

September 22, 2017

Via E-mail and Overnight Courier

Docket No. 17-00109

Ms. Sharla Dillon
Tennessee Regulatory Authority
Andrew Jackson State Office Bldg.
502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243

**RE: Application of SQF, LLC for a Certificate to Provide Competing Local
Telecommunications Services in the State of Tennessee**

Dear Ms. Dillon,

Enclosed for filing with the Commission are one (1) original and four (4) copies of SQF, LLC's ("SQF") application for a Certificate to Provide Competing Local Telecommunications Services in the State of Tennessee. Enclosed also please find a check in the amount of \$25.00 for the requisite application filing fee.

SQF respectfully requests confidential treatment of the financial information in the attached **Exhibit F**. SQF has provided this information in its public redacted form in the attached application and has filed the confidential version and sworn request for confidential treatment of **Exhibit F** in a separately sealed envelope marked 'CONFIDENTIAL' along with the hard copies of this application.

Please stamp and return the extra copy of this cover letter in the self-addressed postage prepaid envelope as confirmation of receipt. If you have any questions regarding this filing, please contact the undersigned at (207) 358-7415 or nbournakel@tilsontech.com,

Respectfully Submitted,



Nicholas Bournakel
Administrator – SQF, LLC
(207) 358-7415
nbournakel@tilsontech.com

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION OF) Docket No. _____
SQF, LLC)
FOR A CERTIFICATE)
TO PROVIDE COMPETING LOCAL)
TELECOMMUNICATIONS SERVICES)

**APPLICATION OF SQF, LLC 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"), SQF, LLC ("SQF" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to SQF authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. SQF 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, SQF submits the following:

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

SQF, LLC
245 Commercial St., Suite 203
Portland, ME 04101
Telephone: (207) 358-7415

Questions regarding this application should be directed to:

Nicholas Bournakel, Administrator
SQF, LLC
245 Commercial St., Suite 203
Portland, ME 04101
Phone: (207) 358-7415
Fax: (207) 772-3427
Email: nbournakel@tilsontech.com

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

Please see **Exhibit A**

3. Corporate information:

SQF, LLC was established in the state of Maine on July 11, 2012. A copy of SQF's Articles of Formation is attached hereto as **Exhibit B**, and a copy of Applicant's Certificate of Authority to do business in Tennessee is attached hereto as **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. None of SQF's officers are located in Tennessee. The biographies/resumes of the principal officers and any other key technical staff are in **Exhibit E**.

4. SQF 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 requisite financial qualifications to provide local telecommunications services in the State of Tennessee. Applicant has access to the financing and capital necessary to provide the proposed services in Tennessee. In support of its financial qualifications, SQF submits the financial records in **Exhibit F** (confidential). As SQF is a start-up company and wholly-owned subsidiary of its parent company, Tilson Technology Management, Inc., ("Tilson") SQF is submitting the most recent reviewed financials of Tilson for the years ended 2015 and 2016. The submitted financials include income statements, balance sheets, and cash flows. Neither SQF nor Tilson have three-year projected financial information available at this time.

As Tilson is a privately-held company, its financial information is not publicly available. Tilson takes all reasonable steps to protect the privacy of its financial information. In instances where Tilson is required to provide its financial information to other public utilities commissions or governmental agencies, it always does so under seal, accompanied by a request for confidential treatment. For the foregoing reasons, SQF submits the confidential versions of its parent company financial statements along with its request for confidentiality and sworn affidavit under seal as **Exhibit F** of this Application.

B. Managerial Ability:

As shown in Exhibit E to this Application, Applicant has the managerial expertise to successfully provide local telecommunications services in the State of Tennessee. Applicant's management team includes individuals with substantive experience in the telecommunications industry. As such, Applicant has the requisite technical resources to support its Tennessee operations, and is therefore well-qualified to operate Applicant's local telecommunications services in Tennessee.

C. Technical Qualifications:

As applicable, SQF's services will satisfy the minimum standards established by the TRA. The company will file and maintain required tariffs in the manner prescribed by the TRA and will meet minimum required 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 SQF's President, as well as other technical personnel, SQF's officers have many years of experience in the telecommunications industry. As such, SQF is technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

SQF proposes to offer its services throughout the state of Tennessee and is already authorized to provide telecommunications services in the following states:

- Maine
- New Jersey
- Pennsylvania
- New York
- Georgia
- Oregon
- Delaware
- Washington
- District of Columbia
- Rhode Island
- Virginia
- West Virginia
- Maryland
- Texas

- Florida

Additionally, SQF has pending applications for authority in the following states:

- Colorado
- Kentucky
- North Carolina
- Alabama
- California
- Connecticut
- Utah
- Massachusetts

6. Types of Local Exchange Service to be provided:

Applicant proposes to provide non-switched radio frequency (“RF”) transport service on a wholesale basis to other carriers via fiber optic cable between low-powered antenna nodes and data centers forming its network. SQF offers its wholesale transport services primarily to Wireless Services Providers (“WSPs”). The effect of SQF services is to improve wireless network coverage and capacity. SQF provides its services via both its own hub and fiber optic facilities, as well as by leasing facilities from other suppliers as well.

SQF’s networks consist of a hub station at which WSPs are responsible for provision and obtainment of necessary circuits and equipment to connect to SQF facilities. Thereafter, these WSPs furnish their respective services to end-user customers. The networks of SQF are bi-directional and are leased to WSPs. SQF maintains the fiber and node connections, and its WSP carrier customers maintain all other aspects of the service including its switched voice services, wireless, or dial tone services. SQF only intends to provide service to other carriers on a wholesale, non-switched basis, and as such will not be providing switched voice services or dial tone to WSPs or any other end users in the State of Tennessee. SQF’s services are subject to the availability of equipment and the technical/economic feasibility of constructing or leasing necessary facilities.

7. Repair and Maintenance:

SQF does not plan to serve end users. However, any complaints by SQF's carrier and other customers can be communicated to SQF via telephone at (844) 484-5766 or to (207) 358-7415. In

addition, customers may contact the company in writing at SQF's headquarters address, as well as the e-mail address listed below.

SQF, LLC

245 Commercial St., Suite 203

Portland, ME 04101

Phone: (207) 358-7415 or 1-844-484-5766

Email: nbournakel@tilsontech.com

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

Please see **Exhibit G**

9. Toll Dialing Parity Plan, Numbering Issues, and Tennessee-Specific Operational Issues:

a. **Toll Dialing Parity Plan**

As SQF only intends to provide wholesale facilities-based point-to-point fiber optic transport services to wireless and other carriers, Applicant respectfully requests a waiver from the requirement to submit a toll dialing parity plan.

b. **Numbering Issues**

As above, SQF provides only wholesale transport services to wireless carriers and will not be serving any end user or obtain or assign telephone numbers. Furthermore, SQF has no expected demand for NXXs in any Tennessee NPA, and therefore will not be requesting any NXXs from NANPA. In terms of its expected service footprint, SQF is requesting authority to operate throughout the entire state of Tennessee.

c. **Operational Issues**

In terms of compliance with TCA § 65-21-114, as SQF provides only wholesale point-to-point fiber optic transport services to wireless carriers, it will not serve any type of end user directly. As such, no end user will originate calls directly on SQF's network and thus SQF will not bill for any end user calls, including country-wide calls within Tennessee. Because SQF will not provide telephone numbers to any end users, it will not enter any telephone numbers into the Tennessee County-Wide Calling database.

All customer complaints should be directed to:

SQF, LLC

c/o Nicholas Bournakel, Administrator
245 Commercial St., Suite 203
Portland, ME 04101
Tel: (207) 358-7415
E-mail: nbournakel@tilsontech.com

Regarding telemarketing, SQF will not use telemarketing in Tennessee, but rather markets its services directly to its carrier customers at the wholesale level.

10. Public Interest

Grant of this application will have both direct and indirect public benefits. Direct in that the public will use the services offered by SQF through greater, more reliable wireless networks; and also indirect in that with SQF in the market, the increased competition will provide an incentive for existing carriers to improve their service offerings and become more efficient, productive, and innovative.

For the aforementioned reasons, grant of the instant Application will serve the goal of increased competition in Tennessee's telecommunications market, thus providing both lower priced more robust, better quality telecommunications service.

11. Service of Notice:

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 H** for the list.

12. Miscellaneous:

- A. Sworn Pre-filed testimony: See **Exhibit I**
- B. Applicant does not require customer deposits
- C. As of now, SQF has not been subject to complaints in any of the states in which it is doing business.
- D. A copy of SQF's tariff is enclosed: **Exhibit J**
- E. SQF will comply with all applicable TRA policies, rules and orders.
- F. A surety bond is enclosed as **Exhibit K**

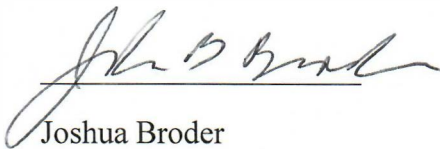
CONCLUSION:

SQF, LLC respectfully requests that the Tennessee Regulatory Authority grant it a certificate of convenience and necessity to operate as a competing telecommunications service provider throughout the State of Tennessee. Grant of this application and SQF's entry into the local telecommunications marketplace within the State of Tennessee will serve the public interest in terms of technological innovation, deployment of new infrastructure, lower rates through increased competition, and greater reliability in existing networks. By expanding the availability of telecommunications services in Tennessee, the State's telecommunications infrastructure will be improved, and with it, economic development will be facilitated. In addition, SQF's services are designed to use wireline telecommunications to supplement wireless coverage without requiring the construction of large towers. This is in large part due to the smaller types of antennas utilized by Applicant's customers for the provision of service to their customers.

Grant of this application will have both direct and indirect public benefits. Direct in that the public will use the services offered by SQF through greater, more reliable wireless networks; and also indirect in that with SQF in the market, the increased competition will provide an incentive for existing carriers to improve their service offerings and become more efficient, productive, and innovative.

For all the aforementioned reasons, grant of the instant Application will serve the goal of increased competition in Tennessee's telecommunications market, thus providing both lower priced and more robust, better quality telecommunications service.

Respectfully submitted this 12th day of September, 2017.



Joshua Broder
President
SQF, LLC

LIST OF EXHIBITS

Exhibit A – Corporate Organizational Chart

Exhibit B – Cert. of Formation

Exhibit C – Tennessee Foreign Cert. of Status

Exhibit D – List of corporate officers

Exhibit E – Biographies of Officers and Key Technical Staff

Exhibit F – Financial Statements (REDACTED) (Confidential Version Filed UNDER SEAL)

Exhibit G – Small and Minority-Owned Telecommunications Business Part. Plan

Exhibit H – Certificate of Service

Exhibit I – Pre-Filed Testimony

Exhibit J – Informational Tariff

Exhibit K – Surety Bond

Exhibit A – Corporate Organizational Chart

Exhibit A – Organizational Chart, SQF, LLC

SQF, LLC has one affiliate: its parent company, Tilson Technology Management, Inc.

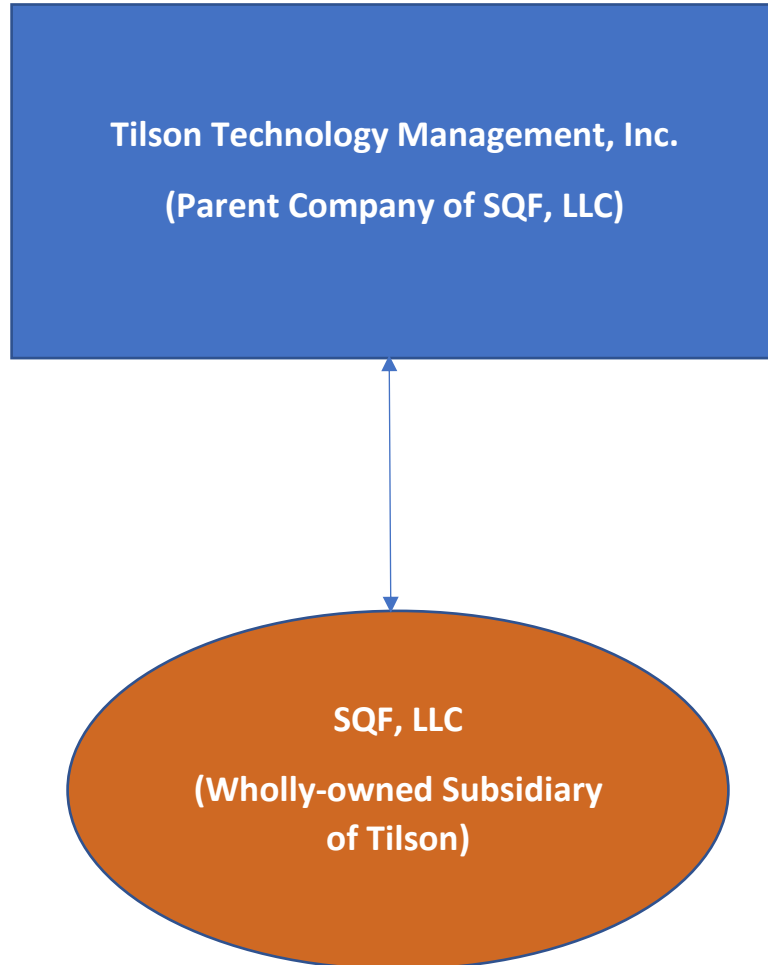


Exhibit B – SQF, LLC Cert. of Formation

MAINE
LIMITED LIABILITY COMPANY

STATE OF MAINE

CERTIFICATE OF FORMATION

Filing Fee \$175.00

File No 20130037DC Pages 2
Fee Paid \$ 175
DCN 2121932700023 DLLC
-----FILED-----
07/11/2012


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 31 MRSA §1531, the undersigned executes and delivers the following Certificate of Formation:

FIRST: The name of the limited liability company is:

SQF, LLC

(A limited liability company name must contain the words "limited liability company" or "limited company" or the abbreviation "LLC," "LLC," "L.C." or "LC" or, in the case of a low-profit limited liability company, "L3C" or "L3c" - see 31 MRSA 1308.)

