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December 31, 2008

Ms. Darlene Standley
Utilities Division Chief
Tennessee Regulatory Authority
460 James Robertson Pkwy
Nashville, TN 37243-0505

RECEIVED

JAN 06 2009

TN REGULATORY AUTHORITY
UTILITIES DIVISION

RE: DOCKET 99-00415
Surety Bond or Letter of Credit Mandated by TCA 65-4-125

Dear Ms. Standley,

This letter follows up yours of August 6, 2008, which we recently found posted to this docket. As was discussed at the time, Bancorp South had an issue with the language required to be in the letter of credit or bond, stating their belief that the obligation would be perpetual rather than for a specific period of time. Based on that belief, they stated they would not execute one for anyone, not just Aeneas.

After corrections requested by TRA Representative Lisa Foust were made, on August 21st, 2008, Aeneas forwarded its surety bond from Western Surety Company, which is on file with your office. I would appreciate it if you would post this letter to the docket to make clear that the problem here was with the bank and not with Aeneas and that we are in full compliance with the Law.

Sincerely,

Jonathan V. Harlan, CEO

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 70565453

WHEREAS, AENEAS COMMUNICATIONS, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority 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 Regulatory Authority (the "TRA"); and

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

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, 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 29 day of August, 2008, 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 TRA 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

AENEAS COMMUNICATIONS, LLC
Name of Company authorized by the TRA

128370
Company ID # as assigned by TRA

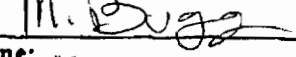
SIGNATURE OF PRINCIPAL


Name:
Title: CEO

SURETY

WESTERN SURETY COMPANY
Name of Surety
101 S. Phillips Ave.
Sioux Falls, SD 57104-6703
Address of Surety

SIGNATURE OF SURETY AGENT


Name: August 21, 2008
Title: M. Bugg, Ass't. Sec.

Address of Surety Agent:
Thompson & Smith, LLC
380 Carriage House Drive
Jackson, TN 38305

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.)

KNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE

COUNTY OF Madison

Jonathan V. Harlan,

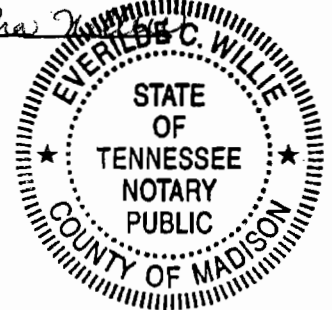
Before me, a Notary Public of the State and County aforesaid, personally appeared _____ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Acreas Communications, and he acknowledged to me that he executed the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

WITNESS my hand and seal this 21st day of August, 20 08.

My Commission Expires
February 25, 2009

February 25th, 20 09.

Everette C. Willie
Notary Public



ACKNOWLEDGMENT OF SURETY

South Dakota
STATE OF ~~TENNESSEE~~
COUNTY OF Minnehaha

Before me, a Notary Public of the State and County aforesaid, personally appeared M. Bugg, Ass't Sec. with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of WESTERN SURETY COMPANY, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 21st day of August, 20 08.

My Commission Expires:

C. ANKENY

My Commission Expires 4-10-2011 2009

C. Ankeny
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 to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20 ____.

Name:
Title:

Western Surety Company

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That WESTERN SURETY COMPANY, a corporation organized and existing under the laws of the State of South Dakota, and authorized and licensed to do business in the States of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming, and the United States of America, does hereby make, constitute and appoint

M. Bugg of Sioux Falls,
State of South Dakota, with limited authority, its true and lawful Attorney-in-Fact, with full power and authority hereby conferred to sign, execute, acknowledge and deliver for and on its behalf as Surety and as its act and deed, the following bond:

One TENNESSEE TELECOMMUNICATIONS SERVICE

bond with bond number 70565453

for AENEAS COMMUNICATIONS, LLC

as Principal in the penalty amount not to exceed: \$20,000.00

Western Surety Company further certifies that the following is a true and exact copy of Section 7 of the by-laws of Western Surety Company duly adopted and now in force, to-wit:

Section 7. All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys-in-Fact or agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

In Witness Whereof, the said WESTERN SURETY COMPANY has caused these presents to be executed by its Senior Vice President with the corporate seal affixed this 21st day of August, 2008

ATTEST

A. Vietor

A. Vietor, Assistant Secretary

WESTERN SURETY COMPANY

By

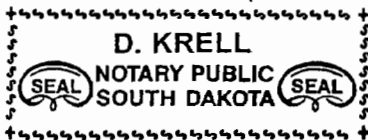
Paul T. Bruflat

Paul T. Bruflat, Senior Vice President

STATE OF SOUTH DAKOTA }
COUNTY OF MINNEHAHA } ss

On this 21st day of August, 2008, before me, a Notary Public, personally appeared Paul T. Bruflat and A. Vietor

who, being by me duly sworn, acknowledged that they signed the above Power of Attorney as Senior Vice President and Assistant Secretary, respectively, of the said WESTERN SURETY COMPANY, and acknowledged said instrument to be the voluntary act and deed of said Corporation.



My Commission Expires November 30, 2012

D. Krell

Notary Public

TENNESSEE REGULATORY AUTHORITY

Tre Hargett, Chairman
Eddie Roberson, Director
Sara Kyle, Director
Mary Freeman, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

FINAL NOTICE

August 6, 2008

Aeneas Communications, LLC
300 N. Cumberland Street, Suite 20
Jackson, Tennessee 38301

VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED
7004 2510 0006 3767 6501

RE: Surety Bond or Irrevocable Letter of Credit Mandated by Tenn. Code Ann. § 65-4-125(j)
Aeneas Communications, LLC

To Whom It May Concern:

Tenn. Code Annotated § 65-4-125(j) requires telecommunications service providers such as Aeneas Communications, LLC to file with the Tennessee Regulatory Authority ("Authority") a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding brought by or on behalf of the Authority under Title 65 or the Consumer Telemarketing Protection Act, Tenn. Code Ann. § 47-18-1501 *et seq.*¹

On January 22, 2008, the Authority received a notice from BankcorpSouth indicating the letter of credit (no.128000093540) for Aeneas Communications, LLC will be cancelled on August 29, 2008. If the letter of credit is cancelled on that date, Aeneas Communications, LLC will become non-compliant with Tenn. Code Ann. § 65-4-125(j). Telecommunications service providers that fail to comply with the requirements of Tenn. Code Ann. § 65-4-125(j) are subject to sanction, including the revocation of their certificate of convenience and necessity authorizing them to transact business in Tennessee.² If a compliant bond or letter of credit is not submitted to the Authority by August 29, 2008, Aeneas Communications, LLC will be placed on the September 8, 2008 Authority Conference for revocation of its CCN.

If you have questions, please contact Lisa Foust at (615) 741-2904, extension 220.

Sincerely,

Darlene Standley
Utilities Division Chief

Fax 615-741-2336

¹ Tenn. Code Ann. § 65-4-125(j) applies to all telecommunications service providers subject to the control and jurisdiction of the Authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to Tenn. Code Ann. § 65-4-301(b) and providers that own or operate equipment facilities in Tennessee with a value greater than five million dollars (\$5,000,000).

² See Tenn. Code Ann. § 65-4-201.