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PUCO

August 19, 2014

Barcy McNeal, Secretary
Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street, 11th Floor
Columbus, OH 43215-3793

Re: *In the Matter of the Application of Talk America Services, LLC to Provide
Competitive Local Exchange and Competitive Telecommunications Services,
PUCO Case No. 14-1439-TP-ACE*

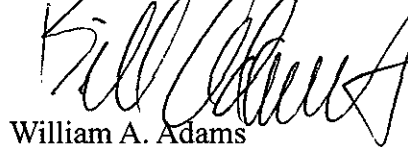
Dear Ms. McNeal:

Enclosed are the original and one (1) copy of the *In the Matter of the Application of Talk America Services, LLC to Provide Competitive Local Exchange and Competitive Telecommunications Services* for filing in the above-referenced matter. Please time stamp the extra copies of the *Application* and return them to our courier.

Thank you for your assistance.

Very truly yours,

BAILEY CAVALIERI LLC



William A. Adams

WAA/sg

Enclosure

This document contains information that the undersigned is an
accountant and provides reproduction of a case file
document delivered in the regular course of business.
Technician Sm Date Processed AUG 19 2014

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Talk America Services, LLC to Provide Competitive Local Exchange and Competitive Telecommunications Services)
)
)
)

TRF Docket No. 90-_____

Case No. 14 - 1439 - **TP** - ACE

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Talk America Services, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 4001 N. Rodney Parham Road, Little Rock, AR 72212

Company Web Address _____

Regulatory Contact Person(s) Jeffery Small

Phone 501.748.4991 Fax 330.425.0881

Regulatory Contact Person's Email Address jeffery.w.small@windstream.com

Contact Person for Annual Report Jeffery Small

Phone 501.748.4991

Address (if different from above) _____

Consumer Contact Information Jim Severance

Phone 804.422.4729

Address (if different from above) 2134 W. Laburnum Avenue, Richmond, VA 23227

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)(0 day)</u>
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input checked="" type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, Talk America Services, LLC (Name), and am authorized to make this statement on its behalf.

Please Check ALL that apply:

☒ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

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

Executed on (Date) 8/8/14 at (Location) Little Rock, Arkansas

*(Signature and Title)

Jeffery Small
SVP Corp Development & Ops

(Date)

8-8-14

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, Jeffery Small verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title)

Jeffery Small - SVP Corp Development & Ops

(Date)

8-8-14

*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS SUPPLEMENTAL APPLICATION FORM
for CARRIER CERTIFICATION

(Effective: 01/20/2011)

(Pursuant to Case No. 10-1010-TP-ORD)

NOTE: This SUPPLEMENTAL form must be used WITH the
TELECOMMUNICATIONS FILING FORM for ROUTINE PROCEEDINGS.

In the Matter of the Application of Talk America
Services, LLC to Provide Competitive Local Exchange
and Competitive Telecommunications Services

Case No. 14 - _____ - **TP** - ACE

Name of Registrant(s) Talk America Services, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 4001 N. Rodney Parham Road, Little Rock, AR 72212

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]

List of Required Exhibits

Tariffs: (Include all that apply)

☒ Interexchange Tariff

☒ Local Tariff

☐ CESTC Tariff

☐ Carrier-to-Carrier (Access) Tariff

Description of Services

NOTE: All Facilities-Based carriers must file an Access Tariff

☒ Service provisioned via Resale

☐ Service provisioned via Facilities

☐ Both Resold and Facilities-based

☒ Description of Proposed Services

☒ Statement about the provision of
CTS services

☒ Description of the general
geographic area served

☒ Explanation of how the proposed
services in the proposed market
area are in the public interest.

☒ Description of the class of customers (e.g., residence, business) that the
applicant intends to serve

Business Requirements

Evidence of Registration with: ☒ Ohio Department of Taxation

☒ Ohio Secretary of State¹ &
Certificate of Good Standing

Documentation attesting to the applicant's financial viability, including the following:

☒ An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application.

☒ Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions

☒ Documentation to support the applicant's cash and funding sources.

Documentation attesting to the applicant's managerial ability and corporate structure, including the following:

☒ Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area

☒ List of names, addresses, and phone numbers of officers and directors, or partners.

☒ Documentation indicating the applicant's corporate structure and ownership

☒ Information regarding any similar operations in other states.

If this company has been previously certified in the State of Ohio, include that certification number _____

☐ Verification that the applicant will follow federal communications commission (FCC) accounting requirements, if applicable.

¹ Certification from Ohio Secretary of State (domestic or foreign corporation, authorized use of fictitious name, etc.), and Certificate of Good Standing is required.

Documentation attesting to the applicant's proposed interactions with other Carriers

- ☒ Explanation as to whether rates are derived through (check all applicable):
☐ interconnection agreement ☒ retail tariffs ☒ resale tariffs
- ☒ Explanation as to which service areas company currently has an approved interconnection or resale agreement.
- ☐ A notarized affidavit accompanied by bona fide letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.

Documentation attesting to the applicant's proposed interactions with Customers

- ☒ A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
- ☒ Provide a copy of any customer application form required in order to establish residential service, if applicable.
- ☒ For CLECs, List of Ohio ILEC Exchanges the applicant intends to serve
(Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357)
- ☒ If Mirroring the entire ILEC local service areas, tariffs may incorporate by reference. If not mirroring the entire ILEC local exchange areas, the CLEC shall specifically define its local service areas in the tariff.

Affidavit

I am an authorized representative of the applicant corporation Jeffery Small
(Name)

and I am authorized to make this statement on its behalf. I attest that I have utilized the Telecommunications Supplemental Application Form for Carrier Certification provided by the Commission, and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct.

Executed on 8-8-14

at Little Rock, Arkansas

Jeffery Small SVP Corp Development Ops 8-8-14
(Signature and Title) (Date)

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS RETAIL SERVICE OFFERING FORM

For Non-BLES Carriers

Per the Commission's 01/19/2011 "Implementation Order" in Case No. 10-1010-TP-ORD

(Effective: 01/20/2011)

Company Name Talk America Services, LLC

Company Address 4001 N. Rodney Parham Road, Little Rock AR 72212

Company Web Address TBD

Regulatory Contact Person Jeffery Small Phone 501.748.4991 Fax 330.425.0881

Regulatory Contact Person's Email Address Jeffery.w.small@windstream.com

Contact Person for Annual Report Jeffery Small Phone 501.748.4991 Fax 330.425.0881

Consumer Contact Information Jim Severance Phone 804.422.4729 Fax _____

TRF Docket No. -TP-TRF

I. Company Type (Check all applicable):

☒ Non-BLES CLEC ☐ IXC ☐ Other (explain) _____

II. Services offered (Check all applicable):

☒ Toll services (intrastate)

☒ Local Exchange Service (i.e., residential or business bundles)

☐ Other (explain) _____

III. Tariffed Provisions/Services (To the extent offered, check all applicable and attach tariff pages):

☐ Toll Presubscription

☐ Intrastate Special and Switched Access Services to Carriers (facilities-based local carriers only)*

☒ N-1-1 Service

☐ Pole Attachment and Conduit Occupancy

☐ Pay Telephone Access Lines

☐ Inmate Operator Service

☒ Telephone Relay Service

*Access service tariffs shall be maintained separately and are subject to the Commission's carrier-to-carrier rules found in Chapter 4901:1-7, Ohio Administrative Code.

Part IV. – Attestation

Carrier hereby attests to its compliance with pertinent entries and orders issued by the Commission.

I am an officer/agent of the carrier/telephone company, Jeffery Small, and am authorized to make statements on it behalf.
(Name)

I understand that Telephone companies have certain responsibilities to its customers under the Telecommunications Rules (Ohio Adm. Code 4901:1-6). These responsibilities include: warm line service; not committing unfair or deceptive acts and practices; truth in billing requirements; and slamming and preferred carrier freeze requirements. We will comply with the rules of the state of Ohio and understand that non-compliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

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

Jeffery Small SVP Corp Development & Ops
(Signature and Title)

8-8-14
(Date)

**APPLICATION OF TALK AMERICA SERVICES, LLC TO PROVIDE COMPETITIVE
LOCAL EXCHANGE AND COMPETITIVE TELECOMMUNICATIONS SERVICES
LIST OF EXHIBITS**

EXHIBIT A Tariff

A-1: Proposed Local Tariff

EXHIBIT B Description of Services

B-1: How Service is Provisioned

B-2: Description of Proposed Services

B-3: Statement about Provision of CTS Service

B-4: Description of Proposed Market Area

B-5: Explanation of How Proposed Market Area is in the Public Interest

B-6: Description of Class of Customers Served

EXHIBIT C Business Requirements

C-1: Evidence of Registration with Ohio Secretary of State and Certificate of Good Standing

C-2: Evidence of Registration with the Ohio Department of Taxation

EXHIBIT D Documentation Attesting to Financial Viability

D-1: Executive Summary of Financial Condition, Liquidity and Capital Resources

D-2: Financial Statements; Actual and Pro Forma Income Statements and Balance Sheet

D-3: Documentation to Support Cash and Funding Sources

EXHIBIT E Managerial Ability and Corporate Structure

E-1: Technical and Managerial Ability

E-2: Officers and Directors

E-3: Corporate Structure and Ownership

E-4: Similar Operations in Other States

E-5: Verification that Applicant will Follow FCC Accounting Principles

EXHIBIT F Documentation Attesting to Proposed Interactions with Carriers

F-1: Explanation as to Whether Rates are Derived from Resale Tariffs

F-2: Explanation as to Which Service Areas Applicant Currently has an Approved Interconnection or Resale Agreement

F-3: A Notarized Affidavit Accompanied by Bona Fide Letters Requesting Negotiation Pursuant to §§ 251 and 252 of the Telecommunications Act of 1996 and a Proposed Timeline for Construction and Interconnection and Offering Services to End Users

EXHIBIT G Documentation Attesting to Proposed Interactions with Customers

G-1: Sample Customer Bill and Disconnection Notice that the Applicant Intends to Use

G-2: Customer Application Form Required to Establish Residential Service

G-3: List of Ohio ILEC Exchanges that the Applicant Intends to Serve

G-4: Mirroring of ILEC Local Service Areas

A-1 Proposed Local Tariff

**RATES, TERMS AND CONDITIONS
RELATING TO THE PROVISION OF
LOCAL AND LONG DISTANCE SERVICES
IN THE STATE OF OHIO
BY
TALK AMERICA SERVICES, LLC**

ISSUED: August , 2014

EFFECTIVE: August , 2014

By: Senior Vice President – Corporate Development and Operations
4001 N. Rodney Parham Road
Little Rock, AR 72212

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**EXPLANATION OF SYMBOLS, REFERENCES MARKS, AND ABBREVIATIONS OF TECHNICAL TERMS USED IN
THIS TARIFF**

The following symbols shall be used in this tariff for the purpose indicated below:

- C To signify changed regulation.
- D To signify discontinued rate or regulation.
- I To signify increased rate.
- M To signify a move in the location of text.
- N To signify new rate or regulation.
- R To signify reduced rate.
- S To signify reissued matter.
- T To signify a change in text but no change in rate or regulation.

