 31, 2013, is not impaired.

**NOTE 4. LEASE COMMITMENTS**

The Company is obligated under certain non-cancelable operating leases. Assets held under these leases consist of fiber and other facilities. Most of these operating leases provide the Company the option after initial lease term to renew its lease for periods ranging from one month to five years. Lease costs for the years ended December 31, 2013 and 2012, were \$153,489 and \$152,412, respectively.

Certain leases contain prepayment clauses requiring up-front payments for the contract term, which are then amortized by the Company over the lease term. The prepaid balances are reflected on the Balance Sheets as current and long-term operating leases.

Year ending December 31.	Amount
2014	\$ 153,489
2015	153,489
2016	153,489
2017	153,489
2018	153,489

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 5. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment includes the following:

	<u>2013</u>	<u>2012</u>
Property, plant and equipment:		
Switching equipment	\$ 4,474,081	\$ 2,790,016
Outside plant	<u>1,204,875</u>	<u>1,071,432</u>
Total property, plant and equipment	<u>\$ 5,678,956</u>	<u>\$ 3,861,448</u>

Depreciation on depreciable property resulted in composite rates of 12.22% and 12.57% for 2013 and 2012, respectively.

**NOTE 6. CAPITAL LEASE OBLIGATIONS**

The Company is leasing system hardware and software requiring thirty-six monthly payments of \$16,293, inclusive of interest at 4.9757% per annum. The lease expires September 1, 2016 with a purchase option for \$1 at the end of the lease.

At December 31, 2013 and 2012, obligations under capital leases were as follows:

	<u>2013</u>	<u>2012</u>
Obligations under capital leases	<u>\$ 518,428</u>	<u>\$ -</u>

Future minimum lease payments under capital leases for the next three years are as follows:

2014	\$ 186,915
2015	195,836
2016	<u>135,677</u>
Total minimum lease payments	<u>\$ 518,428</u>

**NOTE 7. LONG-TERM DEBT**

Long-term debt consists of:

	<u>2013</u>	<u>2012</u>
Member Companies - 5.332%	\$ 2,007,676	\$ 2,067,631
Member Companies - 5%	161,033	366,580
Adva Optical Networking - 0%	<u>414,652</u>	<u>724,354</u>
Total long-term debt	2,583,361	3,158,565
Less current portion	<u>757,150</u>	<u>673,198</u>
	<u>\$ 1,826,211</u>	<u>\$ 2,485,367</u>

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 7. LONG-TERM DEBT (Continued)**

The annual requirements for principal payments on long-term debt for the next five years are as follows:

2014	\$	757,150
2015		361,373
2016		381,119
2017		401,945
2018		423,908

Substantially all assets of the Company are pledged as security for the long-term debt under certain loan agreements with the members and Adva. These mortgage notes are to be repaid in equal monthly installments covering principal and interest beginning after date of issue and expiring by July 2019.

Cash paid for interest, net of amounts capitalized, for 2013 and 2012 totaled \$103,346 and \$135,770, respectively.

Unadvanced funds at December 31, 2013 for long-term notes and lines of credit total \$27,019.

**NOTE 8. LINE OF CREDIT**

The Company entered into an agreement with Commerce Bank for a line of credit up to \$244,000. The line of credit is secured by the Company's general checking account.

**NOTE 9. RELATED PARTY TRANSACTIONS**

The Company provides broadband transport to member investors. Revenues recognized were \$1,619,856 and \$1,252,927 in 2013 and 2012, respectively.

The Company conducts numerous transactions with members during the year. Services included leasing fiber networks from its member investors to complete a ring architecture network, commissions, fiber construction costs, consulting and management, and interest paid on loans. A summary of these expenses is below:

	2013	2012
<u>Amounts included in:</u>		
Network operations	\$ 49,890	\$ 50,901
Equipment	-	519
Cost of services	171,362	119,101
General and administrative	448,509	315,630
Interest expense	122,456	140,163
	<u>\$ 792,217</u>	<u>\$ 626,314</u>

**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 10. CONCENTRATIONS OF CREDIT RISK**

The Company provides services to its members which accounts for more than 81% and 79% of revenues for 2013 and 2012, respectively.

