

quality telecommunications services for American consumers. Both goals will be promoted by granting this Application.

The Applicant submits the following information in support of its request.

I. Introduction

1. The full name, address, and contact information for the Applicant are:

Hudson Fiber Network Inc
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: (630) 505-3800
www.extenetsystems.com

Questions concerning this application should be directed to:

Charles B. Welch, Jr.
Farris Bobango PLC dba
Farris Mathews Bobango, PLC
414 Union Street, Suite 1105
Nashville, TN, 37219
Telephone: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

with a copy to:

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

and:

H. Anthony Lehv
Secretary and Senior Vice President
Hudson Fiber Network Inc
3030 Warrenville Road, Suite 340
Lisle, IL 60532
(630) 505-3800 (tel)
compliance@util.extenetsystems.com

Following certification, questions about the Applicant should be directed to:

Brian Kirk
Deputy General Counsel
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
(630) 505-3800 (tel)
compliance@util.extenetsystems.com

2. The following is a list of Applicant's corporate officers:

James Hyde – President
Richard Coyle – Executive Vice President
Garth Williams – Executive Vice President and Treasurer
H. Anthony Lehv – Senior Vice President & Secretary
James Hyde – Director
Marc Ganzi – Director
Brian McMullen – Director

All officers and directors may be reached at Applicant's principal place of business provided above. There are no principal officers in Tennessee. The organizational chart of corporate structure, including any pertinent acquisition or merger information is attached hereto as **Exhibit A**. Further, biographies of key management personnel are provided in **Exhibit D**.

3. Applicant currently holds authority or is registered to provide some form of telecommunications services in the following jurisdictions: the District of Columbia, Florida, Illinois, Indiana, Louisiana, Michigan, Missouri, New Jersey, Nevada, New York, and Rhode Island. In addition to Tennessee, Applicant is in the process of seeking authorization to provide intrastate telecommunications services in the following jurisdictions: California, Connecticut,

Georgia (pending), Kentucky (pending), Massachusetts, Maryland, Minnesota (pending), North Carolina (pending), Ohio, Oklahoma (pending), Pennsylvania (pending), Utah, Virginia, Washington (pending), and Wisconsin. Collectively, ExteNet currently holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, and Wyoming.

4. In support of this Application, the following exhibits are attached hereto:
 - a. **Exhibit A** - Organizational Chart
 - b. **Exhibit B** - Formation Documents
 - c. **Exhibit C** - Authority to Transact Business
 - d. **Exhibit D** - Management Biographies
 - e. **Exhibit E** - Financial Information - **CONFIDENTIAL, FILED UNDER SEAL**
 - f. **Exhibit F** - Sworn Pre-filed Testimony
 - g. **Exhibit G** Small and Minority-Owned Telecommunications Business Participation Plan
 - h. **Exhibit H** - Notice of Application
 - i. **Exhibit I** - Numbering Issues
 - j. **Exhibit J** - Tennessee Specific Operational Issues

II. Description of the Applicant

A. General Information

Applicant is a New Jersey Limited Liability Company and was incorporated on May 6, 2008. A copy of its formation documents is attached hereto as **Exhibit B**. A copy of HFN's

Certificate of Authority to Transact Business as a foreign corporation in Tennessee is attached hereto as **Exhibit C**.

B. Customer Service

Applicant understands the importance of effective customer service. HFN's customer service department can be contacted for repair and maintenance information 24 hours per day, seven days per week by calling toll-free at 888-436-3690, or by e-mailing noc@hudsonfiber.com. Customers may also use written communication for repair and maintenance by writing to:

Network Operations Center
Hudson Fiber Network Inc
3030 Warrenville Road
Lisle, IL 60532

The Commission may also contact the persons provided in Question 1 for HFN's ongoing operations in Tennessee.

- a. **Office Hours** – Customer service representatives are available 24 hours a day, 7 days a week, 365 days a year.
- b. **Complaint Procedures** - Complaints should be addressed to HFN's customer service organization via telephone to 888-436-3690. Customers may also submit a complaint in writing to HFN at 3030 Warrenville Road, Suite 340, Lisle, IL 60532 or via email to noc@hudsonfiber.com.

III. HFN possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee.

HFN possesses the requisite technical, financial and managerial capabilities to operate as a competitive telecommunications provider. These capabilities are explained in detail below.

A. Financial Qualifications and Surety Bond

Financial information demonstrating HFN's financial qualifications is provided *under seal* as **Exhibit E**. Given that Applicant does not maintain financial statements separate from the consolidated financial statements of Applicant's parent company, ESI, for purposes of this Application, Applicant will rely on the financial statements of ESI to demonstrate Applicant's financial qualification to operate within the State of Tennessee. As shown in the attached information, HFN is financially qualified to operate within the State of Tennessee.

T.C.A. § 65-4-125 requires the filing of a surety bond in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any proceeding brought under this title or the Consumer Telemarketing Protection Act of 1990. Applicant will provide a bond in favor to the Commission in the amount of \$20,000 prior to beginning operations in Tennessee.

B. Technical and Managerial Qualifications

Applicant also is technically and managerially qualified to provide competitive local exchange and competitive intrastate telecommunications services in Delaware. HFN has access to a great depth of experience in the telecommunications industry through its parent company, ESI, which will provide extensive telecommunications business, technical, and managerial expertise to HFN. Descriptions of the qualifications and backgrounds for ESI's key personnel are provided in **Exhibit D**.