ISSUED: August , 2014

EFFECTIVE: August , 2014

By: Senior Vice President – Corporate Development and Operations
4001 N. Rodney Parham Road
Little Rock, AR 72212

APPLICATION OF TARIFF

This tariff, filed by Talk America Services, LLC, hereinafter referred to as "the Company", describes the regulated service terms, conditions, and rates required in conformance with Competitive Retail Telephone Rules (Case No. 10-1010-TP-ORD). Services will be provided in compliance with Minimum Telephone Services Standards. The Company provides certain detariffed services which are not in the Company's tariff on file with the Public Utilities Commission of Ohio (Rule 4901:1-06-11(A)(2)).

The Company is certified to provide service pursuant to the Public Utilities Commission of Ohio's decision in Docket Number 14-____-TP-ACE.

Customers may view the detariffed/nonregulated services not included in this tariff on the Company's website at www.windstream.com

Customers rights, responsibilities and safeguards can be found in the Ohio Administrative Code Appendix (Rule 4901:1-5-03).

The applicable requirements of the Ohio Administrative Code and the Ohio Revised Code apply to the operations of the Company. The Company will comply with the Commission's policies and requirements for persons with communications disabilities and privacy and number disclosure requirements covered in subject cases. Any changes in terms or conditions of this tariff and/or operations of the Company will generate an obligation of the Company to provide notice of such changes in accordance with the Commission's Rules.

ISSUED: August , 2014

EFFECTIVE: August , 2014

By: Senior Vice President – Corporate Development and Operations
4001 N. Rodney Parham Road
Little Rock, AR 72212

MISCELLANEOUS SERVICES**Special Construction****Basis for Charges**

Where the Company furnishes a facility or service for which a rate or charge is not specified in the Company's tariffs, charges will be based on the costs incurred by the Company and may include: (1) nonrecurring type charges; (2) recurring type charges; (3) termination liabilities; or (4) combinations thereof.

Basis for Cost Computation

The costs referred to above may include one or more of the following items to the extent they are applicable:

- A. Cost installed of the facilities to be provided including estimated costs for the rearrangements of existing facilities. Cost installed includes:
 - 1. Equipment and materials provided or used,
 - 2. Engineering, labor and supervision,
 - 3. Transportation, and
 - 4. Rights of way;
- B. Cost of maintenance;
- C. Depreciation on the estimated cost installed of any facilities provided, based on the anticipated useful service life of the facilities with an appropriate allowance for the estimated net salvage;
- D. Administration, taxes and uncollectible revenue on the basis of reasonable average costs for these items;
- E. License preparation, processing and related fees;
- F. Tariff preparation, processing and related fees;
- G. Any other identifiable costs related to the facilities provided; or
- H. An amount for return and contingencies.

MISCELLANEOUS SERVICES**Emergency Services (Enhanced 911)**

This service allows Customers to reach the appropriate emergency services including police, fire and medical services. Enhanced 911 has the ability to selectively route an emergency call to the primary E911 provider so that it reaches the correct emergency service located closest to the caller. In addition, the Customer's address and telephone information will be provided to the primary E911 provider for display at the Public Service Answering Point (PSAP). These services will be provided free of charge to all Customers.

The Company will collect 911 surcharges on a per line basis and remit all surcharge revenue to the appropriate government entity.

Telecommunications Relay Service (TRS)

Telecommunications relay service enables deaf, hard-of-hearing or speech-impaired persons who use a Text Telephone (TT) or similar devices, to communicate freely with the hearing population not using TT and visa versa. A Customer will be able to access the state provider to complete such calls.

Customers may be assessed a charge per line per month to fund Telecommunications Relay Services for the State of Ohio in accordance with Section 4905.84 of the Revised Code. This charge shall in no event exceed the per end-user line (or equivalent) assessment levied by the Public Utilities Commission of Ohio upon the Company.

Presubscription

Presubscription is a procedure whereby a Customer designates to the Company the carrier which the Customer wishes to be the carrier of choice for intraLATA and or interLATA toll calls. Such calls are automatically directed to the designated carrier, without the need to use carrier access codes or additional dialing to direct the call to the designated carrier. Presubscription does not prevent a Customer who has presubscribed to an toll carrier from using carrier access codes or additional dialing to direct calls to an alternative toll carrier on a per call basis.

After a Customer's initial selection for a presubscribed intraLATA toll carrier, for any change thereafter, an IntraLATA Presubscription Change Charge will apply.

<u>Per line, trunk or port</u>	<u>Maximum</u>
Manually Processed Change	\$10.00
Electronically Processed Change	\$10.00

ISSUED: August , 2014

EFFECTIVE: August , 2014

By: Senior Vice President – Corporate Development and Operations
4001 N. Rodney Parham Road
Little Rock, AR 72212

PRICE LIST

PRESUBSCRIPTION:

Electronic or Manual PIC Change, per line \$5.00

ISSUED: August , 2014

EFFECTIVE: August , 2014

By: Senior Vice President – Corporate Development and Operations
4001 N. Rodney Parham Road
Little Rock, AR 72212

B-1 How Service is Provisioned

Talk America Services, LLC (“TAI”) initially will operate as a reseller of services from Intellifiber Networks, Inc. (“CLEC/LD”), Windstream KDL, Inc. (“CLEC/LD”), LDMI Telecommunications, Inc. (“CLEC”), McLeodUSA Telecommunications Services, Inc. (“CLEC/LD”), Windstream Norlight, Inc. (“CLEC/LD”), PAETEC Communications, Inc. (“CLEC/LD”), Talk America, Inc. (“CLEC/LD”), US LEC Communications LLC (“CLEC/LD”), Windstream Communications, Inc. (“CLEC/LD”), Windstream NuVox Ohio, Inc. (“CLEC/LD”), Windstream NTI, Inc. (“LD”) (the CLEC/LDs and LDs collectively, the “Windstream CLEC/LD Companies”). The Windstream CLEC/LD Companies will transfer all residential customers to TAI, which is the subject of a separate application filed concurrently herewith. Aside from a change in the customers’ telecommunications provider, this transfer will have no impact on the transferred customers. The rates, terms and conditions of service provided to the transferred residential customers will not change as a result of the transfer to TAI. Where services are provided pursuant to filed tariff, TAI will adopt the tariffs of the Windstream CLEC/LD Company or file tariffs that incorporate identical rates, terms and conditions of service. Where services are provided on a detariffed basis, TAI will continue to provide service to the customers pursuant to the relevant service contracts or price lists and maintain them on a website.

B-2 Description of Proposed Services

See Exhibit B-1.

B-3 Statement about Provision of CTS Service

TAI plans to offer interexchange services to its customers initially on a resale basis. For more information, see Exhibit B-1.

B-4 Description of Proposed Market Area

TAI intends to serve the same geographic areas currently served by the Windstream CLEC/LD Companies.

B-5 Explanation of How Proposed Market Area is in the Public Interest

TAI will create more efficiency among the Windstream CLEC/LD Companies providing competitive services to residential customers. The PUCO has determined that the public interest is better served when greater competition exists in the local exchange and interexchange toll markets. TAI intends to compete with the incumbent LECs, other competitive local carriers and providers of long distance services by providing high quality, reasonably priced services to residential customers. TAI's entry into the Ohio market will increase competition and drive greater service for residents in Ohio.

B-6 Description of Class of Customers Served

TAI intends to provide resold local exchange and interchange services to residential customers.

**C-1 Evidence of Registration with Ohio Secretary of State and
Certificate of Good Standing**

EXHIBIT C-1 *201420300474*

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/22/2014	201420300474	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	200.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
ATTN: JAMES H TANKS III
4400 EASTON COMMONS WAY SUITE 125
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2312173

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TALK AMERICA SERVICES, LLC

and, that said business records show the filing and recording of:

Document(s):

REG. OF FOR. PROFIT LIM. LIAB. CO.

Document No(s):

201420300474

Effective Date: 07/21/2014



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
22nd day of July, A.D. 2014.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

EXHIBIT C-1
UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show TALK AMERICA SERVICES, LLC, a Delaware For Profit Limited Liability Company, Registration Number 2312173, filed on July 21, 2014, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 31st day of July, A.D. 2014.

Jon Husted

Ohio Secretary of State

Validation Number: 201421201947

C-2 Evidence of Registration with the Ohio Department of Taxation

EXHIBIT C-2

BAILEY CAVALIERI LLC ATTORNEYS AT LAW

One Columbus 10 West Broad Street, Suite 2100 Columbus, Ohio 43215-3422
telephone 614.221.3155 facsimile 614.221.0479
www.baileycavalieri.com

direct dial: 614.229.3278
email: William.Adams@BaileyCavalieri.com

August 1, 2014

Ohio Department of Taxation
Public Utility Section
P.O. Box 530
Columbus, Ohio 43216-0530

Re: **Talk America Services, LLC**

To Whom It May Concern:

Please be advised that Talk America Services, LLC ("TAI") is making an application to the Public Utilities Commission of Ohio ("Commission") for authority to operate in Ohio as a competitive local exchange carrier and competitive telecommunications services provider.

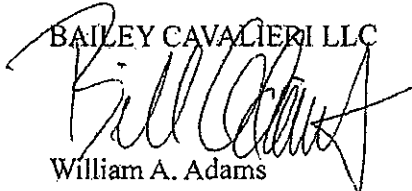
The Employer Identification Number for TAI is 47-1233778.

TAI's mailing address is:

Talk America Services, LLC
4001 North Rodney Parham Road
Little Rock, AR 72212
ATTN: Jeffery W. Small

Thank you for your attention to this matter.

Very truly yours,

BAILEY CAVALIERI LLC

William A. Adams

WAA/sg

D-1 Executive Summary of Financial Condition, Liquidity, and Capital Resources

The Windstream CLEC/LD Companies currently possess the financial ability to provide the certificated services to the public. TAI initially will resell Windstream CLEC/LD Companies' residential service and will rely on their managerial and technical capabilities. Therefore, TAI also will have the managerial and technical capability necessary to provide high quality services. In addition, Communications Sales and Leasing, Inc. ("CSL"), TAI's parent company, will be a publicly traded entity with the necessary financial resources to ensure TAI's customers continue to receive high-quality services. TAI will possess the requisite financial capability to fully support its operations. CLS will be issuing approximately \$3.0 billion in debt and though the equity is yet to be valued in the market, it is projected to be sufficient to ensure TAI is properly capitalized. In addition, CLS will have sufficient working capital at the time of the spinoff transaction and subsequently will generate meaningful positive cash flow.