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

**NOTE 11. EQUITY-BASED COMPENSATION**

As part of the management agreement between the Company and Missouri Network Alliance, LLC (MNA), MNA has milestone incentives that allow it to earn equity in the Company. There are a total of five milestones available per the management agreement and each milestone is established by the Company's board of directors. The amount of equity earned with the achievement of each milestone is as follows:

	<u>Equity Earned</u>
Milestone 1	5%
Milestone 2	2%
Milestone 3	1%
Milestone 4	1%
Milestone 5	1%

On July 31, 2010, MNA was awarded the first of these milestones, which was based on certain network functions being completed. The first milestone resulted in 121.05 membership units awarded to MNA totaling \$141,810. This milestone award is reflected in members' equity and general and administrative expense.

On August 31, 2012, MNA was awarded the second of these milestones, which was based on certain network functions being completed. The second milestone resulted in 123.66 membership units awarded to MNA totaling \$128,243. This milestone award is reflected in members' equity and general and administrative expense.

On December 31, 2012, MNA was awarded the third of these milestones, which was based on certain network functions being completed. The third milestone resulted in 63.84 membership units awarded to MNA totaling \$65,101. This milestone award is reflected in members' equity and general and administrative expense.

On December 31, 2013, MNA was awarded the fourth of these milestones, which was based on certain network functions being completed. The fourth milestone resulted in 65.24 membership units awarded to MNA totaling \$74,826. This milestone award is reflected in members' equity and general and administrative expense.



**ILLINOIS NETWORK ALLIANCE  
STAUNTON, ILLINOIS**

**NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012**

**NOTE 12. NONCASH INVESTING ACTIVITIES**

Noncash investing activities included \$1,378 and \$48,105 during the years ended December 31, 2013 and 2012, respectively, relating to plant and equipment additions placed in service or under construction during 2013 and 2012, respectively, which are reflected in accounts payable at year end.



To the Board of Directors  
Illinois Network Alliance  
Staunton, Illinois

In planning and performing our audit of the financial statements of Illinois Network Alliance as of and for the year ended December 31, 2013, in accordance with auditing standards generally accepted in the United States of America, we considered Illinois Network Alliance's internal control over financial reporting (internal control) as a basis for designing our auditing procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies, and therefore, material weaknesses or significant deficiencies may exist that were not identified. In addition, because of the inherent limitations in internal control, including the possibility of management override of controls, misstatements due to error or fraud may occur and not be detected by such controls. However, as discussed below, we identified certain deficiencies in internal control over financial reporting that we consider to be significant deficiencies.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented or detected and corrected on a timely basis. We did not identify any deficiencies in internal control that we consider to be material weaknesses.

A significant deficiency is a deficiency, or combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiency in the Company's internal control to be a significant deficiency:

- **Comment:** The Company has a limited number of contracted personnel, as a result, it has utilized accounting assistance from another party to draft financial statements. While the Company reviews and approves the results of these activities, they recognize these activities meet the definition of a significant deficiency as defined above. The Company believes this approach provides a cost effective solution in light of their limited resources.

**Potential Effects:** Lack of knowledge and experience in preparing financial statements and normal closing entries could result in incomplete disclosures and/or incorrect presentation of information which could have an adverse impact to investors relying on the financial statements.

To the Board of Directors  
Illinois Network Alliance  
Page 2

This communication is intended solely for the information and use of the audit committee, board of directors and management of the Company and is not intended to be and should not be used by anyone other than these specified parties.

*Kiesling Associates LLP*

West Des Moines, Iowa  
March 13, 2014



To the Board of Directors  
Illinois Network Alliance  
Staunton, Illinois

We have audited the financial statements of Illinois Network Alliance, as of and for the year ended December 31, 2013, and have issued our report thereon dated March 13, 2014. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information to you in our engagement letter dated September 3, 2013. Professional standards also require that we communicate to you the following information related to our audit.

