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Docket Office
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

December 3, 2014

14-00151

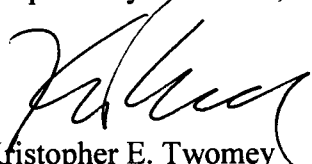
Re: Application of Athena Broadband for a Certificate to Provide Competing Local Telecommunications Services

Dear Sir/Madam:

Enclosed for filing are an original and thirteen (13) copies of the Application of Athena Broadband for a Certificate to Provide Competing Local Exchange Services.

Please contact me should you have any questions or need additional information.

Respectfully submitted,



Kristopher E. Twomey
Counsel to Athena Broadband

cc: Josh Lynch
ILEC service list

BEFORE THE TENNESSEE REGULATORY AUHTORITY

In the Matter of the Application of)
Athena Broadband to Provide Competing)
Local Telecommunications Services)
_____)

**APPLICATION OF ATHENA BROADBAND FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Kristopher E. Twomey
Law Office of Kristopher E. Twomey, P.C.
1725 I Street, NW, Suite 300
Washington, D.C. 20006
Telephone: (202) 681-1850
Facsimile: (202) 517-9175

Counsel for Athena Broadband

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)
Athena Broadband for a Certificate to)
Provide Competing Local Telecommunications)
Services)
_____)

**APPLICATION OF ATHENA BROADBAND FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY**

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

In support of this Application, Athena Broadband shows the following:

I. Administrative Requirements

1. Applicant's full name and address:

Athena Broadband
P.O. Box 653
Shelbyville, TN 37162
931 680-4668
Email: info@athenabroadband.com

2. Questions concerning this application should be directed to:

Kristopher E. Twomey
Law Office of Kristopher E. Twomey, P.C.
1725 I Street, NW, Suite 300
Washington, D.C. 20006
Telephone: (202) 681-1850
Facsimile: (202) 517-9175
Email: kris@lokt.net

3. Contact name and address at Applicant:

Josh Lynch
Partner/CEO
P.O. Box 653
Shelbyville, TN 37162
931 680-4668
Email: josh@athenabroadband.com

4. Organizational chart:

See Exhibit 1.

5. The name, number and electronic mailing addresses (if available) of the person(s) designated as a contact for the Commission Staff for resolving complaints, inquiries and matters concerning rates and price lists or tariffs.

Kristopher E. Twomey
Law Office of Kristopher E. Twomey, P.C.
1725 I Street, NW, Suite 300
Washington, D.C. 20006
Telephone: (202) 681-1850
Facsimile: (202) 517-9175
Email: kris@lokt.net

6. Corporate information

Applicant was formed as a Tennessee general partnership on April 30, 2012. Business entity detail from the Tennessee Secretary of State's website is attached as Exhibit 2.

7. The names and addresses of the officers and directors of Applicant.

Josh Lynch - Partner/CEO

John Rowland - Partner/COO

Rod Parsons - Partner

Tim Chapman - Sales Director

Ryan Morgan - Network Operations/VOIP Director

All may be reached at Applicant's address.

All officers and directors may be contacted at Applicant's address in Shelbyville, Tennessee. Biographies are attached as Exhibit 3.

8. Description of Business Plan, Service to be Offered

Athena Broadband currently provides broadband wireless Internet services and voice over Internet protocol ("VoIP") to residents and businesses in and around Shelbyville and Lewisburg, Tennessee. Much of Athena Broadband's service areas were unable to receive broadband Internet service (other than satellite) prior to Athena Broadband entering the market. Athena Broadband intends to deploy its first fiber network offering speeds of up to 1 gigabit per second to commercial customers in Shelbyville and may deploy additional fiber networks in the future to both commercial and residential customers. The company is also exploring a fiber deployment in an underserved subdivision in Bell Buckle.

II. Managerial Requirements

Applicant has provided broadband Internet services in Shelbyville and Lewisburg for the past two years and is highly respected by the community. Applicant recently introduced state of the art voice over Internet protocol ("VoIP") services to its customers. Through its commercial development, Applicant has gained the necessary skill and experience to effectively manage a provider of competitive local telecommunications services. See exhibit 3 for managerial biographies evidencing the requisite experience. Please see the following webpage for testimonials regarding Athena Broadband's service: <http://www.athenabroadband.com/testimonials>.

III. Technical Requirements

1. Facilities to be Used

Athena Broadband will deploy its initial fiber network via aerial facilities (attaching equipment to utility poles) rather than using rights of way, ducts, and conduit. The fiber will terminate into Athena Broadband's network operation center. Upon approval of this application, Applicant will enter into negotiations for pole attachment agreements with the owners of the requisite utility poles.

2. Description of Network

As its first fiber project, Athena Broadband intends to deploy fiber optic connectivity to commercial customers in Shelbyville. The network will begin in the east end of Shelbyville on Madison Street and then west to the intersection of Madison and North Main Street. The network will then run north on Main Street to the northern edge of Shelbyville. The network will be used to provide one gigabit Internet connections and provide VoIP. Some circuit-switched telephony may also be carried over these facilities.

3. TRA Standards Will be Met

Athena Broadband's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all local exchange carriers ("LECs") regulated by the TRA. Applicant will not require customers to purchase CPE which cannot be used with the Incumbent LEC's systems. The biographies in Exhibit 3 attest to the experience the management team enjoys, its ability to carry out the plan described above, and that Athena Broadband is certainly technically qualified to provide local exchange service in Tennessee.

4. Proposed Service Area:

Athena Broadband will provide services in LATA 470 in areas not protected from competition by the Telecom Act's section 251(f) rural exemption. Initially, Applicant will provide service in Bedford and Marshall counties.

5. Types of Local Exchange Service to be provided:

Athena Broadband expects to offer a broad variety of local exchange services, primarily to wholesale and business customers in Tennessee. Athena Broadband's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially, Athena Broadband plans to offer basic access line service, PBX and DID Services, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2).

6. Repair and Maintenance

Athena Broadband understands the importance of effective customer service for local service customers. Athena Broadband currently provides locally-based customer and technical support in its office. Athena Broadband has made arrangements for its customers to call the company at its local service number. In addition, customers may contact the company in writing at the headquarters address, as well as via email at info@athenabroadband.com. The designated contact person knowledgeable about Athena Broadband's repair and maintenance operations in Tennessee is Josh Lynch, CEO.

IV. Financial Requirements

Athena Broadband will continue its growth organically through cash flow for most of its new regulated services. For the fiber network deployment, Athena Broadband has received a five year loan from one of the company's general partners for \$200,000. That will be sufficient funding for the initial fiber project. Financial statements are attached as Exhibit 4.

V. Small and Minority-Owned Telecommunications Business Participation Plan:

Please see Exhibit 5.