D-2 Financial Statements: Actual and Pro Forma Income Statements and Balance Sheet
Public Copy

The pro forma balance sheet and income statement are attached.

EXHIBIT D-2

Talk America Services, LLC
Pro Forma Balance Sheet
As of December 31
(Thousands)

	<u>Dec 31, 2013</u>
Assets	
Accounts receivable, net of allowance for doubtful accounts	\$ 9,800.0
Customer list intangible asset, net of accumulated amortization	19,300.0
Total Assets	<u>\$ 29,100.0</u>
Liabilities and Equity	
Advance payments and customer deposits	<u>2,000.0</u>
Total Liabilities	2,000.0
Equity	27,100.0
Total Liabilities and Equity	<u>\$ 29,100.0</u>

Talk America Services, LLC
Pro Forma Income Statement
As of December 31
(Thousands)

EXHIBIT D-2

	<u>2013</u>
Revenues:	
Service Revenue	\$ 50,460.0
Product Sales Revenue	64.0
Total Revenue	<u>50,524.0</u>
Costs and expenses:	
Cost of Services	26,926.5
Cost of products sold	67.0
Selling, general, administrative and other	4,516.5
Depreciation and amortization	5,205.0
Restructuring charges	-
Merger and integration costs	-
Total costs and expenses	<u>36,715.0</u>
Operating income	13,809.0
Income before income taxes	13,809.0
Income Tax Expense	5,247.0
Net income	<u>\$ 8,562.0</u>

**D-3 Documentation to Support Cash and Funding Sources
Public Copy**

See Exhibits D-1 and D-2.

E-1 Technical and Managerial Ability

TAI, through its relationship with the Windstream CLEC/LD Companies, will continue to employ personnel experienced and dedicated to the provision of high-quality communications service. The customer service, network and operations functions critical to the success of Windstream CLEC/LD Companies will persist, and the business will be staffed to ensure that continuity. TAI will resell services where the Windstream CLEC/LD Companies are certificated pursuant to a resale agreement.

E-2 Officers, Directors, and 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 than 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 Jeff 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 an audit senior 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.

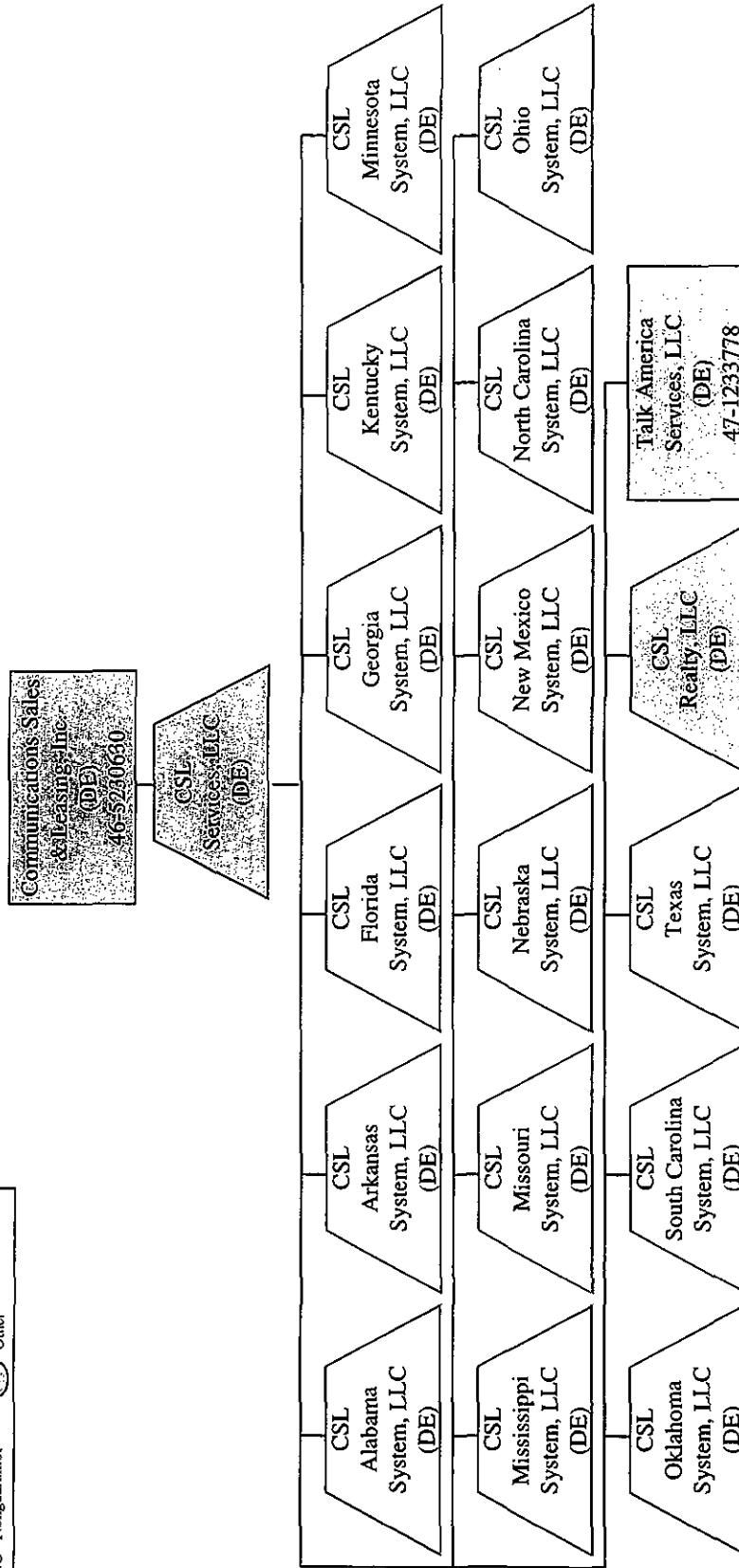
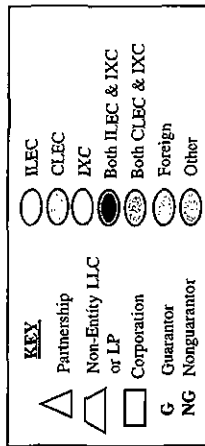
E-3 Corporate Structure and Ownership

TAI is a privately held limited liability company established in the state of Delaware. It will be a wholly owned subsidiary of CSL, a publicly traded company. A diagram of the corporate structure is attached.

EXHIBIT E-3

Communications Sales & Leasing, Inc.

Post-Spin



* Unless otherwise indicated, all ownership percentages are 100%

E-4 Similar Operations in Other States

TAI is in the process of obtaining state and federal certification and regulatory requirements in all jurisdictions where the Windstream CLEC/LD Companies provide service.

E-5 Verification that Applicant will Follow FCC Accounting Principles

TAI will maintain accounting records in accordance with GAAP.

F-1 Explanation as to Whether Rates are Derived from Resale Tariffs

TAI will resell services of the Windstream CLEC/LD Companies at the same retail rates, terms and conditions.

**F-2 Explanation as to Which Service Areas Applicant Currently has an
Approved Interconnection or Resale Agreement**

See Exhibit F-1.

F-3 A Notarized Affidavit Accompanied by Bona Fide Letters Requesting Negotiation Pursuant to §§ 251 and 252 of the Telecommunications Act of 1996 and a Proposed Timeline for Construction and Interconnection and offering Services to End Users

TAI has not entered into negotiations with ILECs pursuant to Sections 251 and 252.

G-1 Sample Customer Bill and Disconnection Notice that the Applicant Intends to Use

TAI will use the attached bill and disconnection notice, except the "Cavalier" logo will be replaced with TAI's logo that has not yet been designed.



929 Marthas Way Hiawatha, IA 522332407

Return Service Requested

EXHIBIT G-1

Statement Date 7/22/2014
Account [REDACTED]
Amount Due \$152.57
*Current Charges Due 8/11/2014
Amount Enclosed: _____



To pay by credit card, please call (800) 609-2799
or visit us online at www.cavtel.com/paymybill

Remit Payment To:

Cavalier Telephone
P.O. Box 9001111
Louisville, KY 40290-1111



1040216481284800001513700000152570000002009653201407223

Please detach here and return above portion with payment. Make checks payable to **Cavalier** and note your phone number or account number on your check.

This bill was prepared on 7/22/2014. A late payment charge will apply to any amounts not received by 8/11/2014.

Any past due balance is considered delinquent and should have been paid prior to the new statement date. Please remit past due balance immediately.

Statement Date: July 22, 2014	Account Number: [REDACTED]	PIN: [REDACTED]	*Current Charges Due: August 11, 2014
Previous Balance	\$ 151.37	Current Charges	\$ 91.67
Payments	\$ -92.00	Finance Charge (percent)	\$ 1.53
Adjustments	\$ 0.00		\$ 93.20
Past Due Balance	\$ 59.37	Total Amount Due	\$ 152.57

* Past Due Charges are due immediately and are subject to further collection activity

Important Messages

Cavalier, a PAETEC Company, continues to work to provide the highest level of service and support to our customers. Part of this service commitment includes providing customers with the opportunity to have third party services charged to their Cavalier telephone bill as a convenience. While many customers appreciate this convenience; we understand that it's not for everyone. Cavalier always encourages customers to review their Cavalier bill each month, and contact the company if they are unsure about a charge on their Cavalier bill. And, in order to provide our customers with a greater level of control, and an additional layer of account protection, Cavalier now offers the ability to block third party charges from your monthly telephone statement. This block will not apply to third party charges for Cavalier-related services to which you subscribe (i.e. Dish, TechHelp, etc.), but will prevent unrelated services from appearing on your Cavalier statement. This service is completely optional and free of charge. If you're interested in adding a third party block to your account, please call a Cavalier representative at the phone number found at the top right hand corner of your statement.

Go Paperless Today!

Make your life easier while helping to save the Earth by signing up for paperless billing today!
Go to www.cavtel.com/paymybill to register today!

Please contact Windstream Customer Care at 1-800-291-9699 if you have a question or a problem regarding your telephone service. If your complaint is not resolved after you have called Windstream, or for general utility information, residential and business customers may contact the Public Utilities Commission of Ohio (PUCO) for assistance at 1-800-686-7826 (toll free) from 8:00 AM to 5:00 PM weekdays or at <http://www.PUCO.Ohio.gov>. Hearing or speech impaired customers may contact the PUCO 7-1-1 (Ohio Relay Service). The Ohio consumers' counsel (OCC) represents residential utility customers in matters before the PUCO. The OCC can be contacted at 1-877-742-5622 (toll free) from 8:00 AM to 5:00 PM weekdays, or at <http://www.pickocc.org>.