SECOND: Filing Date: (select one)



Date of this filing; or



Later effective date (specified here) _____

THIRD: Designation as a low profit LLC (Check only if applicable)



This is a low-profit limited liability company pursuant to 31 MRSA §1611 meeting all qualifications set forth here:

A. The company intends to qualify as a low-profit limited liability company;

B. The company must at all times significantly further the accomplishment of one or more of the charitable or educational purposes within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as it may be amended, revised or succeeded, and must list the specific charitable or educational purposes the company will further;

C. No significant purpose of the company is the production of income or the appreciation of property. The fact that a person produces significant income or capital appreciation is not, in the absence of other factors, conclusive evidence of a significant purpose involving the production of income or the appreciation of property, and

D. No purpose of the company is to accomplish one or more political or legislative purpose within the meaning of Section 170(c)(2)(D) of the Internal Revenue Code of 1986, or its successor.

FOURTH: Designation as a professional LLC (Check only if applicable):



This is a professional limited liability company* formed pursuant to 13 MRSA Chapter 22-A to provide the following professional services:

(Type of professional services)

Form No. MLLC-6 (1 of 2)

FIFTH: The Registered Agent is a (select either a Commercial or Noncommercial Registered Agent)



Commercial Registered Agent

CRA Public Number

P10068

Corporation Service Company
(Name of commercial registered agent)



Noncommercial Registered Agent

(Name of noncommercial registered agent)

(physical location, not P O Box – street, city, state and zip code)

(mailing address if different from above)

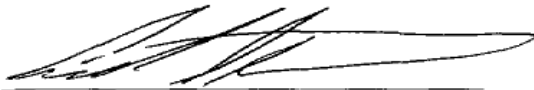
SIXTH: Pursuant to 5 MRSA §105 2, the registered agent listed above has consented to serve as the registered agent for this limited liability company

SEVENTH: Other matters the members determine to include are set forth in the attached Exhibit _____, and made a part hereof.

****Authorized person(s)**

Dated

7/10/2012



(Signature)

Ande Smith, Vice President

(Type or print name and capacity)

(Signature)

(Type or print name and capacity)

***Examples** of professional service limited liability companies are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians (This is not an inclusive list – see 13 MRSA §723 7)

****Pursuant to 31 MRSA §1676 1 A, Certificate of Formation MUST be signed by at least one authorized person**

The execution of this certificate constitutes an oath or affirmation under the penalties of false swearing under 17-A MRSA §453

Please remit your payment made payable to the Maine Secretary of State

Submit completed form to

Secretary of State

Division of Corporations, UCC and Commissions

101 State House Station

Augusta, ME 04333-0101

Telephone Inquiries: (207) 624-7752

Email Inquiries: CEC Corporations@Maine.gov

Form No. MLLC-6 (2 of 2) 7/1/2011

Exhibit C – Tennessee Foreign Cert. of Status



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

NICHOLAS BOURNAKEL
245 COMMERCIAL ST., SUITE 203
PORTLAND, ME 04101

August 16, 2017

Request Type: Certificate of Existence/Authorization
Request #: 0247746

Issuance Date: 08/16/2017
Copies Requested: 1

Document Receipt

Receipt #: 003532932

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3709074646

\$20.00

Regarding: SQF, LLC

Filing Type: Limited Liability Company - Foreign

Control #: 917466

Formation/Qualification Date: 08/10/2017

Date Formed: 07/11/2012

Status: Active

Formation Locale: MAINE

Duration Term: Perpetual

Inactive Date:

CERTIFICATE OF AUTHORIZATION

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

SQF, LLC

* is a Limited Liability Company formed in the jurisdiction set forth above and is authorized to transact business in this State;

* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

* has appointed a registered agent and registered office in this State;

* has not filed an Application for Certificate of Withdrawal.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 023739226

Exhibit D – Names/Addresses of Corporate Officers

Exhibit D – Names and Addresses of Principal Corporate Officers

SQF, LLC has two officers of its parent company, Tilson Technology Management, Inc.:

1. Joshua Broder

President
SQF, LLC
245 Commercial St., Suite 203
Portland, ME 04101

2. Michael Svigelj

Controller
SQF, LLC
245 Commercial St., Suite 203
Portland, ME 04101

Exhibit E – Biographies of Officers and Key Technical Staff

Exhibit E – SQF, LLC Managerial/Technical Capability

Joshua Broder, President

Joshua Broder is the President of SQF, LLC and CEO of its parent company, Tilson Technology Management, Inc. (“Tilson”). He has a diverse background in telecommunications, organizational leadership, and corporate growth as a former Army Signal officer, an industry consultant, and an executive.

While in the U.S. Army, Joshua served as Operations Officer in charge of the tactical satellite communications network supporting U.S. and NATO Combat Forces and other U.S. Government agencies at 33 remote locations in Central Asia (Afghanistan, Uzbekistan, and Pakistan). Joshua was awarded the Bronze star for his tour in Afghanistan.

Joshua joined Tilson in 2006 as the third employee. Today, Tilson employs 280 people and has a worldwide practice, providing clients with cutting-edge consulting services. Under Joshua’s leadership, Tilson has managed the planning, design, and construction of over a dozen telecommunications deployments throughout New England and the mid-Atlantic, including smart grid, fiber optic, and cellular LTE projects. Joshua led Tilson’s efforts to support Central Maine Power in its roll out of territory-wide AMI infrastructure and the Maine Fiber Company and the Massachusetts Broadband Institute to deploy large-scale, publicly-funded fiber optic networks in rural Maine and Massachusetts respectively.

Joshua’s efforts to grow and sustain Tilson’s business have been widely recognized in the local and national business communities. Under Joshua’s leadership, Tilson was awarded the 2010 Governor's Award as Technology Company of the Year from TechMaine, an award recognizing a company that significantly contributes to Maine's position as a cutting-edge technology state. Joshua was also one of four business leaders recognized by the Portland Regional Chamber of Commerce in 2011, the youngest ever recipient of the Chamber’s President's Award. Josh earned a BA in History from Middlebury College with a minor in Military Studies from the University of Vermont, and holds an Advanced Certificate in Entrepreneurship from John F. Kennedy University.

Please see the attached resume for Joshua Broder on the following page.

JOSHUA BRODER RESUME

245 Commercial St. Suite 203. Portland, ME 04101 | 207-591-6427 | jbroder@tilsontech.com

EDUCATION

JOHN F. KENNEDY UNIVERSITY

Portland ME

Advanced Certificate in Entrepreneurship

2013

- AT&T Operation Hand Salute
- Vermont Military Studies Program, Distinguished Military Graduate

MIDDLEBURY COLLEGE

Middlebury VT

Bachelor of Arts, History

2001

- Minor, Military Studies
- ROTC Scholarship
- Vermont Military Studies Program, Distinguished Military Graduate

PROFESSIONAL EXPERIENCE

TILSON

Portland, ME

Chief Executive Officer, Owner

2006 - Present

- CEO and owner of Tilson, a high growth (three years on the Inc. 5000), 280 employee team of telecom and information technology professionals with a world-wide practice building and maintaining large telecom and IT capital projects in the public and private sectors.
- Led the company's growth from 10 employees to 280 employees, including leading several rounds of bank and venture financing.
- Led and built a growth senior management team.
- Leading roles in sales and client consulting on large capital projects.

MAINE FIBER COMPANY

Portland, ME

President

2010 - 2011

- Led the Maine Fiber Company through its business formation, staffing, regulatory approvals, public outreach, funding, and network build out of a federally and private equity funded, 1,100 mile fiber optic network.
- Stayed on as a consultant through completion of their \$32MM network build out

UNITED STATES ARMY

Europe, Middle East, Central Asia

Captain, Army Signal Officer

2002 - 2006

- During Operation Enduring Freedom served as Operations Officer in charge of the tactical satellite communications network supporting US and NATO Combat Forces and other US Government agencies at 33 remote locations in Central Asia (Afghanistan, Uzbekistan, and Pakistan). Directed efforts of around 300 technicians to provide all theater telecom and IT services. Engineered the communications support for the US humanitarian response to the 2005 earthquake in Pakistan and the first UN monitored parliamentary elections in Afghanistan. Coordinated communications links between Central Asia and Germany, Italy, Bahrain, England, the US, Qatar, and Kuwait. Prior to Central Asia, served as a platoon leader and executive officer in Germany, responsible for 10 deployable tactical data communications packages in support of US Army Europe, with missions in Western and Eastern Europe, Africa, the Middle East, Central Asia, and former Soviet republics.

ADDITIONAL INFORMATION

- **Maine Health InfoNet**, Board of Directors.
- **Gulf of Maine Research Institute**, Board of Directors
- **ConnectME Authority**, Board of Advisors
- **Bangor Savings Bank**, Corporator
- **Kleinschmidt**, Board of Directors

(Exhibit E, Cont'd)

Michael Svigelj, Controller

Michael Svigelj serves as Controller of SQF and Tilson. Prior to joining SQF's parent company, Tilson, he served as a financial officer for several firms as he was the Cost Control Analyst for ECC, a worldwide design-build, construction, environmental remediation, engineering and design management firm. Earlier in his career, Mike was Corporate Accounting Manager for the Pernix Group, a leading construction, general contracting, design/build firm, and Controller for Maxim Construction. Mike holds a BA in Accounting from Michigan State University.

Please see the attached resume for Michael Svigelj on the following page.

Michael S. Svigelj, CCIFP

OBJECTIVE

To secure a challenging position in the accounting field that will utilize my strong accounting background, education, and leadership skills.

WORK EXPERIENCE

Tilson Technology Management, Inc., Portland, ME

04/15 – Present

Controller/FSO

- Responsible for the overseeing the accounting department, internal controls, ERP system and financial reporting.
- Provides month over month financial data and forecasting to executive management.
- Provides daily cash updates and monthly forecasting.
- Manages the bonding, banking, surety and third party CPA firm relationships.
- Oversees and manages the facility Clearance and all associated requirements.
- Works closely with operations to analyze monthly contract cost and update the work in process report.
- Manages and administrates the corporate credit card programs.

Environmental Chemical Corporation, Burlingame, CA

11/13 – 04/15

Cost Control Analyst

- Responsible for the oversight, review, and improvement of all cost control and cost reporting functions for the construction of a new U.S. Embassy in Bishkek, Kyrgyzstan.
- Work closely with site management and the Vice President of OBO Operations to prepare cash and accrual forecasts.
- Responsible for the procurement and upkeep of project related insurance policies.
- Work closely with the procurement department to ensure all purchase orders are captured in the accounting system accurately and to forecast out remaining items to be purchased along with the timing of the required funds.
- Preparation of the monthly estimate to complete report including month to month variance analysis narrative for operations and corporate as well as the review of the online WIP report.
- Responsible for the oversight of the monthly billing package for submittal to the United States Department of State to ensure accurate billings and timely receipts.
- Assist and oversee the logistics team and the site warehouse to ensure all shipments and materials are accounted for accurately from receiving port to project site.
- Perform weekly general conditions and labor cost analysis.
- Oversee the reconciliation of the site petty cash account to ensure accurate coding of transactions.
- Work with core focus group to review all IT systems and processes to make recommended changes and to develop implementation strategies.

Pernix Group, Inc., Lombard, IL

12/07 – 11/13

Corporate Accounting Manager

- Responsible for managing accounting staffs in Lombard, Fiji, Saipan, Vanuatu and Germany including construction, transmitter, and energy business segments.
- Responsible for internal control procedures and ensuring SOX and CAS compliance at all Pernix locations.
- Review monthly subsidiary financial statements and corresponding reconciliation schedules.
- Prepare the consolidated financial statements on a monthly basis.
- Coordinate the quarterly reviews and annual audits with the outside accounting firm.
- Preparation of the draft copies of the 10Q and 10K reports including all related financial schedules and variance analysis for the CFO's review.
- Track job costs in Timberline and prepare monthly anticipated cost reports, including the work-in-process report, pertaining to the construction of a new US Embassy in Fiji, multiple United States Department of State IDIQ projects in Iraq, and a US Embassy rehabilitation project in Niamey, Niger while working closely with operations at site locations and at the Washington D.C. office.
- Oversee the monthly billing package for submittal to the United States Department of State.
- Assist in the annual budget preparation as well as monthly budget to actual reporting.
- Assist the CFO in cash forecasting and foreign exchange analysis.
- Work with insurance and surety brokers to procure the appropriate insurance policies and bonding at the project level and for corporate.
- Responsible for the oversight and sign off on the bi-weekly payroll.
- Establishment, roll-out, and management of a new company wide online payroll system.

