

BINGHAM

Docket No. 14-00120

Russell M. Blau
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October 24, 2014

Via Electronic and Overnight Mail

Chairman Herbert H. Hilliard
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
Andrew Jackson State Office Building
502 Deaderick Street, 4th Floor
Nashville, TN 37243

**Re: Application of Talk America Services, LLC for Certificate to Resell
Telecommunications Services in Tennessee**

Dear Chairman Hilliard:

On behalf of Talk America Services, LLC ("TAS"), enclosed for filing are an original and thirteen (13) copies of the above-referenced Application and Supplement to the Application, for authority to provide resold local exchange services and interexchange services in Tennessee. Also enclosed is a check in the amount of \$50.00 to cover the requisite filing fee.

TAS requests confidential treatment of its Financial Information labeled as **Exhibit F** which has been filed under seal. **Exhibit F** contains commercially and financially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place TAS at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at 202-373-6002.

Respectfully submitted,



Jeffrey R. Strenkowski
Russell M. Blau

Counsel for Talk America Services, LLC

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PS-0373 Rev 1/09

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant Talk America Services, LLC
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.
Same as above.
Legal name of applicant, if different from above.
4001 N. Rodney Parham Road, Little Rock, Arkansas 72212
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 771947

Federal Taxpayer ID Number 47-1233778

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

None.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address See attached Supplement to Application, Part II. City
State Zip Code Phone No. () -
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number.

Company ID Number

Date Approved

Evaluator

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:

TAS's parent companies including Windstream Holdings, Inc., and its affiliated operating companies are all located at this address as more fully described in Section I and Section II.A of the Supplement to this Application.

- C. Provide the name, business address and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information.)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

PHONE NO.

EMPLOYMENT HISTORY (with details of duties/responsibilities for each position held)

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

☐ Yes ☒ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

☐ Yes ☒ No If yes, please explain fully.

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?

☐ Yes ☒ No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state?

☐ Yes ☒ No If yes, please explain fully and describe the circumstances. (Use additional pages if necessary)

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

☐ YES ☒ NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Name Phone No. Fax No.
(800) e-mail Address

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Name Phone No. Fax No.
(800) e-mail Address

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

PHONE NUMBER ALTERNATE PHONE NUMBER

ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services
☐ Operator Services
☒ Resell local services
☐ Other (describe)

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

See Section II.M in Supplement

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

See Section II.M in Supplement

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

None.

- E. Areas in Tennessee to be served.

Applicant will initially provides service in AT&T service areas. (See Supplement, Section II.E)

- F. What type of customers will the applicant serve?

- a. Business ☐
b. Residential ☒
c. Aggregators ☐
(e.g. Hotels, Payphones)
d. Other (specify)

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. NO

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ No ☐

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

- J. What is the applicant's 10XXX or 800 access code, if applicable? NO

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

No. As described in the attached Supplement (Section I), such facilities will be held by Applicant's parent, Communications Sales and Leasing, Inc.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

- L. Whose facility-based network(s) will the applicant be reselling?
 Applicant will resell the services of Windstream's operating companies in TN listed in the attached Supplement at Section II.A.
- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?¹ Applicant will use Windstream companies for billing. Sample bill provided in exhibits.
- N. Describe briefly how the applicant plans to market their services in Tennessee?
 Please provide information. Applicant will comply with all federal and Tennessee rules regarding Telemarketing. See Supplement Section II.G.
- O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.
 None.
- | COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
| | | | | | | |
| | | | | | | |
| | | | | | | |
- P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.
 Please provide information. Applicant will comply with all federal and Tennessee rules regarding slamming and cramming. TAS's Toll Dialing Parity Plan is attached as Exhibit K.
- Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes ☒ No ☐
- R. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐
- S. Is the Applicant aware of the requirement to insure that any telephone call made between two points in the same county in Tennessee shall be classified as toll-free and not billed to any customer pursuant to Tennessee Code Annotated § 65-21-114? Yes ☐ No ☒
- T. Is the Applicant aware of the TAR Code data base maintained by BellSouth, its use to insure compliance with T.C.A. § 65-21-114 and the procedures used to enter telephone numbers in that data base? Yes ☐ No ☒
- U. How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee. Use additional pages if necessary.
 Applicant will comply with TCA 65-21-114. See Supplement, Section II.K.

¹A copy of a bill is required if the applicant is going to bill the customer directly.

Part III: Organization Structure

A. Applicant's organizational structure

☐ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☒ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☐ Other Form of Corporation

List type _____ (Example S Corporation)
Attach a copy of the charter, bylaws and/or certificate of incorporation.

_____ Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

_____ Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation, and Letter of Authorization from Tennessee Secretary of State.

_____ Trust Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

_____ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: June 27, 2014. DE Limited Liability Company.

(1) Parent Company, if applicable Communications Sales and Leasing, Inc.

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. ☐ Proprietorship

☐ Partnership

- ☐ **General** Attach a copy of the partnership agreement along with any amendments.
- ☐ **Limited** Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- ☐ **Other** (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 25.

Employer Identification Number (E.I.N.) 47-1233778

Part IV: Financial Information

A. Address where business records are kept: 400 1N. Rodney Parham Rd.
street

| | | | |
|--------------|----------|----------|----------------|
| Little Rock, | Arkansas | 72212 | (501) 748-4491 |
| CITY | STATE | ZIP CODE | PHONE NUMBER |

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Not applicable, as Applicant is a newly formed Company

(3) If applicable, name and address of independent certified public accountant:

| |
|--|
| |
| |

(4) Period covered by financial statement attached: 12/31/2013 +

C. Does the applicant currently have an internal auditor and/or internal audit program? Yes

If so, Name of internal auditor Rodney Hawkins.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-112.
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.tn.gov/tra> *electronic file room* in its entirety?
 ☒ Yes ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, 460 James Robertson Pkwy, Nashville, TN 37243. Should you have any questions, call (615) 741-2904 ext 220.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-112 located at the TRA's website <http://www.tn.gov/tra> *electronic file room* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

STATE OF ARKANSAS

§
§
§

COUNTY OF PULASKI

VERIFICATION

I, Jeffery W. Small, state that I am the Senior Vice President Corporate Development and Operations of Talk America Services, LLC, that I am authorized to make this Verification on behalf of Talk America Services, LLC that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



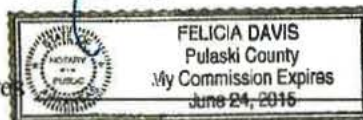
Jeffery W. Small
Senior Vice President-
Corporate Development and Operations
Talk America Services, LLC

Sworn and subscribed before me this 7 day of October, 2014.



Notary Public

My commission expires



Appendix I

| <u>Reseller Name</u> | <u>Address</u> | <u>Contact Person</u> | <u>Phone Number</u> |
|----------------------|----------------|-----------------------|---------------------|
|----------------------|----------------|-----------------------|---------------------|

Talk America Services, LLC has provided additional information to supplement its responses on this Reseller Application Form in the attached Supplement.