VI. Service of Application

Applicant certifies that it has served notice of its application on the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding Athena Broadband's intention of operating geographically in LATA 470. A certificate of service is attached as Exhibit 6.

VII. Toll Dialing Parity Plan

Applicant's toll dialing parity plan is attached as Exhibit 7.

VIII. Numbering Issues

Applicant's expected demand for NXXs per NPA within a year of approval of its Application is as follows:

LATA 470

NPA 931 (2)- One NPA-NXX block for Shelbyville and one for Lewisburg.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Two

3. When and in what NPA do you expect to establish your service footprint?

See #1

4. Will the company sequentially assign telephone numbers within NXXs?

Yes

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Athena Broadband will follow all NANPA guidelines and any TRA or FCC guidance on number conservation. With number pooling, Athena Broadband will only request NXX 1000 blocks.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

75%

IX. Operational Issues

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

Athena Broadband' billing for calls is different than traditional circuit-switched carriers. No calls originated and terminated in Tennessee will be subject to toll charges. Unlimited calls within Tennessee are included as part of the monthly fee.

2. Is the company aware of the Tennessee County Wide Calling database maintained by AT&T and the procedures to enter your telephone numbers on the database?

Yes, Athena Broadband will cooperate with AT&T to ensure its telephone numbers are accurately placed in the Tennessee County Wide Calling database.

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

Yes.

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

Athena Broadband' billing for calls is different than traditional circuit-switched carriers. No calls originated and terminated in Tennessee will be subject to toll charges. Unlimited calls within Tennessee are included as part of the monthly fee.

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

All customer complaints should be directed to Athena Broadband's CEO, Josh Lynch. The telephone number is 931 680-4668.

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* And Chapter 1220-4-11?

Athena Broadband does not intend to use telemarketing for its services.

X. Public Interest

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

enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by Athena Broadband and indirectly, because Athena Broadband's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

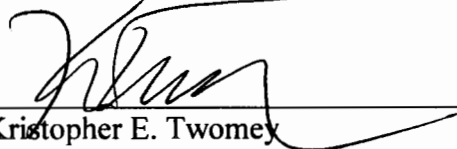
XI. Miscellaneous Issues

- A. Sworn pre-filed testimony is attached to this Application as Exhibit 8.
- B. Tariffs will be filed after this Application is granted.
- C. Applicant is not currently involved in any mergers or acquisitions.
- D. Applicant does not require customer deposits.
- E. Applicant has never received a slamming or any other complaint filed with a state or federal regulatory agency involving Applicant or its affiliated entities.
- F. Applicant will not offer regulated or traditional local telephony services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, unless that carrier's Section 251(f) rural exemption has been eliminated. Applicant will, however, provide unregulated services such as broadband Internet and VoIP statewide.
- G. Athena Broadband has acquired a surety bond as required by TCA §65-4-125(j). It is attached as Exhibit 9.

WHEREFORE, Athena Broadband requests that the Commission:

- (a) Grant Applicant authorization to provide facilities-based and resale local exchange services in eligible incumbent local exchange carrier areas service provider throughout the State of Tennessee in the service areas of AT&T, CenturyLink and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996;
- (b) Make the grant effective on the date of issuance;
- (c) Authorize the filing of tariffs after the effective date of such a grant, such tariffs to be effective upon approval; and
- (d) Grant such further relief as may be just and reasonable.

Respectfully submitted,



Kristopher E. Twomey
Counsel for Athena Broadband

December 3, 2014

EXHIBIT LIST

1. Organizational Chart
2. Partnership Agreement and Tennessee Secretary of State Status
3. Biographies of Management and Directors
4. Financial Statements
5. Small and Minority-Owned Business Participation Plan
6. Certificate of Service
7. IntraLATA Toll Dialing Parity Plan
8. Pre-filed Testimony of Josh Lynch, CEO
9. Surety Bond

EXHIBIT 1

Organizational Chart

Athena Broadband is a general partnership with three partners:

Josh Lynch - Partner/CEO

John Rowland - Partner/COO

Rod Parsons – Partner

EXHIBIT 2

Partnership Agreement and Tennessee Secretary of State Status



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

Filing Information

Name: **Athena Broadband**

General Information

SOS Control # : 684993
Filing Type: General Partnership - Domestic
Filing Date: 04/30/2012 10:23 AM
Status: Active
Duration Term: Expires: 04/30/2017

1215 UINON ST
SHELBYVILLE, TN 37160

Athena Broadband Partnership Amendment 11/1/2013

This Partnership Agreement Amendment (the "Amendment") is made and entered into this November 1, 2013 (the "Effective Date"). and Amends the Athena Broadband Partnership agreement dated April 16t, 2012. The Partners in this Amendment are as follows:

- Joshua R. Lynch
- John W. Rowland III

The Partners to this Amendment agree to the following:

Addition of Minority Partner

The partners hereby agree to add Rodney Parsons as a minority partner in the Partnership Agreement ("The Agreement").

The Partners in the amended agreement are as follows:

- Joshua R. Lynch - Majority Partner
- John W. Rowland III - Majority Partner
- Rodney Parsons - Minority Partner

Amendmended Agreement:

- The Partners wish to become legal partners in business.
- The terms and conditions of their Partnership will be outlined in this Agreement.
- If the Agreement is executed, the Partnership will be in effect on November 1st, 2013.
- The Partnership will only be terminated as outlined in this Agreement.
- The Partnership's primary place of business will be 263 Anthony Lane, Shelbyville, Tennessee, 37160.
- The Partnership will be governed under the laws of the state of Tennessee.
- The Partnership's primary purpose is Internet Service Provider.

Contributions:

No additional contribution is required by the Majority Partners

Rodney Parsons will make an initial contribution to the Partnership of \$262,500

\$120,000 will be submitted no later than November 1, 2013 and the remaining \$142,500 will be submitted no later than December 31st 2014. The remaining \$142,500 will be paid in equal

Partner Initials

 JL WR RP

quarterly installments with the first installment due no later than March 31st 2014. All capital contributions are final unless all partners give written consent of withdrawal. All contributions will be deposited into a individual capital account.

Interest and Authority:

The Partners' ownership interest in the Partnership will be as follows:

- Joshua R. Lynch: 37.5% - Majority Partner
- John W. Rowland III: 37.5% - Majority Partner
- Rodney Parsons: 25% - Minority Partner

The Partners' authority will be defined by the following unless otherwise stated in the Agreement:

Minority Partners will not have the authority to make decisions for the partnership nor enter into any agreements or contracts on behalf of the partnership. Majority partners shall have the authority to individually make any decisions and enter into contracts & agreements in the amount up to \$25,000. Any decisions requiring a contract or otherwise which is equal to \$25,000 or more will require a unanimous vote by the Majority Partners.

