

Morgan Lewis

Ronald W. Del Sesto, Jr.

Danielle Burt

Stephany Fan

ronald.delsesto@morganlewis.com

danielle.burt@morganlewis.com

stephany.fan@morganlewis.com

VIA OVERNIGHT DELIVERY & ELECTRONIC MAIL

20-00014

February 4, 2020

Chairman Robin Morrison
c/o Tory Lawless, Dockets and Records Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
tpuc.docketroom@tn.gov

**RE: E. Ritter Communications, LLC d/b/a Ritter Communications
Notification of Corporate Conversion and Resulting Name Change**

Dear Chairman Morrison:

E. Ritter Communications, LLC d/b/a Ritter Communications (formerly known as E. Ritter Communications, Inc.) (the "Company") hereby notifies the Commission that the Company's current name is "E. Ritter Communications, LLC d/b/a Ritter Communications" as a result of its conversion from a Tennessee corporation to a Delaware limited liability company and registration of an assumed name. The Company will separately submit a new tariff cover sheet reflecting these changes. Also included is a check for \$25.00 for the filing fee.

The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Certificate of Conversion in Delaware and did not entail any merger or other transactions that extinguish the existence of the Company. Attached hereto are the Company's conversion documents as Attachment A and the Company's filing information showing its authorization to transact business in Tennessee and assumed limited liability company name as Attachment B. Also attached as Attachment C is the General Surety Rider to reflect the Company's name change for its surety bond. The Company, therefore, requests that

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

the records of the Commission, including the Company's Certificate,¹ be updated to reflect its current name, "E. Ritter Communications, LLC d/b/a Ritter Communications."

To the extent necessary and pursuant to Commission Rule 1220-04-01-.08(2) and (3), the Company requests a waiver of the requirement to provide customer notice of the name change. The Commission may grant a request for waiver if good cause is shown. Here, requiring customer notice would not serve the purpose of the rule and may cause customer confusion. Customers will continue to receive service from E. Ritter Communications with the only change being its corporate form. As a result, the Commission should not require the Company to provide customer notice.

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "R. Del Sesto, Jr.", is written over the typed name.

Ronald W. Del Sesto, Jr.
Danielle Burt
Stephany Fan

*On behalf of E. Ritter Communications, LLC
d/b/a Ritter Communications*

¹ The Company is authorized as a market regulated competitive local exchange carrier (CLEC) under ID 129143.

ATTACHMENT A

Conversion Documents



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

E. Ritter Communications, LLC
CALEB SMITH
PO BOX 17040
JONESBORO, AR 72403-6718

November 13, 2019

Control # 721981

Effective Date: 11/13/2019

Document Receipt

Receipt # : 5104155	Filing Fee:	\$300.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$600.00
Deposit-Account - CFS-1, NASHVILLE, TN		\$300.00

ACKNOWLEDGMENT OF CONVERSION

E. Ritter Communications, Inc. converted from a **ARKANSAS For-profit Corporation** to
E. Ritter Communications, LLC
a **ARKANSAS Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.


Tre Hargett
Secretary of State

Processed By: Jeff Cook

Delaware

The First State

06

Page 1

Filed

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN ARKANSAS CORPORATION UNDER THE NAME OF "E. RITTER COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "E. RITTER COMMUNICATIONS, INC." TO "E. RITTER COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2019, AT 12:42 O'CLOCK P.M.



7675471 8100F
SR# 20197762363

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203880319
Date: 10-28-19

ES6807-3371 11/13/2019 12:27 PM Received by Tennessee Secretary of State Tre Hargett


State of Delaware
Secretary of State
Division of Corporations
Delivered 12:42 PM 10/28/2019
FILED 12:42 PM 10/28/2019
SR 20197762363 - File Number 7675471

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Corporation first formed is the State of Arkansas.
2. The jurisdiction immediately prior to filing this Certificate is the State of Arkansas.
3. The date the Corporation first formed is April 17, 1990.
4. The name of the Corporation immediately prior to filing this Certificate is E. Ritter Communications, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is E. Ritter Communications, LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 28th day of October, 2019.

By: 
Name: Alan G. Morse
Title: President

[Signature Page to Certificate of Conversion]

B0607-9373 11/13/2019 12:27 PM Received by Tennessee Secretary of State Tre Hargett

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "E. RITTER
COMMUNICATIONS, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH
DAY OF OCTOBER, A.D. 2019, AT 12:42 O'CLOCK P.M.



7675471 8100F
SR# 20197762363

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203880319
Date: 10-28-19

B0607-9374 11/13/2019 12:27 PM Received by Tennessee Secretary of State Tre Hargett

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:42 PM 10/28/2019
FILED 12:42 PM 10/28/2019
SR 20197762363 - FileNumber 7675471

CERTIFICATE OF FORMATION

OF

E. RITTER COMMUNICATIONS, LLC

This Certificate of Formation of E. Ritter Communications, LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

FIRST: The name of the Company is E. Ritter Communications, LLC.

SECOND: The address of the registered office of the Company in Delaware is 1209 Orange St., in the City of Wilmington, County of New Castle, 19801 and its registered agent at such address is The Corporation Trust Company.

[Signature Page Follows]

B0607-9375 11/13/2019 12:27 PM Received by Tennessee Secretary of State Tre Hargett

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 28th day of October, 2019.

By:



Name: Alan G. Morse

Title: Authorized Person

[Signature Page to Certificate of Formation]

B0607-9376 11/13/2019 12:27 PM Received by Tennessee Secretary of State Tre Hargett

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

Page 1 of 2



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

For Office Use Only

Filed

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

To The Secretary of the State of Tennessee:

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

1. The name of the Limited Liability Company is: E. Ritter Communications, LLC

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

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

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 10 / 28 / 2019 and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

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

3. This company has the additional designation of: _____

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

Name: C T Corporation System

Address: 300 Montvue Rd

City: Knoxville State: TN Zip Code: 37919-5546 County: Knox

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

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

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

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

10. The complete address of its principal executive office is:

Address: 2400 Ritter Drive

City: Jonesboro State: AR Zip Code: 72401

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

Page 2 of 2



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

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

For Office Use Only

The name of the Limited Liability Company is: E. Ritter Communications, LLC

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

Address: _____

City: _____

State: _____

Zip Code: _____

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

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

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

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

Licensed Profession: _____

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

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

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

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

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

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

16. Other Provisions: _____

11-7-19
Signature Date

Alan G. Morse
Signature

Authorized Person

Signer's Capacity (if other than individual capacity)

Alan G. Morse

Name (printed or typed)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E. RITTER COMMUNICATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF NOVEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7675471 8300

SR# 20197977586

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203960529

Date: 11-07-19

BS607-9379 11/13/2019 12:27 PM Received by Tennessee Secretary of State Tre Hargett

ATTACHMENT B

Filing Information in Tennessee



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

Filing Information

Name: **E. Ritter Communications, LLC**

General Information

SOS Control #	000721981	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	04/17/1990
	06/07/2013 3:23 PM	Fiscal Year Close	12
Status:	Active	Member Count:	1
Duration Term:	Perpetual		
Managed By:	Member Managed		

Registered Agent Address

C T CORPORATION SYSTEM
300 MONTVUE RD
KNOXVILLE, TN 37919-5546

Principal Address

2400 RITTER DR
JONESBORO, AR 72401-6241

The following document(s) was/were filed in this office on the date(s) indicated below:

Date Filed	Filing Description	Image #
12/20/2019	Duplicate Name Consent	B0770-6710
	Consent Method Changed From: No Value To: Both entities will share name and registered agent	
	Consent Given to Control # Changed From: No Value To: 000829767	
	Consent Given to Name Changed From: No Value To: E. Ritter Communications Holdings, LLC	
	Name Given Changed From: No Value To: Ritter Communications	
12/20/2019	Duplicate Name Consent	B0770-6712
	Consent Method Changed From: No Value To: Both entities will share name and registered agent	
	Consent Given to Control # Changed From: No Value To: 001066005	
	Consent Given to Name Changed From: No Value To: Millington CATV, LLC	
	Name Given Changed From: No Value To: Ritter Communications	
12/20/2019	Duplicate Name Consent	B0770-6714
	Consent Method Changed From: No Value To: Both entities will share name and registered agent	
	Consent Given to Control # Changed From: No Value To: 001066006	
	Consent Given to Name Changed From: No Value To: MTEL Long Distance, LLC	
	Name Given Changed From: No Value To: Ritter Communications	
12/20/2019	Duplicate Name Consent	B0770-6716
	Consent Method Changed From: No Value To: Both entities will share name and registered agent	

Filing Information

Name: E. Ritter Communications, LLC

Consent Given to Control # Changed From: No Value To: 001066003	
Consent Given to Name Changed From: No Value To: Millington Telephone Company, LLC	
Name Given Changed From: No Value To: Ritter Communications	
12/02/2019 Conversion	B0785-2136
Filing Name Changed From: E. Ritter Communications, LLC To: E. Ritter Communications, Inc.	
Registered Agent First Name Changed From: No Value To: JOHN	
Registered Agent Last Name Changed From: No Value To: STRODE	
Registered Agent Middle Name Changed From: No Value To: D	
Registered Agent Organization Name Changed From: C T CORPORATION SYSTEM To: No Value	
Registered Agent Physical Address 1 Changed From: 300 MONTVUE RD To: 4880 NAVY RD	
Registered Agent Physical City Changed From: KNOXVILLE To: MILLINGTON	
Registered Agent Physical County Changed From: KNOX COUNTY To: SHELBY COUNTY	
Registered Agent Physical Postal Code Changed From: 37919-5546 To: 38053-2031	
01/22/2019 2018 Annual Report	B0642-8808
Principal Address 3 Changed From: No value To: LEXANNE HORTON	
05/08/2018 Assumed Name Renewal	B0531-9530
Assumed Name Changed From: Ritter Communications To: Ritter Communications	
Expiration Date Changed From: 06/07/2018 To: 05/08/2023	
03/31/2018 2017 Annual Report	B0526-1073
02/14/2017 2016 Annual Report	B0346-2501
02/08/2016 2015 Annual Report	B0196-0766
03/27/2015 2014 Annual Report	B0076-6787
03/17/2014 2013 Annual Report	7302-1608
Principal Address 1 Changed From: 10 ELM ST To: 2400 RITTER DR	
Principal City Changed From: MARKED TREE To: JONESBORO	
Principal Postal Code Changed From: 72365-2211 To: 72401-6241	
06/10/2013 Duplicate Name Consent	7212-1213
Consent Method Changed From: No Value To: Both entities will share name and registered agent	
Consent Given to Control # Changed From: No Value To: 000361334	
Consent Given to Name Changed From: No Value To: MTEL LONG DISTANCE, INC.	
Name Given Changed From: No Value To: Ritter Communications	
06/10/2013 Duplicate Name Consent	7212-1199
Consent Method Changed From: No Value To: Both entities will share name and registered agent	
Consent Given to Control # Changed From: No Value To: 000090922	
Consent Given to Name Changed From: No Value To: MILLINGTON CATV, INC.	
Name Given Changed From: No Value To: Ritter Communications	
06/10/2013 Duplicate Name Consent	7212-1201

Filing Information

Name: **E. Ritter Communications, LLC**

Consent Method Changed From: No Value To: Both entities will share name and registered agent

Consent Given to Control # Changed From: No Value To: 000021179

Consent Given to Name Changed From: No Value To: MILLINGTON TELEPHONE COMPANY, INC.

Name Given Changed From: No Value To: Ritter Communications

06/07/2013 Initial Filing

7212-0731

06/07/2013 Assumed Name

7212-0735

New Assumed Name Changed From: No Value To: Ritter Communications

Active Assumed Names (if any)

Ritter Communications

Date

06/07/2013

Expires

05/08/2023

ATTACHMENT C

Surety Bond Rider

RIDER

Travelers Casualty and Surety Company of America
One Tower Square, Hartford, CT 06183

To be attached to and form a part of:

Bond No. 105928361

Type of Bond: Telecommunications Service Provider

Executed by E. Ritter Communications, Inc., as Principal, and by Travelers Casualty and Surety Company of America, as Surety, in favor of Tennessee Regulatory Authority and dated June 14, 2013.

In consideration of the premium charged for the attached bond, it is hereby agreed to change:
Principal Name

From:
E. Ritter Communications, Inc.

To:
E. Ritter Communications, LLC. d/b/a Ritter Communications

This rider is effective January 16, 2020.

This rider is executed upon the express condition that the surety's liability under said bond shall not be cumulative and shall in no event exceed the amount specifically set forth in said bond or any existing certificate changing the amount of said bond. The referenced bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified.

SIGNED, SEALED AND DATED this 16th day of January, 2020.

**E. Ritter Communications, LLC. d/b/a Ritter
Communications**

By: _____

Principal

Travelers Casualty and Surety Company of America

By: _____

Elizabeth Browning Attorney-in-Fact

*RIDER ACCEPTED BY:

(Obligee)

Date

*If Obligee signature required, please sign duplicate and return to Surety.

TRAVELERS

Travelers Casualty and Surety Company of America
Travelers Casualty and Surety Company
St. Paul Fire and Marine Insurance Company

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company are corporations duly organized under the laws of the State of Connecticut (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint **Elizabeth Browning** of Little Rock, Arkansas, their true and lawful Attorney-in-Fact to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof 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, the Companies have caused this instrument to be signed, and their corporate seals to be hereto affixed, this **3rd** day of **February**, 2017.



State of Connecticut

City of Hartford ss.

By: Robert L. Raney
Robert L. Raney, Senior Vice President

On this the **3rd** day of **February**, 2017, before me personally appeared **Robert L. Raney**, who acknowledged himself to be the Senior Vice President of Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.

My Commission expires the **30th** day of **June**, 2021



Marie C. Tetreault
Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, **Kevin E. Hughes**, the undersigned, Assistant Secretary of Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which remains in full force and effect.

Dated this **16th** day of **January**, 2020



Kevin E. Hughes
Kevin E. Hughes, Assistant Secretary

To verify the authenticity of this Power of Attorney, please call us at 1-800-421-3880.
Please refer to the above-named Attorney-in-Fact and the details of the bond to which the power is attached.