- Assist the CFO in due diligence work for potential acquisitions.

Maxim Construction Corporation, Inc., Volo, IL

10/06 – 12/07

Controller

- Responsible for all accounting functions in Timberline software including A/P, A/R, Job Cost, Cash Management, G/L, and Payroll.
- Prepared quarterly financial statements and the work-in-process report.
- Responsible for all payroll tax and union reporting.
- Prepared monthly progress billings including AIA documents, waivers, and certified payrolls.
- Worked closely with project managers using the Job Cost module to analyze and forecast job profitability and costs to complete.
- Bank reconciliation and cash forecasting.
- GL and WC insurance analysis.

Power Construction Company, LLC, Schaumburg, IL

7/05 – 10/06

Project Accountant

- Worked closely with owners, architects, project managers and subcontractors to ensure accurate monthly pay applications, timely collection of funds, and to disburse cash to subcontractors.
- Prepared and processed owner change orders as well as in-house change orders.
- Responsible for job cost transfers and budget transfers.
- Worked with small team to design and implement a new Job Billing Module in CMIC software.
- Worked with project management team to accurately forecast costs to complete.

Tyler Lane Construction/Vacala Construction, Inc., Chicago, IL & Lake Forest, IL

2/01 – 7/05

Project Accountant, Chicago, IL (10/03 – 7/05)

- Assisted CFO in daily and monthly accounting functions using Timberline software including A/P, A/R, Job Cost, and Cash Management.
- Responsible for all accounting functions in small division of company including Payroll, Payroll Taxes, A/P, A/R, Job Cost, Cash Management, General Ledger and Financial Reporting.
- Assisted in the preparation of monthly union reports and payments.
- Responsible for tracking all job costs and preparing and submitting pay applications.

Project Accountant, Lake Forest, IL (2/01 – 10/03)

- Prepared monthly pay applications including AIA Documents, Sworn Statement, and Waiver.
- Ensured accurate tracking of labor hours, general conditions, payables, and receivables on each job.
- Worked closely with Project Managers to ensure that all values and subcontractors are represented accurately on the schedule of values and that the pay application meets the specific guidelines of each owner.
- Prepared monthly job reports including Profit & Loss, Cost to Complete, and Committed Cost.
- Worked with subcontractors to ensure that their billings were timely, their waivers were completed accurately, and their payrolls were properly prepared and certified in order to make payments to them.
- Type of projects included both public and private involving hard bid or GMP shared savings.

Kinnucan Tree Experts, Lake Bluff, IL

5/99 – 8/99 & 5/00 – 2/01

Office Manager (5/00 – 2/01)

Accounting Intern (5/99 – 8/99)

- Responsible for accounts payable and receivable
- Prepared a wide variety of reports including Payments, Payables, Receivables, Man Hours per Job, Production, Income Statement, and Statement of Cash Flows.
- Prepared a daily deposit and bi-weekly payroll reports for Paychex Company.
- Worked with a team of managers to produce accurate, timely, and useful reports to help increase company efficiency.
- Conducted extensive auditing and cost analysis of multi-thousand dollar jobs and supervised office assistants.

EDUCATION

Michigan State University, East Lansing, MI

5/00

Bachelor of Arts in Accounting

AWARDS & ACTIVITIES

-
- | | |
|------------------------------------------------------------------------------------------------|----------------------|
| • Dean's List Michigan State University | Spring and Fall 1999 |
| • Livingston County MSU Alumni Scholarship | 5/95 |
| • Delta Upsilon International Fraternity | |
| – Pledge Educator, Vice President Internal, Assistant Rush Chairman, Assistant Social chairman | |
| • Pernix Group, Inc. International Employee of the Quarter | Spring 2010 |
| • Grant Jr. Bulldogs Youth Football Head Coach and Board Member | 2011-2013 |
| • Greely Rangers Youth Football Coach | 2014-2017 |
| • Member of the CFMA | 2012-2017 |
| • Received Secret Security Clearance from the United States Government | 2014 |
| • Managing Government Contracts Certification | 2015 |
| • Received Certified Construction Industry Financial Professional designation | 2016 |

SPECIAL SKILLS

-
- | | | |
|--------------------------------------------------|--------------------------|--------------------------|
| • Microsoft Office Proficiency | • Quick Books Experience | • Timberline Proficiency |
| • Strong Interpersonal and Organizational Skills | • E-Mail/Internet Use | • CMIC Experience |
| • Deltek Costpoint Experience | | |

(Exhibit E, Cont'd)

Timothy Schneider, General Counsel

Timothy Schneider is General Counsel at Tilson. He joined Tilson following a four-year appointment as the State of Maine's Public Advocate, where he successfully represented Maine utility customers before the Public Utilities Commission, to ensure affordable, high-quality utility services. At Tilson, Tim represents the company before state and federal regulatory bodies and advises clients regarding broadband infrastructure development, right-of-way and pole attachment laws, transmission line siting, and eminent domain, among other issues. Tim earned his B.A from Harvard University and his J.D. from New York University School of Law.

Please see the attached resume for Timothy Schneider on the following page.



TILSON

Timothy R. Schneider

TILSON TECHNOLOGY MANAGEMENT, INC.
General Counsel & Principal Consultant
July 2017 - Present

As General Counsel provide oversight and guidance on all legal matters related to Tilson's activities including contracting, government licensing, regulations, and the commercial code. As a Principal Consultant, support Tilson customers with expert consulting and advisory services in the areas of telecommunications and energy public policy.

MAINE OFFICE OF THE PUBLIC ADVOCATE
Public Advocate, Hallowell, Maine
June 2013 – June 2017

- ❖ Transformed independent state agency that represents utility customers into a modern, efficient, high-performing legal and lobbying practice with a central role in defining Maine's energy and telecommunications policy.
- ❖ Led two-year process to create a comprehensive solar policy for the State of Maine, obtaining consensus between utilities, consumers, environmental and solar advocates that garnered national attention for its innovative approach, culminating in bipartisan legislation that fell two votes short of enactment after veto by Governor LePage.
- ❖ Drafted, created legislative strategy and built coalitions to enact multiple laws promoting expansion of broadband access in Maine, including support for community broadband planning, stabilizing funding for the Maine School and Library Network, and reforms to pole attachment rules.
- ❖ Executed strategy to ensure that low income Mainers' bills are affordable and lower total costs, by redesigning subsidies, creating an arrearage management program, and promoting direct installation of energy efficiency measures.
- ❖ Managed and set strategy for team of four attorneys engaged in more than 75 regulatory proceedings at the state and federal level each year, including personally serving as lead attorney in complex, high profile proceeding regarding purchase of up to \$75 million per year in natural gas pipeline capacity by Maine ratepayers.
- ❖ Executive Committee, National Association of State Utility Consumer Advocates.

PIERCE ATWOOD LLP
Associate, Portland, Maine
September 2008 – May 2013

- ❖ Represented regulated electricity and natural gas utilities before the Maine Public Utilities Commission, on matters including transmission line siting, eminent domain, base rate increases, affiliate transactions, gas hedging programs, cast iron replacement, cost of gas approvals, and Commission investigations into transmission planning standards and Maine's continued participation in ISO New England.



245 Commercial Street, Suite 203, Portland, ME 04101
www.tilsontech.com - info@tilsontech.com
@tilsontech - (207) 591-6427



TILSON

- ❖ Drafted energy-related contracts, including power purchase agreements, fuel supply agreements and pipeline operation and maintenance agreements.
- ❖ Represented energy marketers in proceedings at FERC and in CAISO, ISO-NE and ERCOT stakeholder processes.

EDUCATION

Harvard University

Cambridge, Massachusetts

B.A. in Social Studies, magna cum laude, June 2003

New York University School of Law

New York, New York

J.D., May 2008

(Exhibit E, Cont'd)

William Ginn, New Markets Program Manager

Will Ginn is a New Markets Program Manager at SQF and Tilson. He comes from a background in carrier wireless and is knowledgeable in the myriad of technologies and methodologies utilized by carriers to select sites and locations. In the last two years he worked to select towers and negotiate business terms with the owners on over a hundred cellular sites in New England working as a PM for an ATT affiliate network. He has a BS from Lesley University in Cambridge, Mass.

Please see the attached resume for Will Ginn on the following page.

William Micah Ginn
245 Commercial St., Suite 203 Portland, Maine 04101
wginn@tilsontech.com 207-400-2740

Summary of Skills

- Strong writing, critical analysis and presentation skills including public speaking and formal presentations
- Clear electronic and verbal communicator; strong listening skills with attention to detail
- Experienced manager with entrepreneurial growth minded outside the box take on solving business problems.
- Experience with hiring and managing high growth projects and business lines.
- Strong project management skills, including forecasting, budget creation, and systems implementation
- Expert in all Microsoft Office products: Visio, Word, Excel, Outlook, Powerpoint.

Work Experience

Manager: Tilson Technology Management LLC - Portland, Maine 2014 – Present

- I oversaw expansive growth of Tilson's Small Cell / DAS program. (Telecommunications)
 - Managed 1k+ active sites for four regions in eight states, many with full scope of acquisition, engineering and construction.
 - Renegotiated or added pay points in every region within three months of taking position.
 - Standardized tracking within neighboring regions.
 - Opened up new market (GA.)
 - Oversaw the technical due diligence of the Extenet acquisition by Digital Bridge.
- I articulated a clear vision for self-performing engineering work and founded and managed Tilson's engineering division. Moved to managing and standing up engineering division full time late summer 2015.
 - Oversaw staff of 12 doing 4.4MM in revenue in projects as diverse as fiber to the home design on Maine islands, to pole loading analysis on wood utility poles for use in construction drawings for DAS sites.
 - Created initial divisional work flow and operating hierarchy.

Consultant: Tilson Technology Management LLC - Portland, Maine 2012 – 2014

- Managed the schedule, budget, and build of a ~30 million dollar cellular deployment in rural Maine.
- Responsible for all aspects of deployment from site acquisition timeline, A&E management, logistics and equipment ordering, construction scheduling to budget analysis.

Analyst: CEI Ventures - Portland Maine Fall-Winter 2011

CEI Ventures is a for-profit equity investment fund affiliated with Coastal Enterprises, Maine's leading community development organization. I researched potential investments, met with prospective companies and prepared annual and quarterly reports for current investors.

Conservation Fellow: Honey Guide Foundation - Arusha, Tanzania Fall-Winter 2010

HGF works with local people in Tanzania to develop ecotourism skills and programs. I designed a conference on tourism and collaborated with several local stakeholder organizations to develop standards for economically optimal and environmentally sound tourism practices. I worked on the strategy to spread adoption of these standards by developing a website that would accredit organizations and provide free advertising if they followed HGF guidelines.

Education

Lesley University: BS Environmental Science 2010 (Cum Laude)

Course work at College of the Atlantic, Bar Harbor Maine 2010: Two semesters of intensive environmental and sustainable business courses; Course work included development of business and marketing plans for agricultural products with a team of students

(Exhibit E, Cont'd)

Nicholas Bournakel, Administrator

Nick Bournakel handles regulatory and compliance filings and ongoing public utility commission requirements regarding certification and regulation of SQF, LLC. He has ten years of experience working with government agencies and previously worked in Tilson's broadband consulting practice. Nick earned his a B.A. from Bates College and his J.D. from The University of Maine School of Law.

Please see the attached resume for Nicholas Bournakel on the following pages.

NICHOLAS C. BOURNAKEL, ESQ.