Costs:

The Partners will share costs according to the following percentages:

- Joshua R. Lynch: 37.5%
- John W. Rowland III: 37.5%
- Rodney Parsons: 25%

Profits:

The Partners will share the net profits of the Partnership according to the following percentages:

- Joshua R. Lynch: 37.5%
- John W. Rowland III: 37.5%
- Rodney Parsons: 25%

The Profits will be accounted by the Partnerships accountant as agreed to by Majority Partners. Profits will be distributed on the 15th of the month beginning December of 2013 for the prior months profits according to the above percentages minus a portion of profits that is to be left in the Partnership according to the below percentages.

Monthly Profit of <\$10,000: 10% of profits will remain in the Partnership

Partner Initials

 JL M P

Monthly Profit of \$10,000-\$14,999: 20% of profits will remain in the Partnership
Monthly Profit of \$15,000-\$25,000: 30% of profits will remain in the Partnership
Monthly Profit of <25,000: 35% of profits will remain in the Partnership

A distribution of \$517.16 will be paid to Joshua Lynch on November 1st, 2013 to correct difference in General Partners draw accounts.

Additional distribution of profits to the partners requires a unanimous vote by all partners.

Salary:

All Partners must give their unanimous consent if a permanent salary is to be established and their unanimous consent for the amount of salary to be given to each Partner.

Accounting:

- All accounts related to the Partnership including contribution and distribution accounts will be audited every 6 months.
- All Partners will maintain an individual contribution account. All Partners will maintain an individual distribution account. Partners will keep accurate and complete books of account for all accounts related to the Partnership. Any Partner, whether majority or minority, will be allowed to review all books of account at any time they request.
- Accounting records will be kept on an accrual basis.
- The fiscal year will be complete on December 31st of each year. All Partners will present their position on the state of the Partnership within two weeks of the completion of each fiscal year.
- The following partners will be able to sign checks from any joint Partner account:
 - Joshua R. Lynch
 - John W. Rowland III

New Partners:

The Partnership will amend this agreement to include new partners upon the written and unanimous vote of all Partners.

The name of the Partnership may be amended if a new Partner is added to the Partnership upon the written and unanimous vote of all Partners.

Withdrawal or Death:

Withdrawal or death shall be governed by a separate agreement entitled "Athena Broadband Buy/Sell Agreement".

Partner Initials

AL RL JR

Dissolution:

Should the Partnership be dissolved by unanimous vote, the Partnership will be liquidated, and the debts will be paid. All remaining funds after debts have been paid will be distributed based on the percentage of ownership interest outlined in this Agreement.

Amendments:

- Amendments may be made here to upon the unanimous and written consent of all Partners.
- Amendments must be expressly written and have the original signatures of all Partners.

Settling Disputes:

All Partners agree to enter into mediation before filing suit against any other Partner or the Partnership for any dispute arising from this Agreement or Partnership. Partners agree to attend one session of mediation before filing suit. If any Partner does not attend mediation, or the dispute is not settled after one session of mediation, the Partners are free to file suit. Any law suits will be under the jurisdiction of the state of Tennessee.

IN WITNESS WHEREOF, this Agreement has been executed and delivered in the manner prescribed by law as of the Effective Date first written above.

Signature: _____
Joshua R. Lynch

Date: 12/1/13

Signature: _____
John W. Rowland III

Date: 11/1/13

Signature: _____
Rodney Parsons

Date: 11/1/13



Simon to me
1/1/14
[Signature]

Partner Initials

RL RP JR

EXHIBIT 3

Biographies of Management and Directors

Josh Lynch- Partner/CEO

- Business entrepreneur and owner of Athena Broadband, a Middle Tennessee-based Internet Service Provider specializing in high-speed Internet solutions and quick-response customer service for residential and commercial customers.
- More than 10 years of business experience, including management roles in Internet, cable, transportation, supply chain management, business process improvement, customer service and business development.
- Graduate of Leadership Bedford, an entrepreneurial development program of the Shelbyville-Bedford County Chamber of Commerce. Current secretary of the Leadership Bedford Board of Directors. Member of the Middle Tennessee Business Network and the Wireless Internet Service Providers Association. Certified in Tower Rescue by ComTrain, meeting OSHA safety standards for wireless communication site workers.
- Magna cum laude graduate of Lee University with a bachelor's degree in Business Administration and a member of Phi Beta Lambda, a business student leadership organization.

John Rowland III
130 Ziffell Drive, Murfreesboro, TN 37128
john@athenabroadband.com
615-714-0833

Objective	A challenging position that will fully utilized my skills and experience and give me new skills and challenges.	
Experience	Athena Broadband	Shelbyville, T
2012- Present	Owner <ul style="list-style-type: none">• Identified and eliminated network faults and problems.• Provided administration of servers and server clusters.• Created, implemented, and fixed computer networks.• Dealt with user accounts, email. Permissions, anti-virus, anti-spam.• Managed problem solving analysis of servers, workstations and systems.• Offered technical support to users with different levels of IT proficiency.• Install internet services in residential and Commercial settings• Climbing poles, crawling under houses, pulling cable, troubleshooting lines/equipment• -Troubleshooting and repairing customer's service and computer problems• -Drive/operated bucket truck• • Involved in Erection of Communication Towers (Self-Support) and the installation of its accessories in various types and sizes of communication antennas.• Performed tower construction activities including assembling/erecting towers, installing antennas, mounting hardware, installing coax and connectors, grounding, testing, positioning, and optimizing antennas and lines	
2009-2012	Mid South Satellite	Shelbyville, T
	Director of Operations of Satellite Internet & TV <ul style="list-style-type: none">• Managed daily operations of inventory, dealt with customers, and supported and worked with the management to motivate growth.• Implemented an incentive program to reach clients?• Managed inventory.• Scheduled installations.• Hired and fired employees.• Developed spreadsheet to show payroll and incentive pay for jobs well done.	
2003-2009		

2001-2003	<ul style="list-style-type: none"> Helped to write employee hand book. Supervised approximately 30 people including employees and subcontractors. Sold satellite/internet service.
	<p>Nissan North America Line Technician Installed windshields, dashboards, etc.</p>
2000-2001	<p>Walmart Distribution Center Replenishment Driver</p> <ul style="list-style-type: none"> Operates order picker and forklift in and around warehouse Train other employees to operate forklift Replenishes pick spots with merchandise pallets Pulls product from the warehouse for shipment to the stores Wrap order on pallet for shipment Loads and unloads shipments, pallets, etc. Place shipments on racking systems Tolerate 20 degree warehouse temperature.
	<p>Zany Brainy Forklift Driver</p> <ul style="list-style-type: none"> Received merchandise Unload inbound shipments Verify purchase orders and scan into computer Label pallets accurately. Move products to storage locations Stack and store merchandise in appropriate places Assist with pallet building
2000-2000	<p>Murray Guard Security Guard</p> <ul style="list-style-type: none"> Secure access to employee entrance. Log incoming telephone calls. Log in trucks entering and leaving the facility. Transport accident victims to medical center and fill out accident reports.

