

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of )  
**Talk America Services, LLC** )  
Application to Amend its Certificate )  
Of Authority to Resell Local )  
and Interexchange Telecommunications Services )  
to Add Facilities-Based Local Exchange Authority )  
throughout the State of Tennessee )

TRA Docket No. 15-00098

**APPLICATION FOR AMENDED AUTHORITY TO PROVIDE FACILITIES-BASED LOCAL  
EXCHANGE TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Talk America Services, LLC ("TAS" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") amend its existing authority to resell local and interexchange telecommunications services<sup>1</sup> to include authority to provide facilities-based local exchange telecommunications services in Tennessee.

*In support of its Application, TAS submits the following:*

**I. Administrative Requirements**

**A. Full name and corporate address of service provider:**

Talk America Services, LLC  
10802 Executive Center Drive, Benton Building Suite 300  
Little Rock, AR 72211  
Telephone: (501) 850-0820  
Facsimile: (501) 537-0769  
Toll-Free: (855) 546-5000  
Web Address [www.talkamericaservices.com](http://www.talkamericaservices.com)

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<sup>1</sup> Order Granting Authority to Resell Local and Interexchange Telecommunications Services in Tennessee, Docket No. 14-00120, issued April 29, 2015.

- B. All correspondence, notices, inquiries, and other communications regarding this Application should be addressed to:
- Sharon Thomas, Consultant  
Technologies Management, Inc.  
2600 Maitland Center Parkway, Suite 300  
Maitland, FL 32751  
Telephone: (407) 740-3031  
Email: sthomas@tminc.com
- C. Contact name and address at the Company is:
- Jeffery W. Small, Senior Vice President - Operations  
Talk America Services, LLC  
10802 Executive Center Drive, Benton Building Suite 300  
Little Rock, AR 72211  
Telephone: (501) 850-0820  
Facsimile: (501) 537-0769  
Email: jeffery.small@cslreit.com
- D. Organizational Chart of Corporate Structure
- See **Exhibit A**.
- E. Corporate Principal Officers:
- The names and address of the Applicants corporate officers are listed in **Exhibit B** of this application.
- F. Principal Officers in Tennessee
- The Company does not have any employees in the state of Tennessee. Company operations will be managed from its headquarters location in Little Rock, Arkansas.
- G. Copy of Articles of Organization
- Talk America Services, LLC was organized on June 27, 2014 as a Limited Liability Company under the laws of the State of Delaware. **Exhibit C** contains the Articles of Organization.
- H. Copy of license to do business in the state of Tennessee.
- Please see **Exhibit D**.

## **II. Managerial Requirements**

TAS is managerially qualified to provide facilities-based local exchange services throughout Tennessee. TAS has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. Attached hereto as **Exhibit E** is a list of names and biographies of the senior management team of TAS.

## **III. Technical Requirements**

### **A. Proposed network data**

1. Geographic area coverage: TAS seeks authority to provide facilities-based local exchange in all services areas that are currently designated open for competition and those of any other ILEC that does not enjoy a rural exemption under Section 251 (f) of the Telecommunications Act of 1996).
2. The company does not initially intend to deploy switches, but rather offer service based on an Unbundled Network Element Platform.
3. TAS is not planning to build any facilities in Tennessee in the immediate future. Instead it will lease lines, switches and interconnection (including the recombination of these elements into a complete service) from ILECs.
4. The company does not intend to deploy equipment in Tennessee at this time.
5. TAS proposes to provide facilities-based prepaid local exchange service via UNE-P (Unbundled Network Element Platform). Applicant's local traffic will be routed entirely over the networks of the underlying ILEC.

TAS will, either directly or through arrangements with its underlying carrier provide the following services: 1) access to 911 and E911 emergency service; 2) white page directory listings and directory assistance; 3) consumer access to and support for the Tennessee Relay Center in the same manner as the incumbent local exchange telephone companies; 4) free blocking service for 900/976 pay per call services in accordance with TRA policy; 5) Lifeline and Link-up services to qualifying citizens of the state; 6) educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-.04.

- B. Since all elements of the network, including lines, switches and interconnection are to be provided by the underlying ILEC, TAS will rely on the engineers of the ILECs to construct and maintain its network services.
- C. There are no special CPE requirements that would not be compatible with an incumbent carrier.
- D. Repair and Maintenance
1. TAS understands the importance of effective customer service for local service consumers. TAS has a toll free telephone number that is available with live operator response for repair issues 24 hours per day, 7 days per week.
  2. The toll free telephone number for customer inquiries, complaints and repair is 855-546-5000. In addition, customers may contact the company in writing at the headquarters address or via email to: [CustomerCare@talkamericaservices.com](mailto:CustomerCare@talkamericaservices.com)
  3. The contact for resolution of customer complaints with the TRA is:  
James Severance, Directory Customer Service  
Talk America Services, LLC  
2134 W. Laburnum Avenue  
Richmond, VA 23227  
Telephone: (804) 422-4729  
Facsimile: (501) 537-0769  
Toll-Free: (855) 546-5000  
Email: [Jim.Severance@talkamericaservices.com](mailto:Jim.Severance@talkamericaservices.com)
  4. The contact person responsible for and knowledgeable about the company's operations is:  
Jeffery W. Small, Senior Vice President - Operations  
Talk America Services, LLC  
10802 Executive Center Drive, Benton Building Suite 300  
Little Rock, AR 72211  
Telephone: (501) 850-0820  
Facsimile: (501) 537-0769  
Email: [jeffery.small@csltreit.com](mailto:jeffery.small@csltreit.com)