EXHIBIT G-1

Customer Name: [REDACTED]

Customer Address: [REDACTED]

EXHIBIT G-1

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EXHIBIT G-1

929 Marthas Way Hiawatha, IA 52233-2407

Return Service Requested

Remittance Section

Date: 06/19/2014
Account Number: [REDACTED]
Outstanding Balance: \$178.57
Amount Enclosed: \$



To pay by credit card, please call us at 800.609.2799
or visit us online at www.cavtel.com/paymybill

Cavalier Telephone
P.O. Box 9001111
Louisville, KY 402901111



1180216481640900001785700000178570000003991071201407015

Please detach here and return above portion with payment. Make checks payable to **Cavalier** and note your account number on your check.

Account Number: [REDACTED]

Past Due Balance: \$123.92

Due Date: 07/01/2014

SUSPENSION NOTICE

DELINQUENCY - PAST DUE BALANCE

Your account with Cavalier is currently past due. If you recently sent payment for the Past Due Balance, please call our automated system to confirm receipt of the payment. If Cavalier does not receive full payment of the basic service Past Due Balance or reach an acceptable payment arrangement before the date set for suspension, then Cavalier may suspend your local service on or after the "Due Date". Cavalier will require you to pay the Past Due Balance and a reconnect fee to restore services.

- **Payment Plan:** If you cannot pay the total amount now, you may be eligible for a payment plan. Call us at 800-291-9699 for more information.
- **Paid, Disputes, Errors:** If you (a) believe you have received this notice in error, (b) recently made a payment, or (c) would like to dispute all or part of the amount owed, please call Cavalier to resolve this matter immediately to avoid any suspension of services.
- **Reconnect Fee:** If your services are suspended, you will be required to pay \$38.50 per line to have your service restored.
- If payment is not received for the Past Due Balance or the reconnect fee, then your service will be permanently disconnected. If service is permanently disconnected, full payment of the Outstanding Balance plus new installation charges plus a deposit will be required to re-establish service.

For additional information, please see the reverse side of this notice.

Cavalier's goal is to provide you with a great customer experience. We will continue to go out of our way to make sure you get the service you want and the savings you deserve.

Thank you,

Cavalier Customer Support

Please contact Windstream Customer Care at 1-800-291-9699 if you have a question or a problem regarding your telephone service. If your complaint is not resolved after you have called Windstream, or for general utility information, residential and business customers may contact the Public Utilities Commission of Ohio (PUCO) for assistance at 1-800-686-7826 (toll free) from 8:00 AM to 5:00 PM weekdays or at <http://www.PUCO.Ohio.gov>. Hearing or speech impaired customers may contact the PUCO 7-1-1 (Ohio Relay Service). The Ohio consumers' counsel (OCC) represents residential utility customers in matters before the PUCO. The OCC can be contacted at 1-877-742-5622 (toll free) from 8:00 AM to 5:00 PM weekdays, or at <http://www.pickocc.org>.

118566FC

G-2 Customer Application form Required to Establish Residential Service

The order form is attached.

[illegible]

EXHIBIT G-2

[Home](#) [Order](#) [FAQ](#) [Contact Us](#) [Site Map](#) [Privacy Policy](#) [Terms of Service](#) [Feedback](#)

[http://www.windstream.com/order_display_service.pl?order_id=1020388&lineid=1](#)

[File](#) [Edit](#) [View](#) [Favorites](#) [Tools](#) [Help](#)

[e](#) [Customer Portal](#) [Windstream Org Ch...](#) [External Order...](#) [Windstream WebMail](#) [CNN.com - Breaking New...](#) [Free Hotmail](#) [Internal Windstream.com P...](#) [Merrill Lynch - Login](#) [Suggested Sites](#) [Web Slice Gallery](#)

[Welcome!](#) [Cust Info](#) [Offers & Features](#) [Listing & LD](#) [Rings](#) [Weblog](#) [Complete](#)

[Back](#) [Forward](#) [Home](#) [Stop](#) [Reload](#) [Print](#) [Zoom In](#) [Zoom Out](#) [Reset](#)

Offers for Line#1

Provider: Other Provider: Ported #:

Credit Check: ☐ Ports: PASS : New Installs: PASS

Service Plan: Price: Internet:

DSL Type: DSL+

Local Assurance Provider: ☐ Yes ☒ No
 (Local Assurance Provider protects you against having your local phone service switched to another provider without your approval.)

Operating System: Windows XP

DSL: \$40.00
 Static IP: \$10.00. Each additional static IP is \$1.00.

Deliver Modem To:

IPTV:

Set Top Boxes:

Number of HD TVs:

Current Provider: Other

Done

Local Intranet | Protected Mode Off 8:44 AM 7/27/2011

EXHIBIT G-2

External Order #10389328
https://netops3.cavaller.com/order_display_features.php?orderid=10389328&instid=1

File Edit View Favorites Tools Help

Windstream Homepage Windstream WebMail CNCom Breeding News Free Email Login Merrill Lynch Suggested Sites Web Slice Gallery

Home My Account My Orders Orders Guest Check Reports Admin CLEAN UP Manage Dispositions Logout

Customer Order #10389328

Queue: Arts Write Computer Created: 09/27/2013 03:29:44 PM
Created By: Crystal Pechal (cpechal) Updated: 09/27/2013 03:31:29 PM
Order Type: MDU Qualification Transfer Results

Welcome | Cust Info | Offers & Features | Listing & LD | Rings | View | Complete | Best Offers > | Features >

Package: Netops 3.2.3.0.0

Individual Features

<input checked="" type="checkbox"/> Net Guardian \$0.00
<input type="checkbox"/> Professional DSL Install \$50.00
<input type="checkbox"/> Professional DSL Install Promo \$-50.00
<input type="checkbox"/> Wireless Router/Modem \$0.00
Wireless Router/Modem

Show Notes
Add Note:

<< Prev Save >>

Done Local Internet Protected Mode Off 8:55 AM 7/25/2014

EXHIBIT G-2

External Order #1028938
https://nextops.caveller.com/forccr_display_longdist.php?orderid=1028938&lineid=1

File Edit View Favorites Tools Help

Windows Homegroup Windstream WebMail CNN.com Breaking News Free HomeMail Windstream.com P. Merrill Lynch Login Suggested Sites Web Site Gallery

Home My Account My Orders Orders Credit Check Reports Admin CLEAN UP Manage Dispositions Logout

Customer Order #1028938

Order: Auto Write Complete Created: 09/27/2013 03:29:44 PM
Created by: Crystal French (pawc) Updated: 09/27/2013 03:31:29 PM
Order Type: MDU Qualification Transfer Results

Welcome | Cust Info | Offers & Features | Listing & LD | Rings | Wiring | Complete
Let Us Try #1 Long Distance #1s

Long Distance for Line#1
Billing: Data Only
Other LCC: PRCO

☐ Back Collect Call ☐ Back Third Party ☐ Back 900 #s

Show Notes
Add Note

Add Another Line >> Skip distinctive ring >> << Prev Next >>

Local intranet | Protected Mode: Off 8:16 AM 7/29/2014

EXHIBIT G-2

External Order #10238938

https://inetop3.caveller.com/order_display_distinctiveRings.php?orderId=10238938

File Edit View Favorites Tools Help

Windstream Homepage

Windstream WebMail

CNN.com - Breaking News

Free Hotmail

InternalWindstream.com P.

Merrill Lynch - Login

Suggested Sites

Web Site Gallery

Customer Portal

Windstream Org Ch.

External Order #10238938

Home

My Account

NY Orders

Orders

Credit Check

Reports

Admin

CLEANUP

Managed Dispositions

Logout

Customer Order #10238938

Order: Auto With Complete

Created: 09/27/2013 03:29:44 PM

Created By: Crystal Pechal (operator)

Updated: 09/27/2013 03:31:29 PM

Order Type: MNU

Qualification Transfer Results

Welcome

Customer Info

Offers & Features

Listing & LD

Rings

Winning

Complete

Distinctive Rings

The customer has 1 physical line

Distinctive Rings: 1

Provider

Ported Dist. Ring #

Terminates To

Ring 1

Ring 2

Ring 3

Ring 4

Show Notes

Add Note:

<< Prev

Save >>

Local intranet | Protected Mode Off

8:16 AM

7/25/2013

EXHIBIT G-2

External Order #1038938
https://netop5.cavalier.com/order_display.php?orderId=1038938

File Edit View Favorites Tools Help

Windows Homegroup Windstream WebMail CNN.com - Breaking News Free Hotmail Internet Windstream.com Merrill Lynch Login Suggested Sites Web Site Gallery

Customer Portal Windstream Opt. CL External Order #1038938

Home My Account My Orders Credit Check Reports Admin Create Up Manage My Subscriptions Logout

Customer Order #1038938

Queue: Apts With Complete Created: 09/27/2013 03:29:44 PM
Created by: Crystal Frenchal (csp@cl) Updated: 09/27/2013 03:31:29 PM
Order Type: NON Qualification Transfer Request

Welcome | Cust Info | Offers & Features | Listing & LD | Rings | Wiring | Complete
Distinctive Ringings Ring Listings Ring Volcomals

Retain Vendor's Listing Info:
Listing Type: _____
Change Listing To: _____ (best first name)
With Address: _____

Distinctive Ring 1

Show Notes
Add Note:

