

**BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF MICHIGAN**

_____	)	
Application of	)	
	)	
<b>TALK AMERICA SERVICES, LLC</b>	)	Case No. U-17707
	)	
For A Temporary and Permanent	)	
License to Provide	)	
Resold Local Exchange and	)	
Interexchange Telecommunications Services	)	
in the State of Michigan	)	
_____	)	

**APPLICATION OF TALK AMERICA SERVICES, LLC  
FOR A TEMPORARY AND PERMANENT LICENSE**

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Counsel for Talk America Services, LLC

Dated: September 29, 2014

**BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF THE STATE OF MICHIGAN**

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**APPLICATION OF TALK AMERICA SERVICES, LLC  
FOR A TEMPORARY AND PERMANENT LICENSE  
TO PROVIDE LOCAL EXCHANGE AND INTEREXCHANGE  
SERVICES IN MICHIGAN**

**I. INTRODUCTION**

Talk America Services, LLC (“TAS” or “Applicant”), by its undersigned counsel and pursuant to Sections 301 and 302 of the Michigan Telecommunications Act, 1991 PA 179, as amended, MCL Michigan Telecommunications Act, 1991 PA 179, as amended, MCL § 484.2101 *et seq.* (the “MTA”) and the rules of the Public Service Commission of Michigan, hereby applies for a Temporary and Permanent License (“License”) to provide resold local exchange and interexchange services to residential customers in Michigan.

This Application is being filed in connection with a transaction involving Windstream Holdings, Inc. (“Windstream”). Windstream, and certain of its indirect subsidiaries,<sup>1</sup> are planning to undertake a corporate transaction (the “Transaction”) under which the business will be divided into two independent units: an operating unit that will continue to provide telecommunications and related services, and a real estate investment trust that will hold title to certain distribution plant assets (the “Subject Assets”) and lease those assets exclusively to the Windstream Companies on a long term basis. The Subject Assets of the Windstream Companies, including copper, fiber, real estate and other network assets, will be transferred to Communications Sales and Leasing, Inc. (“CSL”), a newly established corporation, and CSL will lease them back to Windstream on a long term basis for the exclusive use and benefit of the Windstream Companies. Under the terms of the exclusive lease from CSL, the Windstream Companies will continue to be responsible for the operation and maintenance of the Subject Assets and also continue to have responsibility for meeting all relevant quality of service standards and all other regulatory obligations, just as they do today. Separately, the Windstream Companies intend to transfer all of their residential local exchange and long distance customers to Applicant. Applicant requests that the Commission associate this Application with the Transfer Notice filed by the Windstream Companies concerning the Transaction.

The Transaction is not being undertaken as a means of market entry as the entity that will be obtaining the Subject Assets will not be providing telecommunications services, but will

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<sup>1</sup> Intellifiber Networks, Inc., LDMI Telecommunications, Inc., McLeodUSA Telecommunications Services, LLC, PAETEC Communications, Inc., Talk America, Inc., Windstream Communications, Inc., Windstream KDL, Inc., Windstream Norlight, Inc., Windstream NTI, Inc., and Windstream Corporation (collectively, the “CLEC Licensees” or the “Windstream Companies”).

rather be leasing those assets to the Windstream Companies in order for them to continue providing such services. Further, the transfer of customers to TAS will be undertaken only after TAS has obtained proper authority from the Commission in order to provide resold local exchange and interexchange telecommunications services to residential customers currently subscribed to the Windstream Companies in Michigan.

The following information regarding Applicant's managerial qualifications, financial resources, and technical competence to provide resold local exchange and interexchange telecommunications services is submitted pursuant to the Commission's rules and regulations.

In support of its Application, Applicant submits the following information:

## **II. DESCRIPTION AND CONTACTS**

### **A. Description of Applicant**

Applicant's legal name is Talk America Services, LLC. Applicant maintains its principal place of business at 4001 N. Rodney Parham Rd., Little Rock, Arkansas 72212. Applicant is a newly formed Delaware limited liability company and a subsidiary of Communications Sales and Leasing, Inc. ("CSL").