#### **IV. Financial Requirements**

- A. Estimated cost of network, switches, and unbundled network elements (UNEs).

TAS is not proposing to build a network or to deploy switches, but will utilize network and switching provided by underlying ILECs. UNEs will be provisioned according to the interconnection agreement between the ILEC and TAS.

- B. Most recent audited financial statements

TAS possesses the financial qualifications required of applicants requesting expanded authority to provide local exchange service on a facilities-basis. Applicant has access to the financing and capital necessary to provide facilities-based local exchange services throughout Tennessee. In support of this Application, attached hereto as **Exhibit F**, is a copy of the most current financial statements. The Applicant is requesting confidential treatment of its financial information, which is being filed under seal.

- C. Capital Expenditures Budget

Not applicable as no construction is to be undertaken by TAS. The costs of Tennessee operations will consist of leasing UNE-P and additional administrative and sales overhead. TAS is already operating as a reseller of local and/or interexchange services in Tennessee and in all other states in the continental U.S. except California. The incremental administrative and sales costs are not projected to be significant for the company. No new funds or capital will be required to expand the Company's services in Tennessee.

- D. Reciprocal Compensation for terminating ISP traffic.

Not applicable.

- E. Bond requirement

The company already has a \$20,000 bond on file with the Commission.

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

An updated plan is provided as **Exhibit G**.

**VI. TRA Rules for Local Telecommunications Providers**

The company provides evidence with this application that notice of the application has been served on the eighteen (18) incumbent local exchange companies in Tennessee. Please see **Exhibit H**.

**VII. Toll Dialing Parity Plan**

Please see **Exhibit I**.

**VIII. Numbering Issues**

A. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

None.

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

None. As a UNE-P provider all orders will be provided through the underlying ILEC

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

The Company initially intends to offer service in territory currently served by AT&T Tennessee, but may extend service to other ILEC service territories open to competition.

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

Not applicable.

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

The company will comply with resource conservation measures as per BellSouth procedures.

F. 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?

Not applicable.

**IX. Tennessee Specific Operational Issues**

A. 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. The jurisdiction of the call (local—including intra-county calls, intrastate long distance, interstate long distance or international) will be based on the calling party NPA NXX and the called party NPA NXX. The determination of whether a call is local or intra-county will be based on the rate centers of the calling and called parties and the Tennessee County Wide Calling database.

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

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

Yes. The Applicant is aware of all local calling areas provided by the Incumbent Local Exchange Carriers within Tennessee.

D. 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.

The Applicant will mirror the local calling areas of the ILECs.

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

James Severance, Directory Customer Service  
Talk America Services, LLC  
10802 Executive Center Drive, Benton Building Suite 300  
Little Rock, AR 72211  
Telephone: (804) 422-4729  
Facsimile: (501) 537-0769  
Toll-Free: (855) 546-5000  
Email: Jim.Severance@talkamericaservices.com

- F. 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?

The company does not have telemarketing plans at this time, but is aware of the state's regulations.

**X. Miscellaneous**

- A. Sworn pre-filed testimony is provided in **Exhibit J**.
- B. TAS has previously submitted a notice of intent to operate pursuant to market regulation, in accordance with amended TCA. Section 65-5-109 enacted May 21, 2009. Accordingly, it does not have a tariff on file for its local or interexchange retail services, but maintains a posted price list for those services. TAS will submit a switched access tariff prior to providing switched access services as a facilities-based local carrier.



C. Status of TAS in other states

Talk America Services, LLC has authority to provide resold local and interexchange telecommunications services in all states with the exception of Alaska, California and Hawaii (where it does not currently have plans to operate).

Additionally, the Applicant is authorized to provide facilities-based local exchange service in all states except Alaska, California, Hawaii, Alabama, Arizona, Connecticut, Georgia, Illinois, Indiana, Louisiana, Maryland, Mississippi, New Mexico, New York, and Texas. Talk America Services has filed or is in the process of filing applications to amend its authority in those states (excluding Alaska, California and Hawaii) to include facilities-based local exchange service.

D. TAS is not currently involved in any mergers or acquisitions.

E. Customer Deposits

TAS' customer deposit policy is set forth in its Tennessee Price list.