**Appendix II
Informational Tariff Sheet**

| <u>Description of Service</u> | <u>Applicant proposed Price change to consumer</u> | <u>Dominant Carriers³ Price for similar service</u> |
|---|--|--|
| 1. A Proposed Tariff will be provided as Exhibit G to this Application, under seperate cover as a Supplement to this Application. | | |
| 2. | | |
| 3. | | |

³Dominant Carrier (South Central Bell or AT&T, whichever is appropriate). A copy of these companies' rates are found on Appendix V.

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

In the Matter of the Application of)
)
)

Talk America Services, LLC)
)

For a Certificate of Convenience and Necessity to)
Provide Resold Competing)
Local Telecommunications Services and)
Resold Interexchange)
Telecommunications Services in Tennessee)

Docket No. _____

**SUPPLEMENT TO TALK AMERICA SERVICES LLC'S APPLICATION FOR A
CERTIFICATE TO PROVIDE RESOLD COMPETING LOCAL
TELECOMMUNICATIONS SERVICES AND RESOLD
INTEREXCHANGE TELECOMMUNICATIONS SERVICES IN TENNESSEE**

I. OVERVIEW OF APPLICANT AND DESCRIPTION OF TRANSACTION

Pursuant to T.C.A. sections 65-4-201, 65-5-112, and TRA Rule 1220-04-02-.57 (Reseller Applications), and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Talk America Services, LLC ("TAS" or "**Applicant**") respectfully requests that the Tennessee Regulatory Authority ("TRA" or the "Authority") grant to TAS authority to provide resold competing local telecommunications services, and resold interexchange telecommunications services within the State of Tennessee.

The information provided in this attachment to Talk America Services, LLC's Application is intended to supplement the information provided on by TAS on TRA form PS-0370, "Application for Certificate to Provider Operator Services and/or Resell Telecommunications Services in Tennessee" (the "**TRA Form for Resellers**"). In particular, the additional information and responses provided by TAS in **Section II** below directly supplements

the relevant sections of the TRA Form for Resellers because there is not sufficient space on the Form to provide the required level of detail. In general, TAS has referenced the relevant sections of the **TRA Form for Resellers** to make clear which sections of the Form have been supplemented.

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

Talk America Services, LLC
4001 N. Rodney Parham Road
Little Rock, Arkansas 72212
(501) 748-4491 (Tel.)
(330) 425-0881 (Fax)

Questions regarding this application should be direct to:

Russell M. Blau
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
russell.blau@bingham.com
jeffrey.strenkowski@bingham.com

Contact name and address at the Company is:

Jeffery W. Small
Senior Vice President - Corporate Development and Operations
Talk America Services, LLC
4001 N. Rodney Parham Rd.
Little Rock, AR 72212
Tel: (501) 748-5870
Fax: (330) 425-0881
jeffery.w.small@windstream.com

2. Organizational Chart, description of Corporate Structure and description of Transactions. (Supplement to Part III Organizational Structure, Sections (a) through (g) of Form)

This Application is being filed in connection with a transaction involving Windstream Holdings, Inc. ("Windstream"), a Delaware corporation. Windstream, and certain of its indirect

subsidiaries,¹ are planning to undertake a corporate transaction (the “Transaction”) under which the business will be divided into two independent units: an operating unit that will continue to provide telecommunications and related services, and a real estate investment trust that will hold title to certain distribution plant assets (the “Subject Assets”) and lease those assets exclusively to the Windstream Companies on a long term basis. The Subject Assets of the Windstream Companies, including copper, fiber, real estate and other network assets, will be transferred to Communications Sales and Leasing, Inc. (“CSL”), a newly established Maryland corporation, and CSL will lease them back to Windstream on a long term basis for the exclusive use and benefit of the Windstream Companies. Under the terms of the exclusive lease from CSL, the Windstream Companies will continue to be responsible for the operation and maintenance of the Subject Assets and also continue to have responsibility for meeting all relevant quality of service standards and all other regulatory obligations, just as they do today. Separately, the Windstream Companies intend to transfer all of their residential local exchange and long distance customers to Applicant.

The Transaction is not being undertaken as a means of market entry as the entity that will be obtaining the Subject Assets will not be providing telecommunications services, but will rather be leasing those assets to the Windstream Companies in order for them to continue providing such services. Further, the transfer of customers to TAS will be undertaken only after TAS has obtained proper authority from the Authority in order to provide resold local exchange and interexchange telecommunications services to residential customers currently subscribed to the Windstream Companies in Tennessee.

¹ The Windstream indirect subsidiaries in Tennessee include: McLeodUSA Telecommunications Services, LLC, Network Telephone Corp., PAETEC Communications, Inc., Talk America, Inc., The Other Phone Company, US LEC of Tennessee, LLC, Windstream Communications, Inc., Windstream KDL, Inc., Windstream Norlight, Inc., Windstream NTI, Inc., Windstream NuVox, Inc. (collectively, the “Windstream Companies.”).

At the consummation of the Transaction CSL, will be spun-off from Windstream as its own separate publicly-traded company. When the Transaction is consummated, CSL will be owned by the same shareholders that own Windstream, and as such, the transfer of control of TAS that takes place at that time will be *pro-forma* as the ultimate owners of TAS will be the same before and after the spin-off. TAS requests that the authority requested herein granted by the TRA take into account, to the extent necessary, the ultimate ownership of TAS at the time that the Transaction is consummated: as a subsidiary of CSL, which in turn will be a publicly traded company.

Pursuant to TRA rule 1220-04-02-.57(5)(d), in addition to the information set forth above, Organization charts illustrating the organization of the Applicant and its affiliates both before and after the Transactions are provided as **Exhibit A** hereto.

3. **Corporate information.**

TAS is a Delaware limited liability company formed on June 27, 2014. Pursuant to TRA Rule 1220-04-02-.57(5)(d), copy of TAS's Certificate of Formation is provided as **Exhibit B**, and a copy of TAS's Authority to Transact Business in the State of Tennessee is provided as **Exhibit C**. In addition, pursuant to Part III, Section A of the **TRA Form for Resellers**, a copy of the Applicant's Operating Agreement is provided as **Confidential Exhibit D**.

II. SUPPLEMENT AND ATTACHMENTS TO TRA FORM FOR RESELLERS

A. (TRA Form, Part I, Section A, Continued). If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

As discussed above, TAS is presently affiliated with the following Windstream indirect subsidiaries operating in Tennessee: McLeodUSA Telecommunications Services, LLC, Network Telephone Corp., PAETEC Communications, Inc., Talk America, Inc., The Other Phone Company, US LEC of Tennessee, LLC, Windstream Communications, Inc., Windstream KDL,

Inc., Windstream Norlight, Inc., and Windstream NTI, Inc., Windstream NuVox, Inc. In Tennessee, Windstream's regulated subsidiaries hold the following authorizations:

