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December 22, 2022

Via: U.S. Mail and Electronic Mail

22-00140

TN Public Utilities Commission
Andrew Jackson State Office Bldg.
502 Deadrick St.
4th Floor
Nashville, TN 37243

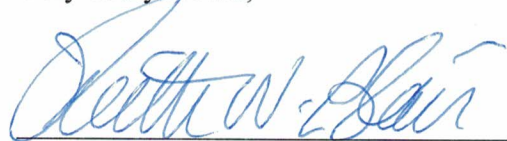
Attention: Ectory R. Lawless

RE: Application of Loretto Telecom for Certificate to Provide Competing Local Telecommunications Services in Tennessee

Dear Ms. Lawless:

Please find attached the documents required to apply for a Certificate to Provide Competing Local Telecommunication Services in Tennessee for Loretto Telecom. I am also mailing the original documents and four copies along with a check in the amount of \$25.00 for the application fee for the same. Should you have any questions please feel free to contact me.

Very Truly Yours,



Keith W. Blair

KWB/sh
Enclosures

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

IN RE:

**IN THE MATTER OF THE
APPLICATION OF LORETTO
TELECOM FOR A CERTIFICATE
TO PROVIDE COMPETING LOCAL
TELECOMMUNICATION SERVICES**

Docket No.: 22-00140

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATION SERVICES**

Loretto Communications Services, Inc. (“Loretto”, or “Loretto Telecom” or “Petitioner”), by its undersigned counsel, and pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Public Utility Commission and Section 253 of the Federal Telecommunications Act of 1996 (“Act”), respectfully requests that the Tennessee Public Utility Commission (“TPUC”) grant to them authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Loretto is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services as required in T.C.A. §65-4-201, and/or the Act.

In support of its Application, Loretto submits the following:

I. Corporate Information of Loretto

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

Loretto Telecom
136 S. Main
P. O. Box 130
Loretto, TN 38469
Telephone: 931-853-4351
Facsimile: 931-853-4329

Loretto Telecom is a wholly owned subsidiary of SkyBest Communication, Inc., a subsidiary of Skyline Telephone Membership Corporation and is a diversified telecommunications company that is duly certified to do business in the State of Tennessee and is in good standing. **Exhibit "A"**.

2. The name and address of Loretto counsel and the address of the primary contact person at Loretto to whom all correspondence and inquiries regarding this application should be directed are:

Designated Contacts:

Keith W. Blair, Tennessee Counsel
Taylor, Pigue, Marchetti & Blair, PLLC
2908 Poston Avenue
Nashville, Tennessee 37203
Telephone: (615) 320-3225
Facsimile: (615) 320-3244
Email: kblair@tpmblaw.com

Jason Shelton
General Manager
Loretto Telecom
136 South Main Street
P. O. Box 130
Loretto, TN 38469
Telephone: 931-853-4351
Facsimile: 931-853-4329
Email: jason.shelton@lorettotel.com

Bridget Holden
Operations Supervisor
Loretto Telecom
136 South Main Street
P.O. Box 130
Loretto, TN 38469
Telephone: 931-853-4351
Facsimile: 931-853-4329
Email: bridget.holden@lorettotel.com

Rebecca Hardiman
Accounting Supervisor
Loretto Telecom
136 South Main Street
P.O. Box 130
Loretto, TN 38469

Telephone: 931-853-4351
Facsimile: 931-853-4329
Email: Rebecca.hardiman@lorettotel.com

3. Corporate Structure & Officers:

The Board of Directors and officers of Loretto is provided in **Exhibit "B"**. The organizational chart of the corporate organizational structure of the parent company, SkyBest Communications, Inc., a subsidiary of Skyline Telephone Membership Corporation, is provided in **Exhibit "C"**. The Bylaws of Loretto Telecom is provided in **Exhibit "D"**. The resumes of the principal officers and any other key technical staff are provided in **Exhibit "E"**.

II. Qualifications

Loretto possesses the managerial, technical and financial ability to provide local telecommunications services state wide as demonstrated below.

A. Managerial Qualifications:

Loretto is led by Jason Shelton, General Manager, and he is supported by dedicated employees and other highly qualified and competent persons who will all be available to assist in the proper management and operation of providing the proper telecommunications services in Tennessee. These persons are competent in switching, engineering, operations, and marketing.

Exhibit "E" provides a list of key management staff that will be utilized in Loretto's operation and includes background information on the qualifications and experience of these individuals. These persons provide Loretto with decades of experience in the telecommunications industry and Loretto will clearly be able to use this experience and these qualifications to properly manage this operation in a legal, proper, and sound manner.

B. Technical Qualifications:

Loretto is certainly technically qualified to provide local exchange service in Tennessee as requested. It is herein certified that Loretto will satisfy the standards established by the TPUC and will file and maintain tariffs in the manner prescribed by the TPUC and will meet the minimum basic local standards, including quality of service and billing standards, required of all LEC's regulated by the TRA. Loretto will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carriers' Systems.

Loretto will serve the proposed area via FTTP. Loretto has always believed in maintaining a state of the art network and in 2018 made a strategic decision to overbuild their entire service area utilizing FTTP technology. At this point Loretto has reached 49.7% of served customers with fiber to the premise in their service area. Loretto currently covers 319.94 square miles in Lawrence County, Tennessee. To date, Loretto has converted over 667 of its customers to FTTP.

From experience and qualification, Loretto is duly qualified to properly provide engineering services as needed for the operation. Further, Loretto has a relationship with Palmetto Engineering and Consulting of Greenville, South Carolina. Initial construction for the intended service offering will consist of direct buried and will also utilize joint use poles and will be completed in a manner consistent with RUS standards. Both in-house and contract crews will be used during this deployment. Splicing will be completed via fusion splicing machines resulting in the highest quality splices. Loretto has always taken great pride in their network infrastructure and their Internet core and transport are no different. They have tried to design their network so that hardware failures or backhaul outages do not result in large scale outages for their customers. The primary goal when establishing these connections was to avoid a situation where an outage with one of our peering partners could severely affect connectivity with the world and our customer's Internet experience. Our peering connections and routers are constantly monitored to ensure adequately bandwidth and availability for our broadband customers.

Customer service needs will be met for any repair and maintenance needs. A number (931-853-4357) is provided for 24/7 access to repair services. Customers will speak to a live person who will assist in the trouble shooting process. In addition, customers may contact Loretto via their online contact form at www.lorettotel.com/contact, they may chat live with a Repair Services Specialist from 8:00 to 4:30 on Monday through Friday, or they may email techsupport@lorettotel.net. If a customer needs to contact the company in writing, the address for the corporate office is P.O. Box 130, Loretto, TN 38469. The contact for the person knowledgeable about Loretto's operations is Jason Shelton, 931-853-4351.