IV. Approval of HFN's Application is in the Public Interest

Granting HFN's Application is consistent with the public interest and, in that regard, Applicant makes the following representations to the Commission:

- a. Applicant possesses the technical, financial, and managerial resources sufficient to provide the services requested;

- b. Applicant's services will meet the service standards required by the Commission;
- c. The provision of services by Applicant will not adversely impact the availability of affordable local exchange service;
- d. Applicant, to the extent it is required to do so by the Commission, will participate in the support of universally available telephone service at affordable rates; and,
- e. The provision of local exchange and interexchange services by Applicant will not adversely impact the public interest.

The competitive market enables affordability and quality of service better than a monopoly environment. As competitors vie for a market share, they compete based upon price, innovation and customer service. Those providers that offer consumers the most value will gain market share. In contrast, providers whose products do not meet the needs of consumers will lose market share and may ultimately, be eliminated from the industry. HFN's entry into the market will serve to boost telecommunications competition in Tennessee, which will ultimately benefit Tennessee citizens.

Additionally, HFN's entry into the local exchange and interexchange markets will not unreasonably prejudice or disadvantage any telephone service providers. Incumbent local exchange carriers presently serve a large majority of the local exchange customers in Tennessee. The major advantages of incumbency (i.e., ownership of the existing local network as well as access to and longstanding relations with, every local customer) constitute a substantial obstacle to new entrants. Moreover, exchange services competition will stimulate the demand for the services supplied by all local service carriers, including those of the incumbent LECs to generate higher revenues. Additionally, in a competitive market, incumbent providers will have market incentives to improve the efficiency of their operations, thereby reducing their cost and

ultimately their profit margins.

In this regard, approval of this Application is clearly in the public interest.

V. Description of Services Offered

A. Proposed Service Area

HFN seeks authority to provide competing local exchange and interexchange non-voice telecommunications services throughout the State of Tennessee to and from all points that are currently or become open to competition. At this time, HFN does not seek to terminate any small or rural exemptions existing under Section 251(f)(1) of the Federal Telecommunications Act of 1996; however, HFN seeks statewide authority so that it may expand its service areas as those areas become open to competition.

Applicant will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

B. Types of Telecommunications Services to be Provided

Applicant seeks statewide authority to provide competing local exchange telecommunications services in Tennessee. Applicant will primarily provide point-to-point telecommunications services such as Private Line, Ethernet, Wavelength, Distributed Networks, and similar services to wholesale customers (e.g., other carriers and providers), government customers, and health care, education, financial services, and other enterprise customers. Applicant will provide services primarily using its own facilities and facilities leased from other carriers, but also seeks authority to provide service via resale arrangements. Applicant provides most of its services using fiber optic cable along with other equipment and facilities to originate, terminate, and amplify signals.

To the extent applicable to non-voice telecommunications services, or to the extent that

Applicant begins to provide voice telecommunications services, Applicant will provide those services required by Rule 1220-4-8-.04(3)(b). To the extent it provides voice services in the future, Applicant will provide emergency 911 services to its customers consistent with the applicable statutes and rules of the TPUC and the Federal Communications Commission and directory and operator assistance services to its customers consistent with the applicable statutes and rules of the TPUC and the Federal Communications Commission by contracting with a third-party entity. Applicant will not operate as an alternative operator service (“AOS”) provider. To the extent it provides voice services in the future, Applicant will provide consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange companies, free blocking for 900 and 976 numbers, lifeline and linkup services to qualifying citizens, and educational discounts in existence as of June 6, 1995.

1. Repair and Maintenance

HFN’s customer service department can be contacted for repair and maintenance information 24 hours per day, seven days per week.

VI. Applicant’s Supporting Documentation

1. Small and Minority-Owned Telecommunications Business Participation Plan (T.C.A. § 65-5-112).

Please see **Exhibit G.**

2. Toll Dialing Parity Plan

Not applicable, as Applicant does not intend to provide voice services at this time.

3. Notice of Application

Applicant has served notice of this Application on the eighteen (18) incumbent local exchange telephone companies in Tennessee and on the Consumer Advocate and Protection Division of the Office of the Tennessee Attorney General with a statement regarding the

Applicant's intention to operate geographically. Please see **Exhibit H** for the Notice of Application.

4. Numbering Issues

Please see the statement provided in **Exhibit I**.

5. Tennessee Specific Operational Issues

Please see the statements provided in **Exhibit J**.

6. Sworn Pre-Filed Testimony

Please see the sworn pre-filed testimony of H. Anthony Lehv, Secretary and General Counsel of HFN, provided as **Exhibit F**.

7. Applicant's Certifications

HFN is well qualified to provide telecommunications services in Tennessee. HFN currently holds authority or is registered to provide some form of telecommunications services in the following jurisdictions: Florida, Illinois, Michigan, Missouri, New Jersey, Nevada, New York, and Rhode Island. In addition to Tennessee, Applicant is in the process of seeking authorization to provide intrastate telecommunications services in the following jurisdictions: California, Connecticut, the District of Columbia (pending), Georgia (pending), Indiana (pending), Kentucky (pending), Louisiana (pending), Massachusetts, Maryland, Minnesota (pending), North Carolina, Ohio, Oklahoma (pending), Pennsylvania, Utah, Virginia, Washington, and Wisconsin. Collectively, ExteNet currently holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, and Wyoming.