1. McLeodUSA Telecommunications Services, LLC (124990) is authorized to provide local exchange and resold interexchange telecommunications services pursuant to authority issued on December 2, 1996. Secretary of State Certificate of Authority ID 320856, Federal Tax Payer ID Number 42-1407240.
2. Network Telephone Corp. (128160) is authorized to provide local exchange telecommunications services pursuant to authority issued on May 20, 1998. Secretary of State Certificate of Authority ID 347356, Federal Tax Payer ID Number 59-3477521.
3. PAETEC Communications, Inc. (128247) is authorized to provide resold interexchange telecommunications services pursuant to authority issued on December 1, 1998. Secretary of State Certificate of Authority ID 353109, Federal Tax Payer ID Number 16-1551095.
4. Talk America, Inc. (112298) is authorized to provide local exchange and resold local and interexchange telecommunications services pursuant to authority issued on July 21, 1995. Secretary of State Certificate of Authority ID 253969, Federal Tax Payer ID Number 23-2582790.
5. The Other Phone Company (128161) is authorized to provide local exchange and resold local exchange telecommunications services pursuant to authority issued on May 20, 1998. Secretary of State Certificate of Authority ID 348830, Federal Tax Payer ID Number 65-0705371.
6. US LEC of Tennessee, LLC (125975) is authorized to provide local exchange telecommunications services pursuant to authority issued on March 26, 1997. Secretary of State Certificate of Authority ID 341919, Federal Tax Payer ID Number 56-2065536.
7. Windstream Communications, Inc. (128979) is authorized to provide resold interexchange telecommunications services pursuant to authority issued on September 21, 1999. Secretary of State Certificate of Authority ID 508766, Federal Tax Payer ID Number 20-3767982.
8. Windstream KDL, Inc. (128367) is authorized to provide local exchange and resold interexchange telecommunications services pursuant to authority issued on June 9, 1999. Secretary of State Certificate of Authority ID 371193, Federal Tax Payer ID Number 61-1196739.
9. Windstream Norlight, Inc. (115897) is authorized to provide local exchange telecommunications services, operator services, and resold interexchange telecommunications services pursuant to authority issued on September 12, 2005. Secretary of State Certificate of Authority ID 291171, Federal Tax Payer ID Number 61-0927928.

10. Windstream NTI, Inc. (121900) is authorized to provide resold interexchange telecommunications services pursuant to authority issued on August 31, 1996. Secretary of State Certificate of Authority ID 309859, Federal Tax Payer ID Number 39-1712867.
11. Windstream NuVox, Inc. (111500) is authorized to provide local exchange and resold local and interexchange telecommunications services pursuant to authority issued on June 16, 1995. Secretary of State Certificate of Authority ID 480162, Federal Tax Payer ID Number 43-1820855.

The name, address and phone number for each of the Windstream Companies providing telecommunications services in Tennessee is:

4001 Rodney Parham Road
Little Rock, Arkansas 72212
(501) 748-7000 (Tel.)
(330) 425-0881 (Fax)

The following Windstream Companies (McLeodUSA Telecommunications Services, LLC; US LEC of Tennessee, LLC; The Other Phone Company; Network Telephone Corp. and Talk America, Inc.) have registered the assumed name of PAETEC Business Services with the Tennessee Secretary of State.

After the Transaction is undertaken, the Windstream Companies will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified Windstream management team with substantial telecommunications experience and technical expertise.

B. (TRA Form, Part I, Section C, Continued). Provide the name, business address and a chronological summary of the employment history and business experience over the preceding eight years of: (a) The proprietor, if the applicant is an individual; (b) Every member, if the applicant is a partnership; (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information.) (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Applicant is presently an indirect subsidiary of a Public corporation, Windstream Holdings, Inc., a Delaware Corporation (Nasdaq: WIN). Applicant provides the following

information to demonstrate its managerial and technical ability to provide telecommunications services in Tennessee. The principal corporate officers of Applicant are the following:

Officers:

| | |
|--------------------------|--|
| Francis X. "Skip" Frantz | Chairman of the Board |
| Anthony W. Thomas | Chief Executive Officer |
| Jeffery W. Small | Senior Vice President – Corporate Development and Operations |

All Officers may be contacted through the Applicant's offices at:

4001 N. Rodney Parham Rd.
Little Rock, AR 72212
Tel: (501) 748-5870
Fax: (330) 425-0881

Brief biographies including their past 8 years of employment history, and the business experience of the principal officers are provided as **Exhibit E**.

- C. **(TRA Form, Part IV, Section B, Continued) Financial Statements. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.**

Applicant was formed as a Delaware limited liability company on June 27, 2014. Thus, the Applicant does not have audited financial statements for the previous three-year period.

Initially, Applicant will be funded by CSL through new debt to be issued in the public markets. With this financing, Applicant will be well-qualified financially to operate within the State of Tennessee. As a newly formed company, Applicant does not currently have historical financial statements. Therefore, Applicant submits *under seal* as **Confidential Exhibit F** confidential *pro forma* financial statements representing Applicant's expected financial status, subject to change based on the final terms of the Reorganization and stock price allocation, following the proposed transfer of certain "subject assets" of the Windstream Companies to CSL. Applicant requests that **Exhibit F** be afforded confidential treatment as this exhibit contains

financial information, which, if disclosed, would result in substantial harm to Applicant's competitive position. As shown in the information provided, Applicant is financially qualified to operate within Tennessee.

- D. (TRA Form, Part IV, Section D, Continued) If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.**

Not Applicable.

- E. (TRA Form, Part II, Section E, Continued) Areas in Tennessee to be served.**

While TAS will initially provide service in the AT&T service territory, TAS seeks authority to provide resold local exchange in all services areas that are currently designated open for competition (AT&T, United/Sprint (Embarq) service areas and those of any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996). TAS also seeks authority to provide resold interexchange services statewide.

- F. (TRA Form, Part I, Section K, Continued) Authorized Agent(s) in Tennessee**

TAS's authorized agent for the service of process in Tennessee is CT Corporation Systems located at 800 South Gay Street, Suite 2021, Knoxville, TN 37929. CT Corporation Systems can be reached at (865) 342-3522. TAS has no other authorized agents in Tennessee.

- G. (TRA Form, Part II, Section N, Continued) Describe briefly how the applicant plans to market services in Tennessee.**

Applicant intends to use advertising in various media to reach potential and existing residential customers. At this time, TAS does not intend to employ telemarketers to market its service in Tennessee. Applicant is aware of the telemarketing statutes and regulations found in Section 65-4-401 through Section 65-4-408 of the Tennessee Code Annotated and in Chapter 1220-4-11 of the TRA's Rules and Regulations and will comply with such rules if and when its

plans change and it uses telemarketing in Tennessee. Applicant will comply with all federal and Tennessee rules and regulations regarding telemarketing, bill inserts, Do Not Call Regulations, slamming, cramming, billing and advertising with respect to its residential customers in Tennessee. TAS will solicit new customers through word of mouth referrals and direct mail campaigns and will likely use its website as well as refer-a-friend promotions to attract new customers. As stated above, TAS will not use multilevel marketing.

Applicant requests authorization to provide resold local exchange and interexchange telecommunications services to and from all points in the State of Tennessee that are currently open, and that become open, to competition, and to provide interexchange telecommunications statewide. TAS proposes to provide wireline local telecommunications service – specifically, local exchange service (including, among other things, access to emergency services, access to operator services, access to interexchange service, access to directory assistance, toll limitation for qualifying low-income consumers, and any other ancillary functionalities that TAS must provide pursuant to applicable statutes and regulations), interexchange service and broadband service.

