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December 15, 2014

Via Electronic Mail and Overnight Courier

Chairman Herbert Hilliard
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
502 Deaderick Street, 4th Floor
Nashville, TN 37243
Sharla.dillon@tn.gov

Re: Docket 14-00120
SUPPLEMENT Talk America Services, LLC Application for Operating Authority

Dear Chairman Hilliard:

This letter is intended to supplement the application for operating authority filed on behalf of Talk America Services, LLC ("TAS") on or about October 24, 2014. As part of that application, TAS stated that the Chief Executive Officer ("CEO") of the company is Anthony W. Thomas. Windstream recently named Mr. Thomas as its CEO, and as such, Mr. Thomas has resigned his position as CEO of TAS, as well as TAS's parent company, Communications Sales and Leasing, Inc. ("CSL"). TAS and CSL are currently in the process of hiring a new CEO. We will provide an update with the new CEO's biographical information when the new TAS CEO has been hired. For your reference, we are attaching a press release issued by Windstream concerning the management change. Francis X. "Skip" Frantz remains Chairman of the Board, and Jeffery W. Small remains Senior Vice President – Corporate Development and Operations.

Enclosed for filing are an original and thirteen (13) copies of this supplement. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Russell M. Blau
Jeffrey R. Strenkowski
Counsel for Talk America Services, LLC

Enclosure

Windstream Appoints Tony Thomas as Chief Executive Officer

*Jeff Gardner resigns as President and CEO
Company remains committed to REIT spinoff*

Release date: Dec. 11, 2014

LITTLE ROCK, Ark. – Windstream Holdings, Inc. (Nasdaq: WIN) today announced that Tony Thomas has been appointed president and chief executive officer and a director of Windstream, effective immediately. Thomas succeeds Jeff Gardner, the company's current president and CEO, who will stay on as senior adviser to the CEO and as a member of the Board of Directors through Feb. 1, 2015, to ensure an orderly transition. Thomas has principally served as Windstream's chief financial officer over the past eight years and most recently as the company's president of real estate investment trust (REIT) operations.

"I am proud to have led Windstream from its creation in 2006. It has been a privilege to work with our Board, leadership team and talented associates across the organization," said Jeff Gardner. "The Board and I agree that a change in perspective is needed in order to accelerate the pace of change within the company and to more effectively respond to the rapidly evolving needs of our customers. The Board's confidence in Tony is well placed. His leadership and strong financial acumen will benefit investors and customers as he leads Windstream in the future."

Jeff Hinson, Chairman of the Windstream Board of Directors, said: "On behalf of the Board, I thank Jeff for his contributions to the company over the past decade. He led the company's successful spinoff from Alltel Corp. and its transformation from a rural wireline telephone business to a FORTUNE 500 company and nationwide provider of advanced network communications and technology solutions. He also has served as a leading advocate for the telecom industry. Tony Thomas' telecom experience and in-depth knowledge of Windstream give the Board confidence that he is the right executive to lead the company, position the enterprise and consumer businesses for long-term success and drive revenue growth."

"I am honored by this appointment and by the Board's confidence," said Tony Thomas. "It has been a privilege to work with Jeff Gardner throughout my career. I also remain intently focused on executing the REIT spinoff, which will enable Windstream to accelerate network investments, provide enhanced services to customers and maximize shareholder value."

Windstream Director Francis X. "Skip" Frantz will lead the process to select a new president and CEO of the REIT. As previously announced, Frantz will serve as chairman of the REIT's Board. He will leave the Windstream Board upon close of the transaction, which is anticipated to occur in the first half of 2015.

About Tony Thomas

Tony Thomas, 43, has more than 20 years experience in the communications industry. He was instrumental in the development of Windstream's REIT spinoff and has served as president of real estate investment trust operations at Windstream since October 2014.

Thomas served as the chief financial officer for Windstream from August 2009 through September 2014. During his five-year tenure as CFO, Thomas played an integral role in Windstream's expansion by completing seven acquisitions totaling more than \$5.6 billion in transaction value. In addition, Thomas has deep capital market expertise, having led almost \$10 billion in debt transactions.

Thomas joined Windstream as controller following the spinoff from Alltel Corp. He held a variety of financial and operational leadership roles at Alltel after joining the company when it merged with 360 Communications in 1998. Before entering the communications industry, he was a senior auditor with Ernst & Young in the telecom practice. He holds a master's degree in business administration from Wake Forest University and a bachelor's degree in accountancy from the University of Illinois.

About Windstream

Windstream, a FORTUNE 500 and S&P 500 company, is a leading provider of advanced network communications and technology solutions, including cloud computing and managed services, to businesses nationwide. The company also offers broadband, phone and digital TV services to consumers primarily in rural areas. For more information, visit the company's online newsroom at news.windstream.com or follow on Twitter at [@WindstreamNews](https://twitter.com/WindstreamNews).

Windstream claims the protection of the safe-harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. Forward-looking statements specific to the proposed spinoff and formation of the REIT, include, but are not limited to, statements regarding the completion of the transaction, the expected closing date of the transaction and the expected benefits of the transaction. Such statements are based on estimates, projections, beliefs and assumptions that Windstream believes are reasonable but are not guarantees of future events and results. Actual future events and results may differ materially from those expressed in the forward-looking statements as a result of a number of important factors. Factors that could cause actual results to differ materially from those contemplated in the company's forward-looking statements include, among others:

- the anticipated timing of the closing of the pending transaction and proposed spinoff;
- the expected tax treatment of the pending transaction and proposed spinoff;
- the ability of each of Windstream (post-spin) and the new REIT company to conduct and expand their respective businesses following the proposed spinoff; and
- the ability to receive, or delays in obtaining, the regulatory approvals required to complete the proposed spinoff.

In addition to these factors, actual future performance, outcomes and results may differ materially because of more general factors including, among others, general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes.

Windstream undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause Windstream's actual results to differ materially from those contemplated in the forward-looking statements should be considered in connection with information regarding risks and uncertainties that may affect Windstream's future results included in other filings by Windstream with the Securities and Exchange Commission at www.sec.gov.

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