#### **Significant Audit Findings**

##### Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies.

The significant accounting policies of the Company are described in footnotes to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year ended December 31, 2013. We noted no transactions entered into by the Company during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the consolidated financial statements in the proper period.

There were no transactions entered into by the Company during the year that were both significant and unusual, and of which, under professional standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The only sensitive accounting estimates included in the financial statements for the year ended December 31, 2013, relate to the estimates for depreciation. As part of our audit, we compared the Company's depreciation rates to average rates used within the telecommunications industry. We have also discussed with management the Company's long-range plant replacement plans and have determined the current depreciation rates to be consistent with those plans.

The disclosures in the financial statements are neutral, consistent and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. The attached schedule summarizes uncorrected misstatements of the financial statements. Management has determined that their effects are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated March 13, 2014.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Company's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Company's auditor. However, these communications occurred in the normal course of our professional relationship and to our knowledge our responses were not a condition to our retention.

This letter is intended solely for the information and use of the board of directors and management of the Company and is not intended to be and should not be used by anyone other than these specified parties.

*Kiesling Associates LLP*

West Des Moines, Iowa  
March 13, 2014

**EXHIBIT G**  
**CORPORATE SURETY BOND**

# HARTFORD FIRE INSURANCE COMPANY



Hartford Plaza  
Hartford, CT 06115

## Change Rider

Attached to and forming a part of Bond No. 91BSBGS0121 effective May 5, 2014

on behalf of Missouri Network Alliance LLC d/b/a Bluebird Network LLC

in favor of State of Tennessee-Department of Revenue

and in the amount of \$20,000 Dollars

It is understood and agreed that effective May 5, 2014

the PRINCIPAL NAME is changed

from Missouri Network Alliance LLC d/b/a Bluebird Network LLC

to Illinois Network Alliance, LLC d/b/a Bluebird Network LLC

All other conditions and terms to remain as originally written.

*Signed, sealed and dated May 13, 2014*

BY:

Robert L. Reynoldson  
Robert L. Reynoldson, Attorney-in-Fact

4

# POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD

BOND, T-4

P.O. BOX 2103, 690 ASYLUM AVENUE  
HARTFORD, CONNECTICUT 06115

call: 888-266-3488 or fax: 860-757-5835

KNOW ALL PERSONS BY THESE PRESENTS THAT:

Agency Code: 91-913540

- ☒ Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☒ Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- ☐ Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut, (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, up to the amount of unlimited:

Robert L. Reynoldson, Mary E. Kent, Richard C. Stoakes, J. Scott Nelson, Tracy Abbott  
of  
Lincoln, NE

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on January 22, 2004 the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



*Scott Sadowsky*

Scott Sadowsky, Assistant Secretary

*M. Ross Fisher*

M. Ross Fisher, Assistant Vice President

STATE OF CONNECTICUT

ss. Hartford

COUNTY OF HARTFORD

On this 3<sup>rd</sup> day of March, 2008, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Assistant Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

*Scott E. Paseka*

Scott E. Paseka  
Notary Public  
My Commission Expires October 31, 2012

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of May 13, 2014.

Signed and sealed at the City of Hartford.



*Gary W. Stumper*

Gary W. Stumper, Assistant Vice President

*OK*



**Know All Men By These Presents,**

That we, Missouri Network Alliance LLC d/b/a Bluebird Network LLC  
of Columbia, Missouri as Principal.  
and Hartford Fire Insurance Company a corporation organized under the laws of the State of  
Connecticut having its principal office in the City of Hartford as Surety, are held and firmly  
bound unto State of Tennessee-Department of Revenue  
in the sum of Twenty Thousand Dollars (\$ 20,000) lawful money of the  
United States, for which payment well and truly to be made, we bind ourselves, our heirs, executors, administrators,  
successors and assigns, jointly and severally, firmly by these presents.