8. Involvement in Prior Mergers, Acquisitions, Etc.

Applicant was acquired by ExteNet in 2018. Applicant has not been involved in any other prior mergers or acquisitions.

9. Customer Deposits

Applicant will not require customer deposits in the State of Tennessee.

10. Complaints Filed with State and Federal Regulatory Agencies

There have been no complaints filed against Applicant with state or federal regulatory agencies.

11. Service in Areas with Fewer Than 100,000 Total Access Lines

HFN seeks authority to provide local exchange services in all service territories that are open to competition. HFN exchanges are intended to mirror the exchange of the incumbent local exchange carrier in whose service territory HFN will provide service. HFN seeks authority to provide interexchange services statewide.

12. Name and Address of Resident Agent.

HFN's registered agent in the State of Tennessee is:

Corporation Service Company
2908 Poston Avenue
Nashville, TN 37203

VII. Conclusion

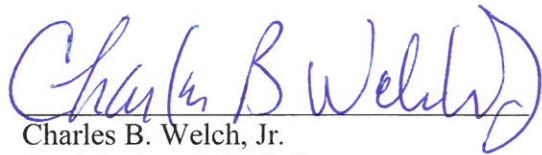
This application demonstrates that HFN possesses the technical, financial and managerial resources to provide resold local exchange and interexchange service in the State of Tennessee. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the Tennessee telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and with resulting

reduced prices for consumers. In addition, as a result of competition, the overall quality of local exchange service will improve.

WHEREFORE, HFN respectfully request that the Commission grant a certificate of public convenience and necessity to provide competing local and interexchange non-voice telecommunications services within the State of Tennessee.

Respectfully submitted,

By:



Charles B. Welch, Jr.
Farris Bobango PLC dba
Farris Mathews Bobango, PLC
414 Union Street, Suite 1105
Nashville, TN, 37219
Telephone: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

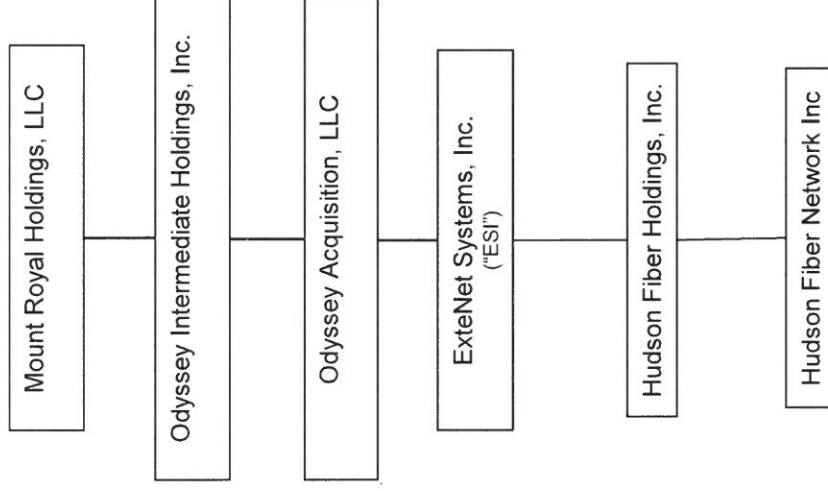
Counsel for Applicant

Dated: September , 2019

Exhibit A

Organizational Chart

Organization Chart*



All ownership percentages depicted are 100%.

* The entities listed herein include only those entities that (1) hold authorization to provide intrastate telecommunications services in this jurisdiction or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESI.

Exhibit B

Formation Documents


STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: HUDSON FIBER NETWORK INC
Business Id: 0400230408
Certificate Number: 6000089181

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT AN ORIGINAL CERTIFICATE ON May 6, 2008 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
August 27, 2018 A.D.




ELIZABETH MAHER MUOIO
ACTING STATE TREASURER

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

NEW JERSEY DEPARTMENT OF TREASURY
DIVISION OF REVENUE

CERTIFICATE OF INC, (PROFIT)

HUDSON FIBER NETWORK INC
0400230408

The above-named DOMESTIC PROFIT CORPORATION was duly filed in accordance with New Jersey State Law on 05/06/2008 and was assigned identification number 0400230408. Following are the articles that constitute its original certificate.

1. Name:

HUDSON FIBER NETWORK INC

2. Registered Agent:

BRETT DIAMOND

3. Registered Office:

12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652

4. Business Purpose:

General, For Any Lawful Purpose Under N.J.S.A 14A:1-1 et seq.

5. Stock:

200

6. First Board of Directors:

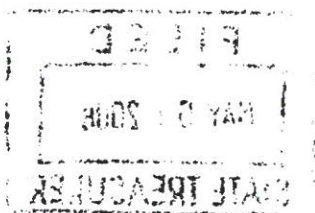
KEITH MULLER
12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652
ANDE HORNIG
12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652
BRETT DIAMOND
12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652

7. Incorporators:

BRETT DIAMOND
12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652
KEITH MULLER
12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652



Continued on next page ...