245 Commercial Street, Suite 203
Portland, Maine 04101
(207) 358-7415
nbournakel@tilsontech.com

BAR ADMISSION

Maine

EDUCATION

University of Maine School of Law, Portland, Maine
Juris Doctor, May 2007

Bates College, Lewiston, Maine
Bachelor of Arts, Philosophy (minor: Economics), May 2001

SELECTED EXPERIENCE

Tilson Technology Management, Inc. /SQF, LLC

Senior Consultant/ Administrator, January 2015-Present

- Provided analytical and writing support to the Energy and Broadband team. Worked with telecom team to draft sophisticated telecom deployment plans for municipal, state, regional and private clients.
- Provided regulatory and compliance support and drafted applications for certification of SQF, LLC as public utility in states, county-wide; provided support for ongoing compliance requirements.
- Presented broadband deployments plans to communities/stakeholders
- Conducted market analyses for telecom services based on client requirements
- Worked with telecom clients to draft telecom strategies meeting their requirements
- Prepared capital and operating cost estimates for telecom deployments
- Created detailed quotes and proposals for consulting engagements
- Led and facilitated community meetings with clients to determine broadband needs
- Synthesized technical input of engineering teams into approachable documents to guide policymakers and empower communities

Hydrogen Energy Center/Greater Portland Council of Governments (GPCOG), Portland, Maine

Research Consultant, July 2014-January 2015

- Conducted U.S. Department of Energy funded alternative fuel infrastructure research project to regarding barriers to alternative fuel vehicle transportation and infrastructure in New England states
- Developed research strategy and conducted outreach to municipalities and government agencies
- Interviewed entities with questions to inform the project goal of promoting alternative fuel vehicles
- Recommended and developed changes to statutes and regulations, codes, and procedures for removing barriers and implementing policies to advance alternative fuel markets in New England
- Assembled and organized information garnered in interview outreach into database form for purposes of drafting model regulations to remove barriers to alternative fuel vehicle infrastructure
- Drafted final report with conclusions and recommendations on path forward for expediting the development of alternative fuel infrastructure in New England
- Conducted research and analysis of fuel cell electric vehicle market for public education and promotion and marketing of hydrogen energy as a transportation fuel
- Drafted informational articles for the Hydrogen Energy Center website
- Strategized with other HEC board members and conducted research and outreach and educational efforts to local municipalities to promote hydrogen energy infrastructure
- Represented the Hydrogen Energy Center at alternative energy events

Walch Education, Portland, Maine

Consultant, August 2013-January 2014

- Provided market research and analysis for emerging market within the education field
- Conducted outreach to prospective partners, cultivating business relationships
- Reported findings and provided counsel to company president to craft and refine market strategy and resource allocation in particular geographic regions

Sebek Technologies, Inc., Portland, Maine

Independent Regulatory and Market Research Consultant, August 2013-October 2013

- Developed and implemented strategy for researching and assessing market for product in development
- Drafted outreach materials, conducted phone and e-mail outreach
- Drafted information materials and conducted outreach to prospective customers; compiled market research and presented conclusions (with advice) to company principals

Pika Energy, Inc., Westbrook, Maine

Independent Regulatory Research Consultant, July 2013 – August 2013

- Researched the national electric regulatory landscape; summarized and presented findings
- Provided advice and recommendations to company principals to inform marketing strategy

DriveGreen, LLC (independent venture of Stratex Energy, LLC), Portland, Maine

Associate, March 2010 – December 2012

- Researched all aspects of federal renewable energy incentive programs
- Managed and oversaw a staff of summer interns and consultants
- Retained independent software consultants and recruited partners for start-up business venture
- Drafted communications to government agencies for compliance with regulatory programs; conducted conference calls and meetings, and generally served as liaison to government agencies for compliance with and registration for government programs
- Prepared and developed marketing and compliance materials
- Performed calculations and analysis related to renewable fuel volumes and business financials

Stratex Energy, LLC, Portland, Maine

Renewable Energy Project Developer, August 2009 - December 2012

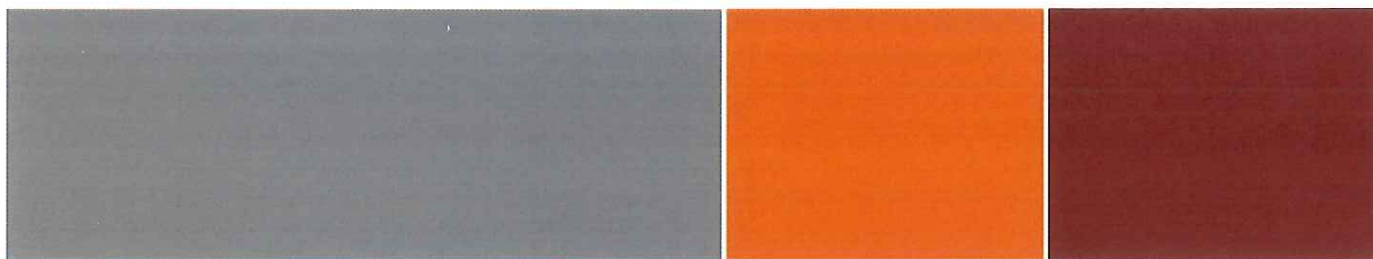
- Researched government programs and regulations for Bernstein Shur's renewable energy consulting firm
- Studied and developed strategic business opportunities and synergies with clients for regulatory compliance with government programs and incentives
- Drafted contracts, agreements, and term sheets with prospective clients
- Prepared memoranda for compliance with regulatory programs and legislative comments
- Conducted meetings and conference calls internally and with business partners and clients

Environment Northeast, Portland, Maine

Legal Analyst, December 2008 - March 2009

- Researched environmental issues and energy policies for non-profit think tank
- Tracked Maine Public Utilities Commission dockets and energy legislation
- Prepared summaries of research for use in legislative comments

Exhibit F – Financial Statements (REDACTED)
CONFIDENTIAL Filed Separately (UNDER SEAL)



TILSON

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

CONSOLIDATED FINANCIAL STATEMENTS

and

SUPPLEMENTARY INFORMATION

December 31, 2016 and 2015

With Independent Accountant's Review Report





INDEPENDENT ACCOUNTANT'S REVIEW REPORT

Board of Directors
Tilson Technology Management, Inc. and Subsidiary

We have reviewed the accompanying consolidated financial statements of Tilson Technology Management, Inc. and Subsidiary (the Company) which comprise the consolidated balance sheets as of December 31, 2016 and 2015, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the consolidated financial statements taken as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the consolidated financial statements for them to be in accordance with U.S. generally accepted accounting principles. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in conformity with U.S. generally accepted accounting principles.

Supplementary Information

The accompanying supplementary information included in Schedule of Contracts in Progress is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The supplementary information has been subjected to the review procedures applied in our reviews of the basic financial statements. We are not aware of any material modifications that should be made to the supplementary information. We have not audited the supplementary information and do not express an opinion on such information.

Berry Dunn McNeil & Parker, LLC

Portland, Maine
March 20, 2017

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Consolidated Balance Sheets

December 31, 2016 and 2015

ASSETS

	<u>2016</u>	<u>2015</u>
Current assets		
Cash	\$ [REDACTED]	\$ [REDACTED]
Accounts receivable	[REDACTED]	[REDACTED]
Unbilled service and consulting revenue	[REDACTED]	[REDACTED]
Costs and estimated earnings in excess of related billings on uncompleted construction contracts	[REDACTED]	[REDACTED]
Prepaid expenses and construction inventory	[REDACTED]	[REDACTED]
Total current assets	[REDACTED]	[REDACTED]
Property and equipment		
Furniture and fixtures	[REDACTED]	[REDACTED]
Computer equipment and software	[REDACTED]	[REDACTED]
Field equipment and vehicles	[REDACTED]	[REDACTED]
Leasehold improvements	[REDACTED]	[REDACTED]
Less accumulated depreciation	[REDACTED]	[REDACTED]
Property and equipment, net	[REDACTED]	[REDACTED]
Other assets	[REDACTED]	[REDACTED]
Total assets	\$ [REDACTED]	\$ [REDACTED]

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Line of credit	\$ [REDACTED]	\$ [REDACTED]
Current portion of long-term debt	[REDACTED]	[REDACTED]
Cash overdraft	[REDACTED]	[REDACTED]
Accounts payable and accrued liabilities	[REDACTED]	[REDACTED]
Income tax payable	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]
Billings in excess of related costs and estimated earnings on uncompleted construction contracts	[REDACTED]	[REDACTED]
Total current liabilities	[REDACTED]	[REDACTED]
Long-term debt, excluding current portion	[REDACTED]	[REDACTED]
Notes payable to certain preferred stockholders	[REDACTED]	[REDACTED]
Deferred income taxes	[REDACTED]	[REDACTED]
Total liabilities	[REDACTED]	[REDACTED]
Stockholders' equity		
Preferred stock- Series A	[REDACTED]	[REDACTED]
Preferred stock- Series B	[REDACTED]	[REDACTED]
Preferred stock- Series C	[REDACTED]	[REDACTED]
Common stock	[REDACTED]	[REDACTED]
Additional paid-in capital	[REDACTED]	[REDACTED]
Retained earnings	[REDACTED]	[REDACTED]
Total stockholders' equity	[REDACTED]	[REDACTED]
Total liabilities and stockholders' equity	\$ [REDACTED]	\$ [REDACTED]

See independent accountant's review report. The accompanying notes are an integral part of these consolidated financial statements.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Consolidated Statements of Income

Years Ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Revenues		
Service, consulting and completed construction contract revenues	\$ [REDACTED]	\$ [REDACTED]
Pole revenue	[REDACTED]	[REDACTED]
Lump-sum construction contracts in progress revenues	[REDACTED]	[REDACTED]
Total revenues	[REDACTED]	[REDACTED]
Cost of revenues	[REDACTED]	[REDACTED]
Gross profit	[REDACTED]	[REDACTED]
General and administrative expenses	[REDACTED]	[REDACTED]
Income from operations	[REDACTED]	[REDACTED]
Other income (expense)		
Interest expense	[REDACTED]	[REDACTED]
Other income	[REDACTED]	[REDACTED]
Other income, net	[REDACTED]	[REDACTED]
Income before income tax expense	[REDACTED]	[REDACTED]
Income tax expense	[REDACTED]	[REDACTED]
Net income	[REDACTED]	[REDACTED]
Net income attributable to noncontrolling interests	[REDACTED]	[REDACTED]
Net income attributable to Tilson Technology Management, Inc.	\$ [REDACTED]	\$ [REDACTED]

See independent accountant's review report. The accompanying notes are an integral part of these consolidated financial statements.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Consolidated Statements of Changes in Stockholders' Equity

Years Ended December 31, 2016 and 2015

	Preferred Stock- Series A	Preferred Stock- Series B	Preferred Stock- Series C	Common Stock	Additional Paid-In Capital	Retained Earnings	Noncontrolling Interests	Total
Balance, December 31, 2014	\$ [REDACTED]	\$ [REDACTED]	\$ -	\$ [REDACTED]	\$ -	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Net income	-	-	-	-	-	[REDACTED]	[REDACTED]	[REDACTED]
Noncontrolling interests absorbed upon dissolution of TFT and transfer of TGS balances	-	-	-	-	-	[REDACTED]	[REDACTED]	-
Issuance of [REDACTED] shares of Series B preferred stock	-	[REDACTED]	-	-	-	-	-	[REDACTED]
Less issuance costs	-	[REDACTED]	-	-	-	-	-	[REDACTED]
Preferred stock dividends	-	-	-	-	-	[REDACTED]	-	[REDACTED]
Redemption and retirement of [REDACTED] shares of Series A preferred stock	[REDACTED]	[REDACTED]	-	-	-	-	-	[REDACTED]
Balance, December 31, 2015	[REDACTED]	[REDACTED]	-	[REDACTED]	-	[REDACTED]	-	[REDACTED]
Net income	-	-	-	-	-	[REDACTED]	-	[REDACTED]
Contribution to TFT	-	-	-	-	-	[REDACTED]	[REDACTED]	-
Final distribution for dissolution of TFT	-	-	-	-	-	-	[REDACTED]	[REDACTED]
Issuance of [REDACTED] shares of Series C preferred stock	-	-	[REDACTED]	-	-	-	-	[REDACTED]
Less issuance costs	-	-	-	-	-	-	-	[REDACTED]
Preferred stock dividends	-	-	-	-	-	[REDACTED]	-	[REDACTED]
Stock compensation expense	-	-	-	-	[REDACTED]	-	-	[REDACTED]
Balance, December 31, 2016	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

See accountant's independent review report. The accompanying notes are an integral part of these consolidated financial statements.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

Years Ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Cash flows from operating activities		
Net income	\$ [REDACTED]	\$ [REDACTED]
Adjustments to reconcile net income to net cash (used)		
provided by operating activities		
Depreciation and amortization	[REDACTED]	[REDACTED]
(Gain) loss on disposal of equipment	[REDACTED]	[REDACTED]
Deferred income taxes	[REDACTED]	[REDACTED]
Stock compensation expense	[REDACTED]	[REDACTED]
(Increase) decrease in		
Accounts receivable	[REDACTED]	[REDACTED]
Unbilled service and consulting revenue	[REDACTED]	[REDACTED]
Costs and estimated earnings in excess of related billings		
on uncompleted construction contracts	[REDACTED]	[REDACTED]
Prepaid expenses and other current assets	[REDACTED]	[REDACTED]
Other assets, net	[REDACTED]	[REDACTED]
Increase (decrease) in		
Accounts payable and accrued liabilities	[REDACTED]	[REDACTED]
Income tax payable	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]
Billings in excess of related costs and estimated earnings on		
uncompleted construction contracts	[REDACTED]	[REDACTED]
Net cash (used) provided by operating activities	[REDACTED]	[REDACTED]
Cash flows from investing activities		
Purchases of property and equipment	[REDACTED]	[REDACTED]
Proceeds from sale of property and equipment	[REDACTED]	[REDACTED]
Net cash used by investing activities	[REDACTED]	[REDACTED]
Cash flows from financing activities		
(Decrease) increase in cash overdraft	[REDACTED]	[REDACTED]
Net borrowings on line of credit	[REDACTED]	[REDACTED]
Long-term debt borrowings	[REDACTED]	[REDACTED]
Principal payments on long-term debt	[REDACTED]	[REDACTED]
Borrowings from certain preferred stockholders	[REDACTED]	[REDACTED]
Preferred stock issuance proceeds, net of issuance costs	[REDACTED]	[REDACTED]
Redemption of preferred stock	[REDACTED]	[REDACTED]
Preferred stock dividends paid	[REDACTED]	[REDACTED]
Final distribution upon dissolution of TFT	[REDACTED]	[REDACTED]
Net cash provided by financing activities	[REDACTED]	[REDACTED]
Net decrease in cash	[REDACTED]	[REDACTED]
Cash, beginning of year	[REDACTED]	[REDACTED]
Cash, end of year	\$ [REDACTED]	\$ [REDACTED]
Supplemental disclosures		
Cash paid for interest	\$ [REDACTED]	\$ [REDACTED]
Cash paid for income taxes	\$ [REDACTED]	\$ [REDACTED]
Noncash investing and financing activities		
Line of credit balance converted to long-term debt	\$ [REDACTED]	\$ [REDACTED]
Vehicles acquired through vendor financing	\$ [REDACTED]	\$ [REDACTED]
Noncontrolling interests absorbed into retained earnings upon		
dissolution of TFT and transfer of TGS balances	\$ [REDACTED]	\$ [REDACTED]

See independent accountant's review report. The accompanying notes are an integral part of these consolidated financial statements.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

Nature of Business

Tilson Technology Management, Inc.'s (TTM) mission is to serve its customers by building, integrating, and maintaining the information technology and communications infrastructure that enables great organizations to innovate and deliver. TTM is an information technology professional services and network construction company working in the following practice areas:

- Telecommunications facilities development for cellular, smart grid, and government including:
 - Real estate rights acquisition for tower, shelter, and utility pole sites;
 - Construction of wireless sites and fiber networks; and
 - Network services, including design, RF engineering, and field engineering.
- Consulting, software development, and information systems deployment for:
 - Government;
 - Energy; and
 - Construction.