- Check doors, windows, & grounds for security. Also, observe and report any hazardous areas, if any.
- Observe monitors and report any unusual action and document.

1999-2000 R & R Mini-barns Chapel Hill, T

Construction Laborer & Bookkeeper

47589+
0

- Erecting, painting, and roofing mini-barns.
- Invoicing and entering data into the computer for bookkeeping purposes.

1998-1999

Kelly Copeland Home Repair Murfreesboro, TN
Assistant Carpenter

- Repair, remodel, & install flooring, roofing, exterior doors, patio doors, sliding glass doors, storm doors & interior doors.
- Erecting fences including privacy, chain link, etc.
- Other responsibilities include decking, jacking-up houses to make repairs, installing sinks, counter tops, faucets, dishwashers, stove vents, drywall, wiring, siding, gutters, bathtubs, toilets, ceiling fans, trim, etc. Framing, electrical, and painting were a few more of my responsibilities.

1997-1998 Hardees Murfreesboro, TN
Cook

- Cooking of the various menu items.
- Clean up of kitchen area and other assigned areas.
- Training of new employees.

Education
1997

Bellwood Christian Academy Murfreesboro, TN
GED, Motlow State Community College Tullahoma, TN

1997-1998 ITT Technical Institute Nashville, TN

Electronics – Grade point average 3.85

Some of my courses included theory of electronics, electronics lab and preparation for employment. Also, reading multi-meters, reading oscilloscopes, and soldering were part of my studies.

Accomplishment	Contacted by Dialysis Clinic requesting a way to remove cable TV boxes from each patient station and still keep cable television to each station. Cable boxes were mounted in a closet and cables were ran to each station and connected to a flat screen television to facilitate a clean station for each patient at the clinic.
Interests	Carpentry, computers, & traveling.
References	Upon request.

EXHIBIT 4

Financial Statements

INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To Management

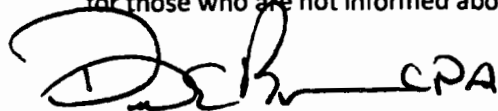
Athena Broadband
Shelbyville, Tennessee

I have compiled the accompanying three month comparative Balance Sheet of Athena Broadband, a general partnership, as of March 31, 2014, the related comparative Profit and Loss Statement for the three month period and the statement of Cash Flows for the three month period. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

My responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management has elected to omit substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

A handwritten signature in black ink, appearing to read 'D. E. Brown CPA', with a large, stylized initial 'D'.

David E. Brown, CPA
TN License 19753
110 Public Square East
Shelbyville, TN 37160
931-684-1010

April 11, 2014

ATHENA BROADBAND

Balance Sheet

As of March 31, 2014

	Jan 31, 14	Feb 28, 14	Mar 31, 14
ASSETS			
Current Assets			
Other Current Assets			
Notes Receivable - Midsouth	36,828.76	36,292.24	36,292.24
Utility Deposits	475.00	475.00	475.00
Total Other Current Assets	37,303.76	36,767.24	36,767.24
Checking/Savings			
First Community	4,928.45	24,195.33	18,412.59
Saving	500.91	1,300.91	2,101.46
Total Checking/Savings	5,429.36	25,496.24	20,514.05
Total Current Assets	42,733.12	62,263.48	57,281.29
Fixed Assets			
Equipment			
Equipment On Towers			
Equipment On Towers - Other	2,372.77	7,076.89	14,584.95
Madison Street	5,958.02	13,082.49	13,082.49
5th Avenue	8,665.00	10,057.56	10,057.56
Durango	8,665.00	8,665.00	8,665.00
Webb Road	8,665.00	8,665.00	8,665.00
Cornersville	8,665.00	8,665.00	8,665.00
Tower 5	8,665.00	8,665.00	8,665.00
Tower 4	8,665.00	8,665.00	8,665.00
Tower 3	8,665.00	8,665.00	8,665.00
Tower 2	8,665.00	8,665.00	8,665.00
Tower 1	8,665.00	8,665.00	8,665.00
Downtown	8,665.00	8,665.00	8,665.00
Temple Ford	8,665.00	8,665.00	8,665.00
Skyline	8,665.00	8,665.00	8,665.00
Sinking Creek	8,665.00	8,665.00	8,665.00
Sanctified	8,665.00	8,665.00	8,665.00
Chapel Woods	8,665.00	8,665.00	8,665.00
Horton Cove	8,665.00	8,665.00	8,665.00
Underpass	3,779.19	3,779.19	3,779.19
Nashville Dlt	3,665.00	3,665.00	3,665.00
Tindell	3,665.00	3,665.00	3,665.00
Raven Court	3,665.00	3,665.00	3,665.00
Rathbun	3,665.00	3,665.00	3,665.00
Mull	3,665.00	3,665.00	3,665.00
Clark Road	3,665.00	3,665.00	3,665.00
Legends	3,665.00	3,665.00	3,665.00
Gnat Grove	3,665.00	3,665.00	3,665.00
Forge	3,665.00	3,665.00	3,665.00
Entersource	3,665.00	3,665.00	3,665.00
Dan Parrish	3,665.00	3,665.00	3,665.00
Curt Denton	3,665.00	3,665.00	3,665.00
Cochran Cemetary	3,665.00	3,665.00	3,665.00
Total Equipment On Towers	198,394.98	211,616.13	219,124.19
Office Equipment			
Telephone	5,830.00	8,745.00	8,745.00
Server	7,392.00	7,392.00	7,392.00
Website Design	5,000.00	5,000.00	5,000.00
Office	213.00	213.00	213.00
Total Office Equipment	18,435.00	21,350.00	21,350.00
Generator	1,490.00	1,490.00	1,490.00
Alarm	364.73	364.73	364.73
Total Equipment	218,684.71	234,820.86	242,328.92
Vehicle			
2008 Ford F-150 4x2 V8 5.4	23,957.73	23,957.73	23,957.73
2008 Nissan Frontier Crew Cab	16,261.00	16,261.00	16,261.00
2008 Chevy Express 1500 Van V6	10,289.00	10,289.00	10,289.00
2008 E250 Ford Van	9,645.07	9,645.07	9,645.07
Wrap on Chevy Van	3,121.21	3,121.21	3,121.21