**Whereas**, the above bounden Principal has been granted a

License & Permit

**Now, Therefore, the Condition of this Obligation is Such**, that if the above Principal shall indemnify and save  
harmless the State of Tennessee-Department of Revenue against loss to  
which the Missouri Network Alliance LLC d/b/a Bluebird Network LLC  
may be subject by reason of said Principal's breach of any ordinance, rule or regulation relating to the above described  
license or permit, then this obligation shall be null and void, otherwise to remain in full force and effect.

This obligation may be canceled by said Surety by giving thirty (30) days notice in writing to:

State of Tennessee-Department of Revenue

and the said Surety shall be relieved of any further liability under this bond thirty (30) days after receipt of said notice by  
the said State of Tennessee-Department of Revenue.

No cause of action shall lie against the surety unless commenced within two years from the date the cause of action  
accrues against the principal.

Regardless of the number of years this bond shall continue in force and the number of premiums which shall be payable  
or paid, the surety's total limit of liability shall not be cumulative from year to year or period to period.

Signed, sealed and dated this 5th day of May, 2014.

Principal

Missouri Network Alliance LLC d/b/a Bluebird Network LLC (Seal)

By [Signature]

Surety

Hartford Fire Insurance Company (Seal)

By [Signature]

[Handwritten mark]

# POWER OF ATTORNEY

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BOND, T-4

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Robert L. Reynoldson, Mary E. Kent, Richard C. Stoakes, J. Scott Nelson, Tracy Abbott  
of  
Lincoln, NE

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on January 22, 2004 the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



*Scott Sadowsky*

Scott Sadowsky, Assistant Secretary

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CERTIFICATE

*Scott E. Paseka*

Scott E. Paseka  
Notary Public

My Commission Expires October 31, 2012

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of May 5<sup>th</sup>, 2014.

Signed and sealed at the City of Hartford.



*Gary W. Stumper*

Gary W. Stumper, Assistant Vice President

**EXHIBIT H**  
**SMALL AND MINORITY-OWNED**  
**TELECOMMUNICATIONS BUSINESS**  
**PARTICIPATION PLAN**

**EXHIBIT H**  
**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS**  
**PARTICIPATION PLAN**

**ILLINOIS NETWORK ALLIANCE, LLC**  
**DBA BLUEBIRD NETWORK, LLC**

## **SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-112, as amended, Illinois Network Alliance, LLC dba Bluebird Network, LLC (“INA or Applicant”) 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. Applicant 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. Applicant 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, Applicant will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Applicant of such opportunities. Applicant’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, Applicant will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN (cont'd)**

**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**

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

Michael C. Morey, Chief Operating Officer  
Illinois Network Alliance, LLC dba Bluebird Network, LLC  
2005 W. Broadway, Building A, Suite 110  
Columbia, MO 65203  
Telephone: 816-237-2110  
[michael.morey@bluebirdnetwork.com](mailto:michael.morey@bluebirdnetwork.com)

## **SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS**

### **PARTICIPATION PLAN (cont'd)**

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within CLEC A 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

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN (cont'd)**

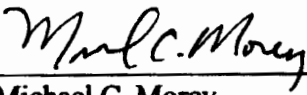
The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

**IV. RECORDS AND COMPLIANCE REPORTS**

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

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

Illinois Network Alliance, LLC dba Bluebird Network, LLC

By:   
Michael C. Morey  
Chief Operating Officer

Dated: May 19th, 2014



**EXHIBIT I**  
**TOLL DIALING PARITY PLAN**

## **EXHIBIT I**

### **INTRALATA TOLL DIALING PARITY PLAN**

INA will employ the following checklist to implement its IntraLATA Toll Dialing Parity Plan. The Plan will be posted on the Company website:

1. Include the proposed implementation date. (FCC ORDER 96-333, 38)
2. Include a list of exchanges in which intraLATA toll dialing parity will be provided. (FCC ORDER 96-333, 38)
3. Include a method to be used to enable new and existing customers to select alternate providers of telephone toll service. (FCC ORDER 96-333, 38)
4. Accomplish intraLATA toll dialing parity by a means other than automatically assigning toll customers to itself or any other carrier. (FCC ORDER 96-333, 41 & 81)
5. The Multiple PIC method will be used (FCC ORDER 96- 333, 49)
6. Include customer education procedures (FCC ORDER 96-333, 80)
7. Identify the LATA with which it is proposed to associate. (FCC ORDER 96-333, 38)
8. State whether a PIC change charge waiver period is proposed and for how long. (Tennessee Regulatory Authority)
9. Include anti-slamming procedures. (Tennessee Regulatory Authority)
10. Include statements concerning nondiscriminatory access to telephone numbers, operator services, directory assistance, and directory listings. (If applicable)
11. Include a statement that the carrier will comply with all rules of the FCC and the TRA.