<< Prev Save >>

Done Local intranet | Protected Mode: Off 8:16 AM 10/5/2014 125%

EXHIBIT G-2

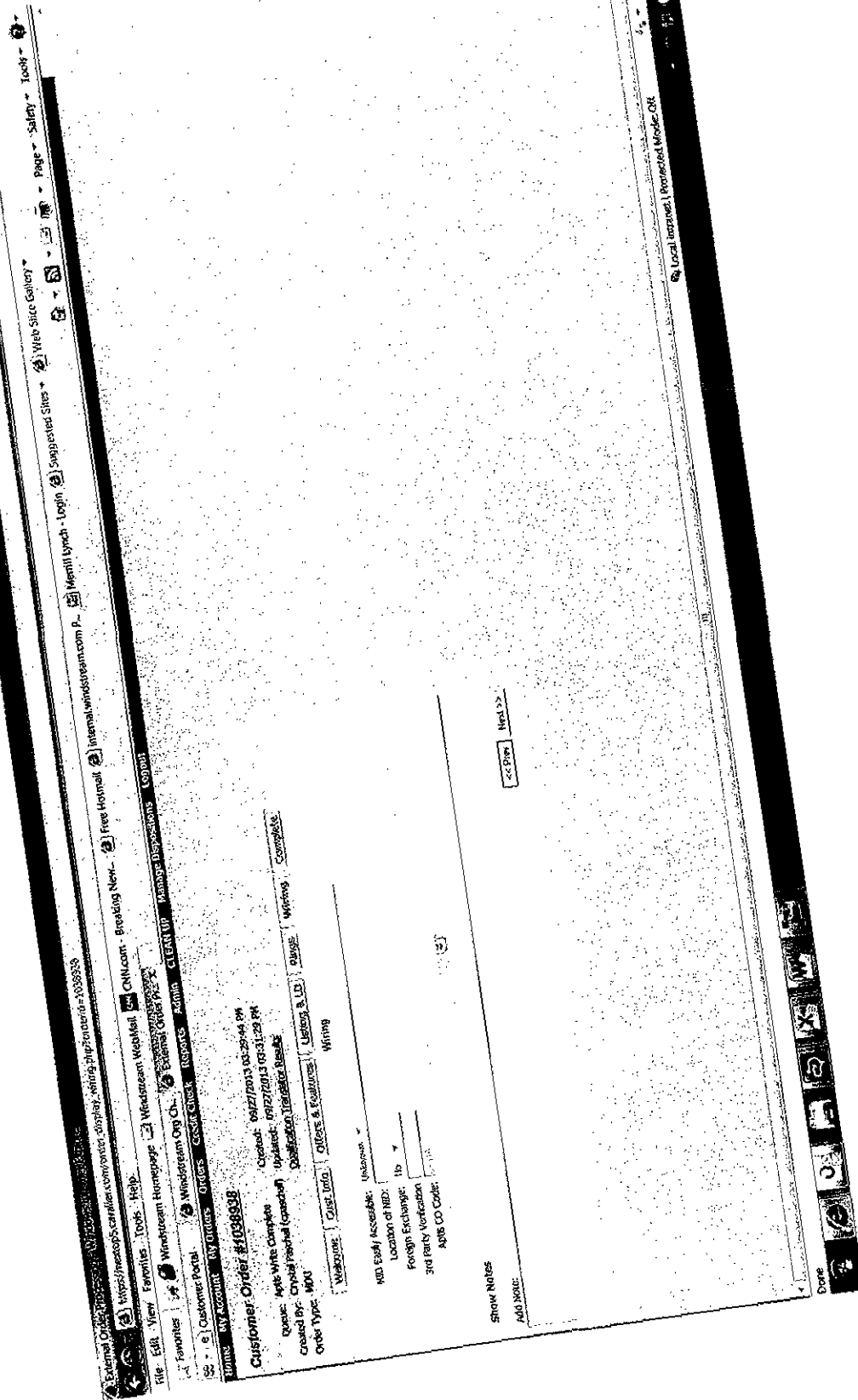


EXHIBIT G-2

[External Order](#)
[https://www.windstream.com/order_display_final.php?orderId=1038938](#)

[File](#)
[Edit](#)
[View](#)
[Favorites](#)
[Tools](#)
[Help](#)

[Home](#)
[Windstream Homepage](#)
[Windstream WebMail](#)
[CNN.com](#)
[Breaking News](#)
[Free Hotmail](#)
[InternetWindstream.com](#)
[P...](#)
[Merrill Lynch](#)
[Login](#)
[Suggested Sites](#)
[Web Site Gallery](#)

[Customer Portal](#)
[Windstream Q&A](#)
[External Order History](#)
[Welcome](#)
[Cust Info](#)
[Offers & Features](#)
[Listing & LD](#)
[Rings](#)
[Wiring](#)
[Complete](#)

[Complete Sale](#)
[No Sale](#)

Please Click Here to Enter Referral Information

Upload Files (For MDU orders only)

Has the order already been completed in the Apts 88ing System? ☐ Yes ☒ No

Commission Code: 1277

Customer #: 8104131

Service Order #: 8104131

Apts CO Code: 8104131

Service Order # (S): 8104131

Apts CO Code: GRBR

Assigned Numbers: 1. (757) 889-4498

Aptis Information

Has the order already been completed in the Apts 88ing System? ☐ Yes ☒ No

Commission Code: 1277

Customer #: 8104131

Service Order #: 8104131

Apts CO Code: 8104131

Service Order # (S): 8104131

Apts CO Code: GRBR

Assigned Numbers: 1. (757) 889-4498

Order History

Date	Host	Agent Id	Agent	Event
09/27/13 03:29:44 PM	10.201.61.224	0	0	created order
09/27/13 03:30:24 PM	10.201.61.224	0	0	cancelled
09/27/13 03:30:30 PM	10.201.61.224	0	0	cancelled
09/27/13 03:30:33 PM	10.201.61.224	0	0	cancelled
09/27/13 03:31:13 PM	10.201.61.224	0	0	cancelled
09/27/13 03:31:18 PM	10.201.61.224	0	0	cancelled
09/27/13 03:31:21 PM	10.201.61.224	0	0	cancelled
09/27/13 03:31:29 PM	10.201.61.224	0	0	cancelled

Show Notes

Add Note:

Local intranet | Protected Mode: Off

8:18 AM 7/25/2011

G-3 List of Ohio ILEC Exchanges that the Applicant Intends to Serve

See attached list.

8/4/2014

Proposed Market Area (PMA) for
CLECs Provision of Local Service**EXHIBIT G-3****Company Name:**

Talk America Services, LLC

dba:

Select All AT&T Ohio

Select All United Telephone dba CenturyLink

Certificate Number:

Select All Frontier North

Select All Cincinnati Bell

Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes

ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	ADAMS	Winchester	X
AT&T Ohio	ATHENS	Nelsonville	X
AT&T Ohio	BELMONT	Barnesville	X
AT&T Ohio	BELMONT	Bellaire	X
AT&T Ohio	BELMONT	Bethesda	X
AT&T Ohio	BELMONT	Martins Ferry-Bridgeport	X
AT&T Ohio	BELMONT	Somerton	X
AT&T Ohio	BELMONT	St. Clairsville	X
AT&T Ohio	BROWN	Aberdeen	X
AT&T Ohio	BROWN	Ripley	X
AT&T Ohio	BUTLER	Middletown	X
AT&T Ohio	BUTLER	Monroe	X
AT&T Ohio	BUTLER	Trenton	X
AT&T Ohio	CHAMPAIGN	Christiansburg	X
AT&T Ohio	CLARK	Donnelsville	X
AT&T Ohio	CLARK	Enon	X
AT&T Ohio	CLARK	Medway	X
AT&T Ohio	CLARK	New Carlisle	X
AT&T Ohio	CLARK	North Hampton	X
AT&T Ohio	CLARK	Pitchin	X
AT&T Ohio	CLARK	South Charleston	X
AT&T Ohio	CLARK	South Vienna	X
AT&T Ohio	CLARK	Springfield	X
AT&T Ohio	CLARK	Tremont City	X
AT&T Ohio	COLUMBIANA	Columbiana	X
AT&T Ohio	COLUMBIANA	East Liverpool	X
AT&T Ohio	COLUMBIANA	East Palestine	X
AT&T Ohio	COLUMBIANA	Leetonia	X

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ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	COLUMBIANA	Lisbon	X
AT&T Ohio	COLUMBIANA	New Waterford	X
AT&T Ohio	COLUMBIANA	Rogers	X
AT&T Ohio	COLUMBIANA	Salem	X
AT&T Ohio	COLUMBIANA	Salineville	X
AT&T Ohio	COLUMBIANA	Wellsville	X
AT&T Ohio	COSHOCTON	Conesville	X
AT&T Ohio	COSHOCTON	Coshocton	X
AT&T Ohio	COSHOCTON	West Lafayette	X
AT&T Ohio	CUYAHOGA	Bedford	X
AT&T Ohio	CUYAHOGA	Berea	X
AT&T Ohio	CUYAHOGA	Brecksville	X
AT&T Ohio	CUYAHOGA	Chagrin Falls	X
AT&T Ohio	CUYAHOGA	Cleveland	X
AT&T Ohio	CUYAHOGA	Gates Mills	X
AT&T Ohio	CUYAHOGA	Hillcrest	X
AT&T Ohio	CUYAHOGA	Independence	X
AT&T Ohio	CUYAHOGA	Montrose [CUY]	X
AT&T Ohio	CUYAHOGA	North Royalton	X
AT&T Ohio	CUYAHOGA	Olmsted Falls	X
AT&T Ohio	CUYAHOGA	Strongsville	X
AT&T Ohio	CUYAHOGA	Terrace	X
AT&T Ohio	CUYAHOGA	Trinity	X
AT&T Ohio	CUYAHOGA	Victory	X
AT&T Ohio	ERIE	Bloomington	X
AT&T Ohio	ERIE	Castalia	X
AT&T Ohio	ERIE	Sandusky	X
AT&T Ohio	FAIRFIELD	Carroll	X
AT&T Ohio	FAIRFIELD	Lancaster	X
AT&T Ohio	FAIRFIELD	Rushville	X
AT&T Ohio	FAIRFIELD	Sugar Grove	X
AT&T Ohio	FAYETTE	Bloomington	X
AT&T Ohio	FAYETTE	Jeffersonville	X
AT&T Ohio	FAYETTE	Milledgeville	X
AT&T Ohio	FAYETTE	Washington Court House	X

EXHIBIT G-3

Proposed Market Area (PMA) for
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ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	FRANKLIN	Alton	X
AT&T Ohio	FRANKLIN	Canal Winchester	X
AT&T Ohio	FRANKLIN	Columbus	X
AT&T Ohio	FRANKLIN	Dublin	X
AT&T Ohio	FRANKLIN	Gahanna	X
AT&T Ohio	FRANKLIN	Grove City	X
AT&T Ohio	FRANKLIN	Groveport	X
AT&T Ohio	FRANKLIN	Harrisburg	X
AT&T Ohio	FRANKLIN	Hilliard	X
AT&T Ohio	FRANKLIN	Lockbourne	X
AT&T Ohio	FRANKLIN	New Albany	X
AT&T Ohio	FRANKLIN	Reynoldsburg	X
AT&T Ohio	FRANKLIN	Westerville	X
AT&T Ohio	FRANKLIN	Worthington	X
AT&T Ohio	GALLIA	Cheshire	X
AT&T Ohio	GALLIA	Gallipolis	X
AT&T Ohio	GALLIA	Guyan	X
AT&T Ohio	GALLIA	Rio Grande	X
AT&T Ohio	GALLIA	Vinton	X
AT&T Ohio	GALLIA	Walnut	X
AT&T Ohio	GEAUGA	Burton	X
AT&T Ohio	GEAUGA	Chesterland	X
AT&T Ohio	GREENE	Beavercreek	X
AT&T Ohio	GREENE	Bellbrook	X
AT&T Ohio	GREENE	Bowersville	X
AT&T Ohio	GREENE	Cedarville	X
AT&T Ohio	GREENE	Fairborn	X
AT&T Ohio	GREENE	Jamestown	X
AT&T Ohio	GREENE	Spring Valley	X
AT&T Ohio	GREENE	Xenia	X
AT&T Ohio	GREENE	Yellow Springs-Clifton	X
AT&T Ohio	HANCOCK	Findlay	X
AT&T Ohio	HIGHLAND	Belfast	X
AT&T Ohio	HIGHLAND	Danville [HIG]	X
AT&T Ohio	HIGHLAND	Hillsboro	X