### **B. Designated Contacts**

All correspondence and communications regarding this Application should be addressed to Applicant's attorneys:

Russell M. Blau  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
Tel: 202-373-6000  
Fax: 202-373-6001

[russell.blau@bingham.com](mailto:russell.blau@bingham.com)  
[jeffrey.strenkowski@bingham.com](mailto:jeffrey.strenkowski@bingham.com)

with a copy to:

Jeffery W. Small  
Senior Vice President - Corporate Development and Operations  
Talk America Services, LLC  
4001 N. Rodney Parham Rd.  
Little Rock, AR 72212  
Tel: (501) 748-5870  
Fax: (330) 425-0881  
[jeffery.w.small@windstream.com](mailto:jeffery.w.small@windstream.com)

Following the grant of this Application, the Commission should direct all correspondence directly to Talk America's regulatory and operations contact:

Jeffery W. Small  
Senior Vice President - Corporate Development and Operations  
Talk America Services, LLC  
4001 N. Rodney Parham Rd.  
Little Rock, AR 72212  
Tel: (501) 748-5870  
Fax: (330) 425-0881  
[jeffery.w.small@windstream.com](mailto:jeffery.w.small@windstream.com)

The following toll-free number is available for end user consumer inquiries:

855-546-5000

The person responsible for customer service is:

James "Jim" Severance  
2134 W Laburnum Avenue  
Richmond, VA 23227  
(804) 422-4729  
[james.severance@windstream.com](mailto:james.severance@windstream.com)

Applicant's registered agent in Michigan is:

The Corporation Company  
30600 Telegraph Road, Suite 2345

Bingham Farms, MI, 48025-5720

**III. APPLICANT MEETS THE REQUIREMENTS OF SECTION 302(1) OF THE MTA FOR A LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE**

Section 302(1) of the MTA provides that, after notice and hearing, the Commission shall approve an Application for a license if it finds that (a) the applicant possesses sufficient technical, financial, and managerial resources and abilities to provide basic local exchange service to every person within the geographic area of the license and the applicant intends to provide service within one year from the date the license is granted; and (b) the grant of a license to the applicant would not be contrary to the public interest. As explained in further detail below, TAS fully meets the requirements of Section 302(1).

In addition, as required by Section 203(7) of the MTA, TAS is filing with this Application a copy of TAS's Certificate of Formation (**Exhibit A**); Certificate of Authority to Transact Business in Michigan (**Exhibit B**); Managerial and Technical Qualifications (**Exhibit C**); confidential Financial Qualifications (**Exhibit D**); and an Illustrative Tariff (**Exhibit E**) in support of this Application.

**A. Geographic Area for which the License is Sought**

Applicant requests authorization to provide resold local exchange and interexchange telecommunications services to and from all points in the State of Michigan that are currently open, and that become open, to competition, and to provide interexchange telecommunications statewide.

**B. Technical, Managerial and Financial Qualifications**

Applicant has the technical and financial ability to provide the proposed services. Applicant will be managed and operated by capable, experienced executives and employees who possess extensive managerial, financial, and technical experience in the telecommunications industry. Resumes of the key personnel that will be managing Applicant are attached as **Exhibit C**. These individuals have both highly effective management skills and considerable telecommunications expertise. The biographies of these key executives are submitted as evidence that Applicant possesses the managerial qualifications required for the provision of telecommunications services on behalf of Applicant. Applicant will have the managerial and technical capability necessary to provide high quality services to customers in Michigan. The officers and directors of Applicant are:

Officers and Directors:

Francis X. “Skip” Frantz - Chairman of the Board  
Anthony W. Thomas - Chief Executive Officer  
Jeffery W. Small - Senior Vice President – Corporate Development and Operations

All Officers and Directors may be contacted through the Applicant’s offices at:

4001 N. Rodney Parham Rd.  
Little Rock, AR 72212  
Tel: (501) 748- 4491

Initially, Applicant will be funded by CSL through new debt to be issued in the public markets. With this financing, Applicant will be well-qualified financially to operate within the State of Michigan. As a newly formed company, Applicant does not currently have historical financial statements. Therefore, Applicant submits under seal as **Exhibit D** confidential *pro forma* financial statements representing Applicant’s expected financial status, subject to change based on the final terms of the Reorganization and stock price allocation, following the proposed

transfer of certain “subject assets” of the Windstream Companies to CSL. Applicant requests that **Exhibit D**, filed under separate cover, be afforded confidential treatment as this exhibit contains financial information, which, if disclosed, would result in substantial harm to Applicant’s competitive position.. As shown in the information provided, Applicant is financially qualified to operate within Michigan.