TAS will focus on service packages, marketing strategies and designing customers service standards catered to the residential CLEC customer segment. Having a separate management team dedicated solely to this segment of the market will significantly improve the customer experience and performance of the residential CLEC business. Applicant will enter in to a resale agreement with Windstream to provide local exchange, interexchange and broadband services to residential customers. Applicant will enter into a Transitional Services Agreement with the Windstream Companies, whereby Windstream will provide certain back office services, including billing, to TAS. TAS will have resale agreements with Windstream before it

commences providing local exchange, interexchange and broadband services to residential customers. Applicant plans on using the existing local exchange boundaries and established local calling scope of the incumbent local exchange carriers. Emergency 911 and enhanced 911 calling will be provided to TAS's local exchange customers in accordance with TRA and FCC guidelines.

A proposed tariff setting forth the terms, conditions, rates, charges and regulations pursuant to which TAS proposes to provide regulated telecommunications service will be provided as **Exhibit G**, under separate cover as a Supplement to this Application. Since TAS will continue to provide services at the same rates and under the same terms and conditions as the certificated Windstream Companies, and the proposed tariff will mirror the rates, terms and conditions of the Windstream Companies.

H. (TRA Form, Part VI, Section A, Continued) Small and Minority-Owned Telecommunications Business Participation Plan (T.C.A. § 65-5-112)

As required by T.C.A. section 65-5-112, TAS has attached its small and minority-owned telecommunications participation plan as **Exhibit H**.

I. IntraLATA Toll Dialing Parity Plan

An IntraLATA Toll Dialing Parity Plan is provided as **Exhibit I**.

J. Sample Bill

Applicant provides a sample bill as **Exhibit J**.

K. (TRA Form, Part II, Section U, Continued) How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee.

Based on the Calling NPA NXX and Called NPA NXX the call will be assigned the jurisdiction of Local, Intrastate, Interstate or International. The means used to determine when the call is Local is based on the Rate Center of the Calling NPA NXX and the Rate Center of the

Called NPA NXX which are derived from the LERG. The Calling Rate Center and the Called Rate Center are used to look up in TAS Local Route Tables to determine if the call qualifies as a local call.

L. (TRA Form, Part III, Section A(b), Continued) Certificate of Good Standing

Applicant has attached as **Exhibit K** its certificate of good standing for Delaware, the state in which it was formed.

M. (TRA Form, Part II, Section C, Continued) List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there.

Applicant was formed on June 27, 2014 and does not presently provide service in any state. However, Applicant intends to obtain authority to provide resold local exchange services and resold interexchange telecommunications services in all states except for Hawaii and Alaska. Applicant's parent company, Windstream Holdings, LLC has operating affiliates in all of the United States, except for Alaska. In each of those states the relevant operating affiliates provide local exchange, and interexchange and broadband telecommunications services. In the ordinary course of its business, Windstream may have formal complaints filed against it for a variety of reasons pending at state public service commissions but as a publicly traded entity with thousands of customers, private and public, across the United States, Windstream may have formal complaints filed against it for a variety of reasons at state public service commissions from time to time, as this is inherent in the nature of our business.

N. Surety Bond

Pursuant to T.C.A. § 65-4-125, a surety bond in the amount of Twenty Thousand Dollars (\$20,000) to secure the payment of any monetary sanction imposed in any proceeding brought under this title or the Consumer Telemarketing Protection Act of 1990, is attached as **Exhibit L**.

III. PUBLIC INTEREST STATEMENT

The granting of this Application will promote the public interest by allowing the previously described Transaction to be completed, thereby permitting the residential customers of the Windstream Companies to continue to receive their telecommunications services without interruption. Further, TAS's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise as shown in Exhibit E. The entry of Applicant into the Tennessee telecommunications market will enhance competition in the provision of telecommunications services within the State of Tennessee. By enhancing competition, Applicant will bring significant benefits to telecommunications users within the State of Tennessee by providing: (a) lower-priced and better-quality service; (b) innovative telecommunications services; (c) efficient use of existing communications resources; and (d) increased diversification in the supply of communications services. Applicant's proposed intrastate services are designed to meet the telephone needs of subscribers and permit subscribers to realize cost savings in communications services. Accordingly, Applicant anticipates that its proposed service will provide its subscribers with better quality services and will increase consumer choice through innovative, diversified, and reliable service and equipment offerings.

Applicant respectfully submits that grant of this Application will thereby serve the public interest by providing end users with a broader choice of competitively priced telecommunications services than currently exists.

TAS will promptly provide any other information requested by the Authority.

CONCLUSION

TAS 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 and interexchange telecommunication services on a resale basis throughout the State of Tennessee. For the reasons stated above, TAS'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 and interexchange carriers.



By: _____

Russell M. Blau
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)

Counsel for Talk America Services, LLC

Dated: October 24, 2014

EXHIBIT LIST

| | |
|---------------------|--|
| Exhibit A | Organizational Charts |
| Exhibit B | Certificate of Formation |
| Exhibit C | Authority to Transact Business in Tennessee |
| Exhibit D | Operating Agreement (CONFIDENTIAL - FILED UNDER SEAL) |
| Exhibit E | Management Biographies |
| Exhibit F | Financial Statements (CONFIDENTIAL - FILED UNDER SEAL) |
| Exhibit G | Proposed Tariff |
| Exhibit H | Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to T.C.A. § 65-5-212 |
| Exhibit I | IntraLATA Toll Dialing Parity Plan |
| Exhibit J | Sample Bill |
| Exhibit K | Certificate of Good Standing |
| Exhibit L | Surety Bond |
| VERIFICATION | |