F. Complaints filed with state and federal regulatory agencies.

Please see **Exhibit K**.

G. Proposed Service Area

TAS proposes to offer its services throughout the State of Tennessee in all areas that are open to competition. Currently, the company does not intend to offer service in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines. TAS will mirror the local calling scopes of the incumbent local exchange companies, as required by this Commission, until the Commission orders otherwise.

H. The company currently does and will continue to provide a Wireline Activity Report to the TRA on a monthly basis.

## **XI. Public Interest**

Grant of TAS's Application to provide facilities-based local exchange services is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.


Most competition in the local exchange market has been for business customers. TAS plans to bring the benefits of competition to Tennessee's residential consumers. TAS's proposed services will provide multiple public benefits by increasing the competitive choices available to users in Tennessee. Enhanced competition in telecommunications services will further stimulate economic development in Tennessee. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

**XII. Statement of Compliance**

TAS agrees to abide by TCA §65-4-201 and all applicable state statutes and all applicable Orders, Rules and Regulations entered and adopted by the Tennessee Regulatory Authority.

WHEREFORE, Talk America Services, LLC respectfully requests that the Commission enter an Order approving the Company's Application to amend its existing certificate of authority to add authority to provide local exchange services on a facilities-basis throughout the state of Tennessee.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Charles B. Welch, Jr.", written over a horizontal line.

Charles B. Welch, Jr. (B.P.R. No. 005993)

Jennifer E. Jones (B.P.R. No. 031850)

FARRIS BOBANGO PLC

414 Union Street, Suite 1105

Nashville, Tennessee 37219


(615) 726-1200

cwelch@farris-law.com


## VERIFICATION

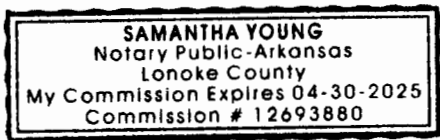
State of Arkansas )  
 ) : SS  
County of Pulaski )

I, Jeffery W. Small, hereby declare under penalty of perjury, that I am Senior Vice President - Operations of Talk America Services, LLC, the Applicant in this proceeding; that I am authorized to make this verification on behalf of Talk America Services, LLC; that I have read the foregoing Application and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

  
Jeffery W. Small  
Senior Vice President - Operations  
Talk America Services, LLC  
10802 Executive Center Drive, Benton Building Suite 300  
Little Rock, AR 72211

Subscribed and sworn to before me this 13 day of October, 2015.

  
Notary Public



## **Exhibits**

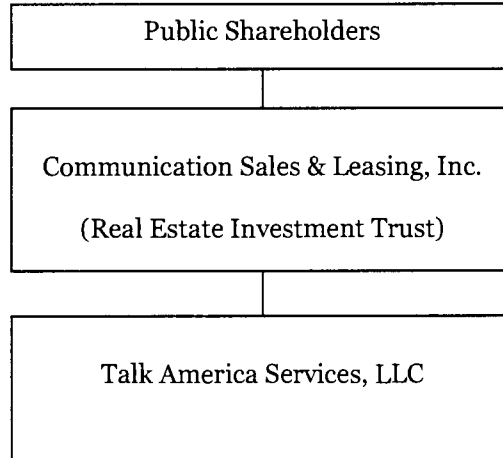
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Exhibit K	Customer Complaints

# **Talk America Services, LLC**

## **Exhibit A**

### **Organizational Chart of Corporate Structure**



**Talk America Services, LLC**

**Exhibit B**

**Corporate Officers and Directors**

Kenny Gunderman, President & CEO  
Jeffery W. Small, Senior Vice President - Operations  
Francis "Skip" Frantz, Chairman of the Board  
Mark Wallace, SVP, Chief Financial Officer & Treasurer

All above individuals may be contacted at:

Talk America Services, LLC  
10802 Executive Center Drive  
Benton Building Suite 300  
Little Rock, AR 72211  
Telephone: (501) 850-0820  
Fax: (501) 537-0769

**Talk America Services, LLC**

**Exhibit C**

**Articles of Organization**



# Delaware

PAGE 1

*The First State*

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

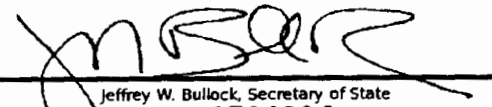
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5559703 8300

141188647

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1704896

DATE: 09-17-14

B00003-2443 09/17/2014 3:02 PM Received by Tennessee Secretary of State Tre Hargett

**Talk America Services, LLC**

**Exhibit D**

**Tennessee Authority**



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

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

September 17, 2014

### Filing Acknowledgment

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

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

### Document Receipt

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

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

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

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

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett  
Secretary of State

Processed By: Kelli Wiggins

B0003-2441 09/17/2014 3:02 PM Received by Tennessee Secretary of State Tre Hargett

