



Your business
is our business.

7852 Walker Drive, Suite 200
Greenbelt, Maryland 20770
phone: 301-459-7590, fax: 301-577-5575
internet: www.jsitel.com, e-mail: jsi@jsitel.com

Docket No. 16-00046

April 28, 2016

By Electronic Filing and Overnight Courier

Chairman, Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Mgr.
502 Deaderick Street, 4th Fl., Nashville,
Tennessee 37243

*Re: In the Matter of the Application of Sunset Fiber, LLC for A Certificate to Provide
Competing Local Telecommunications Services*

Dear Ms. Dillon

Today, I am filing electronically and via overnight courier, the Application of Sunset Fiber, LLC ("Sunset") to provide competing local telecommunications services, along with the accompanying exhibits, including confidential Exhibit F – 2014 Consolidated Financial Report. Exhibit F has been labeled confidential and is being provided in a sealed envelope. Sunset requests that Exhibit F be treated as confidential. The filed application contains all of the information requested by the TRA that Sunset currently has on record. There are some additional items that have not been included but which will be provided to the TRA as soon as possible.

Thank you for filing these documents in the appropriate manner, and please do not hesitate to contact me if you have any questions or if you need anything further.

Sincerely,

Terri Parrilla
Managing Consultant
301-459-7590

Enclosures

cc: Henry Walker, Esq.

Echelon Building II, Suite 200
9430 Research Blvd., Austin, TX 78759
phone: 512-338-0473, fax: 512-346-0822

Eagandale Corporate Center, Suite 310
1380 Corporate Center Curve, Eagan, MN 55121
phone: 651-452-2660, fax: 651-452-1909

6849 Peachtree Dunwoody Road
Bldg. B-3, Suite 200, Atlanta, GA 30328
phone: 770-569-2105, fax: 770-410-1608

547 South Oakview Lane
Bountiful, UT 84010
phone: 801-294-4576, fax: 801-294-51



John Staurulakis
INCORPORATED
7852 Walker Drive, Suite 200
Greenbelt, MD 20770

PLEASE DETACH AND RETAIN

No. 86603

Date: 04/22/2016

DATE	INVOICE	DESCRIPTION	GL ACCOUNT
04/22/2016	042216	TN Reg Auth-Sunset Fiber	5810.0

Vendor: 20450 TENNESSEE REGULATORY AUTHORITY

	AMOUNT
	25.00
Totals:	25.00

THIS CHECK IS VOID WITHOUT A COLORED BACKGROUND AND WATERMARK/LINES ON THE BACK - HOLD AT ANGLE TO VIEW



John Staurulakis
INCORPORATED
7852 Walker Drive, Suite 200
Greenbelt, MD 20770

General Fund

No. 86603

SunTrust

65-270/550

TWENTY-FIVE AND NO / 100*****

PAY TO THE ORDER OF
TENNESSEE REGULATORY AUTHORITY
4TH FLOOR
502 DEADERICK STREET
NASHVILLE TN 37243

DATE	CHECK NO.	AMOUNT
04/22/2016	86603	\$*****25.00

20450

SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈86603⑈ ⑆055002707⑆ 1000101990165⑈

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**IN THE MATTER OF THE APPLICATION
OF SUNSET FIBER, LLC FOR A
CERTIFICATE TO PROVIDE
COMPETING LOCAL
TELECOMMUNICATION SERVICES**

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL 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"), Sunset Fiber, LLC ("Sunset Fiber" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Sunset Fiber authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Sunset Fiber 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 its Application, Sunset Fiber submits the following:

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

Sunset Fiber, LLC

333 Fraley Avenue

Duffield, Virginia 24244

Telephone: 877.318.6368

Fax: 276.431.7202

Website: www.sunsetcom.net

Toll-Free # 877.318.6368 (Customer Complaints and Inquiries)

Questions regarding this application should be directed to:

Terri Parrilla
John Staurulakis, Inc.
7852 Walker Drive, Suite 200
Greenbelt, MD 20770
Telephone: 301.459.7590 Email:
tparrilla@jsitel.com

Contact name and address at the Company is:

Ryan B. Elswick
Sunset Fiber, LLC
333 Fraley Avenue
Duffield, Virginia 24244
Telephone: 877.318.6368
Fax: 276.431.7202
Email: ryan@sunsetcom.net

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

See **Exhibit A**.