Tilson Fiber Technology, LLC (TFT) - [REDACTED] owned by TTM - was created as a strategic partnership with the owner of Telecom Strategies & Facilities to manage fiber optic communications projects from site acquisition to full construction project management. Management dissolved TFT in March 2016; however, all balances were transferred to and all contracts were assumed by and continued under TTM in December 2015.

Tilson Government Services, LLC (TGS) - [REDACTED] owned by TTM - provided many of the same services as TTM, but catered to state and federal government information technology projects. Management dissolved TGS in December 2015 once all contracts were assumed by and continued under TTM.

SQF, LLC (SQF), a wholly-owned subsidiary of TTM formed in July 2012, commenced operations in 2016 providing wholesale network infrastructure to telecom service providers.

1. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of TTM and its controlled subsidiaries which include TFT and TGS, through dissolution, and SQF in 2016 (collectively, the Company). All significant intercompany account balances and transactions have been eliminated in consolidation.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual results could differ from those estimates.

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

Accounting for Service, Consulting and Construction Contracts

The Company recognizes revenue from cost-plus and time-charge contracts as costs are incurred. Revenue from fixed-price contracts is recognized on the percentage-of-completion method. Under the percentage-of-completion method, contract completion status is measured by the percentage of cost incurred to date compared to estimated total cost for each contract. That method is used because management considers total cost to be the best available measure of progress on the contracts. Because of the inherent uncertainties in estimating costs, it is likely the estimates used will change within the near term.

As contracts often extend one or more years, revisions in revenue, cost and gross profit estimates during the performance of a contract are reflected in the accounting period in which the facts that require the revision become known.

Cost of revenue includes direct labor, subcontractors, equipment, vehicle, material and other contract expenses. General and administrative costs are charged to expense as incurred.

Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance and conditions, including those arising from penalty provisions and final contract settlements, may result in revisions to costs and income.

The asset, "Costs and estimated earnings in excess of related billings on uncompleted construction contracts," represents revenues recognized in excess of the amounts billed. The liability, "Billings in excess of related costs and estimated earnings on uncompleted construction contracts," represents billings in excess of revenues recognized.

Cash

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant risk on its cash.

Cash overdraft represents outstanding checks that have been remitted to the bank for payment.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management writes off or reserves against any accounts deemed to have collection risks based on an analysis of specific customers, taking into consideration the age of past due accounts and an assessment of the customers' ability to pay. Management believes all accounts receivable balances are collectible as of December 31, 2016 and 2015; accordingly, no allowance for doubtful accounts was established as of December 31, 2016 or 2015.

Credit is extended to customers after management performs credit evaluations, as deemed necessary.

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

Inventory

Inventory of \$ [REDACTED] and \$ [REDACTED] at December 31, 2016 and 2015, respectively, is included in prepaid expenses and construction inventory, consists of construction and fabrication materials that have not been assigned and charged to specific contracts, and is stated at the lower of cost (on a first-in, first-out basis) or market.

Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method over the estimated useful lives of the related assets. Expenditures for major improvements that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Income Taxes

Deferred income taxes are provided for the tax effects of differences between the financial and tax bases of assets and liabilities, and for operating losses that are available to offset future taxable income.

The Company accounts for uncertain tax positions based on management's best estimate of the amounts that will ultimately be accepted by the applicable tax authority. As of December 31, 2016, management does not believe it has taken any tax positions that would require recording an additional tax liability.

Subsequent Events

Management has considered transactions or events occurring through March 20, 2017, the date the financial statements were available to be issued. Management has not evaluated subsequent events after that date for inclusion in the financial statements.

Stock Compensation

The Company generally recognizes compensation expense over the vesting period of the options granted, based on the estimated fair market value of the stock options on the date of grant. The estimated fair value of the options is determined using the Black Scholes model. See Note 9.

2. Concentrations

[REDACTED] customers accounted for approximately [REDACTED] of total revenues in 2016 and [REDACTED] of accounts receivable at December 31, 2016. [REDACTED] customers accounted for approximately [REDACTED] of total revenues in 2015 and [REDACTED] of these customers accounted for approximately [REDACTED] of accounts receivable at December 31, 2015.

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

3. Construction Contract Status

Construction contract status as of December 31 is summarized as follows:

	<u>2016</u>	<u>2015</u>
Costs incurred on construction contracts in progress	\$ [REDACTED]	\$ [REDACTED]
Estimated earnings thereon	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
Less billings to date	[REDACTED]	[REDACTED]
	\$ [REDACTED]	\$ [REDACTED]

The above amount is included in the consolidated balance sheet as follows:

	<u>2016</u>	<u>2015</u>
Costs and estimated earnings in excess of related billings on uncompleted construction contracts	\$ [REDACTED]	\$ [REDACTED]
Billings in excess of related costs and estimated earnings on uncompleted construction contracts	[REDACTED]	[REDACTED]
	\$ [REDACTED]	\$ [REDACTED]

4. Debt

Lines of Credit

The Company has available a \$ [REDACTED] bank line of credit. Advances are limited to [REDACTED] of eligible accounts receivable and [REDACTED] of eligible inventory, as defined under the loan agreement. There were no advances outstanding under the bank line of credit at December 31, 2015.

The Company also has available a \$ [REDACTED] equipment line of credit from a bank. Advances are further limited to [REDACTED] of new equipment cost and [REDACTED] of used equipment cost. Advances are converted into term loans with an amortization period of four years. As of December 31, 2016, advances outstanding totaled \$ [REDACTED] and are included in long-term debt. There were no advances outstanding under the equipment line of credit at December 31, 2015.

The lines bear interest at One-Month London Interbank Offered Rate (LIBOR) plus 3.00% and are renewable annually in May at the bank's discretion. The lines are collateralized by all business assets of TTM and expire May 2017. The Company expects to renew the lines through at least May 2018 and anticipates no difficulty in doing so.

Under the terms of the line of credit, the equipment line of credit and the 3.40% long-term note payable, the Company is required to meet certain financial covenants. The Company was in compliance with or had obtained waivers for all covenants as of December 31, 2016.

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

Long-Term Debt

Long-term debt consists of the following as of December 31:

	<u>2016</u>	<u>2015</u>
3.40% note payable to the bank in monthly payments of \$ [REDACTED] including interest, through January 2019; collateralized by all business assets of the Company and a personal guarantee of the majority stockholder of TTM.	\$ [REDACTED]	\$ [REDACTED]
Notes payable under the equipment line of credit in monthly installments totaling \$ [REDACTED] including interest (3.77% at December 31, 2016), through 2020.	[REDACTED]	[REDACTED]
Notes payable to a finance company in monthly installments totaling \$ [REDACTED] including interest ranging from 0.90% to 2.90%, through 2020; collateralized by certain vehicles.	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
Less current portion	[REDACTED]	[REDACTED]
	\$ [REDACTED]	\$ [REDACTED]

Notes Payable to Certain Preferred Stockholders

Notes payable to certain preferred stockholders bear interest at 8% and are subordinate to all liabilities of the Company. Interest only is due in quarterly payments through September 2021 when the total unpaid principal balance is due.

Principal Maturities

Principal maturities on long-term debt and notes payable to certain stockholders are approximately as follows:

2017	\$ [REDACTED]
2018	[REDACTED]
2019	[REDACTED]
2020	[REDACTED]
2021	[REDACTED]
	\$ [REDACTED]

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

5. Leases

The Company leases its office facilities under noncancelable operating leases expiring February 2017 through December 2027. The Company also rents certain office space as an at-will tenant under operating leases that can be terminated at any time by the Company. Total rent expense was approximately \$ [REDACTED] and \$ [REDACTED] in 2016 and 2015, respectively.

Future minimum lease payments required under these noncancelable operating leases for the years ending December 31 are:

2017	\$ [REDACTED]
2018	[REDACTED]
2019	[REDACTED]
2020	[REDACTED]
2021	[REDACTED]
Thereafter	[REDACTED]
	\$ [REDACTED]

6. Retirement Plan

TTM sponsors a 401(k) plan (the Plan) which is available to all employees over the age of 21. Under the Plan, TTM makes non-elective contributions of not less than [REDACTED] of earned wages each year as a safe harbor Plan contribution. Employer safe harbor contributions are fully vested once funded. The Company's non-elective contributions totaled approximately \$ [REDACTED] and \$ [REDACTED] during 2016 and 2015, respectively.

In addition, the Plan provides for a discretionary profit-sharing contribution as determined by management which, if made, would be allocated over the eligible employee accounts. There was no discretionary profit-sharing contribution made to the Plan during 2016 or 2015.

7. Income Taxes

Income tax expense for the years ended December 31 consists of:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
<u>2016</u>			
Federal	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
State	[REDACTED]	[REDACTED]	[REDACTED]
Total	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
<u>2015</u>			
Federal	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
State	[REDACTED]	[REDACTED]	[REDACTED]
Total	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

The effective tax rate differs from that which would result from applying federal statutory rates to income before income taxes primarily because of state income taxes.

The components of noncurrent deferred tax (liabilities) assets at December 31, 2016 and 2015 are as follows:

	2016	2015
Depreciation differences	\$ [REDACTED]	\$ [REDACTED]
Research and development income tax credits	[REDACTED]	[REDACTED]
Stock compensation	[REDACTED]	[REDACTED]
Net noncurrent deferred income tax liability	\$ [REDACTED]	\$ [REDACTED]

8. Preferred and Common Stock

Stock share information as of December 31 is as follows:

	2016		2015	
	Number of Shares	Ownership Percent	Number of Shares	Ownership Percent
Preferred stock, no par value, [REDACTED] cumulative, convertible into voting common stock; [REDACTED] shares authorized				
Series A- issued and outstanding	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Series B- issued and outstanding	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED] %
Series C- issued and outstanding	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED] %
Common stock, no par value; [REDACTED] shares authorized				
Issued and outstanding	[REDACTED]	[REDACTED] %	[REDACTED]	[REDACTED] %
	[REDACTED]	[REDACTED] %	[REDACTED]	[REDACTED] %

Dividends

Each outstanding share of preferred stock bears a cumulative cash dividend of [REDACTED] per year of the applicable share price to be paid on a quarterly basis on the first business day of each calendar year quarter. The dividend increases to 5.0% of the applicable share price in the event TTM fails to redeem any shares of the preferred stock pursuant to the holders' optional redemption rights (see below), as defined in the Articles of Incorporation, or in the event TTM fails to pay the quarterly dividend on the first business day of each calendar year quarter.

The Company paid all quarterly dividends due before December 31, 2016 and 2015; accordingly, there were no dividends payable at December 31, 2016 or 2015.

See independent accountant's review report.

TILSON TECHNOLOGY MANAGEMENT, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2016 and 2015

Voting Rights

The holders of preferred stock vote together with the holders of common stock as a single class with respect to any question upon which holders of common stock have the right to vote. The holder of each share of preferred stock is entitled to the number of votes equal to the number of whole shares of common stock into which such shares of preferred stock are then convertible.

Liquidation Preference

The holders of preferred stock are entitled to receive in liquidation on a pro rata basis, prior and in preference to any distribution of any of the assets of TTM to the common stockholders or any other classes or series of preferred stock from future issuances, the initial share price per share of the preferred stock plus all accrued and unpaid cumulative dividends. Further, Series C preferred stockholders have preference over Series A and B preferred stockholders in liquidation.

Optional Redemption

At any time after the fifth anniversary of the issuance of the preferred stock, any holder of the preferred stock may cause TTM to redeem all or part of the then-outstanding shares of preferred stock owned by such holder at the price and upon the terms and conditions set forth in Section 6 of the Articles of Incorporation, subject to the approval of TTM's bank. The redemption price for each share of preferred stock shall be the higher of the initial share price plus all accrued and unpaid dividends thereon, if any, whether or not earned or declared, on such shares up to and including the date fixed for redemption, or fair market value for the shares as determined by an appraiser mutually agreeable to TTM and the holders of the preferred stock.

Optional Conversion

Each holder of preferred stock has the right at any time and from time-to-time to convert any or all preferred stock held into an equal number of shares of common stock of TTM.