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

Page 1 of 2



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

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

For Office Use Only

**FILED**

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

1. The name of the Limited Liability Company is: Talk America Services, LLC  
If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE:** The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware  
and the date of its formation is: 06 / 27 / 2014 and the date it commenced doing business in Tennessee is: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year Month Day Year

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

3. This company has the additional designation of: \_\_\_\_\_

4. The name and complete address of its registered agent and office located in the state of Tennessee is:  
Name: C T Corporation System  
Address: 800 S. Gay Street, Suite 2021  
City: Knoxville State: Tennessee Zip Code: 37929 County: Knox County

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)  
Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

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

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

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

10. The complete address of its principal executive office is:  
Address: 4001 N Rodney Parham Rd  
City: Little Rock State: AR Zip Code: 72212

B0003-2442 09/17/2014 3:02 PM Received by Tennessee Secretary of State Tre Hargett

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

Page 2 of 2



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

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

For Office Use Only

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

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

Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

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

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

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

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

Licensed Profession: \_\_\_\_\_

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

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

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

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

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

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

16. Other Provisions: \_\_\_\_\_  
\_\_\_\_\_

09-15-2014  
Signature Date

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

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

**Talk America Services, LLC**

**Exhibit E**

**Management Profiles**

### **Francis X. ("Skip") Frantz - Chairman of the Board**

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

### **Kenny Gunderman, Chief Executive Officer**

Prior to joining Talk America Services, LLC, in March 2015, Mr. Gunderman joined Stephens Inc. in 2006 as a senior telecom banker. In February 2007, he was named co-head of investment banking and his responsibilities were expanded to include strategic direction for the investment banking department. While at Stephens, he advised on many of the firm's notable investment banking transactions. His experience includes substantial public and private company advisory and financings.

Prior to his employment at Stephens, Gunderman was a member of the telecom investment banking group at Lehman Brothers, where he advised on various transactions and financings totaling more than \$125 billion. He previously worked at KPMG as a CPA and holds an MBA from Yale and a Bachelor of Arts degree from Hendrix College.

### **Jeffery W. Small - Senior Vice President - Operations**

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

**Talk America Services, LLC**

**Exhibit F**

**Financial Statements**

**Filed under Seal as Confidential**



**Talk America Services, LLC**

**Exhibit G**

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

Pursuant to T.C.A. §65-5-112, as amended, Talk America Service, LLC ("TAS") submits this Small and Minority-owned Telecommunications Business Participation Plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

## **I. PURPOSE**

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. TAS is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. TAS will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, TAS will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to TAS of such opportunities. TAS' representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, TAS will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## **II. DEFINITIONS**

As defined in §65-5-112.

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

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

## **III. ADMINISTRATION**

TAS' Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting TAS' full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Jeffery W. Small  
Senior Vice President - Operations  
Talk America Services, LLC  
10802 Executive Center Drive, Benton Building, Suite 300  
Little Rock, AR 72211  
Tel: (501) 850-0820  
Fax: (501) 537-0769  
[Jeffery.small@cslreit.com](mailto:Jeffery.small@cslreit.com)

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Communication to existing vendors in order to understand and solicit involvement in the program.
- (6) Communications to existing vendors in order to determine primary vendor and sub-vendor involvement and relationships.
- (7) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Providing information and educational activities to persons within TAS and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator may utilize a number of resources, including, but not limited to:

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


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

#### IV. RECORDS AND COMPLIANCE REPORTS

TAS will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, TAS will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. TAS will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, TAS will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority. In conjunction with this Record Maintenance, TAS reserves the right to designate documents, reports, surveys and/or studies as "Confidential" or "Proprietary"

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

Talk America Services, LLC

By:   
Jeffery W. Small  
Senior Vice President – Operations

Dated: 10-13-15

**Talk America Services, LLC**

**Exhibit H**

**Notice of Filing**

## CERTIFICATE OF SERVICE

Ardmore Telephone Company, Inc.  
237 N. 8<sup>th</sup> Street  
Mayfield, KY 42066

BellSouth Telecommunications, LLC.  
333 Commerce Street, Suite 2106  
Nashville, TN 37201-3300

CenturyTel of Adamsville  
14111 Capital Boulevard  
Wake Forest, NC 27587

CenturyTel of Claiborne  
14111 Capital Boulevard  
Wake Forest, NC 27587

CenturyTel of Ooltewah-Collegedale  
14111 Capital Boulevard  
Wake Forest, NC 27587

Concord Telephone Exchange, Inc.  
10025 Investment Drive, Suite 200  
Knoxville, TN 37932

Crockett Telephone Company  
P.O. Box 24207  
Jackson, MS 39225

Frontier Communications of Tennessee  
300 Bland Street  
Bluefield, WV 24701

Frontier Communications of the Volunteer State  
300 Bland Street  
Bluefield, WV 24701