**EXHIBIT J**  
**SERVICE NOTICE**

**EXHIBIT J**  
**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

IN THE MATTER OF THE APPLICATION     )  
OF ILLINOIS NETWORK ALLIANCE, LLC     )  
DBA BLUEBIRD NETWORK, LLC 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 Service, you are hereby given notice that on May 19, 2014, Illinois Network Alliance dba Bluebird Network, LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Intrastate and Local Telecommunications Services.

      This 19<sup>th</sup> day       of May, 2014

Illinois Network Alliance, LLC  
dba Bluebird Network, LLC

BY: 

Compliance Officer

**INCUMBENT LOCAL EXCHANGE CARRIERS (ILECs)**  
**JUNE 30, 2006**

Company Name	Address	City-State	Zip	Phone
Ardmore Telephone Company, Inc.	PO Box 549	Ardmore, TN	38449	256-423-2131
BellSouth Telecommunications, Inc.	333 Commerce Street	Nashville, TN	37201	615-214-4066
CenturyTel of Adamsville	PO Box 4065	Monroe, LA	71211	318-362-1583
CenturyTel of Claiborne, Inc.	PO Box 4065	Monroe, LA	71211	318-362-1583
CenturyTel of Ooltewah-Collegedale, Inc.	PO Box 4065	Monroe, LA	71211	318-362-1583
Frontier Communications of Tennessee f/k/a Citizens Communications of Tennessee	300 Bland Street, P.O. Box 770	Bluefield, WV	24701	304-325-1216
Frontier Communications of the Volunteer State f/k/a Citizens Communications of the Volunteer State	300 Bland Street, P.O. Box 770	Bluefield, WV	24701	304-325-1216
Concord Telephone Exchange (TDS Telecom)	PO Box 22995	Knoxville, TN	37933	865-671-4753
Crockett Telephone Company, Inc. (TEC)	C/O TSI Processing Center PO Box 24207	Jackson, MS	39225	731-677-8181
Humphrey's County Telephone Company	PO Box 22995	Knoxville, TN	37933	865-671-4753
Loretto Telephone Company, Inc.	PO Box 130	Loretto, TN	38469	931-853-4351
Millington Telephone Company, Inc. - <i>Ritter</i>	4880 Navy Road	Millington, TN	38053	901-872-3311
Peoples Telephone Company, Inc. (TEC)	C/O TSI Processing Center PO Box 24207	Jackson, MS	39225	931-289-4221
Embarq Communications, Inc.	14111 Capital Blvd.	Wake Forest, NC	27587	512-867-1071
Tellico Telephone Company (TDS Telecom)	PO Box 22995	Knoxville, TN	37933	865-671-4753
Tennessee Telephone Company (TDS Telecom)	PO Box 22995	Knoxville, TN	37933	865-671-4753
United Telephone Company	PO Box 38	Chapel Hill, TN	37034	931-364-2289
West Tennessee Telephone Company (TEC)	C/O TSI Processing Center PO Box 24207	Jackson, MS	39225	731-742-2211

## EXHIBIT K

### NUMBERING ISSUES

Please provide answers to the following questions concerning numbering within your proposed service areas.