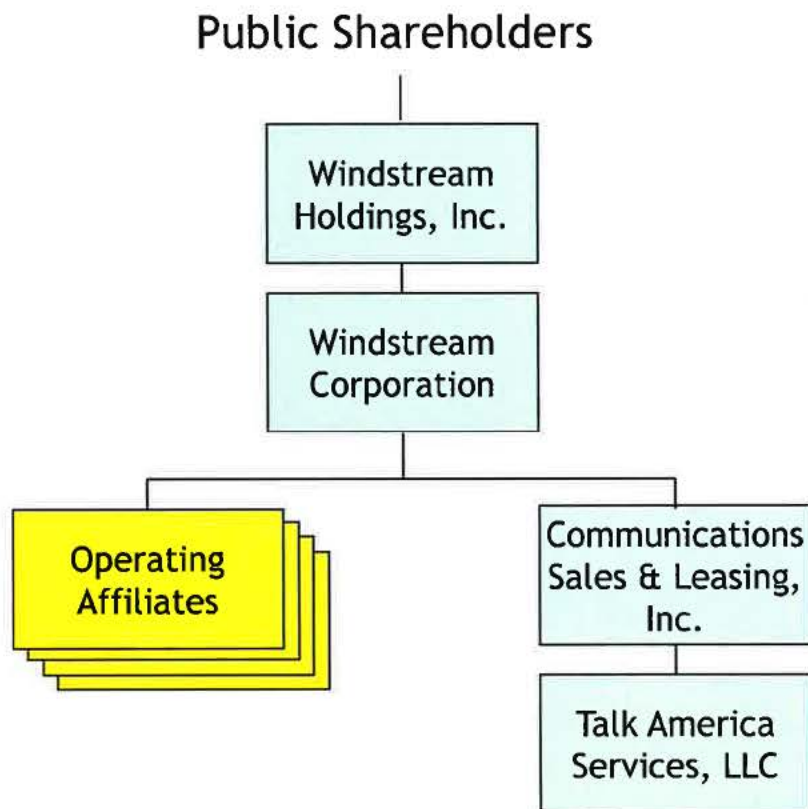
Exhibit A

Organizational Charts

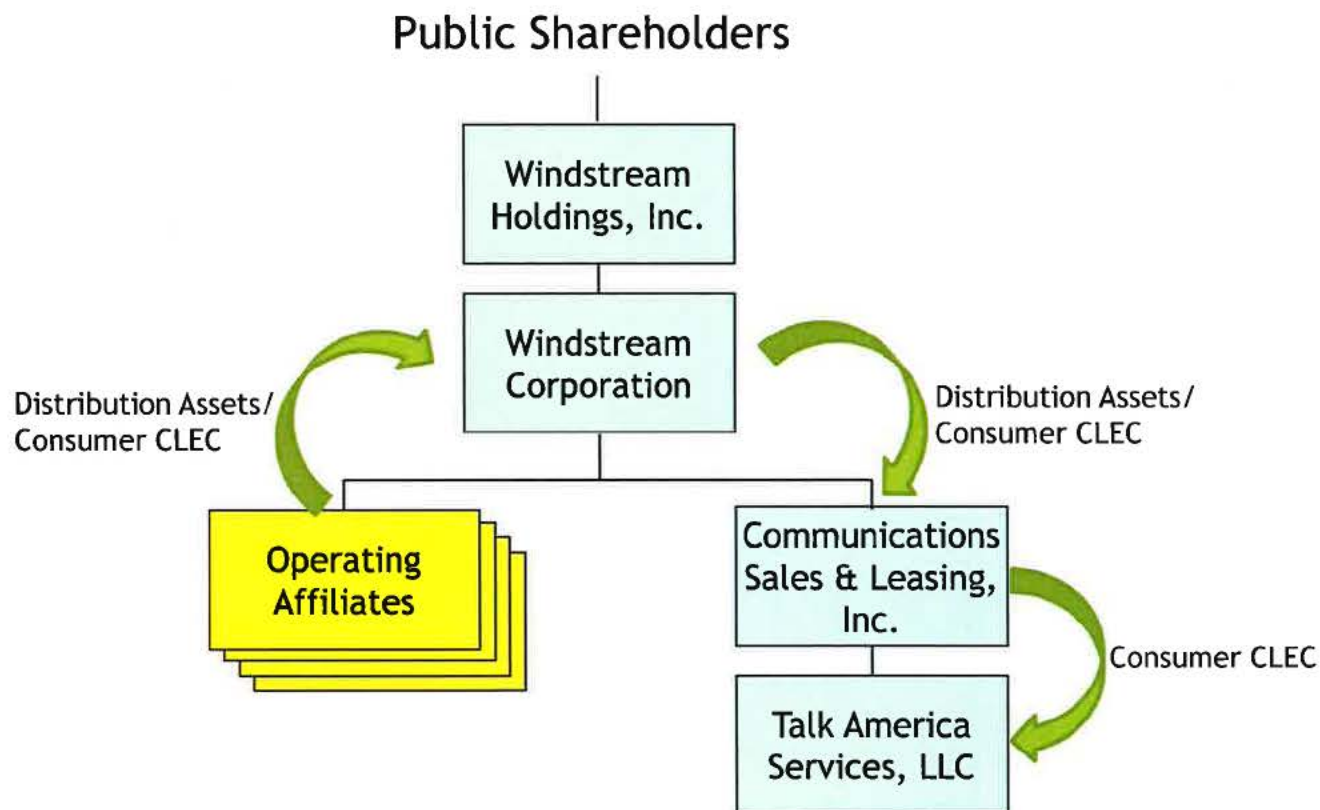


Windstream Holdings, Inc. Spin/REIT

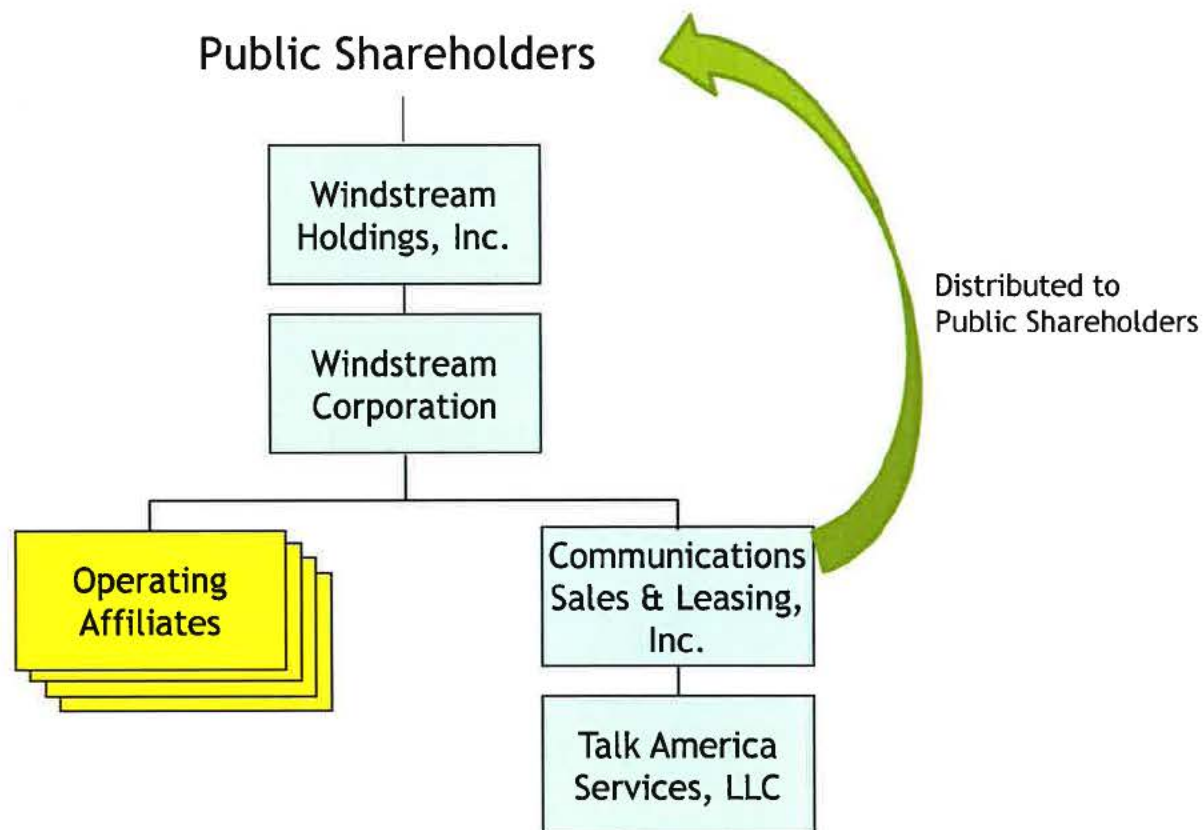
Windstream Holdings, Inc. Pre-Transaction