3. Corporate information:

Applicant is a limited liability company organized on February 10, 2015 under the laws of the Commonwealth of Virginia. See Articles of Organization in **Exhibit B**. A copy of Applicant's Authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are in **Exhibit E**.

4. Applicant possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

Applicant has the financial ability to render the local exchange telecommunications services for which this Application is submitted. In support of its financial qualifications, Applicant submits the year-end 2014 Consolidated Financial Report on a confidential basis provided in **Exhibit F** for Sunset Digital Communications and Affiliate, Sunset Fiber, LLC. Sunset Digital Communications, Inc. ("**Parent**" or "**company**") has formed Applicant for the purpose of providing the telecommunications services described herein and will provide financial, operational and managerial support to Applicant in such endeavors. The financial statements demonstrate that Parent has a positive net worth and history of operating profitably in related fields.

Parent is the wholly-owning corporation of Sunset Fiber, LLC. The overall business of the Parent and Applicant may be collectively referred to herein as "**Sunset**." Sunset is a next-generation fiber-optic services company based in Duffield, Virginia providing broadband Internet, private data, fiber-optic TV and telephone services to residents, businesses, medical facilities, banks and other Internet service providers. The company also has branch offices in Kingsport, Tennessee and Tazewell, Tennessee with an additional office planned for Danville, Virginia. The Parent was founded by father-and-son team Paul and Ryan Elswick. Paul and Ryan have assembled a team of incredibly talented people gleaned from a decade of doing original and exciting work where they are recreating an industry.

Based on its demonstrated ability to set up and operate networks, the company has been successful in obtaining and deploying significant funds targeted at supporting the type of services the company provides. Specifically, the Parent successfully secured over \$24,000,000 in grants and loans from the Rural Utility Service (the "**RUS**"), of which only ten percent (10%) is required to be paid back as a loan so long as the company continues to meet its deployment and other obligations. The Parent leveraged this financial strength to build a first-of-its-kind partnership with the Powell Valley Electrical Cooperative in New Tazewell, TN, supporting continued customer connections while supporting Powell Valley's build out of their Smart Grid Advanced Metering Infrastructure.

Because of the company's innovative proprietary software, partnerships and business model, it has been successful in providing advanced data and communications connections to areas previously deemed too difficult to connect for the large carriers. Due to its people and its belief in customer service, it has continued to provide first rate service and has maintained high levels of customer satisfaction, often leading to new customers through word-of-mouth and reputation. It seeks to expand its services to rural areas and is currently in the process of seeking governmental, institutional and private investor financing as a base to fund this expansion.

Parent currently holds a Certificate of Public Convenience and Necessity to operate as an interexchange carrier ("**IXC**") in the Commonwealth of Virginia, and has organized Applicant to seek authority to operate as a local exchange carrier in order to grow and expand its services. It is continuing to build partnerships and put together public-private financing arrangements to finance this growth and it believes it is capable of offering connectivity, choice, quality and pricing to customers in rural areas who would otherwise have no access to the type of connectivity the company's network can provide.

Exhibit F is the confidential 2014 Consolidated Financial Report, summarizing the recent consolidated financial performance of Parent, including the results of Applicant. Exhibit F includes income statements, balance sheets, and statement of cash flows for years ending December 31, 2013 and December 31, 2014. Years 2013 and 2014 are the two most recent years for which financial statements are available. Thus, Applicant asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Because Applicant's parent is a privately held company, Applicant requests that the financial statements appended hereto as Exhibit F, 2014 Financial Report, be treated as confidential. Accordingly, Applicant has provided the requisite labeling as "Confidential" on Exhibit F submitted with this Application.

B. Managerial Ability:

As shown in **Exhibit E** to this Application, Sunset Fiber has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, Sunset Fiber's management team has extensive management and business experience in telecommunications.

C. Technical Qualifications:

Sunset Fiber 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 LEC'S regulated by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies Exhibit E of the principal officers, there are two seasoned officers with backgrounds in computer science and network engineering as well as several years of telecommunications expertise. Thus, Sunset Fiber is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

Although the Applicant intends to initially expand with service in areas currently served by Verizon, AT&T and CenturyLink, it seeks authority to provide local exchange telecommunications services in any territory in the State of Tennessee in order to facilitate future growth.