C. **Intent to Provide Service within One Year**

TAS intends to provide local exchange service within one year from the date the Commission grants this license.

D. **Description of Services and Tariffs**

TAS proposes to provide wireline local telecommunications service – specifically, local exchange service (including, among other things, access to emergency services, access to operator services, alternative operator services, access to interexchange service, access to directory assistance, toll limitation for qualifying low-income consumers, and any other ancillary functionalities that TAS must provide pursuant to applicable statutes and regulations), interexchange service and broadband service. TAS will initially only resell the services of the Windstream Companies, and in the future will amend its certification if it decides to offer services as a facilities-based provider. Applicant will operate the business as currently configured as opposed to constructing any new facilities in the state at this time. Applicant’s network will consist of leased facilities provided by other carriers. Under the requested authority, Applicant will not engage in any construction of buildings, towers, conduits, poles, or trenches.

TAS will focus on service packages, marketing strategies and designing customers service standards catered to the residential CLEC customer segment. Having a separate

management team dedicated solely to this segment of the market will significantly improve the customer experience and performance of the residential CLEC business. Applicant will enter in to a resale agreement with Windstream to provide local exchange, interexchange and broadband services to residential customers. Applicant will enter into a Transitional Services Agreement with the Windstream Companies, whereby Windstream will provide certain back office services, including billing, to TAS. TAS will have resale agreements with Windstream before it commences providing local exchange, interexchange and broadband services to residential customers. Applicant plans on using the existing local exchange boundaries and established local calling scope of the incumbent local exchange carriers in Michigan.

TAS is not currently authorized to provide intrastate telecommunications services in any jurisdiction, and therefore has not been denied authority to provide telecommunications services in any state, but is in the process of obtaining authority to provide intrastate telecommunications services in all of the contiguous United States and the District of Columbia. Applicant is not seeking authority to provide services in Alaska and Hawaii.

Illustrative tariffs, setting forth the terms, conditions, rates, charges and regulations pursuant to which TAS proposes to provide regulated telecommunications service are attached hereto as **Exhibit E**. Since TAS will continue to provide services at the same rates and under the same terms and conditions as the licensed Windstream Companies, the proposed tariff(s), attached hereto mirror the existing tariff(s) except for the name and address of the company.

TAS's planned service offerings will meet or exceed the Commission's quality of service requirements. In addition, connectivity of the TAS network will not impair the statewide public switched network. . To ensure top-quality service, Applicant will be available for customer

inquiries during the hours of 8:00am to 8:00pm Monday through Friday, and 8:00am to 5:00pm on Saturday. The Company's toll free number, (855) 546-5000, may be used to contact the Company regarding repairs 24 hours a day, 7 days a week.

**E. Public Interest Considerations**

The granting of this Application will promote the public interest by allowing the previously described Transaction to be completed, thereby permitting the residential customers of the Windstream Companies to continue to receive their telecommunications services without interruption. Further, TAS's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. The entry of Applicant into the Michigan telecommunications market will enhance competition in the provision of telecommunications services within the State of Michigan. By enhancing competition, Applicant will bring significant benefits to telecommunications users within the State of Michigan by providing: (a) lower-priced and better-quality service; (b) innovative telecommunications services; (c) efficient use of existing communications resources; and (d) increased diversification in the supply of communications services. Applicant's proposed intrastate services are designed to meet the telephone needs of subscribers and permit subscribers to realize cost savings in communications services. Accordingly, Applicant anticipates that its proposed service will provide its subscribers with better quality services and will increase consumer choice through innovative, diversified, and reliable service and equipment offerings.

