

**BINGHAM**

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jeffrey.strenkowski@bingham.com

September 12, 2014

Via Overnight Courier

Ann Cole, Commission Clerk  
Florida Public Service Commission  
Office of Commission Clerk  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

RECEIVED-FPSC  
14 SEP 15 AM 10:51  
COMMISSION  
CLERK

**REDACTED**

**Re: Application of Talk America Services, LLC for Authority to Provide Telecommunications Service Within the State of Florida**

Dear Ms. Cole:

On behalf of Talk America Services, LLC ("TAS"), enclosed for filing are an original and one (1) copy of an Application for Authority to Provide Resold Local Exchange and Interexchange Telecommunications Services within the State of Florida. Also enclosed is a check in the amount of \$500.00 to cover the requisite filing fee.

Pursuant to Rule 25-22.006(5), Florida Administrative Code, TAS respectfully requests confidential treatment for the confidential and proprietary information included as **Exhibit D** of the Application. One (1) copy of *confidential Exhibit D* has been submitted under seal along with one (1) highlighted copy of *confidential Exhibit D* and two (2) redacted copies of *confidential Exhibit D*.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Russell M. Blau  
Jeffrey R. Strenkowski

Counsel for Talk America Services, LLC

COM \_\_\_\_\_  
AFD \_\_\_\_\_  
APA \_\_\_\_\_  
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Tokyo  
**Washington**

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

# FLORIDA PUBLIC SERVICE COMMISSION

## OFFICE OF TELECOMMUNICATIONS

### APPLICATION FORM FOR AUTHORITY TO PROVIDE TELECOMMUNICATIONS COMPANY SERVICE WITHIN THE STATE OF FLORIDA

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#### Instructions

- A. This form is used as an application for an original certificate and for approval of transfer of an existing certificate. In the case of a transfer, the information provided shall be for the transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **\$500.00** to:

**Florida Public Service Commission  
Office of Commission Clerk  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6770**

- E. A filing fee of **\$500.00** is required for the transfer of an existing certificate to another company.
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission  
Office of Telecommunications  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6600**

1. This is an application for (check one):

**Original certificate** (new company). See **Attachment A** for further information.

**Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

2. Name of company: **Talk America Services, LLC**

3. Name under which applicant will do business (fictitious name, etc.):

**Applicant will conduct business under the name Talk America Services, LLC**

4. Official mailing address:

Street/Post Office Box: **4001 N. Rodney Parham Rd.**  
City: **Little Rock**  
State: **AR**  
Zip: **72212**

5. Florida address:

Name: **CT Corporation System**  
Street/Post Office Box: **1200 South Pine Island Road**  
City: **Plantation**  
State: **FL**  
Zip: **33324**

6. Structure of organization:

- |  |  |
|--|--|
| <input type="checkbox"/> Individual  | <input type="checkbox"/> Corporation         |
| <input type="checkbox"/> Foreign Corporation   | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership   | <input type="checkbox"/> Limited Partnership |
| <input checked="" type="checkbox"/> Other, please specify:<br><b>Foreign Limited Liability Company</b> |  |

**If individual, provide: **Not applicable****

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Street/Post Office Box: \_\_\_\_\_  
City: \_\_\_\_\_  
State: \_\_\_\_\_  
Zip: \_\_\_\_\_  
Telephone No.: \_\_\_\_\_  
Fax No.: \_\_\_\_\_  
E-Mail Address: \_\_\_\_\_  
Website Address: \_\_\_\_\_

7. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **Not applicable**
8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **M1400005377 see Exhibit A for Certificate of Authority to Operate in Florida.**
9. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: **Not applicable**
10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is: **Not applicable**
11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement. **Not applicable**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Street/Post Office Box: \_\_\_\_\_  
City: \_\_\_\_\_  
State: \_\_\_\_\_  
Zip: \_\_\_\_\_  
Telephone No.: \_\_\_\_\_  
Fax No.: \_\_\_\_\_  
E-Mail Address: \_\_\_\_\_  
Website Address: \_\_\_\_\_

12. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: **Not applicable**

13. Provide **F.E.I. Number**: 47-1233778

14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: **Jean L. Kiddoo**  
**Russell M. Blau**  
**Jeffrey R. Strenkowski**