6. Types of Local Exchange Service to be provided:

Sunset Fiber expects to offer a broad variety of local exchange service and IP services, primarily to business customers in Tennessee. Sunset Fiber's initial line of local services will be comparable to that currently offered by incumbent LECS. Initially Sunset Fiber 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).

7. Repair and Maintenance:

Sunset Fiber understands the importance of effective customer service for local service customers. Sunset Fiber has made arrangements for its customers to call the company at its toll-free customer service number 1-877-318-6368. In addition, customers may contact the company in writing at the headquarters address, as well as via email at sales@sunset-fiber.com. The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about provider's operations is Ryan Elswick, VP/COO/Secretary.

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 Sunset Fiber 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 Sunset Fiber and indirectly, because Sunset Fiber'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.

8. Small and Minority-Owned Telecommunications Business Participation Plan:
(65-5-112): See Exhibit I.

9. Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. See Exhibit K for the Notice of Filing.

10. Numbering Issues: Statement provided in Exhibit L.

11. Miscellaneous:

A. Sworn Pre-Filed Testimony: Exhibit N.

B. Applicant does not require customer deposits.

C. As of now, Sunset Fiber has not been subject to complaints in any of the states in which we are doing business.

CONCLUSION:

Sunset Fiber respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange services on a facilities-based and resale basis throughout the State of Tennessee including service areas served by AT&T, Centurylink, and Verizon and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. Sunset Fiber also respectfully requests expedited treatment for approval of its application no later than June 1, 2016. For the reasons stated above, Sunset Fiber's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 28th day of April, 2016

A handwritten signature in blue ink, appearing to read 'Terri Parrilla', is written over a horizontal line.

Terri Parrilla

Consultant for Sunset Fiber, LLC

EXHIBIT A

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES

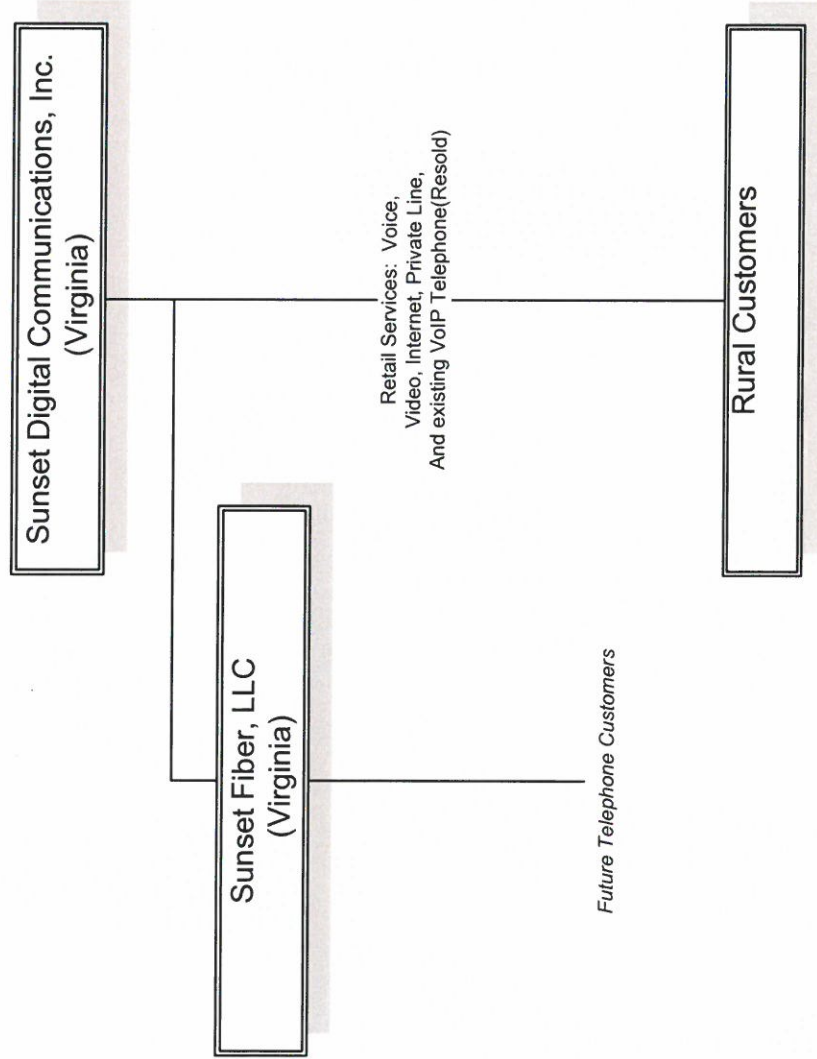
ORGANIZATIONAL CHART OF
CORPORATE STRUCTURE

(No pertinent acquisitions or mergers are currently in progress and the company currently has no plans for any acquisitions or mergers.)

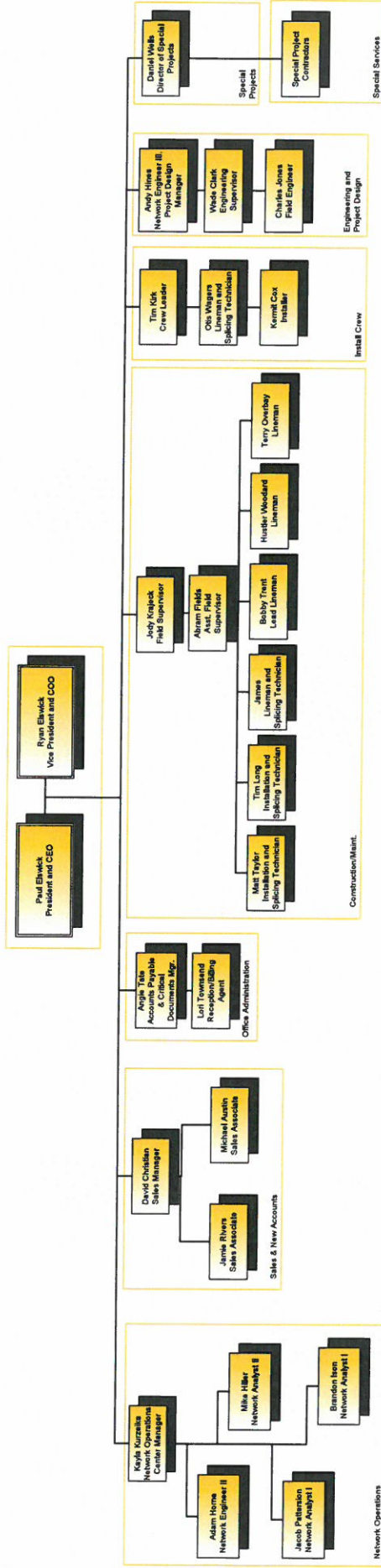


Sunset Digital Communications

Parent / Subsidiary Organization Chart and Services



Sunset Fiber, LLC: A wholly owned subsidiary of Sunset Digital Communications, Inc. Sunset Fiber is the newly formed CLEC that will eventually handle Sunset Digital's telephone customers as we transition to serving them with our own telephone switch.



Corporate Structure

EXHIBIT B

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES

ARTICLES OF ORGANIZATION

**ARTICLES OF ORGANIZATION OF A
DOMESTIC LIMITED LIABILITY COMPANY**

SUNSET FIBER, LLC

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

**ARTICLE I
NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company is: Sunset Fiber, LLC (the "**LLC**").

**ARTICLE II
PURPOSE AND POWERS**

The LLC is formed to conduct any lawful business, purpose, or activity which a limited liability company is permitted to conduct under Chapter 12, Title 13.1 of the Code of Virginia (the "**Virginia LLC Act**") to the fullest extent not prohibited by the Virginia LLC Act other applicable law. The LLC has the power to do all things necessary or convenient to carry out its business and affairs, including without limitation those things set forth in Section 13.1-1009 of the Virginia LLC Act.

**ARTICLE III
REGISTERED AGENT**

The name of the LLC's initial registered agent is Sunset Digital Communications, Inc., a domestic stock corporation authorized to transact business in the Commonwealth of Virginia.

The LLC's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is: 333 Fraley Avenue, Duffield, Virginia 24244, which is physically located in the County of Scott.

**ARTICLE IV
PRINCIPAL OFFICE ADDRESS**

The LLC's initial principal office address, including the street and number, is: 333 Fraley Avenue, Duffield, Virginia 24244, which is located in the County of Scott.

**ARTICLE V
MANAGEMENT BY MANAGERS**

The LLC shall be Manager-managed. The Members of the LLC shall not be Managers solely by virtue of their status as Members.

**ARTICLE VI
INDEMNIFICATION OF MANAGERS AND OFFICERS**

A. The managers of the LLC may appoint officers to such offices and in such manner as may be set forth in an Operating Agreement.

B. Each Manager and Officer who is or was a party to any proceeding (including a proceeding by or in the right of the LLC) shall be indemnified by the LLC against any liability imposed upon or asserted against such Manager or Officer (including amounts paid in settlement) arising out of conduct in such Manager's or Officer's official capacity with the LLC or otherwise by reason of the fact that he or she is or was such a Manager or Officer or is or was serving at the request of the LLC as a manager, director, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except there shall be no indemnification in relation to matters as to which he or she shall have been finally adjudged to be liable by reason of having been guilty of (i) willful misconduct or (ii) a knowing violation of criminal law in the performance of his or her duty as such Manager or Officer.

C. In addition to the indemnification provided under Section B, to the full extent permitted by the Virginia LLC Act and any other applicable law, as they exist on the date hereof or may hereafter be amended, the LLC shall indemnify a Manager or Officer of the LLC who is or was a party to any proceeding (including a proceeding by or in the right of the LLC) by reason of the fact that he or she is or was such a Manager or Officer or is or was serving at the request of the LLC as a manager, director, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

D. The LLC is empowered to contract in advance to indemnify any Manager or Officer to the extent indemnification is granted under Sections B and C. The Managers of the LLC are also empowered to cause the LLC to indemnify or contract in advance to indemnify any other person not covered by Sections B and C who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of the LLC, or is or was serving at the request of the LLC as a manager, director, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the same extent as if such person were specified as one to whom indemnification is granted under Sections B and C.

E. The LLC shall advance, pay for and/or reimburse the reasonable expenses incurred by an Manager or Officer who is a party to any proceeding in advance of the final disposition thereof if (i) the Manager or Officer furnishes the LLC a written statement of such

Manager's or Officer's good faith belief that such Manager or Officer has met the standard of conduct described in Sections B and/or C above and (ii) the Manager or Officer furnishes the LLC a written undertaking, executed personally or on such Manager's or Officer's behalf, to repay the advance if it is ultimately determined that such Manager or Officer did not meet the standard of conduct. The undertaking required by clause (ii) above shall be an unlimited general obligation of the Manager or Officer but need not be secured and may be accepted without reference to financial ability to make repayment.

F. The foregoing provisions are intended to provide indemnification with respect to those monetary damages of which the Virginia LLC Act permits the limitation or elimination of liability. In addition, to the full extent, if any, that the Virginia LLC Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Managers, a Manager of the LLC shall not be liable to the LLC, its members or any other party for monetary damages arising out any act or omission, course of conduct or transaction, including without limitations claims relating to breach of duties as a manager.

G. The LLC may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Managers may determine, on behalf of any person who is or was a Manager, Officer, employee or agent of the LLC, or is or was serving at the request of the LLC as a manager, director, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from such Manager's or Officer's status as such, whether or not the LLC would have power to indemnify such Manager or Officer against such liability under the provisions of this Article.

H. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification and limitations on personal liability with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

I. Except to the extent inconsistent with this Article, terms used herein shall have the same meanings assigned them in the Indemnification Article of the Virginia LLC Act, as now in effect or hereafter amended. Without limitation, it is expressly understood that reference herein to Managers, Officers, employees or agents shall include former Managers, Officers, employees and agents and their respective heirs, executors and administrators.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Organizer on this 29th day of January, 2015.

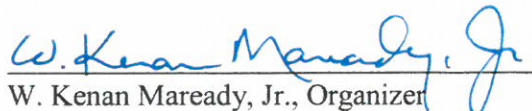

W. Kenan Maready, Jr., Organizer

EXHIBIT C

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES

AUTHORITY TO TRANSACT BUSINESS IN STATE OF TENNESSEE



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

Sunset Fiber, LLC
333 FRALEY AVE
DUFFIELD, VA 24244-5124

July 17, 2015

Filing Acknowledgment

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

SOS Control # :	000807346	Formation Locale:	VIRGINIA
Filing Type:	Limited Liability Company - Foreign	Date Formed:	02/10/2015
Filing Date:	07/17/2015 12:51 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2016
Duration Term:	Perpetual	Image # :	B0130-1208
Managed By:	Manager Managed		

Document Receipt

Receipt # : 002153706	Filing Fee:	\$300.00
Payment-Check/MO - SUNSET DIGITAL COMMUNICATIONS, INC., DUFFIELD, VA		\$300.00

Registered Agent Address:
CORPORATION SERVICE COMPANY
2908 POSTON AVE
NASHVILLE, TN 37203-1312

Principal Address:
333 FRALEY AVE
DUFFIELD, VA 24244-5124

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

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

Tre Hargett
Secretary of State

Processed By: Alex Maxfield

**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: Sunset Fiber, 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: Virginia

and the date of its formation is: 02 / 10 / 2015 and the date it commenced doing business in Tennessee is: 07 / 16 / 2015
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: Corporation Service Company

Address: 2908 Poston Avenue

City: Nashville State: TN Zip Code: 24060 County: Davidson

5. Fiscal Year Close Month: December 31

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: 333 Fraley Avenue

City: Duffield State: VA Zip Code: 24244

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: Sunset Fiber, 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: _____

July 16, 2015

Signature Date

Manager

Signer's Capacity (if other than individual capacity)

Signature

Paul Elswick

Name (printed or typed)

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF FACT

I Certify the Following from the Records of the Commission:

That Sunset Fiber, LLC is duly organized as a limited liability company under the law of the Commonwealth of Virginia;

That the date of its organization is February 10, 2015; and

That the limited liability company is in existence in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
July 16, 2015*

Joel H. Peck

Joel H. Peck, Clerk of the Commission



EXHIBIT D

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY APPLICATION FOR CERTIFICATE TO PROVIDE COMPETING LOCAL TELECOMMUNICATIONS SERVICES

CORPORATE OFFICERS

Managers:

Paul Elswick
Ryan Elswick

Officers:

Paul Elswick – President and Chief Executive Officer

Sunset Fiber, LLC
333 Fraley Avenue
Duffield, Virginia 24244
Telephone: 276.870.5473
Fax: 276.431.7202
Email: paul@sunset-fiber.com

Ryan Elswick – Vice President, Chief Operating Officer and Secretary

Sunset Fiber, LLC
333 Fraley Avenue
Duffield, Virginia 24244
Telephone: 877.318.6368
Fax: 276.431.7202
Email: ryan@sunsetcom.net

EXHIBIT E

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY APPLICATION FOR CERTIFICATE TO PROVIDE COMPETING LOCAL TELECOMMUNICATIONS SERVICES

BIOGRAPHIES OF PRINCIPAL OFFICERS and OTHER KEY TECHNICAL STAFF

Paul Elswick - President/CEO

Paul Elswick is co-founder, President and Chief Executive Officer of Sunset Digital Communications, Inc. ("Parent") and also serves as President and Chief Executive Officer of Sunset Fiber, LLC ("Applicant"). Mr. Elswick is responsible for the conception and design of the Sunset Network - one of the first projects to promote economic development via ultra-high-speed Internet access. Through volunteerism and an interest in connecting others, he has helped bring high-speed connectivity to under-served areas of the country. Under his leadership Sunset has pioneered the laying of fiber optic with water lines and in the power space, thus cutting the cost of building regional fiber optic networks. He has forged strong partnerships with other companies, making Sunset one of the most interconnected fiber-optic networks in the region. In 2010, through his vision and a decade of experience in pioneering regional Active Ethernet networks, Sunset was able to obtain a total of \$44M through two broadband stimulus awards from the Rural Utility Service.

Mr. Elswick's experience with creating enormous achievements out of big ideas has gained him a reputation in the industry for success and, as a result, he is sought after as a consultant by providers in other geographic regions wishing to start their own fiber optic networks. Mr. Elswick holds a Bachelor of Science degree in Computer Science from Virginia Tech. He holds three US Patents (two software-related). He is a retired commercial pilot rated in the De Havilland Dash 8, Boeing 777 and Airbus 319/320 aircraft, among others.

Ryan Elswick - VP/COO/Secretary

Ryan Elswick is co-founder, Chief Operating Officer and Secretary of Parent and also serves as Chief Operating Officer and Secretary of the Applicant. Mr. Elswick works to focus Sunset efforts and leads the day-to-day operations. Mr. Elswick previously served as Network Administrator for Nettek PLC, in London, England. After returning to the U.S. in 1999, he began work with CornerPost Software as Head of Technical Support. During this period, he and his father started Parent. Under his leadership, Sunset has attracted and nurtured young talent that have become experts in their fields, and respected

as leaders by their industry peers. He has directed Sunset's operations from a startup company to a multi-million dollar operation in fewer than ten years.

Today, as COO, he is responsible for managing corporate partnerships that shape Sunset's corporate profile – partnerships that include relationships with major content providers including Netflix, Google, Akamai, Facebook, and others. Through working with content providers, Mr. Elswick enabled Sunset to reduce Internet cost and improve network performance for the end-user. Through his efforts Sunset has been given the privilege of hosting content and caching servers from multiple content companies, which further reduces network load and increases network service performance. As a result of Mr. Elswick's efforts, nearly 51% of all Sunset Internet data comes from within the Sunset network.

Mr. Elswick actively supports and counsels education professionals on Internet usage and related policies, and encourages small businesses to take advantage of new technology to compete in today's marketplace. He holds a B.A. from the College of William & Mary.

Daniel Wells - Director Special Projects

Director of Special Projects, R. Daniel Wells has worked with Parent since its inception in many roles to make the company operate more effectively. Today, as Director of Special Projects of both Parent and Applicant, Mr. Wells takes on projects that serve to expand the scope of Sunset's existing operations or require the coordination of many functional areas of the company. He is also heavily involved in managing the daily operations of the company.

Mr. Wells holds a Master's Degree in Business Administration from King College and a Bachelor of Science Degree in Computer Science from the Georgia Tech College of Computing, with a specialization in Networking and Telecommunications. Mr. Wells also holds a certificate in Information Technology Management from the Georgia Tech College of Management.

Mr. Wells specializes in creating business information systems through .NET and SQL development and is an Information Technology Generalist. He is the chief architect of "FiberTrac" - a Customer Relationship Management and Fiber Optic Infrastructure Visualization and Planning application. Mr. Wells has co-developed many of the operational procedures, productivity analyses and metrics that - along with FiberTrac - help to ensure the efficient daily operation of the company. Mr. Wells continuously develops new features for FiberTrac and new Information Systems to help the company achieve its goals. He is a Certified Technician for the Emtelle Blown Fibre System and is skilled in fiber fusion splicing and Optical Time Domain Reflectometer diagnostics.

EXHIBIT I

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Sunset Fiber, LLC ("Sunset Fiber") 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 resold intrastate, interstate, and/or 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. Sunset Fiber 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. Sunset Fiber 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, Sunset Fiber will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Sunset Fiber of such opportunities. Sunset Fiber'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, Sunset Fiber 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

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

Ryan B. Elswick
Sunset Fiber, LLC
333 Fraley Avenue
Duffield, Virginia 24244
Telephone: 877.318.6368
Fax: 276.431.7202
Email: ryan@sunsetcom.net

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 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 §65-5-112.
- (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 cooperating 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 Sunset Fiber 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

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

Sunset Fiber will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Sunset Fiber will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Sunset Fiber, LLC

By: 

Ryan Elswick
Vice President

Dated: April 25th, 2016

EXHIBITK

SUNSET FIBER, LLC

**TENNESSEE REGULATORY AUTHORITY
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION)
OF SUNSET FIBER, LLC FOR A CERTIFICATE)
TO PROVIDE COMPETING LOCAL)
TELECOMMUNICATIONS SERVICES)

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Regulatory Authority Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on April 28, 2016, Sunset Fiber, LLC, Inc. filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services. A copy of this notice was also submitted to the Tennessee Regulatory Authority.

This 28th day of April, 2016.

Sunset Fiber, LLC

BY: 

Ryan Elswick
Vice President, Chief Operating Officer & Secretary

EXHIBIT L

SUNSET FIBER, LLC

TENNESSEE REGULATORY AUTHORITY APPLICATION FOR CERTIFICATE TO PROVIDE COMPETING LOCAL TELECOMMUNICATIONS SERVICES

NUMBERING ISSUES

Please provide answers to the following questions concerning numbering within your proposed service areas.

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

Response: At minimum, Sunset Fiber will request 3 NXXs for the purpose of an LRN during the first year of service following approval of its application.

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

Response: Sunset Fiber estimates that the maximum number of NXXs it may request for service in the AT&T and Centurylink territory is ten (10).

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

Response: Sunset Fiber initially will provide local service throughout the 423 NPAs currently served by AT&T and CenturyLink.

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

Response: In the event that Sunset Fiber's operations necessitate assigning telephone numbers, it will try to assign such numbers sequentially within NXXs; however, customer demand may alter the sequential assignment.

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

Response: Sunset Fiber will only obtain numbering when necessary (i.e LRNs, 1k 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?

Response: Sunset Fiber will base the need on 75% utilization of a thousand block and/or an NXX.

EXHIBIT N

SUNSET FIBER, LLC

**TENNESSEE REGULATORY AUTHORITY
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

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

**APPLICATION OF SUNSET FIBER, LLC
FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL TELEPHONE
SERVICES**

PRE-FILED TESTIMONY OF Paul B. Elswick, Jr.

I, Paul B. Elswick, Jr, do hereby testify as follows in support of the application of Sunset Fiber, LLC (Sunset Fiber) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position. Paul B. Elswick, Jr., 333 Fraley Ave., Duffield, VA 24244. My title is President & CEO.

Q: Please briefly describe your duties.

Ultimately responsible for the direction and operation of Sunset Fiber.

Q: Please describe your business experience and educational background.

Please see Exhibit E.

Q: Are all statements in Sunset Fiber, LLC's application true and correct to the best of your

knowledge, information and belief? Yes, all statements in Sunset Fiber's application are true and correct to the best of my knowledge, information and belief.

Q: Please describe the current corporate structure of Sunset Fiber, LLC

Sunset Fiber is a wholly owned subsidiary of Sunset Digital Communications, Inc. Please see Exhibit A.

Q: Does Sunset Fiber, LLC possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority? Yes, Sunset Fiber possesses the requisite managerial, financial, and technical abilities to provide services for which it has applied for authority. Please see Exhibit E for the biographies of the corporate officers and key personnel.

Q: Please describe Sunset Fiber, LLC's financial qualifications.

Please see Exhibit F for the Consolidated Financial Report submitted with the application for Yearend 2014. It is a demonstration of the positive net worth of Sunset Digital and Applicant.

Q: Please describe Sunset Fiber, LLC's managerial and technical qualifications.

Sunset Fiber has submitted descriptions of its managerial and technical staff along with biographies for each demonstrating the experience, expertise and education for members of the company. Please see Exhibit E.

Q: What services will Sunset Fiber, LLC offer? Sunset will provide telecommunications services including dial tone service for residential and business customers, SIP trunking, local and long distance telephony services.

Q: Will Sunset Fiber, LLC offer service to all consumers within its service area?

Yes, as it is requested.

SWORN PRE-FILED TESTIMONY

Q: Will the granting of a certificate of convenience and necessity to Sunset Fiber, LLC serve the public interest? Yes, the granting of a certificate of convenience and necessity will serve the public interest.

Q: Does Sunset Fiber, LLC intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service? Yes, Sunset Fiber will comply with TRA rules, statutes, and orders.

Q: Has any state ever denied Sunset Fiber, LLC or one of its affiliates authorization to provide intrastate service?

No

Q: Has any state ever revoked the certification of Sunset Fiber, LLC or one of its affiliates?

No

Q: Has Sunset Fiber, LLC or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

No

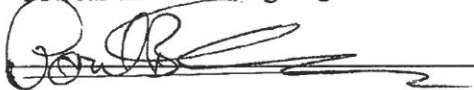
Q: Who is knowledgeable about Sunset Fiber, LLC's operations and will serve as Sunset Fiber, LLC's regulatory and customer service contact? Ryan B. Elwick, VP & COO

Q: Please explain in detail Sunset Fiber, LLC's proposed procedures for responding to information requests from the TRA and its staff. Sunset Fiber proposes responses and information requests from the TRA and staff via multiple contact channels, including email at sales@sunset-fiber.com, telephone at 877-318-6368, and/or postal mail at:

Sunset Fiber, LLC
ATTN: Customer Relations
PO Box 405
Duffield, VA 24244

Q: Does this conclude your testimony? Yes, this concludes my testimony.

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



Paul B. Elswick, Jr.
President & CEO
Sunset Fiber, LLC

Respectfully submitted this 15th day of April, 2016

Notary Public

Commonwealth of Virginia

County of Scott

My commission expires 1-31-19