	Jan 31, 14	Feb 28, 14	Mar 31, 14
Total Vehicle	63,274.01	63,274.01	63,274.01
Goodwill/Customer Base	35,000.00	35,000.00	35,000.00
Structual Analysis	2,250.00	2,250.00	2,250.00
Office Equipment	0.00	0.00	200.00
Accumulated Amortization	-4,083.72	-4,278.16	-4,472.60
Accumulated Depreciation	-86,096.00	-89,226.00	-92,356.00
Total Fixed Assets	229,029.00	241,840.71	246,224.33
TOTAL ASSETS	271,762.12	304,104.19	303,505.62
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Other Current Liabilities			
Loan - Josh's Truck 6537	9,672.82	9,116.04	8,559.26
Payroll Liabilities	7,823.84	5,278.88	6,691.84
2008 Chevy Express 17249	5,975.92	5,636.15	5,296.38
Loan - John's Frontier 6296	1,859.67	1,131.42	403.17
Total Other Current Liabilities	25,332.25	21,162.49	20,950.65
Credit Cards			
Cliti - 6132 Active	6,168.27	6,836.82	5,762.07
Total Credit Cards	6,168.27	6,836.82	5,762.07
Accounts Payable			
Accounts Payable	-7,729.62	-39,687.81	-38,987.81
Total Accounts Payable	-7,729.62	-39,687.81	-38,987.81
Total Current Liabilities	23,770.90	-11,688.50	-12,275.09
Total Liabilities	23,770.90	-11,688.50	-12,275.09
Equity			
Member 3 Equity - Rod	191,750.00	276,750.00	276,750.00
Member 1 Equity - Josh	72,949.62	72,949.62	72,949.62
Member 2 Equity - John	71,471.28	71,471.28	71,471.28
Member 2 Draws - John	-2,932.64	-2,932.64	-2,932.64
Member 1 Draws - Josh	-2,932.64	-2,932.64	-3,067.64
Net Income	-9,294.99	-26,493.52	-26,370.50
Retained Earnings	-73,019.41	-73,019.41	-73,019.41
Total Equity	247,991.22	315,792.69	315,780.71
TOTAL LIABILITIES & EQUITY	271,762.12	304,104.19	303,505.62

ATHENA BROADBAND
Profit & Loss
January through March 2014

	Jan 14	Feb 14	Mar 14	TOTAL
Ordinary Income/Expense				
Income				
Internet Services	26,745.75	25,552.56	42,995.20	95,293.51
Interest Income	0.10	0.00	0.55	0.65
Total Income	26,745.85	25,552.56	42,995.75	95,294.16
Cost of Goods Sold				
Purchases				
Services	2,888.29	4,801.99	5,882.10	13,572.38
Parts	0.00	0.00	205.62	205.62
Total Purchases	2,888.29	4,801.99	6,087.72	13,778.00
Total COGS	2,888.29	4,801.99	6,087.72	13,778.00
Gross Profit	23,857.56	20,750.57	36,908.03	81,516.16
Expense				
Rent Expense				
Real Property				
J2 Enterprises	13,350.00	13,350.00	14,950.00	41,650.00
Crown Castle	750.00	750.00	750.00	2,250.00
Shelbyville Water	0.00	500.00	500.00	1,000.00
Zimmerle Enterprises, Inc	200.00	200.00	200.00	600.00
Middle TN Two Way	87.80	87.80	87.80	263.40
Eddie Pilkington	10.00	0.00	20.00	30.00
Lewisburg Electric	0.00	0.00	23.29	23.29
James Swing	20.00	0.00	0.00	20.00
Total Real Property	14,417.80	14,887.80	16,531.09	45,836.69
Equipment	48.29	46.92	0.00	95.21
Total Rent Expense	14,466.09	14,934.72	16,531.09	45,931.90
Payroll Expenses				
Wages	6,307.68	8,257.68	6,307.68	20,873.04
SS	391.07	511.98	391.08	1,294.13
SUTA	170.31	222.96	92.73	486.00
Medicare	91.46	119.74	91.46	302.66
FUTA	37.85	43.00	3.15	84.00
Total Payroll Expenses	6,998.37	9,155.36	6,886.10	23,039.83
Depreciation Expense	3,130.00	3,130.00	3,130.00	9,390.00
Automobile Expense				
Fuel	1,302.35	1,031.51	1,272.22	3,606.08
Repairs	0.00	281.55	18.64	300.19
Vehicles	146.37	0.00	0.00	146.37
Registration	0.00	0.00	81.29	81.29
SiriusXM	50.59	0.00	0.00	50.59
Total Automobile Expense	1,499.31	1,313.06	1,372.15	4,184.52
Utilities				
Atmos	818.04	818.04	351.48	1,987.56
Shelbyville Power	0.00	378.66	875.86	1,254.52
Shelf Genie	183.71	0.00	253.56	437.27
Duck River Electric	24.92	25.29	25.10	75.31
Lewisburg Utility	0.00	22.87	0.00	22.87
Total Utilities	1,026.67	1,244.86	1,506.00	3,777.53
Meals and Entertainment	649.50	1,947.30	1,003.43	3,600.23
Advertising and Promotion	1,000.28	49.98	1,055.75	2,106.01
Insurance Expense	786.52	218.42	771.52	1,776.46
Travel Expense				
Airfare	0.00	476.50	378.00	854.50
Hotel	701.75	0.00	0.00	701.75
Ground Transportation	0.00	0.00	48.00	48.00
Parking	0.00	0.00	45.00	45.00
Total Travel Expense	701.75	476.50	471.00	1,649.25
Telephone Expense				
Cell	567.50	349.40	658.62	1,575.52

	Jan 14	Feb 14	Mar 14	TOTAL
Total Telephone Expense	567.50	349.40	658.62	1,575.52
Professional Fees	500.00	500.00	500.00	1,500.00
Credit Card Fees				
Merchant Fees	428.62	469.30	444.11	1,342.03
Service Fees	16.50	7.95	7.95	32.40
ID Theft	9.99	9.99	0.00	19.98
Foreign Transaction Fee	2.09	0.00	0.00	2.09
Total Credit Card Fees	457.20	487.24	452.06	1,396.50
Contract Labor	0.00	600.00	650.00	1,250.00
Consulting Fee	600.00	300.00	300.00	1,200.00
Conferences	0.00	1,047.00	0.00	1,047.00
Dues and Fees	65.30	215.30	565.30	845.90
Taxes				
Tangible Personal Property	0.00	750.00	0.00	750.00
Total Taxes	0.00	750.00	0.00	750.00
Amortization Expense	194.44	194.44	194.44	583.32
Supplies	0.00	525.11	0.00	525.11
Postage	0.00	17.34	463.40	480.74
Repairs and Maintenance				
Cleaning	120.00	120.00	120.00	360.00
Total Repairs and Maintenance	120.00	120.00	120.00	360.00
Commissions	0.00	250.00	0.00	250.00
Software				
2ndSite	69.95	69.95	69.95	209.85
Total Software	69.95	69.95	69.95	209.85
Security	155.77	0.00	0.00	155.77
Office Supplies	43.67	0.00	82.01	125.68
Client Relations	124.98	0.00	0.00	124.98
Waste Removal	0.00	59.16	0.00	59.16
Computer and Internet Expenses	3.28	0.00	7.66	10.94
Bank Service Charges	0.00	0.45	2.55	3.00
Website	0.00	1.53	0.00	1.53
Reconciliation Discrepancies	-8.03	-8.02	-8.02	-24.07
Total Expense	33,152.55	37,949.10	36,785.01	107,886.66
Net Ordinary Income	-9,294.99	-17,198.53	123.02	-26,370.50
Net Income	-9,294.99	-17,198.53	123.02	-26,370.50