Humphreys County Telephone Company  
10025 Investment Drive, Suite 200  
Knoxville, TN 37932

Loretto Telephone Company, Inc.  
P.O. Box 130  
Loretto, TN 38469

Millington Telephone Company, Inc.  
4880 Navy Road  
Millington, TN 38053

Peoples Telephone Company  
PO Box 24207  
Jackson, MS 39225

Tellico Telephone Company  
10025 Investment Drive, Suite 200  
Knoxville, TN 37932

Tennessee Telephone Company  
10025 Investment Drive, Suite 200  
Knoxville, TN 37932

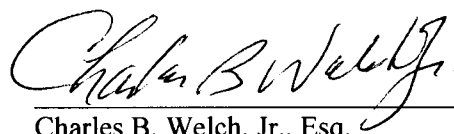
United Telephone Company  
PO Box 38  
Chapel Hill, TN 37034

United Telephone Southeast, LLC  
1411 Capital Boulevard  
Wake Forest, NC 27587

West Tennessee Telephone Company  
P.O. Box 24207  
Jackson, MS 39225

## CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of Talk America Services, LLC local application upon the enclosed listing of incumbent LECs operating in the state of Tennessee, by mailing such copy by first class mail, postage prepaid.

A handwritten signature in cursive script, reading "Charles B. Welch, Jr.", written over a horizontal line.

Charles B. Welch, Jr., Esq.

Date: 10/19/2015, 2015

**Talk America Services, LLC**

**Exhibit I**

**Toll Dialing Parity Plan**



## **TOLL DIALING PARITY PLAN**

### **INTRODUCTION**

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

### **POLICIES**

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

Appropriate tariffs will be filed in accordance with this plan.

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

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

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

### **CARRIER INFORMATION**

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

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

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

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

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

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

### CALL ELIGIBILITY/TOLL DIALING PLAN

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

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

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

### NETWORK INFORMATION

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

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

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

### CUSTOMER CONTACT INFORMATION

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

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

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

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

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

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

### **PRESUBSCRIPTION INFORMATION**

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

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

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

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

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

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

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

**Talk America Services, LLC**

**Exhibit J**

**Pre-filed Testimony**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

In the Matter of )  
**Talk America Services, LLC** )  
Application to Amend its Certificate )  
Of Authority to Resell Local )  
and Interexchange Telecommunications Services )  
to Add Facilities-Based Local Exchange Authority ) TRA Docket No. \_\_\_\_\_  
throughout the State of Tennessee )

**Testimony of Jeffery W. Small, Senior Vice President - Operations**

**on behalf of**

**Talk America Services, LLC**

1 I, Jeffery W. Small, do hereby testify as follows in support of the Application of Talk America Services, LLC  
2 to Amend its Certificate of Authority to Resell Local and Interexchange Telecommunications Services to Add  
3 Facilities-Based Local Exchange Authority throughout the State of Tennessee.  
4

5 **Q. Please state your name, title and business address.**

6 A. My name is Jeffery W. Small. My title is Senior Vice President, Operations. My business address is  
7 10802 Executive Center Drive, Benton Building, Suite 300, Little Rock, Arkansas 72211.  
8

9 **Q. On whose behalf are you testifying in this proceeding?**

10 A. I am testifying on behalf of Talk America Services, LLC ("TAS" or "Company"), the Applicant in this  
11 docket.  
12

13 **Q. What is your position and responsibilities with Talk America Services, LLC.**

14 A. I am Senior Vice President of Operations of Communications Sales & Leasing, Inc. ("CS&L"), the  
15 parent company of Talk America Services, LLC. I am responsible for directing the Company's entry  
16 into new markets and for investigating and developing new lines of business, as well as the overall  
17 operations of the Company.  
18

19 **Q. Please describe your previous professional experience.**

20 A. I have a degree in accounting from Arkansas State University and am a licensed certified public  
21 accountant. I joined Windstream Holdings, Inc. in 2008, where I held various accounting, finance and  
22 operational leadership roles before being appointed to my current position with CS&L in 2014. The  
23 last position I held at Windstream was Vice President of Procurement and Carrier Service Delivery  
24 with responsibilities for supply chain management, procurement strategy and vendor management, and  
25 oversight of the service delivery experience for a full portfolio of carrier communications products to  
26 carriers, wireless providers, cable providers and others. Prior to joining Windstream, I served four  
27 years as the controller for Ranger Boats, Inc. and was a senior auditor with Arthur Andersen LLP for  
28 five years. In my current position with CS&L, in addition to my responsibilities overseeing the  
29 operations of TAS, I am responsible for lease administration of the real estate portfolio.  
30

31 **Q. What is the purpose of your testimony?**

32 A. The purpose of my testimony is to present evidence describing the technical, managerial and financial  
33 fitness of TAS to provide facilities-based local telecommunications services in Tennessee, in support