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application? **INA may potentially need to establish a Local Routing Number (LRN) in each LATA where a Point of Interconnection is established. This will require a new NPA-NXX to be opened by Neustar. In addition we anticipate the need to acquire number block codes to cover an estimated ten to (10) rate centers.**
2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint? **Please see response to #1.**
3. When and in what NPA do you expect to establish your service footprint? **This has not yet been determined.**
4. Will the company sequentially assign telephone numbers within NXXs? **Yes**
5. What measures does the company intend to take to conserve Tennessee numbering resources? **INA will assign telephone numbers in compliance with ATIS and Neustar telephone number management guidelines.**
6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated? **Neustar requires that seventy-five percent (75%) of telephone numbers be assigned in a code before a growth code can be acquired. INA will comply with all industry numbering guidelines.**

## **EXHIBIT L**

### **TENNESSEE SPECIFIC OPERATIONAL ISSUES**

#### **Tennessee Specific Operational Issues**

Please provide answers to the following questions concerning Tennessee Specific Operational Issues.

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

**INA will utilize the Terminating Point Master (TPM) to identify calls being placed within county boundaries. This data will allow the Applicant to identify this type of traffic and bill in accordance with Orders, laws, rules and regulations of the TRA.**

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?

**INA is aware of the Tennessee County-Wide Calling database maintained by AT&T. Prior to the provision of service, Applicant intends to become familiar with the procedures and requirements for entering telephone numbers into the database so that it may comply with TRA requirements as necessary.**

3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

**INA is aware of the local calling areas provided by the incumbent LECs and intends to mirror the mandatory local calling areas outlined in the Tariffs of the incumbent LEC with whom we have a negotiated an interconnection agreement.**

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

**INA will implement procedures to assure that Customers will not be billed long distance charges for calls within the metro calling areas. Mirroring the incumbent LEC's Local Calling Scopes, mandatory EAS and metro calling areas found in the incumbent LEC's Tariffs will also prevent calls, being made within metro calling areas, to be billed as long distance calls.**

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.

**Steve Crane,**

**816-237-2123**

**steve.crane@bluebirdnetwork.com**

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11? While INA is aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11 it does not intend to employ telemarketing.

**INA does intend to perform telemarketing of its services in the State of Tennessee. INA and its representatives are aware of and intend to comply with the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11 and any future amendments thereto.**



**EXHIBIT M**  
**PRE-FILED TESTIMONY**

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

Docket No. \_\_\_\_\_

**IN RE:        Illinois Network Alliance, LLC dba Bluebird Network, LLC**

**Application for a Certificate to Provide Competing Local Exchange Telecommunications  
Services**

**PRE-FILED TESTIMONY**

**OF**

**MICHAEL MOREY, CHIEF OPERATING OFFICER**

**ON BEHALF OF**

**ILLINOIS NETWORK ALLIANCE, LLC DBA BLUEBIRD NETWORK, LLC**

**Q: Please state your name and business address.**

**A:** My name is Michael Morey. My business address is 2005 W. Broadway, Building A, Suite 110, Columbia, MO 65203.

**Q: By whom are you employed and in what capacity:**

**A:** I am employed by Illinois Network Alliance, LLC dba Bluebird Network, LLC ("INA") as its Chief Operating Officer.

**Q: Please briefly describe your background and qualifications.**

**A:** I joined Bluebird Network in January, 2012. Previously I served as President & CEO of Voxitas (now merged with Appia Communications) in St. Louis, Missouri. I have more than 30 years of telecommunications experience including 13 years in various management positions at AT&T, founding Voxitas, and serving as Senior Vice President of NuVox, a national telephone company headquartered in St. Louis. Additionally, I served as regional Vice President of Electric Lightwave, a regional fiber-optic service provider headquartered in western United States. Under my leadership, Voxitas was ranked as one of the fastest growing companies by INC 5000 and the St. Louis Business Journal for multiple years. I earned a MBA and a BS from the University of Southern California.

**Q: For whom are you testifying in this matter?**

**A:** I am testifying on behalf of Illinois Network Alliance, LLC dba Bluebird Network, LLC

**Q: Please provide a description of your company?**

**A:** INA is not individually owned. INA is registered in Tennessee as a foreign limited liability company. Bluebird Network, LLC is INA's managing partner with 9% ownership interest. An Organization Chart was provided as Exhibit A in the Application. INA currently provides resold and facilities based intrastate, interexchange and non-switched local exchange telecommunications services in Illinois.