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ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	HIGHLAND	Marshall	X
AT&T Ohio	HIGHLAND	Rainsboro	X
AT&T Ohio	HIGHLAND	Sugar Tree Ridge	X
AT&T Ohio	HOCKING	Murray City	X
AT&T Ohio	JEFFERSON	Mingo Junction	X
AT&T Ohio	JEFFERSON	Steubenville	X
AT&T Ohio	JEFFERSON	Toronto	X
AT&T Ohio	LAKE	Leroy	X
AT&T Ohio	LAKE	Mentor	X
AT&T Ohio	LAKE	Painesville	X
AT&T Ohio	LAKE	Wickliffe	X
AT&T Ohio	LAKE	Willoughby	X
AT&T Ohio	LAWRENCE	Arabia	X
AT&T Ohio	LAWRENCE	Ironton	X
AT&T Ohio	LUCAS	Holland	X
AT&T Ohio	LUCAS	Maumee	X
AT&T Ohio	LUCAS	Toledo	X
AT&T Ohio	LUCAS	Whitehouse	X
AT&T Ohio	MADISON	London	X
AT&T Ohio	MADISON	Sedalia	X
AT&T Ohio	MADISON	South Solon	X
AT&T Ohio	MADISON	West Jefferson	X
AT&T Ohio	MAHONING	Canfield	X
AT&T Ohio	MAHONING	Lowellville	X
AT&T Ohio	MAHONING	North Jackson	X
AT&T Ohio	MAHONING	North Lima	X
AT&T Ohio	MAHONING	Sebring	X
AT&T Ohio	MAHONING	Youngstown	X
AT&T Ohio	MIAMI	Fletcher-Lena	X
AT&T Ohio	MIAMI	Piqua	X
AT&T Ohio	MONROE	Bealsville	X
AT&T Ohio	MONROE	Clarington	X
AT&T Ohio	MONROE	Duffy	X
AT&T Ohio	MONROE	Graysville	X
AT&T Ohio	MONROE	Lewisville	X

EXHIBIT G-3

ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	MONROE	Woodsfield	X
AT&T Ohio	MONTGOMERY	Centerville (MOT)	X
AT&T Ohio	MONTGOMERY	Dayton	X
AT&T Ohio	MONTGOMERY	Miamisburg-W. Carrollton	X
AT&T Ohio	MONTGOMERY	Vandalia	X
AT&T Ohio	MUSKINGUM	Dresden	X
AT&T Ohio	MUSKINGUM	Fultonham	X
AT&T Ohio	MUSKINGUM	Norwich	X
AT&T Ohio	MUSKINGUM	Philo	X
AT&T Ohio	MUSKINGUM	Zanesville	X
AT&T Ohio	PERRY	Corning	X
AT&T Ohio	PERRY	Glenford	X
AT&T Ohio	PERRY	New Lexington	X
AT&T Ohio	PERRY	Roseville	X
AT&T Ohio	PERRY	Shawnee	X
AT&T Ohio	PERRY	Somerset	X
AT&T Ohio	PERRY	Thornville	X
AT&T Ohio	PICKAWAY	New Holland	X
AT&T Ohio	PORTAGE	Atwater	X
AT&T Ohio	PORTAGE	Kent	X
AT&T Ohio	PORTAGE	Mantua	X
AT&T Ohio	PORTAGE	Mogadore	X
AT&T Ohio	PORTAGE	Ravenna	X
AT&T Ohio	PORTAGE	Rootstown	X
AT&T Ohio	SANDUSKY	Fremont	X
AT&T Ohio	SANDUSKY	Lindsey	X
AT&T Ohio	SENECA	Fostoria	X
AT&T Ohio	SENECA	New Riegel	X
AT&T Ohio	SENECA	Tiffin	X
AT&T Ohio	STARK	Alliance	X
AT&T Ohio	STARK	Canal Fulton	X
AT&T Ohio	STARK	Canton	X
AT&T Ohio	STARK	Hartsville	X
AT&T Ohio	STARK	Louisville	X
AT&T Ohio	STARK	Magnolia-Waynesburg	X

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ILEC	COUNTY	EXCHANGE	PMA
AT&T Ohio	STARK	Marlboro	X
AT&T Ohio	STARK	Massillon	X
AT&T Ohio	STARK	Navarre	X
AT&T Ohio	STARK	North Canton	X
AT&T Ohio	STARK	Uniontown	X
AT&T Ohio	SUMMIT	Akron	X
AT&T Ohio	SUMMIT	Greensburg	X
AT&T Ohio	SUMMIT	Manchester [SUM]	X
AT&T Ohio	TRUMBULL	Girard	X
AT&T Ohio	TRUMBULL	Hubbard	X
AT&T Ohio	TRUMBULL	Kirtland	X
AT&T Ohio	TRUMBULL	Niles	X
AT&T Ohio	TRUMBULL	Sharon	X
AT&T Ohio	TUSCARAWAS	Gnadenhuetten	X
AT&T Ohio	TUSCARAWAS	Newcomerstown	X
AT&T Ohio	TUSCARAWAS	Uhrichsville	X
AT&T Ohio	WARREN	Franklin	X
AT&T Ohio	WASHINGTON	Belpre	X
AT&T Ohio	WASHINGTON	Marietta	X
AT&T Ohio	WASHINGTON	New Matamoras	X
AT&T Ohio	WASHINGTON	Newport	X
AT&T Ohio	WAYNE	Dalton	X
AT&T Ohio	WOOD	Perrysburg	X
AT&T Ohio	WYANDOT	Upper Sandusky	X
CenturyTel dba CenturyLink	ERIE	Birmingham	X
CenturyTel dba CenturyLink	ERIE	Vermilion	X
CenturyTel dba CenturyLink	LORAIN	Amherst	X
CenturyTel dba CenturyLink	LORAIN	Avon	X
CenturyTel dba CenturyLink	LORAIN	Avon Lake	X
CenturyTel dba CenturyLink	LORAIN	Lorain	X
Cincinnati Bell	BUTLER	Bethany-West Chester	X
Cincinnati Bell	BUTLER	Hamilton	X
Cincinnati Bell	BUTLER	Rely	X
Cincinnati Bell	BUTLER	Seven Mile	X
Cincinnati Bell	BUTLER	Shandon	X

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ILEC	COUNTY	EXCHANGE	PMA
Cincinnati Bell	CLERMONT	Bethel	X
Cincinnati Bell	CLERMONT	Clermont	X
Cincinnati Bell	CLERMONT	Little Miami	X
Cincinnati Bell	CLERMONT	Newtownsville	X
Cincinnati Bell	CLERMONT	Williamsburg	X
Cincinnati Bell	HAMILTON	Cincinnati	X
Cincinnati Bell	HAMILTON	Harrison	X
Frontier North	ADAMS	Manchester [ADA]	X
Frontier North	ADAMS	Peebles	X
Frontier North	ADAMS	Seaman	X
Frontier North	ADAMS	West Union	X
Frontier North	ALLEN	Spencerville	X
Frontier North	ASHLAND	Ashland	X
Frontier North	ASHLAND	Hayesville	X
Frontier North	ASHLAND	Loudonville	X
Frontier North	ASHLAND	Perrysville	X
Frontier North	ASHLAND	Polk	X
Frontier North	ASHLAND	Redhaw	X
Frontier North	ASHLAND	Savannah	X
Frontier North	ATHENS	Albany	X
Frontier North	ATHENS	Amesville	X
Frontier North	ATHENS	Athens	X
Frontier North	ATHENS	Guysville	X
Frontier North	ATHENS	New Marshfield	X
Frontier North	ATHENS	Shade	X
Frontier North	ATHENS	The Plains	X
Frontier North	AUGLAIZE	Minster	X
Frontier North	AUGLAIZE	New Bremen	X
Frontier North	AUGLAIZE	St. Marys	X
Frontier North	BELMONT	Flushing	X
Frontier North	BROWN	Decatur	X
Frontier North	BROWN	Georgetown	X
Frontier North	BROWN	Hamersville	X
Frontier North	BROWN	Higginsport	X
Frontier North	BROWN	Mount Orab	X

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ILEC	COUNTY	EXCHANGE	PMA
Frontier North	BROWN	Russellville	X
Frontier North	BROWN	Sardinia	X
Frontier North	BUTLER	Morning Sun	X
Frontier North	BUTLER	Oxford	X
Frontier North	CARROLL	Carrollton	X
Frontier North	CARROLL	Dellroy	X
Frontier North	CARROLL	Harlem Springs	X
Frontier North	CARROLL	Malvern	X
Frontier North	CARROLL	Mechanicstown	X
Frontier North	CHAMPAIGN	Mechanicsburg	X
Frontier North	CHAMPAIGN	Woodstock	X
Frontier North	CLARK	Catawba	X
Frontier North	CLERMONT	Felicity	X
Frontier North	CLINTON	Blanchester	X
Frontier North	CLINTON	Clarksville	X
Frontier North	CLINTON	Martinsville	X
Frontier North	CLINTON	New Burlington	X
Frontier North	CLINTON	New Vienna	X
Frontier North	CLINTON	Port William	X
Frontier North	CLINTON	Sabina	X
Frontier North	CLINTON	Wilmington	X
Frontier North	COLUMBIANA	East Rochester	X
Frontier North	COLUMBIANA	Hanoverton	X
Frontier North	COLUMBIANA	North Georgetown	X
Frontier North	COLUMBIANA	Winona	X
Frontier North	COSHOCTON	Cooperdale	X
Frontier North	COSHOCTON	Warsaw	X
Frontier North	CRAWFORD	Crestline	X
Frontier North	CRAWFORD	Gallon	X
Frontier North	CRAWFORD	New Washington	X
Frontier North	DARKE	North Star	X
Frontier North	DARKE	Yorkshire	X
Frontier North	DEFIANCE	Hicksville	X
Frontier North	DEFIANCE	Ney	X
Frontier North	DELAWARE	Ashley	X