9. Stock Option Plan

The Company adopted an incentive stock option plan (the Plan) in 2015. Under the Plan, the exercise price, number of shares, vesting period and grant date are determined at the discretion of the Company's Board of Directors. No options were granted in 2015.

In 2016, the Company granted [REDACTED] common stock options to employees with an exercise price of \$ [REDACTED] per share, and [REDACTED] common stock options with an exercise price of \$ [REDACTED] per share. Grantees' options generally vest in the shares over a period of four years (25% per year on the anniversary date of the grant) in accordance with the terms outlined in the Plan. Management estimates the total expense related to these grants to be approximately \$ [REDACTED] which is being recognized over the vesting period. Of this amount, \$ [REDACTED] of compensation expense was included in general and administrative expenses in the consolidated statement of income for the year ended December 31, 2016. Approximately \$ [REDACTED] is expected to be recognized as compensation expense related to these grants in 2017.

See independent accountant's review report.

Exhibit G – Small and Minority-Owned
Telecommunications Business Part. Plan

EXHIBIT G

Small and Minority-Owned Telecommunications Business Participation Plan

SQF, LLC SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

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

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

Nicholas Bournakel
Administrator
SQF, LLC
245 Commercial St., Suite 203
Portland, ME 04101
Telephone: 207-358-7415

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 SQF 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

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

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

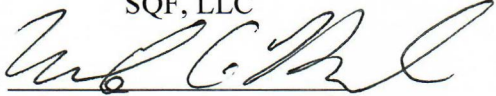
SQF, LLC
By: 
Nicholas Bournakel - Administrator
Dated: September 19th, 2017

Exhibit H – Certificate of Service

BEFORE THE TENNESSEE REGULATORY AUTHORITY

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

)
)
)
)

Docket No. _____

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 September 22, 2017, SQF, LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services throughout the State of Tennessee.

This 22nd day of September, 2017.

SQF, LLC

BY:

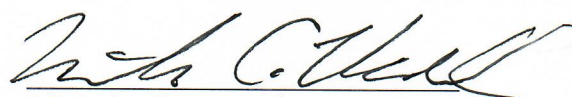


Nicholas Bournakel
Administrator

CERTIFICATE OF SERVICE

The undersigned certifies that on this Friday, September 22, 2017 copies of the above Notice of Filing was caused to be delivered via U.S. mail, first-class postage prepaid, all properly addressed as follows:

Ardmore Telephone Company, Inc. PO Box 549 Ardmore, TN 38449	Frontier Communications of the Volunteer State f/k/a Citizens Communications of the Volunteer State 300 Bland St., PO Box 770 Bluefield, WV 24701	TEC – Peoples Telephone Company, Inc. PO Box 310 Erin, TN 37061
BellSouth Telecommunications, Inc. 333 Commerce Street Nashville, TN 37201	TDS Telecom – Concord Telephone Exchange 701 Concord Road Knoxville, TN 37933	Sprint-United 112 Sixth Street Bristol, TN 37620
CenturyTel of Adamsville 116 N Oak Street Adamsville, TN 38310	TEC-Crockett Telephone Company, Inc. PO Box 7 Friendship, TN 38034	TDS Telecom-Tellico Telephone Company 102 Spence Street Tellico Plains, TN 37385
CenturyTel of Claiborne, Inc. 507 Main Street New Tazewell, TN 37825	TDS Telecom-Humphrey's County Telephone Co. 203 Long Street New Johnsonville, TN 37134	TEC-West Tennessee Telephone Company 244 E Main St. Bradford, TN 38316
CenturyTel of Ooltewah- Collegedale, Inc. 5616 Main Street Ooltewah, TN 37363	Loretto Telephone Company, Inc. 4880 Navy Road Millington, TN 38083-0429	United Telephone Company PO Box 38 Chapel Hill, TN 37034
Frontier Communications of Tennessee f/k/a Citizens Communications of Tennessee 300 Bland St., PO Box 770 Bluefield, WV 24701	Millington Telephone Company, Inc. 4880 Navy Road Millington, TN 38083-0429	TDS Telecom – Tennessee Telephone Company PO Box 18139 Knoxville, TN 37928



Nicholas Bournakel
Administrator – SQF, LLC

Tennessee Public Utility Commission List of ILEC Providers

ID	Company Name	Market Regulated
21	Ardmore Telephone Company	Yes
1	BellSouth Telecommunications, LLC	Yes
14	CenturyTel of Adamsville	Yes
15	CenturyTel of Claiborne	Yes
17	CenturyTel of Ooltewah-Collegedale	Yes
13	Concord Telephone Exchange, Inc.	Yes
16	Crockett Telephone Company	Yes
74668	Frontier Communications of Tennessee	Yes
20	Frontier Communications Of The Volunteer State	Yes
22	Humphreys County Telephone Company	Yes
23	Loretto Telephone Company	Yes
24	Millington Telephone Company, Inc.	Yes
18	Peoples Telephone Company	Yes
12	Tellico Telephone Company	Yes
11	Tennessee Telephone Company	Yes
25	United Telephone Company, Inc.	No
3	United Telephone Southeast, LLC	Yes
19	West Tennessee Telephone Co.	Yes

Exhibit I – Pre-Filed Testimony

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

**APPLICATION OF SQF, LLC)
FOR A CERTIFICATE TO PROVIDE)
COMPETING LOCAL)
TELECOMMUNICATIONS)
SERVICES)
_____)**

Docket No. _____

PRE-FILED TESTIMONY OF TIMOTHY SCHNEIDER

I, Timothy Schneider, do hereby testify as follows in support of the application of SQF, LLC ("SQF") 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.

Timothy Schneider
SQF, LLC
245 Commercial St., Suite 203
Portland, ME 04101

Q: Please briefly describe your duties.

I am General Counsel of Tilson Technology Management, parent company of SQF, LLC.

Q: Please describe your business experience and educational background.

My resume, which is included in SQF, LLC's Application for a Certificate to Provide Competing Local Telecommunications Services, provides a detailed overview of my business experience and educational background.

Q: Are all statements in SQF's application true and correct to the best of your knowledge, information and belief?

Yes.

Q: Please describe the current corporate structure of SQF.

SQF, LLC is a wholly-owned subsidiary of Tilson Technology Management, Inc. SQF is organized as a Maine limited liability company.

Q: Does SQF possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

As described in SQF's Application for a Certificate to Provide Competing Local Telecommunications Services, SQF possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.

Q: Please describe SQF's financial qualifications.

SQF, LLC is a startup, and as such, it does not have past financial information that it can provide. However, SQF will have access to the capital and financing to support its service in Tennessee through its parent company, Tilson Technology Management, Inc. ("Tilson"). Tilson's financial information is being provided under seal as part of SQF's Application.

Q: Please describe SQF's managerial and technical qualifications.

SQF has the requisite technical and managerial qualifications to provide local telecommunications services in the State of Tennessee. SQF's management team includes individuals with substantive experience in successfully developing and operating telecommunications businesses. As a result of the experience, SQF has the requisite technical resources to support its Tennessee operations. For these reasons, SQF's management is well-qualified to operate its local telecommunications services in Tennessee.

Q: What services will SQF offer?

SQF proposes to provide facilities-based local exchange telecommunications services. Specifically, SQF will provide transport, backhaul, and broadband data and other voice and data services as well as other infrastructure used by carriers, emergency responders, public safety agencies, backhaul providers, and other companies. These services will be provided using a combination of fixed lines and microwave links to ensure resiliency.

Q: Will SQF offer service to all consumers within its service area?

SQF does not plan to serve end user customers. Rather, it will provide service to carriers, and other infrastructure customers. SQF will bring its experience in designing and managing communications networks to the management of its network in Tennessee, which will improve transport, backhaul, and broadband data services for SQF's carrier and other infrastructure customers.

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

No, SQF does not plan to serve any end users in Tennessee.

Q: Will the granting of a certificate of convenience and necessity to SQF serve the public interest?

Grant of this application and SQF's entry into the local telecommunications marketplace within the State of Tennessee will serve the public interest in terms of technological innovation, deployment of new infrastructure, lower rates through increased competition, and greater reliability in existing networks. By expanding the availability of telecommunications services in Tennessee, the State's telecommunications infrastructure will be improved, and with it, economic development will be facilitated. In addition, SQF's services are designed to use wireline telecommunications to supplement wireless coverage without requiring the construction of large towers. This is in large part due to the smaller types of antennas utilized by Applicant's customers for the provision of service to their customers.

Grant of this application will have both direct and indirect public benefits. Direct in that the public will use the services offered by SQF through greater, more reliable wireless networks; and also indirect in that with SQF in the market, the increased competition will provide an incentive for existing carriers to improve their service offerings and become more efficient, productive, and innovative.

Q: Does SQF intend to comply with all TRA rules, statues, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

Yes.

Q: Has any state ever denied SQF or one of its affiliates authorization to provide intrastate service?

In February 2017, SQF, LLC ("SQF"), filed an application in Colorado describing its proposed services as radio frequency transport services to enable other carriers, including wireless telecommunications service providers, to provision the direct transmission of voice communications and data services. Colorado staff determined that SQF, LLC's services would not qualify as "basic local exchange services" under Colorado law and, therefore, would not require a certificate of public convenience and necessity. Based on this conclusion, staff did not review SQF's submitted application.

Subsequent to this, the Colorado PUC finalized a new rule allowing DAS providers such as SQF the option of applying for a Certificate of Public Convenience and Necessity ("CPCN") to provide Local Exchange Telecommunications Services in Colorado. (Decision No. C17-0490, Proceeding No. 16R-0453T, June 13, 2017) On the basis of the new rule, SQF re-submitted its application for a CPCN to the Colorado PUC in September 2017.

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

No.

Q: Has SQF 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 SQF's operations and will serve as SQF's regulatory and customer service contact?

Nicholas Bournakel, SQF's Administrator.

Q: Please explain in detail SQF's proposed procedures for responding to information requests from the TRA and its staff.

Information requests from the TRA will be first directed to Mr. Bournakel. He will be the primary point of contact for all day-to-day regulatory requests. Should the request require escalation, the matter shall be forwarded to me, and if necessary, other resources within the company. All communications and correspondence will be through Mr. Bournakel or myself.

Q: Does this conclude your testimony?

Yes.

PRE-FILED TESTIMONY CERTIFICATION

STATE OF MAINE)
)
COUNTY OF CUMBERLAND)

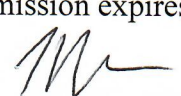
I hereby certify that the foregoing is true and accurate.



Timothy Schneider
General Counsel
SQF, LLC

Respectfully submitted this 22nd day of September, 2017.

Subscribed and sworn to before me this 22nd day of September, 2017

My commission expires: 06/30/24


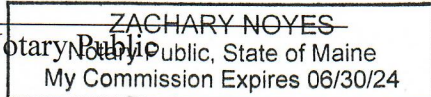

ZACHARY NOYES
Notary Public, State of Maine
My Commission Expires 06/30/24

Exhibit J – Informational Tariff

SQF, LLC
Local Exchange Tariff

Tennessee P.U.C. No. 1
Original Page No. 1
Cancels Page No.

SQF, LLC

Tennessee P.U.C. Tariff NO. 1

APPLYING to LOCAL EXCHANGE COMMUNICATIONS SERVICES WITHIN
THE STATE of TENNESSEE

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

SQF, LLC
Local Exchange Tariff

Tennessee P.U.C. No. 1
Original Page No. 2
Cancels Page No.

CHECK SHEET

All sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<u>Sheet</u>	<u>Revision</u>	<u>Sheet</u>	<u>Revision</u>
1	Original	20	Original
2	Original	21	Original
3	Original	22	Original
4	Original	23	Original
5	Original	24	Original
6	Original		
7	Original		
8	Original		
9	Original		
10	Original		
11	Original		
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

Contacting the Public Service Commission

In the case of a dispute between the Customer and the Company which cannot be resolved with mutual satisfaction, the Customer may file a complaint by contacting the Tennessee Public Utility Commission by phone, online or by mail.

1. By Phone:

1-800-342-8359

2. By Mail:

Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

Table of Contents

Contacting the Public Utility Commission.....	3
SYMBOLS.....	6
APPLICATION OF TARIFF.....	7
TARIFF FORMAT.....	8
SECTION 1 – DEFINITIONS.....	9
1.0 Definitions.....	9
SECTION 2 – REGULATIONS.....	10
2.0 Undertaking of the Company.....	10
2.1 Scope.....	10
2.2 Obligations of the Customer.....	13
2.3 Customer Equipment and Channels.....	14
2.4 Customer Deposits and Advance Payments.....	15
2.5 Payment Arrangements.....	15
SECTION 3 – DESCRIPTION OF SERVICES.....	22
3.0 Description of Services.....	22
3.1 RF Transport Service.....	22
SECTION 4 – RATES AND CHARGES.....	23
4.0 Rates and Charges.....	23
4.1 Calculation of Rates.....	23
4.2 Recurring and Nonrecurring Charges.....	23
4.3 Individual Case Basis (ICB) Pricing Arrangements.....	24

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

SECTION 5 – PROMOTIONS	24
5.0 Promotions.....	24
5.1 Promotional Offerings – General	24

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

SYMBOLS

The following symbols shall be used in this tariff for the purposes indicated below:

- (I) Indicates an increase in rates
- (D) Indicates a decrease in rates
- (N) Indicates new rates or regulations
- (O) Indicates omissions
- (C) Indicates changes in text of regulations
- (T) Indicates temporary rates and/or surcharges
- (M) Indicates moved from previous location

Issued:
Decision No.
Issued By:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

Effective:

SQF, LLC
Local Exchange Tariff

Tennessee P.U.C. No. 1
Original Page No. 7
Cancels Page No.