Windstream Holdings, Inc. Transaction Steps



Windstream Holdings, Inc. Transaction Steps



Windstream Holdings, Inc. Post-Transaction

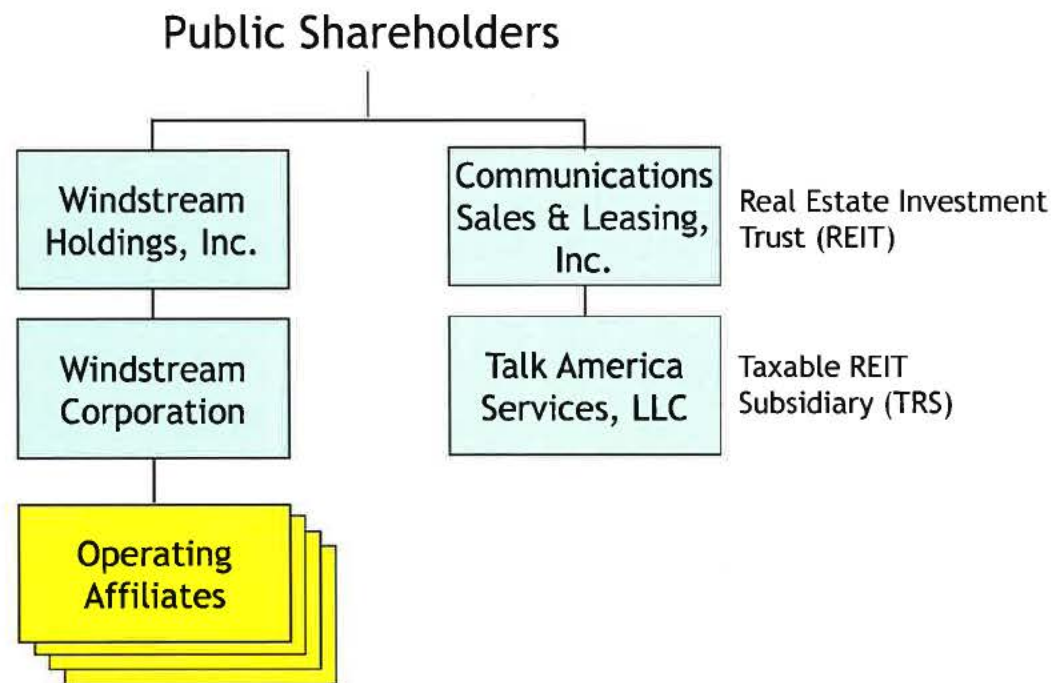


EXHIBIT B

Certificate of Formation

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TALK AMERICA SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2014, AT 10:58 O'CLOCK A.M.

5559703 8100

140892651

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1493030

DATE: 06-27-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:58 AM 06/27/2014
FILED 10:58 AM 06/27/2014
SRV 140892651 - 5559703 FILE

CERTIFICATE OF FORMATION

OF

TALK AMERICA SERVICES, LLC

1. The name of the limited liability company is Talk America Services, LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 27th day of June, 2014.


By: 
Name: Deborah M. Reusch
Title: Authorized Person

EXHIBIT C

Authority to Transact Business



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

Talk America Services, LLC
4001 N RODNEY PARHAM RD
LITTLE ROCK, AR 72212-2459

September 17, 2014

Filing Acknowledgment

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

| | | | |
|------------------------|--|---------------------------|-------------------|
| SOS Control # : | 771947 | Formation Locale: | DELAWARE |
| Filing Type: | Limited Liability Company - Foreign | Date Formed: | 06/27/2014 |
| Filing Date: | 09/17/2014 3:02 PM | Fiscal Year Close: | 12 |
| Status: | Active | Annual Report Due: | 04/01/2015 |
| Duration Term: | Perpetual | Image # : | B0003-2441 |
| Managed By: | Manager Managed | | |

Document Receipt

| | | | |
|---------------------------|-----------------------------|--------------------|-----------------|
| Receipt # : | 1645054 | Filing Fee: | \$300.00 |
| Payment-Check/MO - | CFS-1, NASHVILLE, TN | | \$300.00 |

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

Principal Address:
4001 N RODNEY PARHAM RD
LITTLE ROCK, AR 72212-2459

Congratulations on the successful filing of your **Application for Certificate of Authority** for **Talk America Services, LLC** in the State of Tennessee which is effective on the date shown above. Please visit the Tennessee Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

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: Kelli Wiggins

14

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

Page 1 of 2



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

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

For Office Use Only

FILED

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Talk America Services, 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: Delaware

and the date of its formation is: 06 / 27 / 2014 and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

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

3. This company has the additional designation of: _____

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

Name: C T Corporation System

Address: 800 S. Gay Street, Suite 2021

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

5. Fiscal Year Close Month: December

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

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

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

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

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

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

Address: 4001 N Rodney Parham Rd

City: Little Rock State: AR Zip Code: 72212

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

Page 2 of 2



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

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

For Office Use Only

The name of the Limited Liability Company is: Talk America Services, LLC

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

Address: _____

City: _____ State: _____ Zip Code: _____

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

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

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

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

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

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

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

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

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

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

16. Other Provisions: _____

09-15-2014
Signature Date

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

John P Fletcher
Signature
John P Fletcher
Name (printed or typed)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALK AMERICA SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2014.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5559703 8300

141188647

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1704896

DATE: 09-17-14

00003-2443 09/17/2014 3:02 PM Received by Tennessee Secretary of State Tre Hargett

EXHIBIT D

Operating Agreement

[*CONFIDENTIAL - FILED UNDER SEAL*]

EXHIBIT E

**Management Biographies, Employment History and Business Experience of Executive
Officers and Key Managers**

The business address for Mr. Frantz, Mr. Thomas, and Mr. Small is 4001 N. Rodney Parham Road, Little Rock, Arkansas 72212.

Francis X. ("Skip") Frantz – Chairman of the Board

Francis X. ("Skip") Frantz, is the Chairman of the Board of Directors for Communications Sales and Leasing, Inc. Previously, Mr. Frantz served as a director of Windstream since 2006 and served as Chairman of the Audit Committee. From July 2006 to February 2010, he served as Chairman of the Windstream Board. Mr. Frantz has served as Chairman of Central Bank (a community bank in Little Rock, Arkansas) since February 2007, and also serves as a director of a number of other privately held companies. Prior to January 2006, Mr. Frantz was Executive Vice President-External Affairs, General Counsel and Secretary of Alltel Corporation. Mr. Frantz joined Alltel in 1990 as Senior Vice President and General Counsel and was appointed Secretary in January 1992 and Executive Vice President in July 1998. While with Alltel, he was responsible for Alltel's mergers and acquisitions negotiations, wholesale services group, federal and state government and external affairs, corporate communications, administrative services, and corporate governance, in addition to serving as Alltel's Chief Legal Officer. Mr. Frantz served as the 2006 and 2007 Chairman of the Board and of the Executive Committee of the United States Telecom Association.