Applicant respectfully submits that grant of this Application will thereby serve the public interest by providing end users with a broader choice of competitively priced telecommunications services than currently exists.

**IV. APPLICANT MEETS THE REQUIREMENTS OF SECTION 301(2) OF THE MTA FOR A TEMPORARY LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE**

Applicant further requests the granting of a temporary license to provide basic local exchange service throughout the State of Michigan pursuant to Section 301(2) of the MTA. MCL 484.2301(2). Section 301(2) states, “pending the determination of an application for a license the Commission without notice and hearing may issue a temporary license for a period not to exceed one year.” Granting TAS a temporary license will allow it to promptly begin the negotiation of interconnection arrangements with the Incumbent Carriers, which are a necessary prerequisite to Applicant’s commencement of service in the State of Michigan. TAS will provide basic local exchange service under the temporary license in accordance with the regulatory requirements specified in the MTA. Prior to commencing basic local exchange service under the temporary license, TAS will submit a final tariff reflecting the services that it will offer and identifying the specific zone and exchanges in which it will offer service.

**V. NOTICE OF HEARING**

Section 302 of the MTA requires a hearing in connection with the issuance of a new license. TAS will therefore consult with the Commission’s Executive Secretary to identify interested persons and to determine the proper format and procedure for giving notice.

V. **CONCLUSION**

The information contained in this Application and the exhibits hereto fully describe Applicant and its ability to provide residential subscribers in Michigan with viable and economical telecommunications services.

Applicant's request to provide resold local exchange and interexchange telecommunications services within the State of Michigan should be granted upon a showing by Applicant that it possesses the managerial qualifications, financial revenues, and technical competence to provide such services. Applicant has demonstrated above that it possesses these qualifications.

WHEREFORE, Talk America Services, LLC respectfully requests that the Commission enter an Order granting it a Temporary and Permanent License to provide resold local exchange and interexchange telecommunications services as described in this Application, and granting such additional or further relief as may be necessary or appropriate.

Respectfully submitted,



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Russell M. Blau  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
[russell.blau@bingham.com](mailto:russell.blau@bingham.com)  
[jeffrey.strenkowski@bingham.com](mailto:jeffrey.strenkowski@bingham.com)

Counsel for Talk America Services, LLC

Dated: September 29, 2014

**LIST OF EXHIBITS**

Exhibit A	-	Certificate of Formation
Exhibit B	-	Authority to Transact Business
Exhibit C	-	Management Biographies
Exhibit D	-	Financial Statements - <b><i>CONFIDENTIAL, FILED UNDER SEAL</i></b>
Exhibit E	-	Illustrative Tariffs
Verification		

**EXHIBIT A**

**Certificate of Formation**

# Delaware

PAGE 1

*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TALK AMERICA SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2014, AT 10:58 O'CLOCK A.M.



5559703 8100

140892651

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1493030

DATE: 06-27-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:58 AM 06/27/2014  
FILED 10:58 AM 06/27/2014  
SRV 140892651 - 5559703 FILE

CERTIFICATE OF FORMATION


OF

TALK AMERICA SERVICES, LLC

1. The name of the limited liability company is Talk America Services, LLC.

2. The address of its registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 27<sup>th</sup> day of June, 2014.

By:   
Name: Deborah M. Reusch  
Title: Authorized Person

**EXHIBIT B**

**Authority to Transact Business**

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU									
Date Received	(FOR BUREAU USE ONLY)								
<p style="font-size: 1.2em; margin: 0;">AUG 22 2014</p>	<p style="font-size: 0.8em; margin: 0;">This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>								
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="padding: 2px;">Name CT Corporation System</td> </tr> <tr> <td colspan="2" style="padding: 2px;">Address 120 South Central Ave Ste. 400</td> </tr> <tr> <td style="padding: 2px;">City Clayton, MO</td> <td style="padding: 2px;">State MO</td> </tr> <tr> <td style="padding: 2px;">ZIP Code 63105</td> <td style="padding: 2px;"></td> </tr> </table>		Name CT Corporation System		Address 120 South Central Ave Ste. 400		City Clayton, MO	State MO	ZIP Code 63105	
Name CT Corporation System									
Address 120 South Central Ave Ste. 400									
City Clayton, MO	State MO								
ZIP Code 63105									
<p style="font-size: 1.5em; margin: 0;"><b>FILED</b></p> <p style="font-size: 1.2em; margin: 0;">AUG 22 2014</p> <p style="margin: 0;">ADMINISTRATOR CORPORATIONS DIVISION</p> <p style="margin: 0;">EFFECTIVE DATE:</p>									