EXHIBIT G-3

ILEC	COUNTY	EXCHANGE	PMA
Frontier North	DELAWARE	Cheshire Center	X
Frontier North	DELAWARE	Delaware	X
Frontier North	DELAWARE	Kilbourne	X
Frontier North	DELAWARE	Ostrander	X
Frontier North	DELAWARE	Radnor	X
Frontier North	DELAWARE	Rathbone	X
Frontier North	ERIE	Berlin Heights	X
Frontier North	ERIE	Huron	X
Frontier North	ERIE	Kelleys Island	X
Frontier North	ERIE	Milan	X
Frontier North	FAIRFIELD	Amanda	X
Frontier North	FAIRFIELD	Baltimore	X
Frontier North	FAIRFIELD	Bremen	X
Frontier North	FAIRFIELD	Millersport	X
Frontier North	FAIRFIELD	Pleasantville	X
Frontier North	FULTON	Fayette	X
Frontier North	GUERNSEY	Byesville	X
Frontier North	GUERNSEY	Cambridge	X
Frontier North	HANCOCK	Arlington	X
Frontier North	HANCOCK	Jenera	X
Frontier North	HANCOCK	McComb	X
Frontier North	HANCOCK	Mount Blanchard	X
Frontier North	HANCOCK	Rawson	X
Frontier North	HANCOCK	Van Buren	X
Frontier North	HARDIN	Forest	X
Frontier North	HARRISON	Bowerston	X
Frontier North	HARRISON	Cadiz	X
Frontier North	HARRISON	Freeport	X
Frontier North	HARRISON	Jewett	X
Frontier North	HARRISON	Scio	X
Frontier North	HIGHLAND	Greenfield	X
Frontier North	HIGHLAND	Leesburg	X
Frontier North	HIGHLAND	Lynchburg	X
Frontier North	HIGHLAND	Mowrystown	X
Frontier North	HIGHLAND	Sinking Spring	X

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Proposed Market Area (PMA) for
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ILEC	COUNTY	EXCHANGE	PMA
Frontier North	HOCKING	Laurelville	X
Frontier North	HOCKING	Logan	X
Frontier North	HOLMES	Berlin	X
Frontier North	HOLMES	Lakeville	X
Frontier North	HURON	Bellevue	X
Frontier North	HURON	Greenwich	X
Frontier North	HURON	Monroeville	X
Frontier North	HURON	New London	X
Frontier North	HURON	Norwalk	X
Frontier North	HURON	Wakeman	X
Frontier North	HURON	Willard	X
Frontier North	JACKSON	Jackson	X
Frontier North	JACKSON	Oak Hill	X
Frontier North	JACKSON	Wellston	X
Frontier North	JEFFERSON	Adena	X
Frontier North	JEFFERSON	Amsterdam	X
Frontier North	JEFFERSON	Bergholz	X
Frontier North	JEFFERSON	Brilliant	X
Frontier North	JEFFERSON	Dillonvale-Mt. Pleasant	X
Frontier North	JEFFERSON	Knoxville	X
Frontier North	JEFFERSON	Richmond	X
Frontier North	JEFFERSON	Smithfield	X
Frontier North	JEFFERSON	Tiltonsville	X
Frontier North	LAWRENCE	Chesapeake	X
Frontier North	LORAIN	Grafton	X
Frontier North	LORAIN	North Eaton	X
Frontier North	LORAIN	Oberlin	X
Frontier North	LORAIN	Wellington	X
Frontier North	LUCAS	Curice-Oregon	X
Frontier North	LUCAS	Sylvania	X
Frontier North	MADISON	Resaca	X
Frontier North	MARION	Green Camp	X
Frontier North	MARION	Larue	X
Frontier North	MARION	Marion	X
Frontier North	MARION	Morral	X

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ILEC	COUNTY	EXCHANGE	PMA
Frontier North	MARION	Prospect	X
Frontier North	MARION	Waldo	X
Frontier North	MEDINA	Brunswick	X
Frontier North	MEDINA	Chatham	X
Frontier North	MEDINA	Homerville	X
Frontier North	MEDINA	Lodi	X
Frontier North	MEDINA	Medina	X
Frontier North	MEDINA	Seville	X
Frontier North	MEDINA	Sharon Center	X
Frontier North	MEDINA	Spencer	X
Frontier North	MEDINA	Valley City	X
Frontier North	MEDINA	Wadsworth	X
Frontier North	MEDINA	Westfield Center	X
Frontier North	MEIGS	Letart Falls	X
Frontier North	MEIGS	Pomeroy	X
Frontier North	MEIGS	Portland	X
Frontier North	MERCER	Celina	X
Frontier North	MERCER	Coldwater	X
Frontier North	MERCER	Fort Recovery	X
Frontier North	MERCER	Maria Stein	X
Frontier North	MERCER	Mendon	X
Frontier North	MIAMI	Laura	X
Frontier North	MIAMI	Tipp City	X
Frontier North	MIAMI	Troy	X
Frontier North	MIAMI	West Milton	X
Frontier North	MONTGOMERY	Brookville	X
Frontier North	MONTGOMERY	Englewood	X
Frontier North	MONTGOMERY	Farmersville	X
Frontier North	MONTGOMERY	Liberty	X
Frontier North	MONTGOMERY	New Lebanon	X
Frontier North	MONTGOMERY	Phillipsburg	X
Frontier North	MONTGOMERY	Trotwood	X
Frontier North	MONTGOMERY	New Concord	X
Frontier North	MUSKINGUM	Caldwell	X
Frontier North	NOBLE	Dexter City	X
Frontier North	NOBLE		X

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ILEC	COUNTY	EXCHANGE	PMA
Frontier North	NOBLE	Summerfield	X
Frontier North	OTTAWA	Elmore	X
Frontier North	OTTAWA	Genoa	X
Frontier North	OTTAWA	Marblehead	X
Frontier North	OTTAWA	Oak Harbor	X
Frontier North	OTTAWA	Port Clinton	X
Frontier North	OTTAWA	Put-In-Bay	X
Frontier North	PAULDING	Antwerp	X
Frontier North	PAULDING	Payne	X
Frontier North	PICKAWAY	Ashville	X
Frontier North	PICKAWAY	Circleville	X
Frontier North	PICKAWAY	Williamsport	X
Frontier North	PIKE	Beaver	X
Frontier North	PIKE	Idaho	X
Frontier North	PIKE	Pikeon	X
Frontier North	PIKE	Waverly	X
Frontier North	PORTAGE	Garrettsville	X
Frontier North	PREBLE	Gratis	X
Frontier North	PREBLE	Lewisburg	X
Frontier North	PREBLE	West Alexandria	X
Frontier North	RICHLAND	Plymouth	X
Frontier North	SANDUSKY	Clyde	X
Frontier North	SANDUSKY	Gibsonburg	X
Frontier North	SANDUSKY	Helena	X
Frontier North	SCIOTO	Portsmouth	X
Frontier North	SENECA	Attica	X
Frontier North	SENECA	Bettsville	X
Frontier North	SENECA	Bloomville	X
Frontier North	SENECA	Republic	X
Frontier North	STARK	Beach City	X
Frontier North	STARK	Brewster	X
Frontier North	STARK	Minerva	X
Frontier North	STARK	Paris	X
Frontier North	STARK	Wilnot	X
Frontier North	SUMMIT	Montrose [SUM]	X

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LEC	COUNTY	EXCHANGE	PMA
Frontier North	TUSCARAWAS	Baltic	X
Frontier North	TUSCARAWAS	Bolivar	X
Frontier North	TUSCARAWAS	Mineral City	X
Frontier North	TUSCARAWAS	New Philadelphia	X
Frontier North	TUSCARAWAS	Strasburg	X
Frontier North	TUSCARAWAS	Sugarcreek	X
Frontier North	UNION	Plain City	X
Frontier North	UNION	Richwood	X
Frontier North	VAN WERT	Convoy	X
Frontier North	VAN WERT	Ohio City	X
Frontier North	VAN WERT	Scott	X
Frontier North	VAN WERT	Willshire-Wren	X
Frontier North	VINTON	McArthur	X
Frontier North	VINTON	Wilkesville	X
Frontier North	WASHINGTON	Barlow	X
Frontier North	WASHINGTON	Beverly	X
Frontier North	WASHINGTON	Lowell	X
Frontier North	WASHINGTON	Lower Salem	X
Frontier North	WASHINGTON	Watertown	X
Frontier North	WAYNE	Burbank	X
Frontier North	WAYNE	Congress	X
Frontier North	WAYNE	Creston	X
Frontier North	WAYNE	West Salem	X
Frontier North	WILLIAMS	Bryan	X
Frontier North	WILLIAMS	Edgerton	X
Frontier North	WILLIAMS	Edon	X
Frontier North	WILLIAMS	Evansport	X
Frontier North	WILLIAMS	Montpelier	X
Frontier North	WILLIAMS	Pioneer	X
Frontier North	WILLIAMS	West Unity	X
Frontier North	WOOD	Bowling Green	X
Frontier North	WOOD	Grand Rapids	X
Frontier North	WOOD	Haskins-Tontogany	X
Frontier North	WOOD	North Baltimore	X
Frontier North	WOOD	Pemberville	X

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ILEC	COUNTY	EXCHANGE	PMA
Frontier North	WOOD	Wayne-Bradner	X
Frontier North	WOOD	Weston	X
Frontier North	WYANDOT	Carey	X
Frontier North	WYANDOT	Harpster	X
Frontier North	WYANDOT	Nevada	X
Frontier North	WYANDOT	Wharton	X
Frontier North	MONTGOMERY	Germanatown	X
Germanatown	PUTNAM	Glandorf	X
Glandorf	PUTNAM	Kalida	X
Kalida	PUTNAM	Fayetteville	X
Little Miami	BROWN	Butterville	X
Little Miami	WARREN	McClure	X
McClure	HENRY	Middle Point	X
Middle Point Home	VAN WERT	Minford	X
Minford	SCIOTO	New Knoxville	X
New Knoxville	AUGLAIZE	Nova	X
Nova	ASHLAND	Sullivan	X
Nova	ASHLAND	Oakwood	X
Oakwood	PAULDING	Colebrook	X
Orwell	ASHTABULA	Orwell	X
Orwell	ASHTABULA	Windsor	X
Orwell	ASHTABULA	Mount Cory	X
Orwell	HANCOCK	Belmore	X
Orwell	PUTNAM	Gilboa	X
Orwell	PUTNAM	Leipsic	X
Orwell	PUTNAM	Pandora	X
Orwell	PUTNAM	North Bloomfield	X
Orwell	TRUMBULL	Cloverdale	X
Ottoville Mutual	PUTNAM	Ottoville	X
Ottoville Mutual	PUTNAM	Pattersonville	X
Pattersonville	CARROLL	Ridgeville Corners	X
Ridgeville	HENRY	Sherwood	X
Sherwood Mutual	DEFIANCE	McCutcheonville	X
Sycamore	SENECA	Melmore	X
Sycamore	SENECA	Sycamore	X
Sycamore	WYANDOT	Sycamore	X