Anthony W. Thomas – Chief Executive Officer

Tony Thomas is Chief Executive Officer for Communications Sales & Leasing, Inc. Tony has worked in the communications industry for more over 15 years and is focused on creating shareholder value by expanding and diversifying the Company's communications real estate portfolio. Previously, Mr. Thomas served as Chief Financial Officer for Windstream since August 2009 with responsibility for overseeing Windstream's financial, tax, procurement, audit, treasury, risk management and investor relations teams. In addition, Mr. Thomas oversees the carrier solutions and the telecom procurement organizations. The carrier solutions team provides a full portfolio of communications products to carriers, wireless providers, cable providers and others. The telecom procurement organization is responsible for the acquisition of telecommunications services.

Previously, he served as controller for three years, overseeing the company's accounting, financial planning, external reporting, and retail billing departments. Thomas joined Windstream with the spinoff from Alltel Corp., where he was Vice President of investor relations. He previously held various financial and operational management roles at Alltel including: vice president of corporate financial planning, vice president of finance for the southeast region, vice president of process development and vice president of wireless wholesale roaming. He had joined Alltel as director of revenue accounting when it merged with 360 Communications in 1998. Before entering the communications industry, he was a senior auditor with Ernst & Young. Thomas holds a master's degree in business administration from Wake Forest University and a bachelor's degree in accountancy from the University of Illinois. He is a certified public accountant.

Jeffery W. Small - Senior Vice President – Corporate Development and Operations

Jeff Small is Senior Vice President of Corporate Development and Operations for Communications Sales & Leasing, Inc. Jeff is responsible for lease administration of the real estate portfolio and is the senior leader of the consumer CLEC operations of Talk America. Previously Mr. Small was Vice President of procurement and carrier service delivery at Windstream with responsibilities for supply chain management, procurement strategy and vendor management, and oversight of the service delivery experience for a full portfolio of carrier communications products provided to carriers, wireless providers, cable providers and others. Jeff also held various accounting and finance leadership roles since joining the Company in 2008. Prior to joining Windstream, Jeff served four years as the controller for Ranger Boats, Inc. and was a senior auditor with Arthur Andersen LLP for five years. Jeff holds a degree in accounting from the Arkansas State University and is a licensed certified public accountant.

EXHIBIT F

Pro Forma Financial Statements

[CONFIDENTIAL *FILED UNDER SEAL*]

EXHIBIT G

Proposed Tariff

(Will be provided under separate cover as a Supplement to this Application)

EXHIBIT H

**Small and Minority-Owned
Telecommunications Business Participation Plan**

TALK AMERICA SERVICES, LLC

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

Pursuant to T.C.A. §65-5-112, as amended, Talk America Services, LLC ("TAS") 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. TAS 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. TAS 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, TAS will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to TAS of such opportunities. TAS's representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, TAS will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

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

Jeffery W. Small
Senior Vice President - Corporate Development and Operations
Talk America Services, LLC
4001 N. Rodney Parham Rd.
Little Rock, AR 72212
Tel: (501) 748-5870

Fax: (330) 425-0881
jeffery.w.small@windstream.com

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 cooperating 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) Communication to existing vendors in order to understand and solicit involvement in the program.
- (6) Communications to existing vendors in order to determine primary vendor and sub-vendor involvement and relationships.
- (7) 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) Providing information and educational activities to persons within TAS 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 may utilize a number of resources, including, but not limited to:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

IV. RECORDS AND COMPLIANCE REPORTS

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

TAS will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, TAS will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority. In conjunction with this Record Maintenance, TAS reserves the right to designate documents, reports, surveys and/or studies as "Confidential" or "Proprietary".

This plan is a statement of objectives and is not intended to create any legal obligation, except those required by Statute or Rule of the TRA, of Talk America Services, LLC or any of its employees.

Talk America Services, LLC

By: 
Jeffery W. Small
Senior Vice President - Corporate Development and Operations

Dated: October 20, 2014

EXHIBIT I

IntraLATA Toll Dialing Parity Plan

TOLL DIALING PARITY PLAN

INTRODUCTION

Talk America Services, LLC ("Company") will give end user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas where Company is a local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code.

POLICIES

As a reseller, the Company will rely upon its underlying carriers to deploy two-PIC (Primary Interexchange Carrier) technology in their switches. This technology will enable the customer to presubscribe to the same or a different carrier for their intraLATA and/or interLATA service.

Appropriate tariffs will be filed in accordance with this plan.

Company will offer customers the ability to access all participating carriers by dialing the appropriate access code (101XXXX).

The Company will establish processes to provide customers with an opportunity to choose their intra and interLATA toll carrier(s). Company contact representatives who communicate with the public, accept orders, and serve in customer service capacities will be trained to explain to customers the availability of 2-PIC equal access, and assist in implementing their initial PIC choice or in changing their PIC for intraLATA and interLATA toll calls. Company will process intraLATA PIC selections in the same manner and in the same time intervals that apply to interLATA PIC's.

All eligible Company end user telephone line numbers will be presubscribed and must have a PIC associated with them.

CARRIER INFORMATION

Interexchange carriers will have the option of offering intraLATA service only, or both intraLATA and interLATA service.

Interexchange carriers will have the option of participating in all market areas or in a specific market area.

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and Participation Agreement(s).

Company will not participate in billing disputes for intraLATA service between alternative competing interexchange carriers and their customers.

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and to Company.

Company representatives will not initiate or accept three-way calls from an alternative interexchange carrier in order to discuss presubscription.

CALL ELIGIBILITY/TOLL DIALING PLAN

All local service customers of Company will have calls routed according to the following plan:

| If a Company Customer Dials: | The Call is Handled By/Routed To: |
|---|---|
| 911 | PSAP on originating line number |
| 411/555-1212 | Company's Directory Assistance Operator |
| 0- | Company's Operator |
| 0 + intraexchange number | IntraLATA Toll Provider |
| 1 + 7 or 10 digits | IntraLATA Toll Provider |
| 0 + 7 or 10 digits interexchange number | InterLATA Toll Provider |
| 101XXXX + 0- | XXXX Carrier |
| 101XXXX + 0 + 7 or 10 digits | XXXX Carrier |
| 101XXXX + 7 or 10 digits | XXXX Carrier |

If a Company customer originates a call to an alternative interexchange carrier's Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to an alternative interexchange carrier's Operator by dialing an access code (e.g., 101XXXX + 0-), the call will be routed to the XXXX carrier. In both cases, the carrier's switch is responsible for routing this call to the alternative interexchange carrier's Operator or to an announcement.

NETWORK INFORMATION

All originating intraLATA traffic will initially be routed via the incumbent Local Exchange Carrier (LEC) Access Tandem(s). Following conversion, direct trunks between the Company switch and the interexchange carrier location(s) may be provided when warranted by traffic volume.

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the incumbent LEC Access Tandem(s).

Company will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Same requests from carriers to block traffic or to remove customers from their network will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

CUSTOMER CONTACT INFORMATION

New customers will be informed of their ability to select interLATA and intraLATA toll providers at the time they request service from a Company representative. Company will explain the differences between local, intra- and interLATA toll calls and clearly notify the customer that he or she may select a different, or the same, carrier for each call category. Upon request, Company will inform customers of participating carriers.

Company customer contact representatives will process customer initiated PIC selections to Company to an alternative intraLATA carrier. Company will provide customers with confirmation notification of their PIC (Company or alternative carrier) selection. Carriers will have the option of allowing the Company representative to process PIC requests on their behalf.