Title: **Counsel for Talk America Services, LLC**

Street Name & Number: **Bingham McCutchen LLP**  
**2020 K St., NW**

Post Office Box: \_\_\_\_\_

City: **Washington**

State: **DC**

Zip: **20006**

Telephone No.: **(202) 373-6000**

Fax No.: **(202) 373-6001**

E-Mail Address: **jean.kiddoo@bingham.com**  
**Russell.blau@bingham.com**  
**Jeffrey.strenkowski@bingham.com**

Website Address: **www.bingham.com**

(b) Official point of contact for the ongoing operations of the company:

Name: **Jeffery W. Small**

Title: **Senior Vice President, Corporate Development and Operations**

Street Name & Number: **4001 N. Rodney Parham Rd.**

Post Office Box: \_\_\_\_\_

City: **Little Rock**

State: **AR**

Zip: **72212**

Telephone No.: **(501) 748-4491**

Fax No.: **(330) 425-0881**

E-Mail Address: **Jeffery.w.small@windstream.com**

Website Address: **www.windstream.com**

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

- Florida Public Service Commission  
**Price lists will be provided prior to Applicant providing service.**
- Website – *Website address:*
- Other – *Please provide address:*

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

**None. Applicant is a newly formed Company and has not operated in any jurisdiction as a telecommunications company.**

(b) has applications pending to be certificated as a telecommunications company.

**Applicant is in the process of obtaining authority to provide intrastate telecommunications services in all of the contiguous United States and the District of Columbia (except Alaska and Hawaii).**

(c) is certificated to operate as a telecommunications company.

**None. Applicant is not currently certified to operate as a telecommunications company in any jurisdiction.**

(d) has been denied authority to operate as a telecommunications company and the circumstances involved.

**None. Applicant has not been denied authority to operate in any jurisdiction.**

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

**None. Applicant has not been the subject of any penalties for violations of telecommunications rules and statutes.**

(f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

**None. Applicant has not been involved in any civil court proceedings with another telecommunications provider**

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.  Yes  No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates).  Yes  No

If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company.  Yes  No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

**See Exhibit B.**

17. Submit the following:

(a) **Managerial capability:** Resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit C.**

(b) **Technical capability:** Resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit C.**

(c) **Financial Capability:** Applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

**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 Florida. 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. Applicant requests that Exhibit D 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 the State of Florida. Applicant is also providing an affirmation from Jeffery W.**

**Small, as Senior President, Corporate Development and Operations that the financial statements are true and correct.**

**Note:** *It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.*

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

**RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of telecommunications company service in Florida.

**APPLICANT ACKNOWLEDGEMENT:** By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "***Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.***"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

	<b>Jeffery W. Small</b>
Title:	<b>Senior Vice President, Corporation Development and Operations</b>
Telephone No.:	<b>(501) 748-4491</b>
E-Mail Address:	<b>Jeffery.w.small@windstream.com</b>

Signature:  Date: 9/18/14

## ATTACHMENT A

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 rather be

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<sup>1</sup> Intellifiber Networks, Inc. (“Intellifiber”), McLeodUSA Telecommunications Services, LLC (“McLeod”), Network Telephone Corp., (“NTC”), PAETEC Communications, Inc. (“PAETEC”), Talk America, Inc. (“TA”), The Other Phone Company, (“TOC”), US LEC of Florida, LLC (“US LEC”), Windstream Communications, Inc. (“Windstream Communications”), Windstream Florida, Inc. (“Windstream Florida”), Windstream KDL, Inc. (“Windstream KDL”) and Windstream Norlight, Inc. (“Windstream Norlight”), (collectively, the “CLEC Licensees” or the “Windstream Companies”).

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 telecommunications services to residential customers currently subscribed to the Windstream Companies in Florida.

At the consummation of the Transaction CSL will be spun-off from Windstream as its own separate publicly-traded company. When the Transaction is consummated, CSL will be owned by the same shareholders that own Windstream, and as such, the transfer of control of TAS that takes place at that time will be pro-forma as the ultimate owners of TAS will be the same before and after the spin-off. TAS requests that the authority requested herein granted by the Commission take into account, to the extent necessary, the ultimate ownership of TAS at the time that the Transaction is consummated: as a subsidiary of CSL, which in turn will be a publicly traded company.