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

D9358N

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS IN MICHIGAN**  
For use by Foreign Limited Liability Companies  
(Please read information and instruction on last page)

*Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Application:*

<p>1. The name of the limited liability company is:</p> <p style="margin-left: 20px;">Talk America Services, LLC</p>
<p>2. (Complete this item only if the limited liability company name in Item 1 is not available for use in Michigan.) The assumed name of the limited liability company to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:</p> <p style="margin-left: 20px;">_____</p>
<p>3. It is organized under the laws of <u>Delaware</u></p> <p>The date of its organization is <u>06/27/2014</u></p> <p>The duration of the limited liability company if other than perpetual is _____</p>
<p>4. The address of the office required to be maintained in the state of organization or, if not so required, the principal office of the limited liability company is:</p> <p style="margin-left: 20px;">4001 N. Rodney Parham Rd., Little Rock, AR 72212</p> <p style="margin-left: 20px;">(Street Address) (City) (State) (ZIP Code)</p>

50-453 170299

5. a. The street address of its registered office in Michigan is:

30600 Telegraph Road, Suite 2345 Bingham Farms, Michigan 48025-5720  
(Street Address) (City) (ZIP Code)

b. The mailing address of the registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

c. The name of the resident agent at the registered office is:

The Corporation Company

6. The Department is appointed the agent of the foreign limited liability company for service of process if no agent has been appointed, or if appointed, the agent's authority has been revoked, the agent has resigned, or the agent cannot be found or served through the exercise of reasonable diligence.

The name and address of a member or manager or other person to whom the administrator is to send copies of any process served on the administrator is: **(Must be different than agent shown in Item 5c)**


John P. Fletcher  
(Name)

4001 N Rodney Parham Road, Little Rock, AR 72212  
(Street Address) (City) (State) (ZIP Code)

7. The specific business which the limited liability company is to transact in Michigan is as follows:  
Communications Services

The limited liability company is authorized to transact such business in the jurisdiction of its organization.

Signed this 21 day of August, 2014

By   
(Signature)

John P. Fletcher Manager  
(Type or Print Name) (Type or Print Title)

# Delaware

PAGE 1

*The First State*

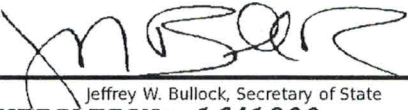
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALK AMERICA SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF AUGUST, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5559703 8300

141100172



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1641809

DATE: 08-22-14

**EXHIBIT C**

**Biographies of Key Personnel**

**Francis X. ("Skip") Frantz – Chairman of the Board**

Francis X. ("Skip") Frantz, is the Chairman of the Board of Directors for Communications Sales and Leasing, Inc. Previously, Mr. Frantz served as a director of Windstream since 2006 and served as Chairman of the Audit Committee. From July 2006 to February 2010, he served as Chairman of the Windstream Board. Mr. Frantz has served as Chairman of Central Bank (a community bank in Little Rock, Arkansas) since February 2007, and also serves as a director of a number of other privately held companies. Prior to January 2006, Mr. Frantz was Executive Vice President-External Affairs, General Counsel and Secretary of Alltel Corporation. Mr. Frantz joined Alltel in 1990 as Senior Vice President and General Counsel and was appointed Secretary in January 1992 and Executive Vice President in July 1998. While with Alltel, he was responsible for Alltel's mergers and acquisitions negotiations, wholesale services group, federal and state government and external affairs, corporate communications, administrative services, and corporate governance, in addition to serving as Alltel's Chief Legal Officer. Mr. Frantz served as the 2006 and 2007 Chairman of the Board and of the Executive Committee of the United States Telecom Association.