1 of the Company's request to expand its existing resale authority to include facilities-based local  
2 services. My testimony will demonstrate that the public interest will be served by approval of the  
3 application of Talk America Services for an amended certificate of authority.  
4

5 **Q. Are all statements in Talk America Services' Application true and correct to the best of your**  
6 **knowledge, information and belief?**

7 A. Yes. I have reviewed the complete application package and believe it to be true and correct to the best  
8 of my knowledge, information and belief.  
9

10 **Q. Is Talk America Services authorized to do business in Tennessee?**

11 A. Yes. TAS received a Certificate of Authority from the Tennessee Secretary of State dated September  
12 17, 2014, authorizing it to do business in Tennessee as a foreign limited liability company. The  
13 Company remains in good standing in the state of Tennessee. A copy of the Certificate of Authority  
14 was attached as Exhibit D to the Company's Application.  
15

16 **Q. Please describe the authority for which TAS has applied in Tennessee.**

17 A. TAS applied for and, on April 29, 2015, was issued a certificate authorizing it to resell local and  
18 interexchange telecommunications services in Tennessee in Docket No. 14-00120. With this  
19 Application, TAS seeks to amend its certificate to add authority to provide facilities-based local  
20 exchange services in Tennessee.  
21

22 **Q. Why does TAS want authority to offer facilities-based local service?**  
23

24 A. The Company seeks to expand its authority to enable it to provide local exchange service by utilizing  
25 its own facilities and/or by purchasing or leasing facilities (e.g., Unbundled Network Elements) from  
26 other carriers. The Company does not have immediate plans to install its own facilities (although it  
27 may in the future), but may seek to purchase Unbundled Network Elements from incumbent local  
28 exchange carriers through interconnection agreements and/or commercial agreements, which would  
29 require the Company to have authority as a facilities-based local exchange carrier. The Company  
30 plans to continue to offer service only to residential customers at this time, and does not have  
31 immediate plans to change its service offerings. However, granting Talk America's request for



1 facilities-based local authority will give the Company flexibility to expand its service offerings in the  
2 future.

3  
4 **Q. In what geographic area does TAS request authority to provide local exchange services?**

5 A. TAS seeks authority to offer facilities-based local service statewide, in all areas open to competition.  
6

7 **Q. Please describe the Company's managerial and technical qualifications.**

8 A. The Authority found in Docket No. 14-00120 that TAS met the requirements for certification as a  
9 provider of resold local and long distance services, including managerial and technical fitness. TAS'  
10 management team has the experience necessary to provide facilities-based local service in Tennessee  
11 as well. The Company initially intends to offer facilities-based local exchange service by leasing or  
12 purchasing unbundled network elements through interconnection agreements and/or commercial  
13 agreements with underlying incumbent local exchange carriers such as AT&T, who will be  
14 contractually obligated to maintain and support the network used to provide service to Tennessee  
15 customers. Therefore, the Company will have the technical capability to provide facilities-based local  
16 exchange service through its contractual arrangements with underlying carriers. To the extent the  
17 Company installs its own facilities in the future, it will retain the requisite technical personnel to  
18 install, maintain and operate those facilities. Exhibit E of the Company's Application provides  
19 biographies for TAS' management team.  
20

21 **Q. Is TAS financially qualified to provide the local exchange services it proposes within Tennessee?**

22 A. Yes. TAS has sufficient financial resources to provide the facilities-based local exchange services for  
23 which authority is requested. The Company is not currently planning to install any plant or equipment  
24 in the state. The provision of local services by leasing unbundled network elements from underlying  
25 ILECs does not require capital investment and the incremental cost to the Company of leasing UNEs  
26 is relatively small. The Company submitted its financial statements in Exhibit F attached to its  
27 Application.  
28

29 **Q. Please describe the types of services that TAS will offer in Tennessee.**

30 A. TAS currently offers resold bundled local and long distance services, along with ancillary features and  
31 internet access, to residential customers in Tennessee. It plans to continue offering the same kinds of  
32 services, but seeks flexibility to provide the local services using its own facilities or by leasing

unbundled network elements directly from the ILECs. This will give the Company the opportunity to expand its service offerings and provide greater choices to Tennessee customers. It should also enable the Company to lower its cost to provide service, which may result in lower prices to customers.

**Q. Will TAS maintain a posted price list that contains all material terms and conditions applicable to its provisioning of local exchange services?**

A. Yes. TAS has previously elected to be regulated under market regulation, and maintains a posted price list on its website ([www.talkamericaservices.com](http://www.talkamericaservices.com)) that contains the rates, terms and conditions for its local services. The Company does not propose in this Application to change any of those rates, terms or conditions of service.

**Q. How will TAS handle customer service and repair matters?**

A. TAS will continue to provide comprehensive support services to its customers. Customer repair is available 24 hours a day, 7 days per week through trained representatives. The toll free telephone number is 855-546-5000.