**Q: What is the purpose of your testimony?**

**A:** The purpose of my testimony is to support the authorization of a Certificate of Public Convenience and Necessity to INA to provide local service on a wholesale and retail facilities basis within the State of Tennessee. Additionally, to illustrate to the TRA that INA is well qualified financially, technically and managerially to provide the services for which it seeks authority within the State of Tennessee.

**Q: Are you familiar with the Application submitted by Illinois Network Alliance, LLC dba Bluebird Network, LLC to this Commission?**

**A:** Yes, I am familiar with the application submitted to the Commission by Illinois Network Alliance, LLC dba Bluebird Network, LLC.

**Q: Do you ratify and confirm the statements made therein?**

**A:** Yes, I ratify and confirm the statements made therein.

**Q: What type of service does Illinois Network Alliance, LLC dba Bluebird Network, LLC propose to provide within the State of Tennessee?**

**A:** INA seeks Authority to provide competing local telecommunications services and exchange access services throughout the State of Tennessee, with initial service deployment on a wholesale basis to carrier customers and then on a retail basis to residence and business customers that reside within AT&T and CenturyLink exchanges. INA's services will be available on a full-time basis, twenty-four (24) hours a day, seven (7) days a week. INA intends to offer consumers in the State of Tennessee, value-added options by not only being in a position to specify telecommunications enhancements which embrace emerging technologies, but to actively implement them for consumers. INA anticipates the scope of services will include, but not be limited to: Local exchange and extended area service, toll restriction, call management features, touch tone, Caller ID services, telephone number porting, 911 emergency services, operator services, private line services, broadband services, Ethernet services and transport services.

Through its interconnection arrangements with incumbent local exchange carriers, INA will offer 911/E911 Emergency Services, white page directory listing and directory assistance, operator assisted calling, toll-free calling and operator services. Also, through its interconnection arrangements with the incumbent local exchange carriers, INA will offer access to the Tennessee Relay Center, provide free blocking for 900/976 type services as required by the Commission.

**Q: How will Illinois Network Alliance, LLC dba Bluebird Network, LLC provide its services in Tennessee?**

**A:** INA will be constructing a state-of-the-art fiber optic network with a 10 Gbps backbone capable of scaling to 100 Gbps to transmit voice, video, data, and multimedia information.

**Q: In what areas of the state does Illinois Network Alliance, LLC dba Bluebird Network, LLC propose to provide service?**

**A:** INA seeks authority to provide local and intrastate long distance services throughout the State of Tennessee.

**Q: Is Illinois Network Alliance, LLC dba Bluebird Network, LLC currently providing service in any other state?**

**A:** INA currently provides service in Illinois.

**Q: Does Illinois Network Alliance, LLC dba Bluebird Network, LLC have adequate access to capital necessary to provide the Tennessee intrastate services it proposes to offer?**

**A:** Yes, Financial information was attached to the Application as Exhibit D. Applicant already owns and operates a switch and operating support system today therefore, additional capital expenditures will be minimal.

**Q: Will Illinois Network Alliance, LLC dba Bluebird Network, LLC provide its own billing services?**

A: Yes, using a billing system developed in-house in 2001 and with support and association with our circuit ordering and provisioning system. However, INA will not have any telephone service personnel physically located in Tennessee. Customer Service and billing personnel will be located in Lee's Summit, Missouri. Installation and repair services will be provided by a combination of personnel located in Missouri and local contractors located in Tennessee. Our billing system will be programed appropriately so that Customers will not be billed long distance rates for County-Wide calls as required by §6-21-114.

**Q: What procedures have Illinois Network Alliance, LLC dba Bluebird Network, LLC put in place to ensure that new customers have affirmatively selected its services?**

A: INA has procedures in place to ensure that new customers have affirmatively selected its services. Pursuant to Commission rule 1220-4-2-.56, all new customer orders will require a written Letter of Authorization (LOA), which will conform to Commission regulations, and must be signed by an authorized party or by verbal authorization which will be verified by a third party verifier as required by this rule. Training is provided to personnel in sales and order entry to ensure that no customer is ever obtained through any means that is questionable.