For new customers or customers ordering an additional line, Company will accept as a bona fide PIC a selection of "NO PIC" as a choice. Company will ensure that "NO PIC" customers will have access code dialing capability to reach participating intraLATA carriers. NO PIC customers will be informed of their ability to complete intraLATA toll calls via access codes. Company will ensure that NO PIC customer intraLATA toll traffic is not automatically routed to the incumbent local exchange carrier.

Company will instruct its customer contact representatives not to comment on a customer's choice of its intraLATA PIC when the customer contacts Company to change the PIC. Company contact representatives will respond to customer inquiries about intraLATA carriers in a competitively neutral fashion.

If the intraLATA toll carrier selected by the customer permits Company to process orders on its behalf, Company will accept the PIC change request.

Company representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

PRESUBSCRIPTION INFORMATION

New line customers, including customers adding lines, will have the opportunity to select a participating carrier or NO PIC. If a customer fails to make a choice, that customer will be assigned a NO PIC designation. Customers assigned a NO PIC designation as set forth in this paragraph will be required to dial an access code to reach an intraLATA carrier's network.

Company will offer new line customers a 30-day grace period following placement of the customer's service order for the customer to designate its PIC(s) or NO PIC without charge. After this 30-day period, Company will assess a \$5.00 PIC charge for each PIC change made. Company will impose a single \$5.00 fee when customers simultaneously change their intraLATA and interLATA toll service provider.

If a Company customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA carrier, and the intraLATA carrier is unable to produce evidence that the PIC change was properly executed pursuant to Tennessee Regulatory Authority and federal PIC change rules, the PIC will be changed as per the customer's request and the intraLATA carrier will be responsible for all costs incurred for changing the customer's PIC.

Alternative interexchange carriers may submit PIC changes to Company via a fax/paper interface.

Company will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC changes.

Carriers will be required to submit PIC changes using the Customer Account Record Exchange ("CARE") format via paper medium. Company will provide carriers with PIC order confirmation and reject information using the CARE format. Specific details regarding CARE will be provided to participating carriers.

For customers who change their local service provider from the incumbent LEC to Company and retain their incumbent LEC telephone number(s), Company, as part of the CARE PIC process, will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the Company telephone number.

EXHIBIT J

Sample Bill

Return Service Requested

Statement Date
Account
Amount Due
***Current Charges Due**
Amount Enclosed: _____



To pay by credit card, please call
or visit us online at

Remit Payment To:



Please detach here and return above portion with payment. Make checks payable to _____ and note your phone number or account number on your check.
This bill was prepared on _____. A late payment charge will apply to any amounts not received by _____.
Any past due balance is considered delinquent and should have been paid prior to the new statement date. Please remit past due balance immediately.

| | | | |
|------------------|-----------------|---------------------------|-----------------------|
| Statement Date: | Account Number: | PIN: | *Current Charges Due: |
| Previous Balance | \$ | Current Charges | \$ |
| Payments | \$ | Finance Charge (percent) | \$ |
| Adjustments | \$ | | \$ |
| Past Due Balance | \$ | Total Amount Due | \$ |

* Past Due Charges are due immediately and are subject to further collection activity

Important Messages

Go Paperless Today!

Make your life easier while helping to save the Earth by signing up for paperless billing today!
Go to _____ to register today!

Please contact Windstream Customer Care at 1-800-291-9699 if you have a question or a problem regarding your telephone service. If your complaint is not resolved after you have called Windstream, or for general utility information, residential and business customers may contact the _____ for assistance at _____ (toll free) from _____ weekdays or at _____. The _____ represents residential utility customers in matters before the _____.

Customer Name:

Customer Address:

Service Details

| Date | Date | Description | Quantity | Amount |
|------|------|-------------|----------|--------|
|------|------|-------------|----------|--------|

Account Number:

Line Number:

Subtotal for Line:

Total for Account:

Understanding Your Services

If you have chosen a consumer unlimited long distance calling plan, please be aware that this service is for typical residential applications only and restrictions governing use do apply. For more information visit

Taxes

| Date | Account | Tax Area # | Location Description | Item Description | Amount |
|------|---------|------------|----------------------|------------------|--------|
|------|---------|------------|----------------------|------------------|--------|

Federal Excise Tax
State Sales Tax
County Sales Tax

Taxes Subtotal for:

Total for All Accounts

Fees

| Date | Account | Fee Area # | Location Description | Item Description | Amount |
|------|---------|------------|----------------------|------------------|--------|
|------|---------|------------|----------------------|------------------|--------|

Data Service Recover
Access Recovery Char
Access Recovery Char
Access Recovery Char
End User Access Fee
Reg Assessment Srchg
USF Interstate Svcs

Fees Subtotal for:

Total for All Accounts

For a complete description of fees and taxes included on your bill, please refer to the glossary at

Account Number:

Master Number:

Customer Name:

Customer Address:

This page intentionally blank

Account Number:

Master Number:

EXHIBIT K

**Certificate of Good Standing
(Delaware Secretary of State)**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALK AMERICA SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2014.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5559703 8300

141188647



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1704896

DATE: 09-17-14

EXHIBIT L

Surety Bond

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: K08813826

WHEREAS, Talk America Services, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Westchester Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 17th day of October, 2014, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Talk America Services, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name: CESAR CABALLERO

Title: Sr. Regulatory Counsel

SURETY

Westchester Fire Insurance Company

Name of Surety

436 Walnut Street, P. O. Box 1000 Philadelphia, PA 19106

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Mary K. Swan

Title: Attorney-in-Fact

Address of Surety Agent:

436 Walnut Street, P. O. Box 1000

Philadelphia, PA 19106

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

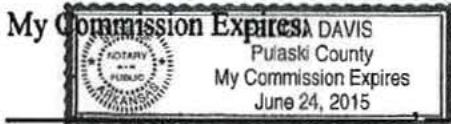
ACKNOWLEDGMENT OF PRINCIPAL

STATE OF

COUNTY OF PULASKI

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

WITNESS my hand and seal this 21 day of OCTOBER, 2014.



A. Davis
Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF Arkansas
COUNTY OF Pulaski

Before me, a Notary Public of the State and County aforesaid, personally appeared Mary K. Swan with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Westchester Fire Insurance Company, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 17th day of October, 2014.

My Commission Expires:

January 22, 2023

Kelly Childers
Notary Public
Kelly Childers



APPROVAL AND INDORSEMENT

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

Name:
Title:

Power of Attorney

Surety Bond No: K08813826

Westchester Fire Insurance Company

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the Commonwealth of Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

"RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

Does hereby nominate, constitute and appoint Mary K. Swan of the City of (Little Rock), (AR), its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Three Million Dollars & Zero Cents (\$3,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office,

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 21st day of September 2014.

WESTCHESTER FIRE INSURANCE COMPANY

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Stephen M. Haney
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 21st day of September, AD. 2014 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KAREN E. BRANDT, Notary Public
City of Philadelphia, Phila. County
My Commission Expires September 26, 2018

Karen E. Brandt
Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 17th day of October 2014.



William L. Kelly
William L. Kelly, Assistant Secretary