C. Financial Qualifications:

Loretto provides as **Exhibit "F"**, (**FILED UNDER SEAL AS CONFIDENTIAL**) its Consolidated Financial Statement for the period ending December 31, 2021. This demonstrates that Loretto is financially qualified to provide local exchange service in the area set out in this Application. Since its existence, Loretto has remained profitable and maintained access to working capital necessary to fund its operations. The company has a number of financing vehicles in place to ensure adequate liquidity in meeting its anticipated funding needs of this operation, including the financial strength and capabilities of its parent company, Skybest. Provided as **Exhibit "G"** is the Projected Financial Statement (3 years) and as **Exhibit "H"** the Skyline audited Financials for the year ending 2021 (**FILED UNDER SEAL AS CONFIDENTIAL**). Further provided as **Exhibit "I"** is the Tennessee Telecommunications Service Provider's Surety Bond effective December 13, 2018, as required by the Tennessee Regulatory Authority as pertains to Loretto .

Loretto has thoroughly examined and studied the feasibility to provide the requested services and has prepared a business plan to carry out its proposal once it is granted approval of this Application and any other legal requirements. Provided as **Exhibit "J"** is an estimated cost of network, switches, and unbundled network elements for the project.

III. Regulatory Obligations and Commitments

A. Loretto is familiar with and will adhere to all applicable TPUC rules, policies and orders governing the provisions of local exchange communications services in the State of Tennessee, including those set forth in Rule 1220-4-8-.04(3).

B. Loretto submits a Small and Minority Owned Telecommunications Business Participation Plan annually with the TPUC. Loretto will adhere to its most current Small and Minority Owned Telecommunications Business Participation Plan currently on file with the TRA. Provided as **Exhibit "K"** is the Small and minority Owned Telecommunications Business Participation Plan of Loretto.

C. Toll Dialing Parity Plan: **Exhibit "L"**.

D. Tennessee Specific Operational Issues: Statements provided in **Exhibit "M"**.

E. In compliance with the TPUC's rules, Loretto shall either directly or through other arrangements, provide the directory, blocking, support, interconnection and other services mandated by the TPUC as required and applicable.

F. Customers with service, billing and repair questions, and complaints may reach Loretto twenty-four (24) hours per day, seven (7) days per week using the following toll-free customer service number 931-853-4351: Inquiries about customer service issues may be directed to:

Jason Shelton
General Manager
Loretto Telecom
P.O. Box 136
Loretto, TN 38469

G. Loretto will handle repair and maintenance in Tennessee as follows:

Loretto customers may call the number above to report service problems requiring repair or maintenance. Loretto will respond to repair and maintenance calls promptly and, when necessary, dispatch a service technician or otherwise respond to the service ticket as soon as possible. All reasonable efforts will be made to address and resolve customer's concerns as quickly as possible with Loretto completely understanding the need of its customers to have efficient and operable telecommunications services.

H. To the extent that Loretto collects deposits from new customers, they will fully comply with the applicable rules and regulations of the TPUC regarding the same.

I. Loretto will file Tariff Revisions, if necessary, following approval of its Application and before providing the services referenced herein.

J. Loretto will adhere and fully comply with all applicable Federal Communication Commission ("FCC") telemarketing and carrier change rules as pertains to local and long distance carriers, as well as any applicable Tennessee policies, rules and orders governing such carrier changes.

K. Loretto is aware and will adhere to the telemarketing statutes and regulations found in T.C.A. § 55-4-401 through § 65-4-408, and in Chapter 1220-4-11 of the TPUC's rules and regulations.

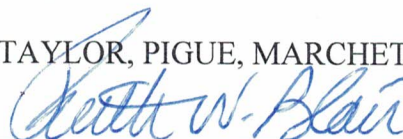
L. A **Pre-filed Testimony** as required is provided as **Exhibit "N"**. Should any additional "testimony" or information be required in the consideration of this Application, the same will be timely provided upon request.

V. Conclusion

Loretto respectfully requests that the TPUC enter an order granting it a Certificate of Convenience and Necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange on a facilities-based and resale basis throughout the State of Tennessee. For the reasons stated above, Loretto's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted,

TAYLOR, PIGUE, MARCHETTI & BLAIR



Keith W. Blair, BPR # 15366

2908 Poston Avenue

Nashville, Tennessee 37203

(615) 320-3225

(615) 320-3244 Fax

Email: kblair@tpmblaw.com

Counsel for Loretto Telecom

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 22nd day of December, 2022, a true and correct copy of the foregoing has been forwarded via First Class U.S. Mail to the following:

Keith W. Blair
Keith W. Blair

VERIFICATION

I, Jason Shelton of Loretto Telecom, am authorized to represent it and to make this verification on its behalf. The statements in the Petition filed in this matter relating to Loretto, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Jason Shelton
JASON SHELTON

Sworn to and subscribed before me this 18 day of November, 2022.

Jimmy Musgrove
Notary Public

My Commission Expires: 1-30-24





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

KEITH W. BLAIR
406 W. PUBLIC SQ.
SMITHVILLE, TN 37166

October 18, 2022

Request Type: Certificate of Existence/Authorization

Request #: 0499580

Issuance Date: 10/18/2022

Copies Requested: 1

Document Receipt

Receipt #: 007558642

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3838093458

\$20.00

Regarding: LORETTO TELEPHONE COMPANY, INC.

Filing Type: For-profit Corporation - Domestic

Control #: 18849

Formation/Qualification Date: 05/03/1956

Date Formed: 05/03/1956

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: LAWRENCE COUNTY

CERTIFICATE OF EXISTENCE

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

LORETTO TELEPHONE COMPANY, INC.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, interest, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.



Processed By: Cert Web User

Tre Hargett
Tre Hargett
Secretary of State

Verification #: 056690322

Loretto Board of Directors

R.C. Mitchell (President)

P.O. Box 276
Sparta, NC 28675

Joseph McNeil (Vice-President)

223 McNeil Farm Rd.
Vilas, NC 28692

James L. Shepherd (Secretary)

P.O. Box 93
Piney Creek, NC 28663

D.C. Smith (Treasurer)

321 Parallel Rd
Banner Elk, NC 28604

Sharon Kasel

2691 Chestnut Hill Rd
Crumpler, NC 28617

Jerry Roten

P.O. Box 1392
West Jefferson, NC 28694

Tommy Joe Ward

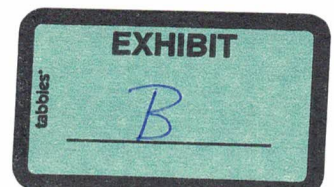
308 Private Dr
Sugar Grove, NC 28679

Bill Burleson

P.O. Box 606
Banner Elk, NC 28604

Kenneth C. McQueen

134 McQueen Rd
Shady Valley, TN 37688



Organizations
associated with Loretto

Name of Company	Line of Business	Federal Employer Identification Number	Date Organized	State Organized-in	percentage of ownership	Auditors
Skyline Telephone Membership Corporation	ILEC	56-0594332	1/4/1951	NC	Cooperative 100% wholly owned	Turlington
SkyBest Telecommunications, Inc. Visions West, LLC (Managed by Surry)	CLEC/ISP Video Headend	56-2084485	1/28/1998 7/30/2003	NC NC	Turlington 15.27% Turlington	
Loretto Telephone Company, Inc Loretto Communication Services, Inc	ILEC Non-Regulated	62-0563601 62-1820705	5/3/1956 5/18/2000	TN TN	100.00% Turlington 100.00% Turlington	
Carolina West Wireless, Inc.	Wireless		12/20/1989	NC	50.0% Turlington	
AccessOn Networks, Inc.	Transport - Fiber Network		8/18/1994	NC	18.44% Turlington	
WSS, LLC (Managed by Surry)	Wireless Spectrum		5/2/2002	NC	50.00% Turlington	
Skyline Telephone Membership Corporation Employee Benefit Trust (VEBA)	Retiree benefits	56-6536981	1/1/2002	NC	100% Turlington	