**Q: Does Illinois Network Alliance, LLC dba Bluebird Network, LLC have a toll-free customer service number:**

**A:** INA does have a toll-free customer service number. Customers will be able to call the toll-free number 24 hours a day, seven days a week for prompt service. Customer service representatives are prepared to respond to a broad range of service matters; including the types of services offered, billing questions, concerns pertaining to the customer's current service and general telecommunications matters.

**Q: Who is the Commission's point of contact for customer service issues?**

**A:** Steve Crane will be the Commission's point of contact for customer service issues. He will be available Monday through Friday during normal business hours. His contact information is as follows:

Steve M. Crane, Chief Operating Officer, Bluebird Network

800 Northwest Chipman Road, Suite 5750

Lee's Summit, Missouri, 64063.

816-237-2123

**Q: How will Illinois Network Alliance, LLC dba Bluebird Network, LLC, handle customer complaints?**

**A:** Customers with complaints will have a customer service representative as their first point of contact. Customer service representatives have been trained to respond to usual and customary complaints. They are trained to understand complexity of complaints and will direct calls to appropriate people within the company. They are also familiar with TRA rules and regulations pertaining to



customer complaints. The customer service representative tracks whether or not the customer has been satisfied with the complaint resolution. At all times INA's policy is to treat customers with respect and understanding. If a complaint cannot be resolved, a customer will be given the address and phone number of the Tennessee Regulatory Authority with whom they can file a complaint. As required by Commission rules, upon receiving a complaint forwarded to the Company by the Commission, INA will file a written response with the Commission within 10 days.

**Q: Has any state ever denied Illinois Network Alliance, LLC dba Bluebird Network, LLC authority to provide service for any reason?**

**A:** No. INA has never been denied authority to provide telecommunications services in any State or jurisdiction for any reason nor has it had any authority revoked.

**Q: Will Illinois Network Alliance, LLC dba Bluebird Network, LLC abide by all applicable Commission rules and regulations?**

**A:** Yes, INA will abide by all Tennessee order, laws, rules and regulations applicable to telephone companies that are currently in place or adopted in the future.

**Q: How will the public interest be served by approving this Application?**

**A:** The objective of the Federal Telecommunications Act of 1996 is to foster the development of competition for the ongoing benefit of consumers. The telecommunications industry is growing and changing at an impressive pace. INA's entry into the wholesale and retail local market will enhance competition

and therefore, benefit both business and residence customers. The demands of a competitive market provide for affordability of services and an assurance of quality service. Service providers who offer competitive pricing, innovative products, and excellent customer service will thrive within the market place. Consumers will have choices of what service provider best meets their needs. Companies that do not provide service that meets the customer expectations can expect to lose market share and ultimately, be eliminated from the industry. In addition, INA proposes to serve carrier customers as well as residence and business customers so that all classes of customers can benefit from the competitive market. Competing service providers will be required to be innovative, improving the efficiencies of operation, thereby reducing costs that can be passed on to consumers.

**Q: Does this conclude your testimony?**

**A:** Yes, this concludes my testimony. I will be happy to provide any additional information or answer any additional questions the Commission may require.  
Thank you.

*Michael C. Morey*

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Michael C. Morey

Chief Operating Officer

May 19, 2014

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations  
and Other Organizations

BY: Illinois Network Alliance, LLC  
(NAME OF CORPORATION)  
Michael C. Moray  
SIGNATURE  
CEO / President  
PRINTED NAME  
Michael C. Moray  
Title

ATTEST: Don Dehning  
Director, Network Engineering  
Title

On this the 27<sup>th</sup> day of May, 2014 before me, a Notary Public  
Michael C. Moray

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Rosemary F. Huffman  
Notary Public

seal

ROSEMARY F. HUFFMAN  
Notary Public - Notary Seal  
State of Missouri  
County of Cass  
My Commission Expires June 21, 2016  
Commission #12412090