NEW JERSEY DEPARTMENT OF TREASURY
DIVISION OF REVENUE

CERTIFICATE OF INC, (PROFIT)

HUDSON FIBER NETWORK INC
0400230408

ANDE HORNING
12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652

8. Main Business Address:

12 ROUTE 17 NORTH
SUITE 120
PARAMUS, NJ 07652

Signatures:

BRETT DIAMOND
KEITH MULLER
ANDE HORNING



Certificate Number: 111946550

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
7th day of May, 2008

A handwritten signature in black ink, appearing to read "R. David Rousseau", is written over a horizontal line.

R. David Rousseau
State Treasurer

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: HUDSON FIBER NETWORK INC
Business Id: 0400230408
Certificate Number: 6000089182

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A RESTATED ON January 13, 2015 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
August 27, 2018 A.D.



Elizabeth Maher Muoio
ELIZABETH MAHER MUOIO
ACTING STATE TREASURER

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HUDSON FIBER NETWORK INC

Pursuant to N.J.S.A. 14A:9-5

Dated: December 18, 2014

Pursuant to the provisions of Section 14A:9-5 of the New Jersey Business Corporation Act, the undersigned corporation hereby executes the following Amended and Restated Certificate of Incorporation:

- FIRST:** The name of the corporation is Hudson Fiber Network Inc (the "Corporation").
- SECOND:** The address of the Corporation's current registered office is 12 Route 17 North, Paramus, NJ 07652. The name of the Corporation's current registered agent at that address is Brett Diamond.
- THIRD:** The purpose for which the Corporation is organized is to engage in any activities within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.
- FOURTH:** The aggregate number of shares of all classes of shares which the Corporation shall have authority to issue is 200 shares of common stock, each of which shall have no par value.
- FIFTH:** The total number of directors constituting the current board of directors of the Corporation is five (5). The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Brett Diamond	c/o Hudson Fiber Network Inc 12 Route 17 North Paramus, NJ 07652
Keith Muller	c/o Hudson Fiber Network Inc 12 Route 17 North Paramus, NJ 07652
Emil W. Henry, Jr.	c/o Tiger Infrastructure Partners Fund LP 717 Fifth Avenue New York, NY 10022
Adam Emmert	c/o Tiger Infrastructure Partners Fund LP 717 Fifth Avenue New York, NY 10022



S2719462
J 4839797

Jeff Gaillard

Jeffrey S. Gaillard
1813 Blue Star Lane
Louisville, CO 80027

SIXTH: The duration of the Corporation is perpetual.

SEVENTH: The personal liability of the directors and the officers of the Corporation is hereby eliminated to the fullest extent permitted by subsection 14A:2-7(3) of the New Jersey Business Corporation Act, as the same may be amended and supplemented.

EIGHTH: The Corporation shall, to the fullest extent permitted by Section 14A:3-5 of the New Jersey Business Corporation Act, as the same may be amended and supplemented, indemnify any and all directors whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders, or otherwise, and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of directors.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned corporation has caused this Amended and Restated Certificate of Incorporation to be executed on its behalf by its duly authorized officer as of the date first above written.

HUDSON FIBER NETWORK INC

Brett Diamond

By: _____

Name: Brett Diamond

Title: Chief Executive Officer

**CERTIFICATE REQUIRED TO BE FILED WITH THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
HUDSON FIBER NETWORK INC**

Pursuant to N.J.S.A. 14A:9-5(5)

Dated: December 18, 2014

The undersigned corporation does hereby certify as follows:

1. The name of the corporation is Hudson Fiber Network Inc (the "**Corporation**"). Its New Jersey identification number is 0400230408.
2. Attached hereto is the Amended and Restated Certificate of Incorporation of the Corporation, which was adopted on December 18, 2014 by the sole shareholder of the Corporation.
3. 100 shares of the Corporation's common shares were entitled to vote with respect to the adoption of the Amended and Restated Certificate of Incorporation.
4. 100 shares of the Corporation's common shares were voted in favor of the adoption of the Amended and Restated Certificate of Incorporation and no shares were voted against.
5. Shareholder approval of the Amended and Restated Certificate of Incorporation was given without a meeting by unanimous written consent of the shareholders, pursuant to N.J.S.A. 14A:5-6(5). 100 shares of the Corporation's common stock were represented by such written consent.
6. The Amended and Restated Certificate of Incorporation restates and further amends the Certification of Incorporation of this Corporation filed on May 6, 2008 with the State of New Jersey to (i) increase the number of board of directors to five, (ii) state that duration of the Corporation is perpetual, (iii) limit the personal liability of the directors of the Corporation as permitted by subsection 14A:2-7(3) of the New Jersey Business Corporation Act and (iv) allow the Corporation to indemnify directors as permitted by Section 14A:3-5 of the New Jersey Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed
as of the date first written above.

HUDSON FIBER NETWORK INC

By: Brett Diamond
Name: Brett Diamond
Title: Chief Executive Officer

Exhibit C

Authority to Transact Business



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

Hudson Fiber Network Inc
3030 WARRENVILLE RD
LISLE, IL 60532-1000

April 17, 2019

Filing Acknowledgment

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

SOS Control # :	001023793	Formation Locale:	NEW JERSEY
Filing Type:	For-profit Corporation - Foreign	Date Formed:	05/06/2008
Filing Date:	04/17/2019 12:09 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2020
Duration Term:	Perpetual	Image # :	B0589-9508

Document Receipt

Receipt # : 004764252	Filing Fee:	\$600.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$600.00

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

Principal Address:
3030 WARRENVILLE RD
LISLE, IL 60532-1000

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

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

Tre Hargett
Secretary of State

Processed By: Jeff Cook

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APPLICATION FOR CERTIFICATE OF AUTHORITY FOR-PROFIT CORPORATION (SS-4431)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286
Filing Fee: \$600.00

For Office Use Only

Filed

To the Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. § 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is: Hudson Fiber Network Inc

If different, the name under which the certificate of authority is to be obtained is:

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign for-profit corporation if its name does not comply with the requirements of T.C.A. § 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to T.C.A. § 48-14-101(d) with an additional \$20.00 fee.

2. The state or country under whose law it is incorporated is: New Jersey

and the date of its incorporation is: 05 / 06 / 2008
Month Day Year

and the period of duration, if other than perpetual, is: _____ / _____ / _____
Month Day Year

and, if prior to qualifying, the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the corporation commenced doing business in Tennessee prior to the approval of this application. See T.C.A. § 48-25-103(c).

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: Corporation Service Company

Address: 2908 Poston Avenue

City: Nashville State: TN Zip Code: 37203 County: Davidson County

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The corporation is for profit.

8. The complete address of its principal office is:

Address: 3030 Warrenville Road, Suite 340

City: Lisle State: IL Zip Code: 60532



APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR-PROFIT CORPORATION (SS-4431)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286
Filing Fee: \$600.00

For Office Use Only

The name of the corporation is: Hudson Fiber Network Inc

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

Address: (same)

City: _____ State: _____ Zip Code: _____

10. List the name and complete address of each of its current officers:

Title	Name	Business Address	City, State, Zip
President	James A. Hyde	3030 Warrentville Rd, Suite 340	Lisle, IL 60532
EVP	Richard J. Coyle, Jr.	3030 Warrentville Rd, Suite 340	Lisle, IL 60532
VP-Treasurer-CF	Daniel L. Timm	3030 Warrentville Rd, Suite 340	Lisle, IL 60532

11. List the name and complete address of each of its current board of directors:

Name	Business Address	City, State, Zip
Marc Ganzi	3030 Warrentville Rd, Suite 340	Lisle, IL 60532
James A. Hyde	3030 Warrentville Rd, Suite 340	Lisle, IL 60532
Brian McMullen	3030 Warrentville Rd, Suite 340	Lisle, IL 60532

12. Professional Corporation: (required if the additional designation of "Professional Corporation" is entered in section 3.)

☐ I certify that this is a Professional Corporation.

Licensed Profession: _____

*Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

Signature Date

04/12/19

Signature

VP-Treasurer-CFO

Signer's Capacity

DANIEL L. TIMM

Name (printed or typed)

Submitter Information: Name: Lisa M. Cremona

Phone #: (505) 382-3822

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

HUDSON FIBER NETWORK INC
0400230408

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic For-Profit Corporation was registered by this office on May 06, 2008.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and office are:

**CORPORATION SERVICE COMPANY
PRINCETON SOUTH CORPORATE CTR
STE 160, 100 CHARLES EWING BLVD
EWING, NJ 08628**



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
12th day of April, 2019.*

Elizabeth Maher Muoio
State Treasurer

Certificate Number : 6096600372

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

00589-9510 04/17/2019 12:09 PM Received by Tennessee Secretary of State Tre Hargrett

Exhibit D

Management Biographies

Applicant will be managed and operated by capable, experienced executives and employees of its indirect parent, ESI, which individuals possess extensive managerial, financial, and technical experience in the telecommunications industry. These individuals have both highly effective management skills and considerable telecommunications expertise. The biographies of these key executives are submitted as evidence that Applicant possesses the managerial and technical capability necessary to provide high quality services to customers in Tennessee. Biographies of the key personnel that will be managing Applicant, are as follows:

James Hyde – Chief Executive Officer

James Hyde brings more than 20 years of experience in telecommunications and digital infrastructure to ExteNet as well as deep expertise in operations, general management and sales. Prior to joining ExteNet, Mr. Hyde served as President of Prepaid Group, Wholesale, Affiliates and Strategic Partnerships at Sprint, where he led the company's efforts to build out its MVNO and prepaid services businesses. Mr. Hyde also ran a number of other business units at Sprint including Boost Mobile, Virgin Mobile, and Assurance Wireless.

Previously, Mr. Hyde was the Executive Chairman at Fastback Networks, a wireless backhaul solutions provider. Earlier in his career, Mr. Hyde held management and board director roles at GPS Industries, Lumos Networks, NTELOS Holdings and T-Mobile UK.

Mr. Hyde graduated from Arizona State University with a Bachelor of Science degree in Finance and was a member of the 1988 U.S. Olympic weightlifting team. He has been active in several industry associations including Competitive Carriers Association (CCA) and CTIA where he previously served in various leadership roles.

Richard Coyle – Executive Vice President

Richard Coyle has over twenty years of growing and improving the operational, financial and market position of businesses.

Prior to his role with ExteNet, Mr. Coyle served as Operating Partner for Fiber at Digital Bridge Holdings LLC, where was responsible for executing the firm's investments in global fiber networks and lending his operations expertise to the businesses. Previously, Mr. Coyle served as Senior Vice President of Network Operations at Wilcon, a fiber and data center infrastructure solutions provider, where he built the company into a leading fiber provider for Los Angeles-serving enterprises, carriers and dark fiber customers.

Before joining Wilcon, Mr. Coyle was Senior Vice President of Operations at Zayo Group where he led operations for their metro fiber networks throughout the United States. He has also held management roles at American Fiber Systems, IDACOMM and Sierra Pacific Resources.

Mr. Coyle graduated from City University of New York-Queens College with a degree in Accounting.

Garth Williams – Executive Vice President and Treasurer

Garth Williams joined ExteNet Systems as its Executive Vice President & CFO in May 2019. Garth brings deep expertise in finance and accounting as well as management of finance departments to ExteNet.

For the past six years, Garth served as the Chief Financial Officer and Chief Administrative Officer for Kroll, a global cyber security, risk management and information services company. Previously, he served at American Tower Corporation in various senior finance roles including Investor Relations, International Reporting and Treasury. He began his career as an investment banker at Morgan Stanley and worked in their Melbourne, Hong Kong and New York offices.

Garth has degrees in accounting and finance from the University of Auckland and a law degree from Melbourne University.

H. Anthony Lehv – Senior Vice President & Secretary

H. Anthony Lehv joined ExteNet in 2016 and has brought extensive legal skills and experience to the company, with more than 20 years as a telecommunications and business lawyer in private practice and corporate law departments. Mr. Lehv was most recently a Partner in the telecommunications and real estate practice at Prince, Lobel & Tye, a Boston-based law firm, where he represented tower companies and DAS and small cell providers. He previously served as the General Counsel and Corporate Secretary at NextG Networks through its sale to Crown Castle in 2012. In addition, Anthony was a Senior Vice President and Associate General Counsel with American Tower Corporation from 2001 to 2011. Mr. Lehv began his career as an attorney in private practice in Washington, D.C. representing telecommunications and media companies. Mr. Lehv received his JD summa cum laude from The American University Washington College of Law and his BA in History from the University of Michigan.

Exhibit E

Financial Information

CONFIDENTIAL - PROVIDED UNDER SEAL

BEFORE THE
TENNESSEE PUBLIC UTILITIES COMMISSION
NASHVILLE, TENNESSEE

Application of)
)
)

HUDSON FIBER NETWORK INC)
)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)
)

Docket No. _____

Exhibit E

Financial Information

CONFIDENTIAL - PROVIDED UNDER SEAL

(FILED UNDER SEAL)

Exhibit F

Sworn Pre-Filed Testimony

**BEFORE THE
TENNESSEE PUBLIC UTILITIES COMMISSION
NASHVILLE, TENNESSEE**

Application of)

HUDSON FIBER NETWORK INC)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)

Docket No. _____

PRE-FILED TESTIMONY OF H. ANTHONY LEHV

I, H. Anthony Lehv, do hereby testify as follows in support of the application of Hudson Fiber Network Inc (“HFN”) 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.

A: My name is H. Anthony Lehv. My title is Secretary and Senior Vice President for HFN. My business address is 3030 Warrenville Road, Suite 340, Lisle, IL 60532.

Q: Please briefly describe your duties.

A: I am responsible for various legal and regulatory matters for ExteNet Systems, Inc. (“ESI”) and its subsidiaries, including HFN. I preside over all legal and regulatory matters for ESI and HFN. In total, I have more than 20 years of experience in the telecommunications industry. I am currently the Senior Vice President & General Counsel at ESI. I have served in my roles at ESI since 2016.

Q: Please describe your business experience and educational background.

A: I earned my law degree from The American University Washington College of Law, and a Bachelor's Degree from the University of Michigan. Prior to my current role, I was most recently a Partner in the telecommunications and real estate practice at Prince, Lobel & Tye, a Boston-based law firm, where I represented tower companies and DAS and small cell providers. I previously served as the General Counsel and Corporate Secretary at NextG Networks through its sale to Crown Castle in 2012. In addition, I was a Senior Vice President and Associate General Counsel with American Tower Corporation from 2001 to 2011. I began my career as an attorney in private practice in Washington, D.C. representing telecommunications and media companies.

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

A: Yes.

Q: Please describe the current corporate structure of HFN.

A: HFN is a direct, wholly owned subsidiary of Hudson Fiber Holdings, Inc. ("HF Holdings"), a Delaware corporation. HF Holdings is a direct, wholly owned of ESI, a privately held Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC ("Parent"), a Delaware limited liability company. Parent has executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Parent has no majority owner, but rather is owned by multiple private equity firms and certain individuals in management of ESI and its subsidiaries (collectively, "ExteNet"). The current corporate structure is as illustrated in **Exhibit A** to the above-referenced application.

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

A: Yes.

Q: Please describe HFN's financial qualifications.

A: As explained in the Application, Applicant possesses the financial qualifications necessary to conduct its telecommunications operations. Given that Applicant does not maintain financial statements separate from the consolidated financial statements of Applicant's parent company, ESI, for purposes of this Application, Applicant will rely on the financial statements of ESI to demonstrate Applicant's financial qualification to operate within the State of Tennessee. The most recent consolidated financial statements of ESI are provided under seal as Exhibit E.

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

A: HFN is technically and managerially qualified to provide competitive local exchange and interexchange services in Tennessee. HFN historically has provided high-bandwidth, low-latency fiber-base solutions to customers primarily in Illinois, New Jersey and New York, where HFN is authorized to provide intrastate telecommunications service. In addition, HFN provides domestic (interstate) and international telecommunications services pursuant to authorization. HFN was acquired by ESI in 2018 and is expanding its network reach and service offerings. HFN has access to a great depth of experience in the telecommunications industry through its parent company, ESI, which will provide extensive telecommunications business, technical, and managerial expertise to HFN. ESI's technical and managerial personnel are also well qualified to direct HFN's provisioning, delivery, billing and customer service for the proposed services. A description of the background of ESI's key personnel,

which demonstrates the extensive managerial experience available to HFN is attached hereto as **Exhibit D**.

Q: What services will HFN offer?

A: HFN seeks statewide authority to provide competing local exchange telecommunications services in Tennessee. Applicant will primarily provide point-to-point telecommunications services such as Private Line, Ethernet, Wavelength, Distributed Networks, and similar services to wholesale customers (e.g., other carriers and providers), government customers, and health care, education, financial services, and other enterprise customers. Applicant will provide services primarily using its own facilities and facilities leased from other carriers, but also seeks authority to provide service via resale arrangements. Applicant provides most of its services using fiber optic cable along with other equipment and facilities to originate, terminate, and amplify signals.

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

A: As discussed above, HFN will serve wholesale customers (e.g., other carriers and providers), government customers, and health care, education, financial services, and other enterprise customers.

Q: Does HFN 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?

A: HFN seeks authority to provide local exchange services in all service territories that are open to competition. HFN exchanges will mirror the exchange of the incumbent local exchange carrier in whose service territory HFN will provide service. HFN seeks authority to provide interexchange services statewide.

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

A: Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in the State of Tennessee, thereby driving prices closer to costs and ensuring just and reasonable rates in addition to promoting efficiency in the delivery of services and in the development of new services. HFN will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. Applicant historically has provided high-bandwidth, low-latency fiber-base solutions to customers primarily in Illinois, New Jersey and New York where HFN is authorized to provide intrastate telecommunications service. In addition, HFN provides domestic (interstate) telecommunications services pursuant to authorization. HFN was acquired by ESI in 2018 and is expanding its network reach and service offerings. Applicant also has experience in providing competitive and innovative products through its parent, ESI. Given that HFN and ESI share the same management team, HFN's customers will benefit from that team's knowledge and experience in the Tennessee market. HFN expects to offer customers a wide array of services, thus providing Tennessee consumers greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices. HFN agrees to adhere to all state laws and all Commission policies, rules and orders.

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

A: Yes.

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

A: No.

Q: Has any state ever revoked the certification of HFN or one of its affiliates?

A: No.

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

A: No. Out of an abundance of caution, HFN discloses the following administrative action involving its affiliate:

In Public Utility Commission of Texas ("Texas PUC") Docket No. 48977, the Texas PUC staff filed a Petition to revoke the Service Provider Certificate of Operating Authority ("SPCOA") of ExteNet Systems, Inc. ("ESI") on December 12, 2018 for allegedly failing to utilize its SPCOA to provide local exchange telephone service, basic local telecommunications or switched access service as required under the current rules of the Texas PUC. On June 12, 2019, Texas PUC staff filed a Notice of Withdrawal and Request to Close Docket in Docket No. 48977, withdrawing its request and requesting the docket be closed. The Texas PUC dismissed the case and closed the docket on June 20, 2019.

Q: Who is knowledgeable about HFN's operations and will serve as HFN's regulatory and customer service contact?

A: Regulatory Contact

Brian Kirk
Deputy General Counsel
Hudson Fiber Network Inc
3030 Warrenville Road, Suite 340
Lisle, IL 60532
630-505-3800 (tel)
compliance@util.extenetsystems.com

Customer Service Contact

Matt Simpson
Executive Director, Network Operations
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
630-505-3800 (tel)
msimpson@extenetsystems.com

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

A: Information requests related to this Application should be directed to our counsel set forth in the Application, with a copy to me. Together we will prepare a response and ensure the response is filed promptly and by any deadline set by staff. Following certification, information requests should be directed to me. I will ensure that the response is filed promptly and by any deadline set by staff.

Q: Does this conclude your testimony?

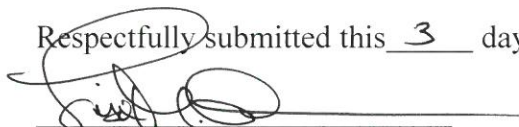
A: Yes.

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



H. Anthony Lehv
Secretary & Senior Vice President
Hudson Fiber Network Inc

Respectfully submitted this 3 day of September, 2019.



Notary Public

State of Illinois

County of DuPage

My commission expires 10/24/21

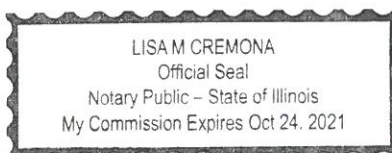


EXHIBIT G

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

Hudson Fiber Network Inc

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-112, as amended, Hudson Fiber Network Inc (“HFN” submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. HFN 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. HFN 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, HFN will make effort to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to HFN of such opportunities. HFN’s representatives intends to 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, HFN 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

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

Mark Gannon
Hudson Fiber Network Inc
3030 Warrenville Road, Suite 340
Lisle, IL 60532
630-505-3800 (tel)
mgannon@extenetsystems.com

Applicant intends the Administrator's responsibilities to include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Public Utilities Commission.