APPLICATION OF TARIFF

This tariff governs the service offerings, rates, terms and conditions applicable to the furnishing of Competitive Telecommunications Services by SQF, LLC that originate and terminate in Tennessee. Specific services and rates are described elsewhere in this tariff. Carrier's services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff. The Carrier's RF Transport Services are available to non-residential customers. RF Transport Services are not available to residential customers. This tariff is on file with the Tennessee Public Utility Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business, 245 Commercial St., Suite 203, Portland, ME 04101. The Company's Tariff is in concurrence with all applicable State and Federal Law, and with the Commission's applicable Rules and Regulations and Orders. Any provisions contained in this Tariff that are inconsistent with the foregoing mentioned will be deemed inoperative and superseded.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

TARIFF FORMAT

- A. Sheet Numbering – Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff.
- B. Sheet Revision Numbers – Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission.
- C. Paragraph Numbering Sequence – There are various levels of paragraph coding. Each level of coding is subservient to its next higher level of coding. For Example:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a)
- D. Check Sheets – When a tariff filing is made with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (*i.e.*, the format, etc., remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current sheet on file with the Commission.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

SECTION 1 - DEFINITIONS

1.0 Definitions

Advance Payment: Part or all of a payment required before the start of service.

Channel: A communications path between two or more points of termination.

Commission: The Tennessee Public Utility Commission

Common Carrier: An authorized company or entity providing telecommunications services to the public.

Communications Services: The Company's competitive telecommunications services. Company, Carrier, Utility, SQF, LLC, the issuer of this tariff.

Company: SQF, LLC.

Customer or Subscriber: The person, firm or corporation, which orders service and is responsible for the payment of charges and compliance with the Company's regulations.

Customer Premises: A location designated by the Customer for the purposes of connecting to Company's services.

Facilities: Any cable, poles, conduit, carrier equipment, wire center distribution frames, central office switching equipment, etc., used to provide services offered under this tariff.

Joint User: A person, firm or corporation which is designated by the Customer as a user of services furnished to the Customer by the Company and to whom a portion of the charges for the service will be billed under a joint user arrangement as specified herein.

Network: Refers to the Company's facilities, equipment, and services provided under this Tariff.

Service Order: A written request for Communications Services executed by the Customer and the company in the format devised by the Company. The signing of a Service Order by the Customer and

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

acceptance by the Company initiates the respective obligations of the parties as set forth therein and pursuant to this tariff, but the duration of the service is calculated from the Service Commencement Date.

Terminal Equipment: Any telecommunications equipment other than the transmission or receiving equipment installed at a Company location such as teleprinters, telephone handsets, or data sets.

User: Any person or entity that obtains the Company's services provided under this Tariff, regardless of whether such person or entity is so authorized by the Customer.

SECTION 2 - REGULATIONS

2.0 Undertaking of the Company

2.1 Scope

2.1.1 Undertaking

2.1.1.A The Company's services are furnished for telecommunications services originating and/or terminating in any area within the State of Tennessee.

2.1.1.B The Company is a facilities-based and resale provider of telecommunications to Customers for the direct transmission and reception of voice, data, and other types of communications. Services are offered via the Company's facilities (whether owned, leased, or under contract) in combination with resold services provided by other certificated carriers. The Company is responsible under this tariff only for the services and facilities the Company provides hereunder.

2.1.1.C The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24), hours per day, seven (7) days per week, subject to the availability of necessary service, equipment and facilities and the economic feasibility of providing such necessary service, equipment, and facilities.

2.1.2 Shortage of Facilities or Equipment and Other Limitations

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.1.2.A The Company reserves the right to limit or to allocate the use of existing facilities, or of additional facilities offered by the Company, when necessary because of lack of facilities, or due to some other cause beyond the Company's control.

2.1.2.B The furnishing of service under this tariff is subject to the availability on a continuing basis of all the necessary facilities and is limited to the capacity of the Company's facilities as well as facilities the Company may obtain from other carriers to furnish service from time to time as required at the sole discretion of the Company.

2.1.3 Terms and Conditions

2.1.3.A Service may be initiated only based on a written agreement between the Company and the Customer. To initiate a service request, the Customer must provide the following information: the Customer's name; an address to which the Company shall provide service; and a billing address (if different). The service application does not itself bind either the Customer to subscribe to the service or the Company to provide the service.

2.1.3. B Request for service under this Tariff will authorize the Company to conduct a credit search on the Customer. The Company reserves the right to refuse service on the basis of credit history unless the Customer pays a deposit, and to refuse further service due to late payment or nonpayment by the Customer. Potential customers who are denied service must be given the reason for the denial in writing within 10 days of service denial.

2.1.4.A Limitations on Liability.

2.1.4.A.1 The company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage) for any interruption, delay, error, omission, or defect in any service, facility (including services and facilities involved in emergency calling activity) or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

2.1.4.A.2 The company shall not be liable for, and shall be fully indemnified and held harmless by Customer and Subscriber against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

patent, unauthorized use of any trademark, tradename, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other conduct revealed to, transmitted by, or used by the Company under this tariff; or for any act or personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use, or removal of equipment or wiring provided by the Company, if not caused by negligence of the Company.

2.1.4.A.3 The Company shall not be liable for any defacement of or damages to the premises of a Customer or Subscriber, resulting from the furnishing of service, which is not the result of the Company's negligence.

2.1.4.A.4 Except when a court of competent jurisdiction finds that gross negligence, willful neglect, or willful misconduct on the Company's part has been a contributing factor, the liability of the Company for any claim or loss, expense or damage (including indirect, special or consequential damage) for any interruption, delay, error, omission, or defect in any service, facility (including services and facilities involved in emergency calling activity) or transmission provided under this tariff shall not exceed an amount equivalent to the prorated charge to the Customer or Subscriber for the period of service or facility usage during which such interruption, delay, error, omission or defect occurs. For the purpose of computing this amount, a month is considered to have thirty (30) days.

2.1.5 Ownership of Facilities

2.1.5.A Title to all facilities provided in accordance with this tariff remains in the Company, its agents, contractors or suppliers.

2.1.6 Prohibited Uses

2.1.6.A The services the Company offers shall not be used for any unlawful purpose or for any use for which the Customer has not obtained all required governmental approvals, authorization, licenses, consents and permits.

2.1.6.B The Company may require applicants for service who intend to use the Company's offering for resale and/or for shared use to file a letter with the Company confirming that their use of the Company's offerings complies with relevant laws and regulations, policies, orders, and decisions.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.1.6.C The Company may require a Customer to immediately shut down its transmission if such transmission is causing interference to others.

2.1.6.D A Customer, Joint User, or authorized user may not assign, or transfer in any manner, the service or any rights associated with the service without the written consent of the Company. The Company will permit a Customer to transfer its existing service to another entity if the existing Customer has paid all charges-owed to the Company for regulated access services. Such a transfer will be treated as a disconnection of existing service and installation of new service, and non-recurring installation charges as stated in this tariff will apply. Additionally, Customer may be liable for termination charges if Customer terminates any contract prior to expiration of its term.

2.2 Obligations of the Customer

2.2.1 Customer Premises Provisions

2.2.1.A The Customer shall be responsible for:

2.2.1.A.1 Placing any necessary Service Orders; complying with tariff terms and conditions; for assuring that Users comply with tariff regulations; and for payment of charges for calls originated from the Customer's telephone lines;

2.2.1.A.2 Arranging access to its premises at times mutually agreeable to Company-and the Customer when required for installation, repair, maintenance, inspection or removal of equipment associated with the provision of Company services;

2.2.1.A.3 Maintaining its Terminal Equipment and facilities in good operating condition. The Customer is liable for any loss, including loss through theft, of any Company equipment installed at the Customer's premises.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.3 Customer Equipment and Channels

2.3.1 Interconnection of Facilities

2.3.1.A Service furnished by Company may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Company. Any special interface of equipment or facilities necessary to achieve compatibility between the facilities of Company and other participating carriers shall be provided at the Customer's expense.

2.3.1.B Interconnection between the facilities or services of other carriers shall be under the applicable terms and conditions of the other carriers' tariffs. The Customer is responsible for taking all necessary legal steps for interconnecting Customer-provided Terminal Equipment or communications equipment with Company's facilities. The Customer shall secure all licenses, permits, rights-of-way and other such arrangements necessary for interconnection.

2.4 Customer Deposits and Advance Payments

2.4.1 Advance Payments

2.4.1.A The Company reserves the right to require from an applicant for service advance payments for the construction of facilities and furnishing of special equipment. The advance payment will not exceed an amount equal to the nonrecurring charge(s) and one month's charges for the service or facility. In addition, where special construction is involved, the advance payment may also include an amount equal to the estimated nonrecurring charges for the special construction. The advance payment will be applied to any indebtedness for the service and facilities for which the advance payment is made on the Customer's initial bill.

2.4.1.B Advanced payments for installation costs or special construction will be credited on the first bill in their entirety.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.4.2 Deposits

2.4.2.A The Company may, at its sole discretion, require a deposit or usage prepayment as a condition to receiving service or additional service. The Company reserves the right to review an applicant's or a Customer's credit history at any time to determine if a deposit is required.

2.4.2.B In the event the Customer fails to establish a satisfactory credit history, deposits are a form of security that may be required from Customers to ensure payment of bills.

2.4.2.C Deposits shall be no greater than one and one-half (1 ½) times the estimated average total monthly bill for all services.

2.4.2.D Deposits will be refunded with interest within 30 days after discontinuance of service or after 12 months of service, whichever comes first. Interest on deposits are payable at the rate of the average 1-year US Treasury bills for September, October, and November of the previous year without deduction for any taxes on such deposits. Interest will not accrue on any deposits after the date on which reasonable effort has been made to return it to the customer.

2.5 Payment Arrangements

2.5.1 Payment for Service

2.5.1.A The Customer is responsible for the payment of all charges for facilities and services furnished by the Company to the Customer.

2.5.1.A.1 Taxes

2.5.1.A.1.(a) Appropriate federal, state, local and municipal taxes and surcharges will be charged on Services and are in addition to the rates for Service set forth in this tariff unless otherwise stated.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.5.2 Billing and Collection of Charges

2.5.2.A The Customer is responsible for payment of all charges incurred by the Customer for services and facilities furnished to the Customer by the Company. The Company is not responsible for any telephone charges that may be incurred by the Customer in gaining access to the Company's Network.

2.5.2.B Charges for service are applied on a recurring basis. Service is provided and billed on a monthly (30 day) basis. Months are presumed to have 30 days. The billing date is dependent on the billing cycle assigned to the Subscriber. Service continues to be provided for the minimum service term.

2.5.2.C Billing is payable upon receipt and past due thirty (30) days after issuance and posting of invoice. Bills not paid within thirty-one (31) days after the date of posting are subject to a 1.25 percent late payment charge for any unpaid balance. The unpaid balance that is used as the basis for the calculation of the late payment charge shall exclude any previously accrued late payment charges. The late payment date will be prominently displayed on the Customer's bill. Company shall endeavor to credit payments within 24 hours of receipt to avoid assessing late payment charges incorrectly.

2.5.2.D Usage charges and any recurring monthly charges are billed after each billing period. In the event the Company changes its rates, recurring monthly charges affected by such change will be assessed at the new rate for the full billing period during which the new recurring charge rate became effective.

2.5.2.E In the event payment is made by personal check and the check is not honored by the institution on which it was drawn, the Company will impose, and the Customer will be required to pay, a \$25.00 fee, where permitted by applicable law, in addition to other remedies available to the Company.

2.5.2.F The Company does not offer services to residential customers. In the event that the Company offers services to residential customers in the future, it will comply with the requirements of Tennessee State law regarding billing standards and practices for residential customers. In instances where sections of this tariff may conflict with the law or regulations, those regulations will prevail.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.5.3 Billing Disputes

2.5.3.A General

2.5.3.A.1 Billing disputes should be addressed to Company's customer service organization via telephone to 1-844-484-5766 during business hours, M-F, excepting Federal holidays, 9:00 AM to 4:59 PM Eastern Time. Messages may be left outside of business hours. Messages left will be returned during the next business day during business hours.

2.5.3.A.2 The undisputed portions of the bill must be paid by the payment due date shown on the bill to avoid assessment of a late payment charge on the undisputed amount under Section 2.5.2.C., preceding.

2.5.3.B Adjustments or Refunds to the Customer

2.5.3.B.1 In the event that the Company resolves the billing dispute in favor of a Customer who has withheld payment of the disputed amount pending resolution of the disputed bill, the Company will credit the Customer's account for the disputed amount in the billing period following the resolution of the dispute.

2.5.3.B.2 In the event that the Company resolves the billing dispute in favor of a Customer who has paid the total amount of the disputed bill, the Company will credit the Customer's account for any overpayment by the Customer in the billing period following the resolution of the dispute.

2.5.3.B.3 In the event that the Company resolves the billing dispute in favor of a Customer who has paid the total amount of the disputed bill but canceled the service, the Company will issue a refund of any overpayment by the Customer.

