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December 10, 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
ATTN: Lisa Foust

**Re: Docket No. 14-00120 - Application of Talk America Services, LLC for Certificate to Resell
Telecommunications Services in Tennessee
RESPONSE TO STAFF**

Dear Chairman Hilliard:

On behalf of Talk America Services, LLC ("TAS" or "Applicant"), enclosed for filing are an original and four (4) copies of Applicant's response to the November 20, 2014 correspondence from TRA Staff.

1) Answer questions S. and T. on page 5 of the application:

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?

Response: Applicant is aware of with the requirement pursuant to Tennessee Code Annotated §65-21-114 regarding county wide calls and will comply. See revised Page 5 of the Reseller Application Form, Attachment 1 hereto, which notes "Yes" in response to S.

T. Is the Applicant aware of the TAR Code database 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 database?

Response: Applicant is aware of the database code maintained by BellSouth and the procedures for entering telephone numbers in the database. See revised Page 5 of the Reseller Application Form which notes "Yes" in response to T.

2) Provide the original surety bond for Talk America Services, LLC. The application contained a copy of the bond.

Response: Attached is a duplicate original Surety Bond issued and executed by Westchester Fire Insurance Company and Talk America Services, LLC. See Attachment 2.

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,

A handwritten signature in dark ink, appearing to read "Jeffrey R. Strenkowski".

Jeffrey R. Strenkowski
Russell M. Blau

Counsel for Talk America Services, LLC

Attachment 1

- 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?
 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 |
|--------------|---------|---------|------|----|-----|-------|
| | | | | | | |
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
| | | | | | | |
| 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.
 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.

Attachment 2

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: K08813826

DUPLICATE ORIGINAL

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: Brenda Smith

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 Caballero
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 5 day of December, 2014.



Felicia 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 Brenda Smith
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 seal of the Company 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 Brenda Smith 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.



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WESTCHESTER FIRE INSURANCE COMPANY

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