ATHENA BROADBAND
Statement of Cash Flows
January through March 2014

	<u>Jan - Mar 14</u>
OPERATING ACTIVITIES	
Net Income	-26,370.50
Adjustments to reconcile Net Income to net cash provided by operations:	
Accumulated Depreciation	9,390.00
Payroll Liabilities	393.22
2008 Chevy Express 17249	-1,019.31
Net cash provided by Operating Activities	<u>-17,606.59</u>
INVESTING ACTIVITIES	
Notes Receivable - Midsouth	1,609.56
Accumulated Amortization	583.32
Office Equipment	-200.00
Equipment: Alarm	-364.73
Equipment: Equipment On Towers	-14,584.95
Equipment: Equipment On Towers: 5th Avenue	-1,392.56
Equipment: Equipment On Towers: Madison Street	-13,082.49
Equipment: Office Equipment: Server	-7,392.00
Equipment: Office Equipment: Telephone	-5,830.00
Member 1 Draws - Josh	-135.00
Net cash provided by Investing Activities	<u>-40,788.85</u>
FINANCING ACTIVITIES	
Accounts Payable	-56,361.53
Citi - 6132 Active	4,653.52
Loan - Josh's Truck 6537	-1,670.34
Loan - John's Frontier 6296	-2,184.75
Member 3 Equity - Rod	95,000.00
Net cash provided by Financing Activities	<u>39,436.90</u>
Net cash increase for period	-18,958.54
Cash at beginning of period	39,472.59
Cash at end of period	<u><u>20,514.05</u></u>

EXHIBIT 5

Small and Minority-Owned Telecommunications Business Participation Plan

Athena Broadband Small and Minority-owned
Telecommunications Business Participation Plan

Pursuant to T.C.A. §65-5-212, as amended, Athena Broadband GP (“Athena Broadband”) 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 TCA §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Athena Broadband is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Athena Broadband 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, Athena Broadband will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Athena Broadband of such opportunities. Athena Broadband’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Athena Broadband 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 TCA §65-5-212.

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

Athena Broadband'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 Athena Broadband's full efforts to provide equal opportunities for small and minority-owned businesses.

The Administrator of the Plan will be:

Josh Lynch
Partner/CEO
P.O. Box 653
Shelbyville, TN 37162
931 680-4668

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.

(7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.

(8) Providing information and educational activities to persons within Athena Broadband and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

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

IV. RECORDS AND COMPLIANCE REPORTS

Athena Broadband will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Athena Broadband will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. Athena Broadband will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Athena Broadband will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Exhibit 6

Certificate of Service to ILECs

I, Kristopher E. Twomey, certify that on December 3, 2014, I caused to be delivered via U.S. Mail the attached letter notifying the following Tennessee incumbent local exchange carriers of Athena Broadband's application and of its intent to provide local telecommunications services in LATA 470:

ARDMORE TELEPHONE COMPANY, INC.

P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

BELLSOUTH

333 Commerce Street
Nashville, TN 37201-3300

CENTURY TELEPHONE OF ADAMSVILLE

P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

CENTURY TELEPHONE OF CLAIBORNE

P.O. Box 100
507 Main Street
New Tazewell, TN 37825

CENTURY TELEPHONE OF OOLTEWAH-COLLEGE DALE, INC.

P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE

P.O. Box 770
300 Bland Street
Bluefield, WV 24701

CITIZENS COMMUNICATIONS COMPANY OF THE VOLUNTEER STATE

P.O. Box 770
300 Bland Street
Bluefield, WV 24701

LORETTO TELEPHONE COMPANY, INC.

P.O. Box 130
Loretto, TN 38469

MILLINGTON TELEPHONE COMPANY, INC.

P.O. Box 429

4880 Navy Road

Millington, TN 38083-0429

SPRINT-UNITED

112 Sixth Street

Bristol, TN 37620

TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.

P.O. Box 22610

701 Concord Road

Knoxville, TN 37933-0610

TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY

P.O. Box 552

203 Long Street

New Johnsonville, TN 37134-0552

TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.

P.O. Box 9

102 Spence Street

Tellico Plains, TN 37385-0009

TDS TELECOM-TENNESSEE TELEPHONE COMPANY

P.O. Box 18139

Knoxville, TN 37928-2139

TEC-CROCKETT TELEPHONE COMPANY, INC.

P.O. Box 7

Friendship, TN 38034

TEC-PEOPLE'S TELEPHONE COMPANY, INC.

P.O. Box 310

Erin, TN 37061

TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.

P.O. Box 10

244 E. Main Street

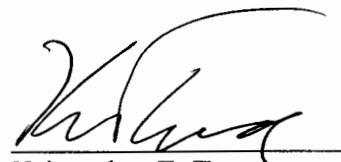
Bradford, TN 38316

UNITED TELEPHONE COMPANY

P.O. Box 38

120 Taylor Street

Chapel Hill, TN 37034


Kristopher E. Twomey



December 3, 2014

Dear Sir/Madam:

Please be advised that Athena Broadband of Shelbyville, Tennessee has filed an application for a Certificate to Provide Competing Local Telecommunications Services in LATA 470 exchanges not currently protected from competition by section 251(f) of the Telecommunications Act of 1996. Please contact me should you have any questions or need additional information.

Sincerely,

Kristopher E. Twomey
Counsel to Athena Broadband

Law Office of Kristopher E. Twomey, P.C.
1725 I Street, NW, Suite 300
Washington, DC 20006
Phone: 202 681-1850/Fax: 202 517-9175
kris@lokt.net

Exhibit 7

Toll Dialing Parity Plan

Athena Broadband IntraLATA Toll Dialing Parity Plan

1. Purpose

Athena Broadband describes herein the process for implementing IntraLATA Toll Dialing Parity in its exchanges located in the State of Tennessee. The intent of this plan is to provide a proposal that, upon implementation, would provide customers with the ability to pre-select the telecommunications carrier of their choice for routing their 1+intraLATA toll calls.