Exhibit "A"
**AMENDED AND RESTATED BYLAWS
OF
LORETTO TELEPHONE COMPANY, INC.**
(Effective as of 11:59 p.m. on April 30, 2018)

**ARTICLE ONE
PRINCIPAL OFFICE**

1.01. The principal office of the corporation is located at Loretto, Tennessee in Lawrence County, Tennessee.

**ARTICLE TWO
SHAREHOLDER(S) MEETINGS**

Place of Meetings

2.01. All meetings of the shareholder(s) shall be held at the principal office of the corporation or any other place within or without the State of Tennessee as may be designated for that purpose from time to time by the board of directors.

Time of Annual Meeting

2.02. The annual meetings of the shareholder(s) shall be held at such place, date and hour as shall be fixed by the board of directors and designated in the notice of waiver of notice thereof, except that no annual meeting need be held if all actions required by the Tennessee Business Corporation Act to be taken at a shareholder's annual meeting are taken pursuant to a written consent in lieu of a meeting pursuant to Section 2.09.

Notice of Meeting

2.03. Written notice of each shareholder(s) meeting shall be delivered to each shareholder of record entitled to vote at the meeting. Notice shall be delivered not less than ten



days nor more than two months before the date of the meeting. If mailed, the notice be deemed to be delivered when deposited in the United States mail, postage prepaid and addressed to the shareholder(s) at the address appearing on the stock transfer records of the corporation.

Special Meetings

2.04. Special meetings of the shareholder(s) may be called by the board of directors, the President or any Vice-President, and shall be called by the President or Secretary upon the written request of shareholder(s) owning not less than one-tenth of all shares entitled to vote at the meeting or such other person as may be authorized in the articles of incorporation or these bylaws.

Waiver of Notice

2.05. Whenever any notice is required to be given to any shareholder or director by law or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Whenever any notice is required to be given to any shareholder or director by law or under the provisions of the articles of incorporation or these bylaws, attendance of a shareholder or director at a meeting shall constitute a waiver of notice or defective notice of such meeting, except where the shareholder or director attends the meeting and objects at the beginning of the meeting (or promptly upon arrival) to the transaction of business and does not vote afterwards for or assent to any action taken at such meeting. Whenever any notice of purpose of a meeting is required to be given to any shareholder or director by law or under the provisions of the articles of incorporation or these bylaws, attendance of a shareholder or director at a meeting shall constitute a waiver of

objection to consideration of a matter outside the scope of the meeting's stated purpose, except where the shareholder or director objects to considering the matter before action is taken on it.

Quorum

2.06. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholder(s), but in no event shall a quorum consist of less than one-third (1/3) of the shares entitled to vote at the meeting. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s), unless the vote of a greater number or voting by classes is required by law, the articles of incorporation or these bylaws.

Voting of Shares

2.07. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholder(s). At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

Proxies

2.08. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Action Without Meeting

2.09. Any action which may be taken at a meeting of the shareholder(s) may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all

of the shareholder(s) entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of shareholder(s).

ARTICLE THREE

DIRECTORS

Powers

3.01. All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors, subject, however, to such limitations as are imposed by law, the articles of incorporation or these bylaws. The directors shall act only as a board and an individual director shall have no power as such. The board of directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the corporation to transact the general business, or any special business, of the corporation, and may give powers of attorney to agents of the corporation to transact any special business requiring such authorization.

Number, Election and Terms of Office of Directors

3.02. The number of directors on the board of directors may be set by resolution adopted by a majority of the directors, or in the absence of such resolution, by a resolution adopted by a majority of the shareholder(s). The directors shall be elected annually by the shareholder(s), and shall hold office until their successors are duly elected and shall qualify.

Qualifications of Directors

3.03. The directors need not be shareholders of this corporation or residents of the State of Tennessee.

Resignation, Removal and Vacancies

3.04. A director may resign at any time by delivering written notice to the board of directors, its chair, or to the corporation. A resignation is effective when the notice is delivered unless such notice specifies a later effective date. The shareholder(s) may remove one or more directors with or without cause at a meeting called for that purpose. Vacancies occurring in the board of directors may be filled by (a) election at an annual meeting or at a special meeting of the shareholder(s) called for that purpose, or (b) the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of the shareholder(s).

Place of Meetings

3.05. All meetings of the board of directors shall be held at such place within or without this State as may be designated from time to time by a majority of the directors or as may be designated in the notice calling the meeting.

Regular Meetings

3.06. Regular meetings of the board of directors shall be held, without call or notice, immediately following each annual meeting of the shareholder(s) of this corporation, and at such other times as the directors may determine. Members of the board of directors, or any committee designated thereby, may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such members shall constitute presence in person of a meeting.

Special Meetings - Call and Notice

3.07. Special meetings of the board of directors for any purpose shall be called at any time by the President or, if he is absent or unable or refuses to act, by any Vice- President or any two directors. Written notices of the special meeting, stating the time, and in general terms the purpose or purposes thereof, shall be mailed or telegraphed or personally delivered to each director at least two days in advance of the day appointed for the meeting. Oral notices of the special meeting, stating the time, and in general terms the purpose or purposes thereof, shall be made in person or by telephone at least one day in advance of the day appointed for the meeting by communication to each director in person or by telephone.

Quorum

3.08. A majority of the directors in office shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Board Action Without Meeting

3.09. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and filed with the Secretary of the corporation. Such consent shall have the same effect as a unanimous vote.

Compensation

3.10. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the board.

ARTICLE FOUR

OFFICERS

Title and Appointment

4.01. The officers of the corporation shall consist of a president, a vice-president, a secretary, a treasurer, and such other officers and assistant officers as the board of directors shall from time to time determine. Multiple offices may be held by the same person. All officers shall be elected by the board of directors, which shall fix the compensation, and tenure of all officers.

Powers and Duties of Officers

4.02. The powers and duties of the officers shall be those usual to the office but may from time to time be defined, enlarged or restricted by action of the board of directors.

Removal of Officers

4.03. Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

ARTICLE FIVE

EXECUTION OF INSTRUMENTS

5.01. The board of directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

ARTICLE SIX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Action Against Party Because of Corporate Position

6.01. The corporation shall indemnify any person who was or is a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expense (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Action by or in the Right of Corporation

6.02. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the

right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Reimbursement if Successful

6.03. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

Authorization

6.04. Any indemnification under Paragraphs 6.01 and 6.02 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that

indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 6.01 and 6.02. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

Advance Reimbursement

6.05. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this article.