**LIST OF EXHIBITS**

- Exhibit A**      **Authority to Transact Business**
- Exhibit B**      **Existing Officer or Director Positions**
- Exhibit C**      **Management Biographies**
- Exhibit D**      **Financial Statements - *CONFIDENTIAL - SUBMITTED UNDER SEAL***

**EXHIBIT A**

**Authority to Transact Business**



July 30, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

TALK AMERICA SERVICES, LLC  
4001 N. RODNEY PARHAM RD.  
LITTLE ROCK, AR 72212

Qualification documents for TALK AMERICA SERVICES, LLC were filed on July 29, 2014, and assigned document number M1400005377. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

This document was electronically received and filed under FAX audit number H14000179409.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Deborah Bruce  
Regulatory Specialist II  
Registration/Qualification Section  
Division of Corporations

Letter Number: 114A00016266

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Talk America Services, LLC**

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John P. Fletcher

Name of Person

Talk America Services, LLC

Firm/Company

4001 N. Rodney Parham Road

Address

Little Rock, Arkansas 72212

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Felicia Davis

501

748-5409

Name of Contact Person

at ( )

Area Code

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Talk America Services, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 4001 N. Rodney Parham Rd., Little Rock, AR 72212  
\_\_\_\_\_  
(Street Address of Principal Office)

6. Same  
\_\_\_\_\_  
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

SEE ATTACHMENT

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)



\_\_\_\_\_  
Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.153, F.S.)

JOHN P. FLETCHER

\_\_\_\_\_  
Typed or printed name of signee

Name	Title/Capacity	Address
Jeffery R. Gardner	President & CEO / Manager	4001 N. Rodney Parham Road Little Rock, AR 72212
Anthony W. Thomas	CFO	4001 N. Rodney Parham Road Little Rock, AR 72212
John P. Fletcher	EVP, Secretary & General Counsel Manager	4001 N. Rodney Parham Road Little Rock, AR 72212
Robert E. Gunderman	SVP-Treasurer	4001 N. Rodney Parham Road Little Rock, AR 72212

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Talk America Services, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System  
(Name)

1200 South Pine Island Road  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.*

CT Corporation System  
By: Katherine Lackey Katherine Lackey,  
(Signature) Assistant Secretary

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# 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 EIGHTEENTH DAY OF JULY, A.D. 2014.

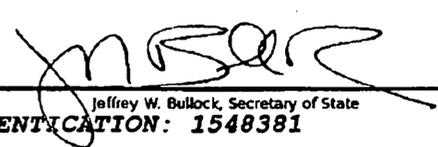
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5559703 8300

140972145

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: 1548381

DATE: 07-18-14

**EXHIBIT B**

**Existing Officer or Director Positions**

Francis X. "Skip" Frantz has been named Chairman of Talk America Services, LLC. He is currently on the Board of Windstream Holdings, Inc., but will leave the Windstream board upon the closing of the transaction.

Anthony W. Thomas has been named Chief Executive Officer of Talk America Services, LLC. He is currently the Chief Financial Officer of Windstream Holdings, Inc. and its subsidiaries. Mr. Thomas will leave Windstream prior to the closing of the transaction.

**EXHIBIT C**

**Management Biographies**

### **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.

APPLICATION OF )  
 )  
TALK AMERICA SERVICES, LLC )  
 )  
FOR AUTHORITY TO PROVIDE )  
COMPETITIVE LOCAL EXCHANGE )  
TELECOMMUNICATIONS COMPANY SERVICE )  
WITHIN THE STATE OF FLORIDA )

Docket No. \_\_\_\_\_

**EXHIBIT D**

**Financial Statements**

***CONFIDENTIAL - SUBMITTED UNDER SEAL***

Please note that the financial statements attached as Exhibit D to the original copy of the application are proprietary and confidential, and thus, is being submitted under seal. Applicant respectfully requests that the information be accorded confidential treatment and that it not be made a part of the public record or otherwise be made available for public disclosure. This information is provided in a sealed envelope attached only to the original copy of the Application.