**Anthony W. Thomas – Chief Executive Officer**

Tony Thomas is Chief Executive Officer for Communications Sales & Leasing, Inc. Tony has worked in the communications industry for more over 15 years and is focused on creating shareholder value by expanding and diversifying the Company's communications real estate portfolio. Previously, Mr. Thomas served as Chief Financial Officer for Windstream since August 2009 with responsibility for overseeing Windstream's financial, tax, procurement, audit, treasury, risk management and investor relations teams. In addition, Mr. Thomas oversees the carrier solutions and the telecom procurement organizations. The carrier solutions team provides a full portfolio of communications products to carriers, wireless providers, cable providers and others. The telecom procurement organization is responsible for the acquisition of telecommunications services.

Previously, he served as controller for three years, overseeing the company's accounting, financial planning, external reporting, and retail billing departments. Thomas joined Windstream with the spinoff from Alltel Corp., where he was Vice President of investor relations. He previously held various financial and operational management roles at Alltel including: vice president of corporate financial planning, vice president of finance for the southeast region, vice president of process development and vice president of wireless wholesale roaming. He had joined Alltel as director of revenue accounting when it merged with 360 Communications in 1998. Before entering the communications industry, he was a senior auditor with Ernst & Young. Thomas holds a master's degree in business administration from Wake Forest University and a bachelor's degree in accountancy from the University of Illinois. He is a certified public accountant.

**Jeffery W. Small - Senior Vice President – Corporate Development and Operations**

Jeff Small is Senior Vice President of Corporate Development and Operations for Communications Sales & Leasing, Inc. Jeff is responsible for lease administration of the real estate portfolio and is the senior leader of the consumer CLEC operations of Talk America. Previously Mr. Small was Vice President of procurement and carrier service delivery at Windstream with responsibilities for supply chain management, procurement strategy and vendor management, and oversight of the service delivery experience for a full portfolio of carrier communications products provided to carriers, wireless providers, cable providers and others. Jeff also held various accounting and finance leadership roles since joining the Company in 2008. Prior to joining Windstream, Jeff served four years as the controller for Ranger Boats, Inc. and was a senior auditor with Arthur Andersen LLP for five years. Jeff holds a degree in accounting from the Arkansas State University and is a licensed certified public accountant.

**EXHIBIT D**

**Financial Statements**

*[CONFIDENTIAL - Submitted Under Cover]*

## **EXHIBIT E**

### **Proposed Tariff(s)**

For the purpose of this Application, Talk America Services adopts the Commission's generic tariff. Upon issuance of a license and thirty (30) days prior to Applicant beginning to provide service, Applicant will file and electronically post to the Internet, its own tariff which will comply with all Commission rules and regulations as set forth in the Commission's July 25, 2006 Order in Case No. U-14973, available on the Commission's website at <http://www.dleg.state.mi.us/mpsc/comm/clec/generictariff.pdf>.

Talk America Services will offer services including, but not limited to: residential local exchange service; residential interexchange service; residential ancillary services (9-1-1, E-9-1-1, 4-1-1, relay service, directory listing, directory assistance, etc.); Centrex; ISDN; assignment of new numbers; number portability; AIN provided features; DID trunks and lines. In addition to the services listed above, Talk America Services through a resale agreement will offer dual-party relay services, 9-1-1 emergency services, directory assistance and operator assisted calls, lifeline, and toll-free calling.

STATE OF ARKANSAS  
COUNTY OF PULASKI


§  
§  
§

**VERIFICATION**

I, Jeffery W. Small, state that I am the Senior Vice President - Corporate Development and Operations of Talk America Services, LLC, that I am authorized to make this Verification on behalf of Talk America Services, LLC that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Jeffery W. Small  
Senior Vice President-  
Corporate Development and Operations  
  
Talk America Services, LLC

Sworn and subscribed before me this 12<sup>th</sup> day of September, 2014.

  
\_\_\_\_\_  
Nicole Winters  
Notary Public

My commission expires April 8, 2021