**Q. Does TAS currently offer service in other jurisdictions?**

A. Yes. The Company currently offers local and/or long distance services in all states and the District of Columbia except Alaska, California and Hawaii.

**Q. Does TAS plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 access lines?**

A. No.

**Q. Briefly describe how approval of TAS' Application is in the public interest.**

A. Grant of Talk America Services' Application to provide facilities-based local exchange services is in the public interest because it will enable the Company to expand its offerings beyond the resold services it currently offers, which will give Tennessee customers greater choices. In addition, the Company will be able to offer its services in a more cost-effective manner, which may enable it to reduce prices to customers.

1 **Q. Does TAS intend to comply with all TRA rules, statutes, and orders pertaining to the provision**  
2 **of telecommunications services in Tennessee, including those for disconnection and reconnection**  
3 **of service?**

4 A. Yes.

5  
6 **Q. Has any state ever denied or revoked TAS' authorization to provide intrastate service?**

7 A. No.

8  
9 **Q. Has TAS ever been investigated or sanctioned by any regulatory authority for service or billing**  
10 **irregularities?**

11 A. No. TAS has had a limited number of customer complaints that have been submitted to the FCC or  
12 state regulatory agencies. A summary of such complaints is contained in Exhibit K attached to the  
13 Company's Application. None of those complaints involved a formal investigation or any sanctions by  
14 a regulatory agency.

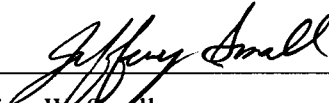
15  
16 **Q. Who is knowledgeable about the Company's operations and will serve as the company's**  
17 **regulatory contact?**

18 A. I will serve as the Company's regulatory contact.

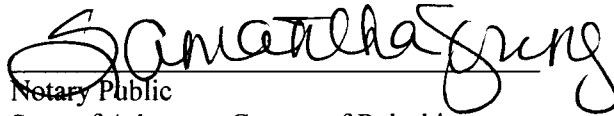
19  
20 **Q. Does this conclude your testimony?**

21 A. Yes.

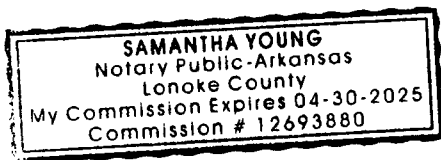
I swear that the foregoing testimony is true and correct to the best of my knowledge.

  
\_\_\_\_\_  
Jeffery W. Small  
Senior Vice President - Operations

Subscribed and sworn to before me this 13 date of October, 2015.

  
\_\_\_\_\_  
Notary Public  
State of Arkansas, County of Pulaski

My Commission expires: 11-30-2025



**Talk America Services, LLC**

**Exhibit K**

**Customer Complaints**

## Talk America Services, LLC - Complaint History

State	Agency Serving Complaint	Case No.	Date Rec'd by TAS	Response Sent	Complaint Category	Description	Resolution
OR	PUC	N/A	5/11/2015 (to WIN); referred to TAS 5/14/15	5/19/2015	Unauthorized Switch	Customer disputes charges billed by TAS for LD services that were withdrawn via autopay; claims was not notified of switch to TAS and did not authorize payment to TAS; requested disconnect.	Customer service will be disconnected per request; all amounts owed are valid; no credit issued.
MI	PSC	01463447	5/18/2015	Initial response sent 5/18/15 by C. Neff; follow up response sent 5/19/15 by ST	Service Disconnection/Billing Dispute	Customer out of service 3/20/15 - 4/6/15 and from 4/20/15 to 5/18/15; received notice of permanent disconnect on 5/20/15 unless \$219 payment and \$40-\$50 reconnection fee paid. \$26.05 payment made on 5/5/15	Charges on account are valid and no credits are warranted.
MD	Maryland Office of Attorney General Consumer Protection Division	MU-250260	5/21/15 (letter date)	5/28/2015	Service Outage (internet)	Customer claims internet out of service since 2012 due to storm and that equipment installed at premise prevents repair of service. Wants refund of internet charges and equipment removed.	Customer previously given credits totaling \$155.70; DSL service cancelled on 6/24/13 per customer request. No further credits warranted.
MI	PSC	01463696	5/27/2015	6/4/2015	Service Inquiry	Customer confused about new provider and wants to verify lifeline status.	Verified transfer to TAS and lifeline status.
IL	Office of The Attorney General	2015-CONSC-00001226	5/28/15 (letter dated 5/11/15)	6/8/2015	Billing Dispute	Customer believes monthly bill is higher than it should be; requests lower billing and retroactive refund	Charges on account are valid and no credits are warranted.
FCC	FCC	299503	5/21/2015 (forwarded to TAS on 6/12)	6/22/2015 (filed by T. Morris); also mailed to customer same date	Billing Dispute	Service was disconnected due to returned payment, which customer was not notified about; wants reconnection fee waived.	Reconnection fee credited on 6/15/15, per CP; will post in 24-48 hours.
OH	PUC	MJEN0630156T	7/1/2015	7/6/2015; follow up 7/8/15	Service outage	Customer claims service out for 3 weeks and has not been given estimated time for restoration.	Service repaired on 7/3/15; Credit of \$25.95 issued for 15 days service interruption.