Indemnification Not Exclusive

6.06. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these bylaws, said other provision shall control.

Subsidiaries

6.07. All references in this article to a director, officer, employee, or agent of the corporation shall be deemed to include any director, officer, employee, or agent of corporations that are majority owned subsidiaries of this corporation.

Insurance

6.08. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article.

Invalidity

6.09. The invalidity or unenforceability of any provision hereof shall not in any way affect the remaining portions hereof, which shall continue in full force and effect.

ARTICLE SEVEN

ISSUANCE AND TRANSFER OF SHARES

Certification for Paid and Unpaid Shares

7.01. Certificates for shares of the corporation shall be issued only when fully paid.

Share Certificates

7.02. The corporation shall deliver certificates representing all shares to which shareholders are entitled, which certificates shall be in such form as the board of directors may provide, except as hereinafter provided. Each certificate shall bear upon its face the statement

that the corporation is organized under the laws of South Carolina, the name of the registered holder, the number and class of shares and the designation of the series, if any, and the par value or a statement that the shares are without par value. The certificates shall be signed by the President, which signature may be in facsimile if the certificates are to be signed by a transfer agent or registrar. All certificates for shares shall be consecutively numbered. The certificates shall contain on the faces or backs such recitations or references as are required by law.

Transfer of Shares

7.03. Shares of the corporation may be transferred by endorsement by the signature of the owner, his agent, attorney, or legal representative, and the delivery of the certificate. The transferee in any transfer of shares shall be deemed to have full notice of, and to consent to, the bylaws of the corporation to the same extent as if he had signed a written assent thereto.

Lost Certificates

7.04 In the case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the board of directors may prescribe.

ARTICLE EIGHT

RECORDS AND REPORTS

Inspection of Books and Records

8.01. All books and records provided for by statute shall be open to inspection of the shareholder(s) from time to time and to the extent expressly provided by statute, and not otherwise. The directors may examine such books and records at all reasonable times.

Record Date

8.02. In their discretion, the board of directors may fix a future date as the record date in order to make a determination of shareholder(s) for any purpose. A record date may not be more than 70 days before the meeting or action requiring determination of shareholder(s). If no record date is fixed for the determination of shareholder(s) entitled to notice or to vote at a meeting of shareholder(s), or shareholders entitled to receive payment of or a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholder(s). A determination of shareholder(s) entitled to vote at any meeting of shareholder(s) made as provided herein is effective for any adjournment of the meeting unless the board of directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Shareholder List

8.03 After fixing the record date for a meeting, the corporation shall prepare an alphabetical listing of the names of all of the corporation's shareholder(s) entitled to notice of a meeting of shareholder(s), which list must be arranged by voting group and must show the address of and number of shares held by each such shareholder. The shareholder list shall then be made available for inspection and copying by any shareholder, the shareholder's agent or attorney at the place and to the extent expressly provided by statute, and not otherwise. Refusal or failure to prepare or make available the shareholder list does not affect the validity of action taken at the meeting. The stock transfer records of the corporation shall be prima facie evidence as to the shareholder(s) entitled to examine the shareholder list, transfer records or to vote in person or by proxy at any meeting of shareholder(s).

ARTICLE NINE

AMENDMENT OF BYLAWS

9.01. The power to make, alter, amend, or repeal the bylaws is vested in the board of directors except to the extent that such power is reserved to the shareholder(s) by statute.

3/30/2007

LORETTO TELEPHONE COMPANY, INC.
BY-LAWS

ARTICLE I

Stockholders

1. All meetings of the stockholders of this corporation shall be held within the State of Tennessee. Annual meetings of the stockholders shall be held at the office of the corporation in Loretto, Lawrence County, Tennessee on the first business day following the 15th of March of each year at 10:00 a.m., or at any place within the State of Tennessee fixed in such notice as required by Section 48-703, Tennessee Code Annotated. If the day fixed for the annual meeting of the stockholders is a holiday, then such meeting shall be held on the next succeeding date at the same time and place hereinbefore stated. At such meeting the stockholders, by a plurality vote of those present, shall elect the Board of Directors for the ensuing year and shall transact such other business as shall properly come before them. Each stockholder shall be entitled to one vote for each share of the voting stock of the company standing in his name on the books of the company, whether represented by person or by proxy.

2. Other special meetings of the stockholders may be called by the President or the Secretary by notice in writing mailed to each stockholder of at his/her last known address as shown by the stock book of the corporation. Said notice shall be signed by the officer calling the meeting, shall state the purpose for which the meeting is called, the time and place of the holding of the same, and shall be delivered at least ten days before the time named therein for the meeting to be held.

3. At any meeting of the stockholders, any stockholder of record entitled to vote there, may be represented and vote in person or by proxy appointed by an instrument in writing over the signature of the stockholder or his lawful attorney-in-fact, provided the authority of the person claimed to be his attorney-in-fact be made to appear satisfactorily

4. The following order of business shall be observed at all annual; and special of the stockholders as far as practicable.

3/30/2007

(a) The determination of the number of shares of stock represented at the meeting and the persons entitled to vote them.

(b) Reading, correcting, and approving the minutes of the previous meeting.

(c) Reports of officers and committees.

(d) Election of directors.

(e) Unfinished business.

(f) New Business.

5. Whenever the shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the persons entitled to vote therein, as provided by Section 48-17-104, Tennessee Code Annotated.

ARTICLE II

Stock

1. Certificates of stock shall be in the form adopted by the Board of Directors and shall be signed by the President and the Secretary. All certificates shall be consecutively numbered. The name and address of the person owning the shares represented thereby with the number of shares and date of issue shall be entered on the company's stock book. All certificates of stock transferred by endorsement thereon shall be surrendered for cancellation and new certificates issued for the purchase and assignee. Shares of stock shall be transferred only on the books of the company by the holder thereof in person or by his/her attorney.

2. The Board of Directors may declare authorized distributions pursuant to the provisions of TCA section 48-16-401.

3. The stock transfer books shall be closed for the purpose of any meeting of the stockholders and for the payment of any dividends for twenty days prior to the occurrence of such events.

3/30/2007

4. The sale or transfer of any stock in the corporation will be governed by the regulations as set forth in the common and preferred stock agreement contracts as executed by all stockholders.

ARTICLE III

Directors

1. The Board of Directors shall consist of directors elected from those eligible to serve as set forth in the common stock agreement, elected by the stockholders at the annual meeting.

2. The term of office of each director shall be for a period of one year and they shall be elected at the first and each succeeding annual meeting of the stockholders and they shall hold office until their successors are elected and qualified. This provision has no reference to the first Board of Directors elected by the incorporator and stockholder of the corporation.

3. It shall not be necessary for a director to own any shares of stock in the corporation or to be a resident of Tennessee.