2. IntraLATA Environment

Athena Broadband is implementing 1+IntraLATA toll calling. Implementation of 1+IntraLATA toll dialing parity will permit our customers to pre-select the carrier of their choice to provide 1+IntraLATA long distance services.

3. Implementation Schedule

Athena Broadband will implement intraLATA toll dialing parity coincident with the approval of its General Subscriber Services tariff and Interexchange Service tariff. Athena Broadband will be operating in LATA 470. IntraLATA toll dialing parity will be available in all exchanges served by Athena Broadband in Tennessee. The implementation date will be the same for all exchanges. Each customer will be notified of availability of the Plan by bill inserts in their first billing. Athena Broadband will not charge its customers to recover incremental costs related to IntraLATA toll dialing parity.

4. Carrier Selection Process

Athena Broadband will implement the full 2-PIC carrier selection methodology. With the full 2-PIC methodology, customers will be able to pre-subscribe to one telecommunications carrier for interLATA toll calls and pre-subscribe to the same or a different participating telecommunications carrier, including their existing local exchange company for intraLATA toll calls.

Athena Broadband employees who communicate with the public, accept customer orders, and serve in customer service capacities will be trained to explain the process to customers for making PIC changes for intraLATA toll calls. Business office personnel will be prepared to make changes in customer records based upon requests from customers or carriers. Processes are in place to provide new customers with an opportunity to choose their intraLATA toll carrier from available carriers.

Athena Broadband is a new entrant and thus has no existing customers. The competitively neutral selection process will be provided to all new customers when new service is initiated. Customers will be assessed a PIC change charge of \$5.00 for changing their intraLATA or interLATA carrier, except for new subscribers to Athena Broadband service. PIC

charges will be waived for new subscribers. This is a permanent policy by Athena Broadband. Customers who contact Athena Broadband requesting new telephone exchange service will be advised of the telecommunications carriers (including Athena Broadband) available to provide interLATA toll service. The intraLATA toll carriers will be presented in a competitively neutral manner. Customers who do not make a positive choice for an intraLATA toll carrier or interLATA toll carrier will be identified as a “no-PIC” and will not be automatically defaulted to a carrier. Customers identified as “no-PIC” will be required to dial 101XXXXX to place intraLATA or interLATA toll calls until they make an affirmative choice for an intraLATA and/or interLATA toll carrier.

5. Slamming

Athena Broadband will not engage in the practice commonly known as “slamming.” Customers will have their services switched to Athena Broadband’ services without a written letter of authorization for new and changes in services. Athena Broadband will also employ third party verification for all customers who seek to change their presubscribed carrier to be Athena Broadband. All affected Athena Broadband employees are aware of these procedures and will be immediately disciplined if the procedures are not followed.

6. Non-discriminatory Access

Athena Broadband will provide non-discriminatory access to telephone numbers, operator services, directory assistance, and directory listings.

7. Continued Compliance

Athena Broadband will comply with any rules issued by the TRA or FCC.

Exhibit 8

Pre-filed Testimony of Josh Lynch, CEO

BEFORE THE TENNESSEE REGULATORY AUHTORITY

In the Matter of the Application of)
Athena Broadband for a Certificate to)
Provide Competing Local Telecommunications)
Services)
_____)

PREFILED TESTIMONY OF JOSH LYNCH FILED ON BEHALF OF
ATHENA BROADBAND

Q: PLEASE STATE YOUR NAME, TITLE, AND BUSINESS ADDRESS FOR THE RECORD.

A: My name is Josh Lynch and I am CEO of Athena Broadband (hereinafter “Athena Broadband” or “Applicant”). The company’s address is P.O. Box 653, Shelbyville, TN 37162.

Q: WHAT ARE YOUR CURRENT JOB RESPONSIBILITIES?

A: In my capacity as CEO of Applicant, I am ultimately responsible for all operations of the company. This includes its market entry strategy, obtaining financing, network configuration, sales and marketing, and back office set-up.

Q: PLEASE GIVE A BRIEF DESCRIPTION OF YOUR BACKGROUND AND EXPERIENCE.

A: I am a business entrepreneur and owner of Athena Broadband, a Middle Tennessee-based Internet Service Provider specializing in high-speed Internet solutions and quick-response customer service for residential and commercial customers. I have more than 10 years of business experience, including management roles in Internet, cable, transportation, supply chain

management, business process improvement, customer service and business development. I am a graduate of Leadership Bedford, an entrepreneurial development program of the Shelbyville-Bedford County Chamber of Commerce and currently serve as Secretary of the Leadership Bedford Board of Directors. I am a member of the Middle Tennessee Business Network and the Wireless Internet Service Providers Association. I have received certification in Tower Rescue by ComTrain, meeting OSHA safety standards for wireless communication site workers.

I am a magna cum laude graduate of Lee University with a bachelor's degree in Business Administration and was a member of Phi Beta Lambda, a business student leadership organization.

Q: WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A: The purpose of my testimony is to support Athena Broadband's Application for a Certificate of Authority to provide competing local telecommunications services within the State of Tennessee.

Q: ARE YOU FAMILIAR WITH THE APPLICATION FILED ON YOUR COMPANY'S BEHALF AT THIS COMMISSION?

A: Yes.

Q: DO YOU RATIFY AND CONFIRM THE STATEMENTS MADE IN THAT APPLICATION AND ALL RELATED FILINGS?

A: Yes.

Q: PLEASE DESCRIBE THE CURRENT OPERATIONS OF ATHENA BROADBAND.

A: Athena Broadband is a wireless Internet service provider operating in Shelbyville and Lewisburg, Tennessee. Athena Broadband brought broadband Internet to residences, businesses, and municipal entities over a 300 square mile area. Previously, these areas were only served by expensive and technically inferior satellite services. Athena Broadband introduced voice over Internet protocol ("VoIP") services to its customers this year. These services provide reliable voice communications services with more features and at a far lower cost than traditional circuit-switched telephone services.

Q: HAS ATHENA BROADBAND IN THE PAST, OR IS IT CURRENTLY, PROVIDING ANY TELECOMMUNICATIONS SERVICES IN TENNESSEE?

A: No. VoIP is not currently defined as a telecommunications service by the Federal Communications Commission or Tennessee Regulatory Authority.

Q: PLEASE DESCRIBE THE MANAGERIAL ABILITIES OF THE APPLICANT.