## Talk America Services, LLC - Complaint History

State	Agency Serving Complaint	Case No.	Date Rec'd by TAS	Response Sent	Complaint Category	Description	Resolution
MO	Attorney General	CC-2015-05-006463	dated 6/23/15; forwarded to TAS 7/6/15	7/10/2015	Billing Dispute	Customer concerned because does not receive a mailed paper invoice each month.	McLeod (prior company) billing practice is to send invoices only if balance is \$20 or more. No payments are due until invoice is sent; customer can review balance online.
FCC	FCC	331187	6/9/2015	7/10/2015 (by T. Morris); copy mailed to customer.	Billing Dispute	Customer cancelled service in 2/15 and was billed in April; on 4/4/14 CSR said charge would be reversed but was billed again in May and continued to be billed in May and June.	Account had 2 lines and original port out was for only 1 line; second line continued to bill. To resolve, have backdated cancellation of remaining line; all charges have been credited and current balance is \$0.
AR	BBB	Case# 19064765 (Ref#71-90003565-19064765-4-300)	6/30/2015	7/9/2015	Billing dispute	Customer cancelled service several months ago; received invoices showing credit balance due, but has not received a check.	Credit balance was erroneously applied to account; the credit has been reversed and invoice now shows a balance on the account of \$0.
FCC	FCC	366461	7/7/2015	8/4/2015	Billing dispute	Customer cancelled LD services in August 2014; continued to receive monthly service fee from Windstream; have attempted to contact TAS customer service, and have not been able to get through	Issued credit of \$3.95 for erroneously billed charge.
MI	PSC	01464995	7/8/2015	7/14/2015	Service Outage	Customer says she has not had service for 5 weeks; has replaced phone but lines still don't work.	Service restored as of 7/13; problem with telephone; courtesy credit of \$70 issued.
FCC	PSC	388875	7/8/2015	8/4/2015	Service Outage	Customer says she has not had service for 5 weeks; has replaced phone but lines still don't work.	Service restored as of 7/13; problem with telephone; courtesy credit of \$70 issued.
FCC	FCC	360540	6/23/15; forwarded to TAS on 7/22/15	7/22/15 (by T. Morris); copy mailed to customer	Internet speed/outage	Internet slow/not working;	On 7/8 Issued a credit equal to a free month of service totaling \$78.44 for her time without internet from 6/23 - 7/8.

## Talk America Services, LLC - Complaint History

State	Agency Serving Complaint	Case No.	Date Rec'd by TAS	Response Sent	Complaint Category	Description	Resolution
MI	PSC	01465641	7/28/2015	8/4/2015	Billing dispute/directory	Customer says being billed LD charges for call that are in local calling area; requests white page directory.	Disputed calls not within local calling area so LD charges are valid; submitted request to AT&T for directory.
FCC	FCC	439811	8/3/2015	8/19/2015	Service Outage	Telephone service not working as of 7/27/15.	Service restored 8/1/15; \$12.52 credit issued.
FCC	FCC	436245	8/4/2015	8/11/2015	Billing dispute	Customer was Cavalier customer; says cannot make direct calls anymore, but is getting operator services; disputes charges and wants to switch carriers.	All charges are valid; no credit issued.
VA	VCC		8/15/15 (by WIN; forwarded 8/16/15)	JS called VCC on 8/17; formal response 8/19	Service outage	Customer was Cavalier customer; OOS since 8/4/15	Service reestablished on 8/18; \$118 credit issued (2 months)
FCC	FCC	416316	7/23/15 (by WIN; forwarded 8/17/15)	8/20/2015 (by T. Morris)	Number porting	Customer requested removal of PIC Freeze and subsequently discontinuance of DSL; Received winback order from AT&T with 7/9 dd; on that date, AT&T canceled request; customer requested discontinuance of service on 7/21.	All requests and orders were handled appropriately. No further action required.
AR	BBB	19066136	8/27/15 (forwarded by WIN 9/8/15)	9/23/2015	Billing dispute	Formerly Nuvox customer (dial up internet; disputes annual maintenance fee assessed prior to account closing.	Credit issued for balance on account of \$130.42
FCC	FCC	544224	9/23/2015		Billing dispute	Customer disputes federal and state taxes and surcharges on bill.	
MI	PSC	01465641 - follow up	9/21/2015		Billing dispute/service	Customer continues to dispute LD charges; indicates cannot receive incoming calls	