4. The annual meeting of the Board of Directors shall be held at the office of the corporation, as soon as reasonably possible, after the audit is completed. Regular meetings may be set, as needed, by the President or by any 2 Directors, and held at the office of the corporation. Such notice of a regular meeting shall be given, not less than five days before the time fixed for such meeting, by any usual means of communication. Directors are expected to attend at least one full regular meeting a quarter in order to be paid fees, unless excused by the chair for a valid reason. A director is deemed to be present if he/she is on conference call to the meeting. Special meetings of the Board may be called by the President or by any two directors. Such meeting shall be held within or without the State of Tennessee. Such notice of a special meeting shall be given, not less than five days before the time fixed for such meeting, by any usual means of communication.

5. The directors shall have the general management and control of the business and affairs of the company and shall exercise all the powers that

3/30/2007

may be exercised or performed by the corporation under the statutes of Tennessee, the articles of incorporation and the by-laws.

ARTICLE IV.

Officers

1. The directors of the corporation shall elect the officers thereof for one year. In order to obviate the misunderstanding with respect to the terms of the officers, the first Board of Directors, elected by the incorporator and stockholders, shall elect officers to hold office until officers are elected and duly qualified by the first regular Board of Directors, that is to say, the Board of Directors elected by the first annual meeting of the stockholders.

2. The officers of the corporation shall consist of a President, and a Secretary and such other officers as shall from time to time be chosen and appointed by the Board of Directors, which may be done without the necessity of any amendment to the by-laws. The Board of Directors may, at any time, remove with or without cause any officer of the corporation by a 2/3 majority vote.

3. The President of the corporation shall preside at all meetings of the directors and stockholders and shall have general charge of and control over the affairs of the corporation subject to the Board of Directors. He/she shall have authority to execute all deeds, mortgages or conveyances of any nature affecting the real estate of the corporation without the joinders of any other officer.

4. The office of Vice President shall be held by a board member who will responsibly fulfill the duties of the chair, which include but are not limited to, presiding at any meeting in her/his absence and having signature authority of the chair in his (her) absence.

5. The Secretary shall countersign all certificates of stock and shall keep an account of all moneys of the company received or disbursed and shall see to it that all money and valuables are deposited in the name of and to the credit of the company in such banks and depositories as the Board of Directors may designate.

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6. In the event the Board of Directors elects other officers, appropriate definitions of their authority shall be made by the Board.

7. Any director or officer may resign his/her office at any time, such resignation taking effect from the time of receipt of the notice thereof by the Secretary, unless some time be fixed in the resignation and then from the time so fixed. The acceptance of a resignation shall not be required in order to make it effective.

9. Unless otherwise ordered by the Board of Directors, the President, in addition to the power and authority herein granted him/her, shall have full power and authority on behalf of the company to attend and act and vote at any meeting of the stockholders or any corporation in which the company may hold stock, and at such meetings shall possess and may exercise any and all rights incident to the ownership of such stock. The Board of Directors may by resolution confer like power upon any other person.

ARTICLE V

Notices

Any stockholder, director or officer may waive any notice required to be given by these by-laws.

ARTICLE VI

Indemnification of Directors and Officers

1. Standard for Indemnification. The corporation shall indemnify and advance expenses to each present and future director or officer, or any present or future director of any other corporation serving as such at the request of the corporation because of the corporation's interest in such other corporation, or the executor, administrator, or other legal representative and any such director or officer, to the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted. The corporation may indemnify and advance expenses to any employee or agent of the corporation who is not a director or officer, or the executor or agent, to the same extent as to a director or officer if the board of directors determines that it is in the best interest of the corporation. The corporation

3/30/2007

shall also have the power to contract with any individual director, officer, employee, or agent for whatever additional indemnification the board of directors shall deem appropriate, as long as it is consistent with public policy.

2. Non-Exclusive. The foregoing right of indemnification and advancement of expenses shall not be exclusive of any other rights to which the director or officer may be entitled as a matter of law, or which may be lawfully granted to the director or officer. The indemnification and advancement of expenses hereby granted by the corporation shall be in addition to, and not in restriction or limitations of, and other privilege or powers the corporation may lawfully exercise with respect to indemnification, advancements, or reimbursement of directors, trustees, officers, or employees.

ARTICLE VII

Amendments

Any of these by-laws may be amended by a majority vote of the directors at any meeting after having a 30 day prior notification.

ARTICLE VIII

Seal

The seal of the corporation shall be circular and shall have the name of the corporation inscribed around the border. This seal will be kept by the secretary in a safe place in the offices of the company.

ARTICLE XI

The directors may by resolution designate depositories for the funds and valuables of the company and by resolution may designate the authorized signatures to be used in dealing with such properties of the corporation and for the execution of instruments in the corporation's behalf.

By-laws adopted at a meeting on the stockholders on Saturday, May 6, 1995.

Loretto General Manager and Upper Management Information

Created: 3/31/2022

Jason Shelton - General Manager - Loretto Telecom

Mr. Shelton is the General Manager of Loretto Telecom in Loretto, TN. He has worked for the company since October of 2018. Mr. Shelton has 24 years of experience in the telecom industry starting with his time in the United States Marine Corps. He has a passion for building broadband networks helping to bridge the digital divide and is leading Loretto Telecom fiber deployment.

Mr. Shelton holds a Bachelor of Science Degree in Business Administration from Columbia College.

He is the vice-president of the Tennessee Broadband Association Board of Directors and is secretary of the Lawrence County Chamber of Commerce Board of Directors.

Joe Telker - Network Operations Manager - Loretto Telecom

Mr. Telker is the Network Operations Manager for Loretto Telecom in Loretto, TN. He began his telecom career in 1987 at Falcon Communications, installing telephone switches, before joining Loretto Telecom in 1989.

Prior to moving to his current role, he has worked for Loretto Telecom as an OSP IR, Central Office Technician, and Central Office Supervisor. Since joining Loretto Telecom, Mr. Telker has served on the OPASTCO technical committee, served as President of the DCO National User Group Southeast, and completed training in areas across the telecom industry.

Lee McKissack - Field Services Supervisor -- Loretto Telecom

Mr. McKissack is the Field Services Supervisor for Loretto Telecom in Loretto, TN. He has worked for the company since April of 2020, when he was hired for the Customer Experience Supervisor position. He held that position until March of 2021, when he was transitioned to the Field Services Supervisor position, overseeing all outside plant operations.

Mr. McKissack received his bachelor's degree in Criminal Justice from Middle Tennessee State University. He also serves his community via his advanced emergency medical technician license.

Rebecca Hardiman - Accounting Supervisor - Loretto Telecom

Ms. Hardiman is the Accounting Supervisor for Loretto Telecom in Loretto, TN. She has worked for the company since March of 2019, which was also when she was introduced to telecom accounting. She began her career at Loretto Telecom as a Staff Accountant, moved to the Plant Account position in September of 2020, then moved to the Accounting Supervisor position in March of 2021. Prior to her position with Loretto Telecom, Ms. Hardiman worked in public accounting.

Rebecca received her bachelor's degree in Business Administration from the University of North Alabama, where she majored in accounting.



Bridget Holden – Operations Supervisor - Loretto Telecom

Mrs. Holden is the Operations Supervisor for Loretto Telecom in Loretto, TN. She has worked for the company since September of 1999. Mrs. Holden has worn many hats at Loretto Telecom, working in the outside plant, accounting, and customer experience departments. Prior to becoming the Operations Supervisor, Bridget held the roles of Customer Experience Supervisor and Accounting Supervisor. Bridget received her Associates Degree in accounting from Northwest Shoals Community College.

Kristin Burdette – Customer Experience Supervisor - Loretto Telecom

Ms. Burdette began her career as the Customer Experience Supervisor for Loretto Telecom in June 2022. This is her introduction into telecommunications. Prior to working with Loretto Telecom, Ms. Burdette worked as an Administrative Assistant to the County Executive of Lawrence County, TN.

Ms. Burdette received her Advanced Diploma in Ministry from Hillsong International Leadership College in Sydney, Australia where she majored in Pastoral Leadership.

***Below are resumes for the SkyLine CEO and CFO as they will be offering support to the Loretto management team.

Kimberly M. Shepherd - Chief Executive Officer - SkyLine Membership Corporation/SkyBest Communications, Inc.

Mrs. Shepherd is the Chief Executive Officer of SkyLine Membership Corporation in West Jefferson, NC. She has worked for the cooperative for the past 24 years and assumed her current role in 2018. Mrs. Shepherd has also provided leadership and overall management oversight in her role as Chief Management Officer from 2016 – 2018. Prior to her role as Chief Management Officer, Mrs. Shepherd provided leadership in the areas of customer service operations through her responsibilities as Executive Director of Customer Operations from 2011 – 2016 and Customer Service and Sales Manager from 2002 – 2011.

Mrs. Shepherd holds a Bachelor of Science Degree in Mathematics and Secondary Education from Appalachian State University and a Master of Business Administration from Gardner-Webb University.

Mrs. Shepherd served as a key team member of management responsible for development and implementation of a Competitive Local Exchange Carrier to serve Jefferson and West Jefferson, NC.

She serves on various industry boards including Carolina West Wireless, Telecom Insurance Group, Access/On Networks, Carolina/Virginias Telephone Membership Association, North Carolina Telephone Cooperative Coalition and Tennessee Broadband Association.

Laura Shepherd - Chief Financial Officer (CFO) - SkyLine Membership Corporation/SkyBest Communications, Inc.

Mrs. Shepherd is the Chief Financial Officer of SkyLine Membership Corporation in West Jefferson, NC. She has worked in the telecom industry for 15 years and assumed her current role as CFO in January, 2021. She currently provides leadership in the areas of regulatory affairs, accounting, financial, purchasing, inventory and warehouse departments. Prior to her current role, Mrs. Shepherd held the position of Accounting Manager from 2016 through 2020.

Mrs. Shepherd holds a Bachelor of Science Degree in Accounting from North Carolina State University and a Master of Science in Accounting from Appalachian State University. She is a Certified Public Accountant with an active license in North Carolina.

TENNESSEE PUBLIC UTILITY COMMISSION

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #107728525

WHEREAS, Loretto Communication Services, Inc., dba Loretto Telecom, PO Box 130, Loretto, TN 38469 (the "Principal"), has applied to the Tennessee Public Utility Commission for authority to provide telecommunications services in the State of Tennessee; and

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

WHEREAS, Travelers Casualty and Surety Company of America, 1 Tower Square, Hartford, CT 06183 (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

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

This bond shall become effective on the 7th day of November, 2022, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TPUC and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Loretto Communication Services, Inc.
dba Loretto Telecom

Name of Company authorized by the TPUC

Company ID # as assigned by TPUC

SIGNATURE OF PRINCIPAL

Kimberly Shepherd
Name: Kimberly Shepherd
Title: CEO

SURETY

Travelers Casualty and Surety Company of America

Name of Surety

1 Tower Square, Hartford, CT 06183

Address of Surety

SIGNATURE OF SURETY AGENT

Christopher V Miller
Name: Christopher V Miller
Title: Attorney-in-Fact

Address of Surety Agent:

PO Box 390

West Jefferson, NC 28694

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

EXHIBIT

tabbles

I

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ North Carolina
COUNTY OF Ashe

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

WITNESS my hand and seal this 7 day of November, 2022.

My Commission Expires:

7-24, 2026

Pamela Tribble Weaver

Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF ~~TENNESSEE~~ North Carolina
COUNTY OF Ashe

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

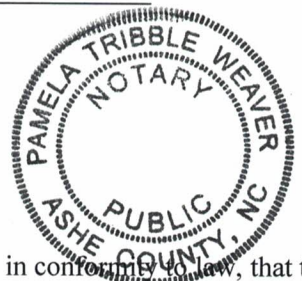
WITNESS my hand and seal this 7 day of November, 2022

My Commission Expires:

7-24, 2026
~~2000~~

Pamela Tribble Weaver

Notary Public



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity with law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Public Utility Commission, State of Tennessee, this _____ day of _____, 20__.

Name:

Title:



**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 **Christopher V. Miller** of **WEST JEFFERSON**, **North Carolina**, their true and lawful Attorney(s)-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 **21st** day of **April**, 2021.



State of Connecticut

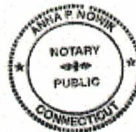
City of Hartford ss.

By: 
Robert L. Raney, Senior Vice President

On this the **21st** day of **April**, 2021, before me personally appeared **Robert L. Raney**, who acknowledged himself to be the Senior Vice President of each of the Companies, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of said Companies 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**, 2026




Anna P. Nowik, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of each of the Companies, 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 each of the Companies, do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which remains in full force and effect.

Dated this **7th** day of **November**, 2022




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(s)-in-Fact and the details of the bond to which this Power of Attorney is attached.**

April 25, 2022

Carlos Black
Tennessee Public Utility Commission -
Utilities Division
502 Deaderick St., 4th Floor
Nashville, TN 37243

Dear Mr. Black,

Loretto Telephone Company, Inc.'s **Small and Minority-Owned Telecommunications Business Participation Plan** has not changed from the plan that was submitted August 13, 2020.

As a responsible corporate resident of the State of Tennessee, Loretto Telephone Company, Inc. will seek, to the maximum extent feasible, and with due regard to price and quality factors, to purchase telecommunication goods and services from Small and Minority-Owned Telecommunication Business (as defined in T.C.A. 65-5-112).

Sincerely,



Jason Shelton
General Manager



LORETTO TELEPHONE COMPANY INC.
Loretto, Tennessee

TENNESSEE

SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS
PARTICIPATION PLAN

SUBMITTED TO THE
TENNESSEE REGULATORY AUTHORITY
April 25, 2022

This plan is a statement of objectives and is not intended to create any legal obligation of LORETTO TELEPHONE COMPANY INC. to any person.

SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS
PARTICIPATION PLAN

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4.0 PLAN PERIOD

5.0 PLAN ADMINISTRATION

6.0 PLAN TO ENSURE EQUITABLE OPPORTUNITY

7.0 PLAN REPORTING

SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS PARTICIPATION PLAN

1.0 PLAN

- 1.1 This small and minority-owned telecommunications business participation (PLAN) is submitted by LORETTO TELEPHONE COMPANY INC. as required by Section 16 of the Tennessee Telecommunications Act of 1995, now codified as T.C.A. 65-5-212.
- 1.2 It is the policy of LORETTO TELEPHONE COMPANY INC. to provide an opportunity for Small and Minority-Owned Telecommunication Business to compete for subcontracts awarded by Loretto on a fair and equitable basis with telecommunication suppliers and contractors.

2.0 DEFINITIONS

- 2.1 Small Business – For the purpose of the Plan, “small business” means a business with annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. 65-5-212.
- 2.2 Minority Business – For the purpose of this Plan, “minority business” means a business that is solely owned, or at least fifty-one (51%) of the assets of outstanding stock of which is owned by an individual who personally manages and controls the 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) per T.C.A. 65-5-212.

3.0 PLAN RESPONSIBILITY AND POLICY STATEMENT

- 3.1 It is the policy of LORETTO TELEPHONE COMPANY INC. to afford Small and Minority- Owned Telecommunication Businesses standards on opportunity to participate in the performance of contracts in accordance with T.C.A. 65-5-212.
- 3.2 As a purchaser of telecommunication goods and services, it is LORETTO TELEPHONE COMPANY INC.’s objective to:
 - Include Small and Minority-Owned Telecommunication Businesses in the solicitations for telecommunications products and services which they are capable of providing.

4.0 PLAN PERIOD OF EFFECTIVENESS

- 4.1 LORETTO TELEPHONE COMPANY INC. is committed to providing affirmative access to contracting opportunities for Small and Minority-Owned Telecommunication Businesses. LORETTO TELEPHONE COMPANY INC. is proactive and will move toward inclusion of such firms in the telecommunication supplier base. This plan represents an on-going commitment by the Company, and has no fixed time period of effectiveness.

5.0 PLAN ADMINISTRATION

- 5.1 LORETTO TELEPHONE COMPANY INC.'s Plan Administrator is:

Jason Shelton
General Manager
P.O. Box 130
Loretto, Tennessee 38469
Telephone: 931.853.4351 Fax: 931.853.4329

- 5.2 The Administrator manages the Plan as described below.

- 5.3 The Administrator's specific job duties, as they relate to this Plan are as follows:

- (a) Follow RUS policies and procedures to ensure that Small and Minority-Owned Telecommunication Businesses have an equitable opportunity to be awarded contracts.
- (b) Ensures inclusion of Small and Minority-Owned Telecommunication Businesses in those solicitations for telecommunication products and services which they are capable of providing.
- (c) Coordinate activities during the conduct of any compliance review by the Tennessee state agencies, and
- (d) Attend or arrange for attendance by appropriate members of management at Small and Minority-Owned Telecommunication Business workshops and seminars, Trade Fairs, and Conventions that management deems beneficial to the Company.

6.0 PLAN TO ASSURE EQUITABLE OPPORTUNITY

6.1 The Administrator shall coordinate and work the Company's Engineering and Consulting firms in obtaining a master list of certified Small and Minority-Owned Telecommunication Contractors through the following sources:

- (a) The Tennessee Department of Economic and Community Development office.
- (b) The local Chamber of Commerce, and
- (c) The Tennessee Board of Licensing Contractors

6.2 Outreach efforts when feasible will be made as follows:

- (a) The Administrator shall cultivate and maintain relationships with Small Business Trade Associations and business development organizations in an effort to locate and qualify capable Small and Minority-Owned Telecommunication Businesses for participation in contracting opportunities through the Company's Engineering and Consulting firms.
- (b) When feasible and appropriate, members of management will attend seminars and trade fairs in order to develop sources.

7.0 PLAN REPORTING

7.1 LORETTO TELEPHONE COMPANY INC. will submit request for periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.

7.2 LORETTO TELEPHONE COMPANY INC. will maintain, if required, the following types of records:

- (a) Source lists, guides, and other data that identify Small and Minority-Owned Telecommunication Businesses.
- (b) List of Organizations contacted in an attempt to locate sources that are Small and Minority-Owned Telecommunication Businesses, and
- (c) Records of any outreach efforts to contact trade association, business development organizations, conferences and trade affairs attended.

Tennessee Specific Operations 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.
 - a. Loretto Telecom (Loretto), owned by SkyBest Communications, Inc., a subsidiary of SkyLine Telephone Membership Corporation, has served as the Incumbent Local Exchange Carrier in Lawrence County, TN for many years. Loretto will utilize their in-place billing system which automatically zero-rates all "intra-county" calling of its Tennessee customers, thereby providing free in-county calls.
2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter telephone numbers in the database?
 - a. Yes. As an existing ILEC provider, Loretto already regularly downloads the database from Bellsouth in order to ensure in-county calls are free for Tennessee customers.
3. Is your company aware of the local calling area provided by the Incumbent Local Exchange Carriers in your proposed service areas?
 - a. Yes. Since Loretto is an established ILEC in Tennessee, we are familiar with local calling areas. Loretto intends to offer service in our current ILEC footprint of Lawrence County making us familiar with the local calling area.
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.
 - a. We do not intend to offer service in parts of the metro calling areas.
5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.
 - a. Jason Shelton, General Manager - 931-853-4351
6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statues and regulations found in TCA (65-4-401 et seq. and Chapter?
 - a. We do not intend to telemarket our services in Tennessee.



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

IN RE:

**PETITION OF LORETTO
TELECOM FOR A CERTIFICATE
OF CONVENIENCE AND NECESSITY**

Docket No.: _____

PRE-FILED TESTIMONY OF JASON SHELTON

I, Jason Shelton, General Manager of Loretto Telecom, do hereby testify as follows in support of the Petition of Loretto Telecom ("Loretto") to apply for a Certificate of Convenience and Necessity.

Q: Please state your full name, business address, and position.

A: My name is Jason Shelton, General Manager of Loretto Telecom. My business address is Loretto Telecom, P.O. Box 130, Loretto, Tennessee 38469.

Q: Please briefly describe your duties.

A: As General Manager, I oversee Loretto responsibilities related to operations, fiduciary, customer experience, and marketing. I work directly with strategic planning and implementation along with ensuring Loretto follows regulatory compliance. My resume is attached hereto.

Q: Please describe your experience and education background.

A: Please see attached resume.

Q: Are all statements in Loretto Telecom's Petition true and correct to the best of your knowledge and belief?

A: Yes

Q: Please describe the current corporate structure of Loretto Telecom.

A: Please refer to the corporate structure in Exhibit "C".



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

A: Yes. Loretto possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority. Loretto's senior management group (Exhibit "B") along with support from its parent company have the required experience in the telecommunications industry which provide its proposed telecommunications services, and to operate and maintain Loretto facilities.

Q: Please describe Loretto Telecom's financial qualifications.

A: Loretto has access to the financing and capital necessary to conduct its telecommunications operations as specified in its petition. Loretto is profitable and maintains access to working capital necessary to fund its in-state operations. Financial information related to Loretto is provided in Exhibits "F", "G", "H" of the petition which is CONFIDENTIAL AND PROPRIETARY.

Q: Please describe Loretto Telecom's managerial and technical qualifications.

A: Please see Exhibit "E" regarding managerial experience and qualifications.

Q: What services will Loretto Telecom offer?

A: Loretto Telecom will offer internet via fiber to the home (FTTH) along with hosted voice over internet protocol (HVOIP).

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

A: Yes

Q: Does Loretto Telecom, 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: No

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

A: Yes. The granting of a certificate of convenience and necessity will serve the public interest as it will increase competition in the market of telecommunications services in Tennessee, leading to competitive prices and more innovative services while also closing the broadband divide in underserved areas. Loretto's proposed service offerings are geared towards bringing technologically advanced services to a broader base of Tennessee customers.

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

A: Yes.

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

A: No.

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

A: No.

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

A: No.

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

A: Bridget Holden
Operations Supervisor
bridget.holden@lorettotel.com

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

A: After receiving correspondence, Bridget Holden – Operations Manager, will immediately share the information with the General Manager who will direct and approve the appropriate response as it relates to the information requested.

Q: Does this conclude your testimony?

A: Yes.



JASON SHELTON
General Manager
Loretto Telecom

Respectfully submitted this 14th day of December, 2022.

Notary Public


State of _____

County of _____

My commission expires _____

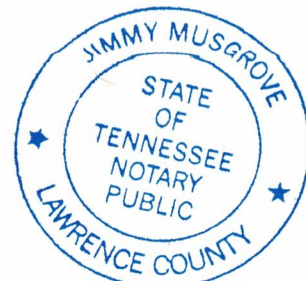
STATE OF TN)
COUNTY OF Lawrence)

Sworn to and subscribed before me this the 14th day of December, 2022.



NOTARY PUBLIC

My Commission Expires: 1-30-24



**LORETTO TELECOM
TOLL DIALING PARITY PLAN**

I. INTRODUCTION

Loretto Telecom ("Loretto") will initiate the process that will give end user customers the opportunity to designate a carrier for their intraLATA and interLATA toll call traffic in those market areas where Loretto Telecom is a facilities-based local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code.

Loretto Telecom will comply with all rules of the Federal Communications Commission and the Tennessee Regulatory Authority.

Implementation Schedule: Loretto Telecom will provide intraLATA and interLATA toll dialing parity in Tennessee at the time customer service is available.

Cost Recovery: Loretto Telecom has no plans at this time to seek cost recovery associated with the implementation of this plan.

II. POLICIES

Loretto Telecom will deploy two-PIC (Primary Interexchange Carrier) technology in its switches. This technology will enable the customer to presubscribe to the same or a different carrier for their intraLATA and/or interLATA service.

Appropriate tariffs will filed in accordance with this plan.

Loretto Telecom will offer customers the ability to access all participating carriers by dialing the appropriate access code (101XXXX).

All eligible Loretto Telecom end use telephone line numbers will be presubscribed and must have a PIC associated with them. Customers will have an option not to have a carrier. Not necessarily always have PIC.

III. Carrier Information

Interexchange carriers will have the option of offering intraLATA service only or intraLATA and interLATA service.



Interexchange carriers will have the option of participating in all market areas or in a specific market area.

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and participation Agreements(s).

Loretto Telecom will not participate in billing disputes for intraLATA service between alternative competing interexchange carriers and their customers.

Loretto Telecom representatives will not initiate or accept three-way calls from alternative interexchange carriers to discuss presubscription.

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and to Loretto Telecom.

IV. CALL ELIGIBILITY/TOLL DIALING PLAN

A local service customer of Loretto Telecom will have calls routed according to the following plan:

If a Loretto Telecom Customer Dials	The Call is Handled By/Routed To:
911	PSAP on originating line number
411/555-1212	Loretto Telecom Directory Assistance Operator
0-	Loretto Telecom Operator IntraLATA Toll
0 + intraexchange number	Provider IntraLATA
1 + 10 digits	Toll Provider
10 digit dialing	InterLATA Toll
Interexchange number	Provider XXXX
101XXXX + 0-	Carrier
101XXXX + 0 + 10 digits	XXXX Carrier
101XXXX +1 + 10 digits	XXXX Carrier

If Loretto Telecom customer originates a call to a carrier Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to a carrier Operator by dialing an access code (e.g., 101XXXX +0-), the call will be routed to the XXXX carrier. In both cases, the carrier's switch is responsible for routing this call to the carrier's Operator or to an announcement.

V. **NETWORK INFORMATION**

All originating intraLATA and interLATA traffic will initially be routed via the incumbent Local Exchange carrier (LEC) Access Tandem(s). Direct trunks between the Loretto Telecom switch and the interexchange carrier location(s) may be provisioned where traffic volumes warrant.

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the incumbent LEC Access Tandem(s).

Loretto Telecom will route all originating intraLATA and interLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Requests from carriers to block traffic or to remove customers from their network will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

VI. **CUSTOMER CONTACT INFORMATION**

Loretto Telecom customer contact representatives will process customer initiated PIC selections to Loretto Telecom or to an alternative intraLATA or interLATA carrier. Carriers will have the option of allowing the Loretto Telecom representative to process PIC requests on their behalf.

Loretto Telecom customer contact representatives will not comment on a customer's choice of its intraLATA or interLATA PIC when the customer contacts Loretto Telecom to change the PIC. Loretto Telecom customer contact representatives will respond to customer inquiries about intraLATA or interLATA carriers in a competitively neutral fashion. If a customer requests information relating to carriers other than Loretto Telecom, a list of participating carriers will be read to that customer in random order by Loretto Telecom representatives.

Loretto Telecom representatives will not discuss alternative carrier rate or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

VII. **PRESUBSCRIPTION INFORMATION**

A PIC change charge will be incurred and billed to a Loretto Telecom customer for each eligible line where a PIC change is made. Loretto Telecom offers interexchange carriers the option of having the PIC charge billed to the carrier or to the customer.

New line customers, including customer adding lines, will have the opportunity to select a participating carrier, or they will be assigned a NO PIC designation. If a customer cannot decide upon an intraLATA carrier at the time of order, the customer will be assigned a NO PIC designation. Customers assigned a NO PIC designation as set forth in this paragraph will be required to dial an access code to reach an intraLATA or interLATA carrier's network.

If a Loretto Telecom customer denies requesting a change in intraLATA or interLATA toll providers as submitted by a carrier, and the carrier is unable to produce a Letter of Agency signed by the customer, the carrier will be assessed a \$30.00 charge for the unauthorized PIC change and the PIC will be changed as per the customer's request, in addition to any other penalties authorized by law.

Alternative interexchange carriers may submit PIC changes to Loretto Telecom via a fax/paper interface.

Loretto Telecom will process intraLATA and interLATA PIC selections as will be described in its applicable tariffs subsequently filed to the authority for its approval.

Carriers will be required to submit PIC changes using the Customer Account Record Exchange (CARE) format via paper medium. Loretto Telecom will provide carriers with PIC order confirmation and reject information using the CARE format. Specific details regarding CARE will be provided to participating carriers.