A: Applicant has a team of managers and support personnel that currently provide customer service, billing, technical support, and installation/maintenance. Through its wireless Internet service provider operations, Applicant has therefore developed the necessary experience providing communications services to its customers. As such, Athena Broadband is qualified to operate a regulated communications business in Tennessee.

Q: PLEASE DESCRIBE THE APPLICANT'S FINANCIAL ABILITY TO PROVIDE SERVICE.

A: Applicant's operations have received seed financing by its partners. Athena Broadband currently finances its operations through its cash flow. In order to expand its services via a fiber optic network, Applicant has received a \$200,000 loan from Rod Parsons, one of Athena's partners and initial investors. He will loan up to a total of \$1,000,000 to fund the company's operations and expansion. This amount will be sufficient to fund the installation and deployment of the fiber network to businesses in Shelbyville, many of whom are already Athena Broadband wireless Internet customers. Additional investors may be sought for further expansion.

Q: DOES APPLICANT CURRENTLY PROVIDE TELECOMMUNICATIONS SERVICE IN ANY OTHER STATES OR HAVE APPLICATIONS PENDING?

A: No.

Q: HAS APPLICANT OR ANY AFFILIATED ENTITY EVER BEEN DENIED CERTIFICATION IN ANOTHER STATE?

A: No.

Q: HAS APPLICANT OR ANY OF ITS AFFILIATES EVER BEEN SUBJECT TO ANY FEDERAL OR STATE INVESTIGATION REGARDING ITS SERVICES?

A: No.

Q: PLEASE DESCRIBE THE SERVICES APPLICANT INTENDS TO PROVIDE IN TENNESSEE.

A: For services regulated by the TRA, Applicant will be providing local exchange, intraLATA toll, and interLATA interexchange services in Tennessee.

Q: WILL APPLICANT BE OFFERING ANY PREPAID OR DEBIT-TYPE CALLING CARDS?

A: No.

Q: PLEASE DESCRIBE THE FACILITIES APPLICANT INTENDS TO USE IN PROVIDING ITS PROPOSED SERVICES.

A: All services provided by Applicant will be facilities-based. Initially, Applicant will deploy a fiber-based network in Shelbyville using aerial facilities and direct fiber connections to the businesses. The fiber will be terminated at Athena Broadband's network operations center.

Q: WILL APPLICANT USE TELEMARKETING TO SELL ITS SERVICES.

A: No.

Q: HOW WILL APPLICANT HANDLE CUSTOMER SERVICE MATTERS?

A: Applicant will provide customer service via its locally-based customer support representatives. Customers may make a local call to the office or make an in-person visit. Any disputed bills will be handled expeditiously by these representatives. If the dispute cannot be resolved to the customer's full satisfaction, customer service representatives will notify the customer of his/her right to file a complaint at the TRA.

Q: WHICH CARRIERS WILL SERVE AS YOUR UNDERLYING CARRIERS?

A: For local exchange services, Athena Broadband will be working with incumbent local exchange carriers such as CenturyLink and AT&T and other incumbent local exchange carriers

that are required to engage in interconnection agreements with competitive carriers. For interexchange services will work with other certificated carriers.

Q: HAS YOUR COMPANY BEGUN INTERCONNECTION NEGOTIATIONS WITH ANY INCUMBENT LOCAL EXCHANGE CARRIERS?

A: No. Athena Broadband will request the initiation of interconnection agreement negotiations with AT&T upon approval of this application.

Q: WILL YOU REMAIN AVAILABLE TO RESPOND TO ANY ADDITIONAL QUESTIONS REGARDING THIS APPLICATION?

A: Yes.

Q: DOES THIS CONCLUDE YOUR TESTIMONY?

A: Yes.

EXHIBIT 9

Surety Bond per TCA §65-4-125(j)

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: LSM0641859

WHEREAS, Athena Broadband GP (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, RLI 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 25th day of August, 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

Athena Broadband GP
Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Joshua Lynch
Name: Joshua Lynch
Title: Partner

SURETY

RLI Insurance Company
Name of Surety

2025 N Lindbergh Dr Peoria, IL 61612
Address of Surety

SIGNATURE OF SURETY AGENT

Kay Templeton
Name: Kay Templeton
Title: Attorney in Fact

Address of Surety Agent:
100 E. Depot St
Shelbyville, TN 37160

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.)



RLI Insurance Company
P.O. Box 3967 Peoria IL 61612-3967
Phone: (309)692-1000 Fax: (309)683-1610

POWER OF ATTORNEY

RLI Insurance Company

Bond No. LSM0641859

Know All Men by These Presents:

That the RLI Insurance Company, a corporation organized and existing under the laws of the State of Illinois, and authorized and licensed to do business in all states and the District of Columbia does hereby make, constitute and appoint: Kay Templeton in the City of Shelbyville, State of Tennessee, as Attorney In Fact, with full power and authority hereby conferred upon him/her to sign, execute, acknowledge and deliver for and on its behalf as Surety, in general, any and all bonds, undertakings, and recognizances in an amount not to exceed Ten Million and 00/100 Dollars (\$10,000,000.00) for any single obligation, and specifically for the following described bond.

Principal: Athena Broadband GP

Obligee: Tennessee Dept of Agriculture Regulatory Services

Type Bond: Telecommunication Service Provider

Bond Amount: \$ 20,000.00

Effective Date: August 25, 2014

The RLI Insurance Company further certifies that the following is a true and exact copy of a Resolution adopted by the Board of Directors of RLI Insurance Company, and now in force to-wit:

"All bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or Agents who shall have authority to issue bonds, policies or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile."

IN WITNESS WHEREOF, the RLI Insurance Company has caused these presents to be executed by its Vice President with its corporate seal affixed this 25th day of August, 2014.

ATTEST:

Cynthia S. Dohm
Cynthia S. Dohm

Assistant Secretary



RLI Insurance Company

Roy C. Die

Vice President

On this 25th day of August, 2014 before me, a Notary Public, personally appeared Roy C. Die and Cynthia S. Dohm, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as Vice President and Assistant Secretary, respectively, of the said RLI Insurance Company, and acknowledged said instrument to be the voluntary act and deed of said corporation.

Jacqueline M. Bockler
Jacqueline M. Bockler
Notary Public



ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE

COUNTY OF Bedford

Before me, a Notary Public of the State and County aforesaid, personally appeared Joshua Lynch with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Athens Broadband GP, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 26 day of August, 2014

My Commission Expires:

06/15/2015

Kay Templeton
Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF TENNESSEE

COUNTY OF Bedford

Before me, a Notary Public of the State and County aforesaid, personally appeared Kay Templeton with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of RLI, 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 26th day of August, 2014

My Commission Expires:

May 19, 2018

Jennifer Templeton
Notary Public



APPROVAL AND INDORSEMENT

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

Name:

Title: