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April 14, 2020

Hon. Robin L. Morrison, Chairman
c/o Ectory Lawless, Docket Room Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

Re: Application of Full Tilt Communications, LLC for a State-Issued Certificate of Franchise Authority, TPUC Docket No. 20-00054

Dear Chairman Morrison:

Enclosed please find the *Application of Full Tilt Communications, LLC for a State-Issued Certificate of Franchise Authority* (the "Application"). Also enclosed is a check in the amount of \$5,000.00 for the application fee pursuant to Tenn. Code Ann. § 7-59-305(b)(1). Please note that the Application includes two Exhibits being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**. Accordingly, these **CONFIDENTIAL** Exhibits should not be included in the public docket. Both a public version and a nonpublic, **CONFIDENTIAL** version of the Exhibits are attached.

As instructed by the Commission's General Counsel, I am filing this Application electronically with a hard copy, which includes the application fee, to follow.

The Applicant is a wholly owned subsidiary of Vero Fiber Networks, LLC which has a certificate of convenience and necessity to provide telecommunications services in Tennessee and, as described herein, will provide financial, technical and managerial support for Full Tilt Communications, LLC.

The Applicant intends to offer video or cable service and/or new broadband internet service in certain cities and unincorporated portions of Shelby County, Tennessee. Included in the Application is a **CONFIDENTIAL** map of the Applicant's fiber network, the construction of which can begin as soon as this Application is approved and the Applicant executes a pole attachment agreement with Memphis Light, Gas & Water. In light of the importance of broadband internet access, especially during this period, I would urge the agency to review and approve the Application as soon as possible.

Sincerely,

BRADLEY ARANT BOULT CUMMINGS LLP

By:

A handwritten signature in blue ink, appearing to read "Henry Walker", written over the printed name.
Henry Walker

HW/ads
Attachment

4836-4415-4298.1
216780-301001

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

IN RE:)
)
)
APPLICATION OF FULL TILT)
COMMUNICATIONS, LLC FOR A)
STATE-ISSUED CERTIFICATE OF)
FRANCHISE AUTHORITY)

DOCKET NO. 20-00054

AFFIDAVIT OF GREGORY FRIEDMAN

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I, Gregory Friedman, having been duly sworn in accordance with the law, state as follows:

1. Name of Applicant.

I, Gregory Friedman, do hereby attest to being Chief Financial Officer of Full Tilt Communications, LLC ("Applicant"). I am authorized to make this Affidavit on behalf of the Applicant.

2. Application Fee (Tenn. Code Ann. § 7-59-305(b)(1)).

The Applicant submits the application fee of \$5,000.00 with this application based on a service area population between 500,000 and 1,000,000, as reflected by the most recent decennial census.

3. Compliance with Applicable Laws (Tenn. Code Ann. § 7-59-305(c)(1)).

The Applicant agrees to comply with all applicable federal and state laws and regulations, to the extent that such state laws and regulations are not in conflict with or superseded by the

provisions of Tennessee Code Annotated Code Title 7, Chapter 59, Part 3 or other applicable law, and will timely file with the Federal Communications Commission (“FCC”) all forms required by the FCC in advance of offering video services or cable services.

4. Description of Municipalities and/or Unincorporated Areas Within Counties to be Served (Tenn. Code Ann. § 7-59-305(c)(2)).

The Applicant will serve the cities of Memphis, Bartlett, Millington and Germantown, as well as unincorporated portions of Shelby County as shown in **confidential Exhibit A**, which shows the Applicant’s proposed network.

5. Provision of cable service to service areas (Tenn. Code Ann. § 7-59-305(c)(3)).

Full Tilt Communications, LLC intends to begin to offer video or cable services and/or provide new broadband Internet service in each of the municipalities and the unincorporated areas of Shelby County shown in **Exhibit A** within twenty-four (24) months of the date of the issuance of a state-issued certificate of franchise authority, in accordance with § 7-59-311(d).

6. Indemnification (Tenn. Code Ann. § 7-59-305(c)(4)).

The Applicant agrees to indemnify and hold harmless, in accordance with Tenn. Code Ann. § 7-59-318, the state, municipality, county and any employee or representative of the state, municipality or county, as well as any political subdivision of the state and any employee or representative of the political subdivision, individually and collectively, referred to in Tenn. Code Ann. § 7-59-318 as the “indemnatee”.

7. Applicant Contact Information (Tenn. Code Ann. § 7-59-305(c)(5)).

The Applicant’s principal place of business is:

Full Tilt Communications, LLC
242 Rangeline Road
Longwood, FL 32750-4035
Tel: (731) 300-6441
www.fulltiltcom.com

The principal executive officers are:

Pamela Moore, President
Gregory Friedman, Chief Operating Officer

The following attorney is authorized to represent Full Tilt Communications, LLC before the Tennessee Public Utility Commission:

Henry Walker
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, TN 37203
Tel: (615) 252-2363
hwalker@bradley.com

8. Financial, Managerial and Technical Qualifications to Provide Cable or Video Service and/or Broadband Internet Service (Tenn. Code Ann. §§ 7-59-305(c)(6) and(d)(2).

The Applicant is a wholly owned subsidiary of Vero Fiber Networks, LLC (“Vero Fiber”) that in 2018 was granted a certificate to provide telecommunications services in Tennessee. Vero Fiber currently provides a full range of telecommunications service in Tennessee. As such, the Applicant has the financial, managerial and technical qualifications to provide cable or video service and/or broadband internet service.

Financial Qualifications. Applicant has the financial ability to render the services for which this Application is submitted. In support of its financial qualifications, Applicant submits the pro forma financial report of its corporate parent, on a confidential basis, provided in **confidential Exhibit C**. Because Applicant is a privately held company, Applicant requests that the financial statements appended hereto be treated as confidential.

- a. Managerial Qualifications.** As shown in **Exhibit B** of this Application, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee as Vero Fiber is doing now. As

shown in the exhibit, the Applicant's management team has extensive management and business experience in telecommunications.

- b. **Technical Qualifications.** As noted in the biographies in **Exhibit B**, the principal officers of the company include many individuals with several years of telecommunications expertise. Thus, the Applicant is technically qualified to provide the proposed service.

9. Customer Service Complaint Handling Process (Tenn. Code Ann. § 7-59-305(c)(7)).

The Applicant understands the importance of effective customer service for local service customers. The Applicant will make arrangements for its customers to call the company at (800) 691-8376, its toll-free customer service number. In addition, customers will be able to contact the company in writing at the headquarters address, as well as via email. The toll-free number will be provided on each customer's agreement for services. The customer service contact person knowledgeable about Applicant's operations is John Real, EVP. Mr. Real's contact information is as follows:

John Real, EVP, Product and Sales
Full Tilt Communications, LLC
242 Rangeline Road
Longwood, FL 32750-4035
Tel: (731) 300-6441
fulltiltcommunications@gmail.com

10. Notice to Affected Local Governing Authorities (Tenn. Code Ann. § 7-59-305(c)(8)).

The Applicant has provided notice and a copy of this Affidavit to each local government that would be affected by the State-issued certificate of franchise authority at the addresses set forth in **Exhibit D**. A map of the proposed service area is included in **Exhibit A**. The Applicant will comply with all applicable local ordinance or resolution requiring notice to other entities with facilities in the rights of way.

11. Non-discrimination and Service Deployment Requirements (Tenn. Code Ann. § 7-59-305(c)(9)).

The Applicant agrees to comply with the requirements of Tennessee Code Annotated Title 7, Chapter 59, Part 3, expressly including the applicable non-discrimination and service deployment requirements of Tenn. Code Ann. § 7-59-311. The Applicant hereby acknowledges the provisions of Tenn. Code Ann. § 7-59-311 and 312 relevant to enforcement of non-discrimination and deployment requirements. A copy of the Applicant's deployment plan is attached hereto as **Exhibit A**, which is being submitted as **CONFIDENTIAL** and filed **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY**.

12. Notice to Affected Local Government Entities (Tenn. Code Ann. § 7-59-305(c)(10)).

Following issuance of the State-issued certificate of franchise authority, the Applicant will provide notice to any affected local governing authority ten (10) days prior to providing service in that jurisdiction.

13. Minority-Owned Business Plan (Tenn. Code Ann. § 7-59-305(c)(11)).

The Applicant agrees to comply with its Minority-Owned Business Plan, which is attached as **Exhibit E**.



Affidavit of Gregory Friedman.pdf

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E-Signature Summary

E-Signature 1: Gregory Alan Friedman (GF)

April 14, 2020 11:21:29 -8:00 [090F28DD100B] [10.0.0.5]
gfriedman@veronetworks.com (Principal) (ID Verified)

E-Signature Notary: Stephanie Covington (Sgc)

April 14, 2020 11:21:29 -8:00 [0E380AFFD49C] [10.0.0.5]
sgcovington@bradley.com
I, Stephanie Covington, did witness the participants named above electronically sign this document.



FURTHER AFFIANT SAYETH NOT.

Gregory Alan Friedman

Signed on 2020/04/14 11:21:29 -8:00

Gregory Friedman, Chief Financial Officer

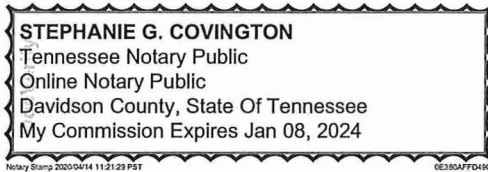
STATE OF TENNESSEE

COUNTY OF DAVIDSON

Sworn and subscribed before me this
14th day of April, 2020.


Notary Public

My Commission Expires: January 8, 2024



PUBLIC EXHIBIT A

The Applicant's confidential Exhibit A showing a map of the service area and the Applicant's proposed network has been filed under seal.

CONFIDENTIAL EXHIBIT A

EXHIBIT B

EXHIBIT B

Biographies of Principle Officers and Key Technical Staff

Pamela Moore

Pam Moore is the President and Chief Operating Officer of Full Tilt Communications, LLC and the Chief Operating Officer of Vero Fiber Networks, LLC. Pam has 22 years of experience in the telecommunications industry. Before joining Full Tilt, Pam was Principal/Owner of a consulting company advising clients on fiber and data center transactions. Previously, Pam served 8 years at Zayo Group, holding leadership roles in the Ethernet, Long Haul Dark Fiber and datacenter business units. Prior to Zayo, Pam held management roles at ICG and Level 3 Communications. Pam has a BSBA in Finance from the University of Denver and an MBA from Regis University.

Greg Friedman

Greg Friedman is the Chief Operating Officer of Full Tilt Communications and of Vero Fiber Networks, LLC. Greg has 17 years of experience in the telecommunications, financial services and real estate industries. Greg was previously Executive Vice President at Zayo Group, LLC, where he managed all aspects of Zayo's datacenter business (colocation and cloud computing). Prior to that, Greg held various executive roles at Zayo, including CFO of Zayo's Fiber Infrastructure business and Senior Vice President / General Manager of Zayo's Ethernet business, as well as management positions at Level 3 Communications, Deloitte, and Cap Gemini. He received a BS in Economics from the University of Pennsylvania and an MBA with Honors from the Wharton School.

John Real

John Real is the EVP of Product and Sales for Full Tile Communications and EVP of Vero Fiber Networks, LLC. John has 17 years of experience in the telecommunications industry. Prior to Full Tilt, John spent over seven years at Zayo, holding various executive roles. During his tenure, John was charged with leading various segments of its enterprise sales channel and was responsible for strategic channel relationships, creating and fostering Zayo's relationships with various public and private partners including VARs, Equipment Vendors, Data Centers and Municipalities. During his tenure at Zayo, he also ran the Ethernet Product Group, overseeing all strategic product decisions, P&L, implementation, delivery and engineering. Prior to Zayo, John spent 3 years as CEO of VoicePipe, an internet and telephony provider that was acquired by Zayo in 2007. John started his telecom career at ICG Communications.

David Hill

David Hill is the Director of Operations and Outside Plant at Full Tilt Communications and a Director of Operations at Vero Fiber Networks, LLC. David has over 32 years of Network Engineering and Operations experience in the wireline and wireless industries. Prior to joining Full Tilt, he worked at Zayo Group for 6 years holding several Operations and Implementation positions the most recent of which was as Sr Director of Implementation for the South Region Fiber Solutions group. David has also held senior and leadership positions with Atlantic Tower, Segra, Lightsquared, Ericsson, Sprint, Nextel, BellSouth Mobility, and BellSouth. David earned a BSEE and an MBA from the University of South Carolina and is a licensed Residential Builder.

PUBLIC EXHIBIT C

Applicant submitted its confidential financial information to the Tennessee Public Utility Commission under seal as Confidential Exhibit C.

CONFIDENTIAL EXHIBIT C

EXHIBIT D

Notice of this Application has been mailed to the following local officials in the service area of the Applicant:

Office of the Mayor
125 N. Main Street, Suite 700
Memphis, TN 38103

Office of the Mayor
7950 Memphis Street
Millington, TN 38053

Office of the Mayor
6400 Stage Road
P.O. Box 341148
Bartlett, TN 38184

Office of the Mayor
1930 South Germantown Road
Germantown, TN 38138

Office of the Mayor
160 N. Main, 11th Floor
Memphis, TN 38103

EXHIBIT E

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN
FULL TILT COMMUNICATIONS, LLC**

Pursuant to T.C.A. § 65-5-112, as amended, Full Tilt Communications, LLC (“Full Tilt”) 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, T.C.A. is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Full Tilt is committed to the goals of § 65-5-112, T.C.A. and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Full Tilt 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, Full Tilt will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Full Tilt of such opportunities. Once it begins operations, Full Tilt 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, Full Tilt 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, T.C.A.:

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

Full Tilt’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 Full Tilt’s full efforts to provide equal opportunities for small and minority owned businesses. The Administrator of the Plan will be:

Gregory Friedman
Full Tilt Communications, LLC
Chief Financial Officer
PO Box 773811
Steamboat Springs, CO 80477
(731) 300-6441
fulltiltcommunications@gmail.com

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with T.C.A. § 65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in T.C.A. § 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 Full Tilt 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

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

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

By: Gregory Friedman
Administrator

Dated: January 1, 2020