2.5.3. B.4 All adjustments or refunds provided by the Company to the Customer at the Customer's request, or provided by the Company to the Customer by way of compromise of a billing dispute, and which are accepted by the Customer, are final and constitute full satisfaction, settlement, and/or compromise of all of the Customer's claims for the billing period for which the adjustment or refund was issued.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.5.4 Unresolved Billing Disputes

2.5.4.A In the case of a billing dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled to the mutual satisfaction of the Customer and the Company, the Customer can take the following course of action:

2.5.4. A.1 First, the Customer may request and the Company will provide an in-depth review of the disputed amount. The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection.

2.5.4.A.2 Second, if after investigation and review by the Company, a disagreement remains as to the disputed amount, the Customer may file an appropriate complaint with:

Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
Toll Free: 1-800-342-8359

2.5.4.A.3 In order to avoid suspension of service and late payment charges, the disputed amount must be paid within fourteen (14) calendar days after the date the Company notifies the Customer that the investigation and review are completed and that such payment must be made or service will be interrupted. The Company will not suspend service prior to the payment due date as shown on the bill. In the event the Customer files a complaint with the Commission, the Company will not suspend service or post late payment charges.

2.5.5 Discontinuance of Service

2.5.5.A Upon violation of any of the material terms or conditions for furnishing service, the Company shall mail or deliver written notice to the Customer at least ten (10) days prior to the scheduled termination. Written notice shall become invalid thirty (30) days after the date indicated on the notice for termination. The telephone company shall also make at least two (2) attempts at personal notice by telephone at least twenty-four hours prior to termination. However, the inability of the telephone company to perfect personal notice shall not prevent the telephone company from terminating service.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.5.5.A.1 Service may be suspended by written notice for any of the following reasons:

2.5.5.A.1.(a) By reason of any order or decision of a court or any other governmental authority which prohibits the Company from furnishing such service.

2.5.5.A.1.(b) Failure to post a required deposit or guarantee.

2.5.5.A.1.(c) For unlawful use of the service or use of the service for unlawful purposes.

2.5.5.A.1.(d) A violation of, or failure to comply with, any regulation or condition governing the furnishing of service.

2.5.5.A.1.(e) If the Company deems such refusal necessary to protect itself or third parties against fraud or to otherwise protect its personnel, agents, facilities or services.

2.5.5.A.1.(f) If the Company provides false information to the Company regarding the Customer's identity, address, creditworthiness, or past, current or planned use of Company's services.

2.5.5.A.2 However, the Company may suspend service without prior notice if it is based on an occurrence, which endangers the safety of a person or appears likely to prove physically harmful to the service delivery system. At the time of suspension, the Company shall mail a notice of suspension to the Customer's billing address.

2.5.5.B Upon condemnation of any material portion of the facilities used by the Company to provide service to a Customer or if a casualty renders all or any material portion of such facilities inoperable beyond feasible repair, the Company, by notice to the Customer, may discontinue or suspend service without incurring any liability.

2.5.5.C Restoration of service

2.5.5.C.1 The Customer may restore service by full payment in any reasonable manner including by personal check. However, the Company may refuse to accept a personal check if a Customer's check for payment of service has been dishonored, excepting bank error, within the last twelve months. There is a \$25.00 charge for restoration of service after disconnection; if, however, the equipment necessary for service has been removed, the non-recurring fee will apply.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.5.6 Notice to Company for Cancellation of Service

2.5.6.A Customer may cancel service by providing written notice to Company five (5) days prior to cancellation. However, Customer may not cancel service prior to expiration of the initial five (5) year term.

2.5.6.B Customer is responsible for charges while still connected to the Company's service and the payment of associated local exchange company charges, if any, for service charges.

2.5.6.C Any non-recoverable cost of Company expenditures shall be borne by the Customer if:

2.5.6.C.1 The Customer orders service requiring special facilities dedicated to the Customer's use and then cancels the order before such service begins, before completion of the minimum period or before completion of some period mutually agreed with the Customer for the non-recoverable portions of expenditures; or

2.5.6.C.2 Liabilities are incurred expressly on behalf of the Customer by Company and not fully reimbursed by installation and monthly charges; and

2.5.6.C.3 Based on an order for service and construction has either begun or has been completed, but no service provided.

2.5.7 Allowances for Interruption in Service

2.5.7.A A credit allowance will be given when service is interrupted, except as specified in Section 2.5.8.

2.5.7.B A service is interrupted when it becomes inoperative to the Customer, e.g., the Customer is unable to transmit or receive, because of a failure of a component furnished by the Company under this tariff.

2.5.7.C An interruption period begins when the Customer reports a service, facility or circuit to be inoperative and, if necessary, releases it for testing and repair. An interruption period ends when the service, facility or circuit is operative.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

2.5.7.D If the Customer reports a service, facility or circuit to be interrupted but declines to release it for testing and repair, the service, facility or circuit is considered to be impaired but not interrupted. No credit allowances will be made for a service, facility or circuit considered by the Company to be impaired.

2.5.8 Limitations on Allowances

2.5.8.A No credit allowance will be made for any interruption in service:

2.5.8.A.1 Due to the negligence of or noncompliance with the provisions of this Tariff by any person or entity other than the Company, including but not limited to the Customer;

2.5.8.A.2 Due to circumstances or causes beyond the control of the Company;

2.5.8.A.3 During any period in which the Company is not given full and free access to its facilities and equipment for the purposes of investigating and correcting interruptions;

2.5.8.A.4 During any period in which the Customer continues to use the service on an impaired basis;

2.5.8.A.5 During any period when the Customer has released service to the Company for maintenance purposes or for implementation of a Customer order for a change in service arrangements;

2.5.8.A.6 That occurs or continues due to the Customer's failure to authorize replacement of any element of special construction; and

2.5.8.A.7 That was not reported to the Company within thirty (30) days of the date that service was affected.

2.5.9 Use of Another Means of Communications

2.5.9.A If the Customer elects to use another means of communications during the period of interruption, the Customer must pay the charges for the alternative service used.

Issued:
Decision No.
Issued By:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

Effective:

2.5.10 Application of Credits for Interruptions in Service

2.5.10.A Except as provided in Section 2.5.8.A above, when main service is interrupted for a period of at least 24 hours, the Company shall provide credits to Customers at the following rate:

2.5.10.A.1 One-thirtieth of monthly rate for each of the first three full 24-hour periods;

2.5.10. A.2 Two-thirtieths of monthly rates for each full 24-hour period beyond the first three 24-hour periods.

2.5.10.A.3 However, in no instance shall the allowance for the out-of-service period exceed the total charges in a billing period for the service and facilities furnished by the company rendered useless or impaired.

SECTION 3 - DESCRIPTION OF SERVICES

3.0 Description of Services

3.1 RF Transport Service

3.1.1 Generally

3.1.1.A Radiofrequency ("RF") Transport Services utilize optical technology, including multi-wavelength optical technology over dedicated transport facilities to provide Customers with links to radiate RF coverage.

3.1.1.B RF Transport Services connect Customer-provided wireless capacity equipment to Customer-provided or Company provided bi-directional RF-to-optical conversion equipment at a hub facility. The hub facility can be Customer or Company provided. The conversion equipment allows the Company to accept RF traffic from the Customer and then send bi-directional traffic transmission across the appropriate optical networks. At the remote end, Customer or Company provided RF-to-optical conversion equipment allows bi-directional conversion between optical signals and RF signals. RF signals can be received and radiated at this remote node. Hence the Company provides optical transit services for RF signals.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

3.1.1.C The furnishing of RF Transport Services requires certain physical arrangements of equipment and facilities of the Company and other entities and is subject to the availability of such equipment and facilities and the economic feasibility of providing such necessary equipment and facilities and the RF Transport Services.

3.1.2 The specific limitations applicable to RF Transport Services are as follows:

3.1.2.A All optical services are provided on single mode optical fiber.

3.1.2.B Some optical services may be of a multi-wavelength nature.

3.1.2.C Current wireless standards limit the distance between a hub site and a remote node to 20km.

3.1.2.D The optical loss between a hub site and a remote node must not exceed 18 Db.

SECTION 4 - RATES AND CHARGES

4.0 Rates and Charges

4.1 Calculation of Rates

4.1.1 Charges for RF Transport Service are without regard to mileage. To the extent that the Company commences charging mileage rates to any of its services in the future, such rates will be based on airline mileage between rate centers of the calling and called stations. Mileage is calculated using the Vertical and Horizontal (V&H) coordinate system from the National Exchange Carriers Association Tariff F.C.C. No. 4 and in accordance with the Bell Atlantic intrastate tariff.

4.1.2 Charges for RF Transport Service are without regard to Customer utilization of the service.

4.2 Recurring and Nonrecurring Charges

4.2.1 While SQF cannot provide an accurate estimate of rates for services it intends to provide for the carriers/customers whom it will serve, the typical monthly recurring rates and nonrecurring charges for RF Transport Services are as follows:

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

Description Fee per Segment:

Nonrecurring connection charge \$100,000

Monthly recurring charge \$15,000

4.2.2 For purposes of this Tariff, Segment shall mean a one-way optical carrier between one (1) Customer hub site or remote node and another Customer hub site or remote node. The optical carrier is a single optical wavelength. The optical fiber can carry more than one wavelength.

4.2.3 Minimum Term

4.2.3.A The minimum service term for RF Transport Service is five (5) years.

4.3 Individual Case Basis (ICB) Pricing Arrangements

4.3.1 Rates and charges, including installation, special construction, and recurring charges, may be established by negotiation on an Individual Case Basis (ICB), taking into account such factors as the nature of the facilities and services, the costs of construction and operation, the volume of traffic commitment, and the length of service commitment by the Customer, as long as the rates and charges are not less than Carrier's costs of providing the service. Such arrangements shall be considered Special Pricing Arrangements, the terms of which will be set forth in individual contracts or Customer Term Agreements. Specialized Pricing Arrangement rates or charges will be made available to similarly situated Customers on comparable terms and conditions. Upon reasonable request, Carrier will make the terms of these contracts available to the Commission and its staff for review on a confidential and proprietary basis.

SECTION 5 – PROMOTIONS

5.0 Promotions

5.1 Promotional Offerings – General

5.1.1 Reserved for future use.

Issued:
Decision No.
Issued By:

Effective:

Joshua Broder, President
SQF, LLC
245 Commercial Street, Suite 203
Portland, ME 04101

Exhibit K – Surety Bond

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 14BSBHR7419

WHEREAS, SQF, LLC (the "Principal"), has applied to the Tennessee Public Utility Commission for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Public Utility Commission (the "TPUC"); and

WHEREAS, Hartford Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TPUC, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 20th day of September 20 17 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TPUC and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

SQF, LLC

Name of Company authorized by the TPUC

Company ID # as assigned by TPUC

SIGNATURE OF PRINCIPAL

Name: Michael Svigelj
Title: Controller

SURETY

Hartford Fire Insurance Company

Name of Surety

4480 Cox Road, 2nd Floor, Glen Allen, VA 23060

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Denise Storey
Title: Attorney-In-Fact

Address of Surety Agent:

5500 Cherokee Avenue, Suite 300

Alexandria, VA 22312

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF MAINE

COUNTY OF CUMBERLAND

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

WITNESS my hand and seal this 22nd day of September, 2017.

My Commission Expires:

January 14, 2018
NICHOLE D. STEVENS
Notary Public, Maine
My Commission Expires January 14, 2018

Nichole D. Stevens
Notary Public

ACKNOWLEDGEMENT OF SURETY

STATE OF Virginia

COUNTY OF Fairfax

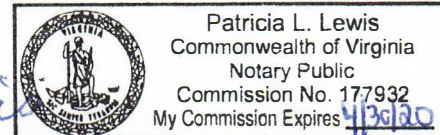
Before me, a Notary Public of the State and County aforesaid, personally appeared Denise Storey with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Hartford Fire Insurance Company, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 20th day of September, 2017.

My Commission Expires:

April 30, 2020

Patricia L. Lewis
Notary Public
Patricia L. Lewis



APPROVAL AND INDORSEMENT

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

Name: _____

Title: _____

POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD

Bond T-12

One Hartford Plaza

Hartford, Connecticut 06155

Bond.Claims@thehartford.com

call: 888-266-3488 or fax: 860-757-5835)

Agency Code: SurePath

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- ☒ Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
☐ Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
☐ Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
☐ Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
☐ Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
☐ Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
☐ Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
☐ Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint

Denise Storey of Alexandria, VA

their true and lawful Attorney-in-Fact, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge the following bond, undertaking, contract or written instrument:

Bond No. 14BSBHR7419 on behalf of SQF, LLC
State of Tennessee, TN Public Utility Commission (TPUC)

naming
as Obligor in the amount of See Bond Form

on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on May 6, 2015 the Companies have caused these presents to be signed by its Senior Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



John Gray, Assistant Secretary

M. Ross Fisher, Senior Vice President

STATE OF CONNECTICUT

ss. Hartford

COUNTY OF HARTFORD

On this 11th day of January, 2016, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Senior Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



Kathleen T. Maynard
Notary Public

My Commission Expires July 31, 2021

CERTIFICATE

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of September 20, 2017

Signed and sealed at the City of Hartford.



Kevin Heckman, Assistant Vice President