- (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 Public Utilities Commission, 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 Public Utilities Commission.
- (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 HFN 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 through which Applicant intends to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's

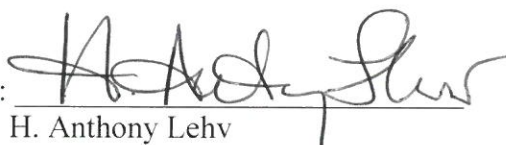
duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

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

HFN will submit records and reports required by the Tennessee Public Utilities Commission concerning the Plan. Moreover, HFN will cooperate fully with any surveys and studies required by the Tennessee Public Utilities Commission.

Hudson Fiber Network Inc

By: 
H. Anthony Lehv
Secretary and Senior Vice President

Dated: 09/03/19

EXHIBIT H

Notice of Application

**BEFORE THE
TENNESSEE PUBLIC UTILITIES COMMISSION
NASHVILLE, TENNESSEE**

Application of)
)
)

HUDSON FIBER NETWORK INC)
)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)
)

Docket No. _____

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Public Utility Commission Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on September 18th, 2019, Hudson Fiber Network Inc, filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in the State of Tennessee.

This 18th day of September , 2019.

Hudson Fiber Network Inc

By: Charles B Welch, Jr.
Charles B Welch, Jr.
Counsel for Applicant

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the Notice of Filing of the Application of Hudson Fiber Network Inc, for Authority to Provide Competing Local Exchange and Interexchange Service was served upon the following parties of record by depositing a copy of same in the United States Mail, First Class, Postage Prepaid, to their last known address as follows:

Ardmore Telephone Company

237 N. 8th Street
Mayfield, KY 42066

CenturyTel of Adamsville

P.O. Box 680644
Franklin, TN 37068

Century Tel of Ooltewah-Collegedale

P.O. Box 680644
Franklin, TN 37068

Crockett Telephone Company

P.O. Box 24207
Jackson, MS 39225

Frontier Communications of the Volunteer State

5003 S. Miami Blvd., Suite 300
Durham, NC 27703

Loretto Telephone Company

P.O. Box 130
Loretto, TN 38469

Peoples Telephone Company

P.O. Box 24207
Jackson, MS 39225

Tennessee Telephone Company

P.O. Box 22995
Knoxville, TN 37933

United Telephone Southeast, LLC

P.O. Box 680644
Franklin, TN 37068

BellSouth Telecommunications, LLC

333 Commerce Street
Nashville, TN 37201-3300

CenturyTel of Claiborne

P.O. Box 680644
Franklin, TN 37068

Concord Telephone Exchange, Inc.

P.O. Box 22995
Knoxville, TN 37933-0995

Frontier Communications of Tennessee

5003 S. Miami Blvd., Suite 300
Durham, NC 27703

Humphreys County Telephone Company

P.O. Box 22995
Knoxville, TN 37933

Millington Telephone Company, Inc.

4880 Navy Road
Millington, TN 38053

Tellico Telephone Company

P.O. Box 22995
Knoxville, TN 37933

United Telephone Company, Inc.

P.O. Box 38
Chapel Hill, TN 37034

West Tennessee Telephone Co.

P.O. Box 24207
Jackson, MS 39225

This the 18th day of September, 2019.

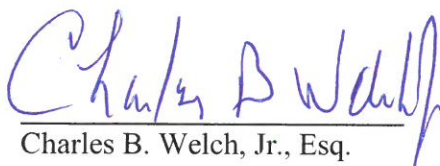

Charles B. Welch, Jr., Esq.

EXHIBIT I

Numbering Issues

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

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

Not applicable, as Applicant does not intend to provide voice services at this time.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

EXHIBIT J

Tennessee Specific Operational Issues

Please provide answers to the following questions concerning Tennessee Specific Operational Issues.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?

Yes.

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

Yes.

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

Not applicable, as Applicant does not intend to provide voice services at this time.

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

**Matt Simpson
Executive Director, Network Operations
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
630-505-3800 (tel)
msimpson@extenetsystems.com**

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

Applicant is aware of the above-referenced telemarketing status and regulations and will abide by them to the extent it undertakes telemarketing in Tennessee in the future.

Verification

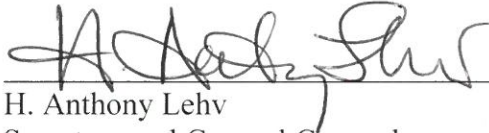
STATE OF ILLINOIS

COUNTY OF DU PAGE

§
§
§


VERIFICATION

I, H. Anthony Lehv, state that I am the Secretary and Senior Vice President of Hudson Fiber Network Inc ("HFN"); that I am authorized to make this Verification on behalf of HFN; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



H. Anthony Lehv
Secretary and General Counsel
Hudson Fiber Network Inc

Sworn and subscribed before me this 3rd day of September, 2019.


Notary Public

My commission expires 10/24/21