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ILEC	COUNTY	EXCHANGE	PMA
Telephone Service Co	AUGLAIZE	Cridersville	X
Telephone Service Co	AUGLAIZE	Wapakoneta	X
United of Indiana	DARKE	Union City	X
United Telephone dba CenturyLink	ALLEN	Beaverdam	X
United Telephone dba CenturyLink	ALLEN	Bluffton	X
United Telephone dba CenturyLink	ALLEN	Cairo	X
United Telephone dba CenturyLink	ALLEN	Delphos	X
United Telephone dba CenturyLink	ALLEN	Elida	X
United Telephone dba CenturyLink	ALLEN	Gomer	X
United Telephone dba CenturyLink	ALLEN	Lafayette	X
United Telephone dba CenturyLink	ALLEN	Lima	X
United Telephone dba CenturyLink	ALLEN	Westminster	X
United Telephone dba CenturyLink	ASHTABULA	Andover	X
United Telephone dba CenturyLink	ASHTABULA	Jefferson	X
United Telephone dba CenturyLink	ASHTABULA	New Lyme	X
United Telephone dba CenturyLink	ATHENS	Glouster	X
United Telephone dba CenturyLink	AUGLAIZE	Waynesfield	X
United Telephone dba CenturyLink	CHAMPAIGN	North Lewisburg	X
United Telephone dba CenturyLink	CHAMPAIGN	Rosewood	X
United Telephone dba CenturyLink	CRAWFORD	Bucyrus	X
United Telephone dba CenturyLink	CRAWFORD	Chatfield	X
United Telephone dba CenturyLink	CRAWFORD	Lykens	X
United Telephone dba CenturyLink	CRAWFORD	New Winchester	X
United Telephone dba CenturyLink	DARKE	Ansonia	X
United Telephone dba CenturyLink	DARKE	Arcanum	X
United Telephone dba CenturyLink	DARKE	Bradford	X
United Telephone dba CenturyLink	DARKE	Gettysburg	X
United Telephone dba CenturyLink	DARKE	Greenville	X
United Telephone dba CenturyLink	DARKE	Hollansburg	X
United Telephone dba CenturyLink	DARKE	New Madison	X
United Telephone dba CenturyLink	DARKE	Rosburg	X
United Telephone dba CenturyLink	DARKE	Versailles	X
United Telephone dba CenturyLink	DEFIANCE	Defiance	X
United Telephone dba CenturyLink	DEFIANCE	Jewell	X
United Telephone dba CenturyLink	DELAWARE	Sunbury	X

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ILEC	COUNTY	EXCHANGE	PMA
United Telephone dba CenturyLink	FULTON	Archbold	X
United Telephone dba CenturyLink	FULTON	Lyons	X
United Telephone dba CenturyLink	FULTON	Metamora	X
United Telephone dba CenturyLink	FULTON	Swanton	X
United Telephone dba CenturyLink	FULTON	Wauseon	X
United Telephone dba CenturyLink	HARDIN	Ada	X
United Telephone dba CenturyLink	HARDIN	Alger	X
United Telephone dba CenturyLink	HARDIN	Dunkirk	X
United Telephone dba CenturyLink	HARDIN	Mount Victory	X
United Telephone dba CenturyLink	HARDIN	Ridgeway	X
United Telephone dba CenturyLink	HENRY	Deshler	X
United Telephone dba CenturyLink	HENRY	Florida	X
United Telephone dba CenturyLink	HENRY	Gerald	X
United Telephone dba CenturyLink	HENRY	Grelton-Malinta	X
United Telephone dba CenturyLink	HENRY	Hamler	X
United Telephone dba CenturyLink	HENRY	Holgate	X
United Telephone dba CenturyLink	HENRY	Liberty Center	X
United Telephone dba CenturyLink	HENRY	Napoleon	X
United Telephone dba CenturyLink	HOLMES	Big Prairie	X
United Telephone dba CenturyLink	HOLMES	Glenmont	X
United Telephone dba CenturyLink	HOLMES	Holmesville	X
United Telephone dba CenturyLink	HOLMES	Killbuck	X
United Telephone dba CenturyLink	HOLMES	Millersburg	X
United Telephone dba CenturyLink	HOLMES	Nashville	X
United Telephone dba CenturyLink	KNOX	Centerburg	X
United Telephone dba CenturyLink	KNOX	Danville [KNO]	X
United Telephone dba CenturyLink	KNOX	Fredericktown	X
United Telephone dba CenturyLink	KNOX	Gambier	X
United Telephone dba CenturyLink	KNOX	Martinsburg	X
United Telephone dba CenturyLink	KNOX	Mount Vernon	X
United Telephone dba CenturyLink	LICKING	Alexandria	X
United Telephone dba CenturyLink	LICKING	Croton	X
United Telephone dba CenturyLink	LICKING	Hebron	X
United Telephone dba CenturyLink	LICKING	Johnstown	X
United Telephone dba CenturyLink	LICKING	Pataskala	X

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LEC	COUNTY	EXCHANGE	PMA
United Telephone dba CenturyLink	LICKING	Utica-Homer	X
United Telephone dba CenturyLink	LOGAN	Belle Center	X
United Telephone dba CenturyLink	LOGAN	Bellevue	X
United Telephone dba CenturyLink	LOGAN	De Graff	X
United Telephone dba CenturyLink	LOGAN	East Liberty	X
United Telephone dba CenturyLink	LOGAN	Huntsville	X
United Telephone dba CenturyLink	LOGAN	Rushsylvania	X
United Telephone dba CenturyLink	LOGAN	Russells Point	X
United Telephone dba CenturyLink	LOGAN	West Liberty	X
United Telephone dba CenturyLink	LOGAN	West Mansfield	X
United Telephone dba CenturyLink	LUCAS	Richfield Center-Berkey	X
United Telephone dba CenturyLink	LUCAS	Waterville	X
United Telephone dba CenturyLink	MAHONING	Berlin Center	X
United Telephone dba CenturyLink	MAHONING	Damascus	X
United Telephone dba CenturyLink	MAHONING	North Benton	X
United Telephone dba CenturyLink	MARION	Caledonia	X
United Telephone dba CenturyLink	MERCER	Rockford	X
United Telephone dba CenturyLink	MORGAN	Chesterhill	X
United Telephone dba CenturyLink	MORGAN	McConnellsville	X
United Telephone dba CenturyLink	MORGAN	Pennsville	X
United Telephone dba CenturyLink	MORGAN	Reinersville-Hackney	X
United Telephone dba CenturyLink	MORGAN	Stockport	X
United Telephone dba CenturyLink	MORROW	Cardington	X
United Telephone dba CenturyLink	MORROW	Chesterville	X
United Telephone dba CenturyLink	MORROW	Johnsville	X
United Telephone dba CenturyLink	MORROW	Marengo	X
United Telephone dba CenturyLink	MORROW	Mount Gilead	X
United Telephone dba CenturyLink	MUSKINGUM	Adamsville	X
United Telephone dba CenturyLink	MUSKINGUM	Fazeysburg	X
United Telephone dba CenturyLink	PERRY	Crooksville	X
United Telephone dba CenturyLink	PERRY	Junction City	X
United Telephone dba CenturyLink	PICKAWAY	Mount Sterling	X
United Telephone dba CenturyLink	PORTAGE	Lake Milton	X
United Telephone dba CenturyLink	PORTAGE	Wayland	X
United Telephone dba CenturyLink	PORTAGE	Windham	X

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ILEC	COUNTY	EXCHANGE	PMA
United Telephone dba CenturyLink	PREBLE	Camden	X
United Telephone dba CenturyLink	PREBLE	Eaton	X
United Telephone dba CenturyLink	PREBLE	Eldorado	X
United Telephone dba CenturyLink	PREBLE	New Paris	X
United Telephone dba CenturyLink	PREBLE	West Manchester	X
United Telephone dba CenturyLink	PUTNAM	Ottawa	X
United Telephone dba CenturyLink	RICHLAND	Adario	X
United Telephone dba CenturyLink	RICHLAND	Bellville	X
United Telephone dba CenturyLink	RICHLAND	Butler	X
United Telephone dba CenturyLink	RICHLAND	Lexington	X
United Telephone dba CenturyLink	RICHLAND	Lucas	X
United Telephone dba CenturyLink	RICHLAND	Mansfield	X
United Telephone dba CenturyLink	RICHLAND	Shelby	X
United Telephone dba CenturyLink	RICHLAND	Shiloh	X
United Telephone dba CenturyLink	SANDUSKY	Woodville	X
United Telephone dba CenturyLink	SENECA	Green Springs	X
United Telephone dba CenturyLink	SENECA	Old Fort	X
United Telephone dba CenturyLink	SHELBY	Anna	X
United Telephone dba CenturyLink	SHELBY	Botkins	X
United Telephone dba CenturyLink	SHELBY	Fort Loramie	X
United Telephone dba CenturyLink	SHELBY	Jackson Center	X
United Telephone dba CenturyLink	SHELBY	Sidney	X
United Telephone dba CenturyLink	TRUMBULL	Bristolville	X
United Telephone dba CenturyLink	TRUMBULL	Cortland	X
United Telephone dba CenturyLink	TRUMBULL	Greene	X
United Telephone dba CenturyLink	TRUMBULL	Hartford	X
United Telephone dba CenturyLink	TRUMBULL	Johnston	X
United Telephone dba CenturyLink	TRUMBULL	Kinsman	X
United Telephone dba CenturyLink	TRUMBULL	Newton Falls	X
United Telephone dba CenturyLink	TRUMBULL	Warren	X
United Telephone dba CenturyLink	UNION	Byhalla	X
United Telephone dba CenturyLink	UNION	Magnetic Springs	X
United Telephone dba CenturyLink	UNION	Marysville	X
United Telephone dba CenturyLink	UNION	Milford Center	X
United Telephone dba CenturyLink	UNION	Raymond	X

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ILEC	COUNTY	EXCHANGE	PMA
United Telephone dba CenturyLink	UNION	York Center	X
United Telephone dba CenturyLink	VAN WERT	Van Wert	X
United Telephone dba CenturyLink	VAN WERT	Venedocia	X
United Telephone dba CenturyLink	WARREN	Lebanon	X
United Telephone dba CenturyLink	WARREN	Mason	X
United Telephone dba CenturyLink	WARREN	Morrow	X
United Telephone dba CenturyLink	WARREN	South Lebanon	X
United Telephone dba CenturyLink	WARREN	Waynesville	X
United Telephone dba CenturyLink	WASHINGTON	Bartlett	X
United Telephone dba CenturyLink	WAYNE	Apple Creek	X
United Telephone dba CenturyLink	WAYNE	Fredericksburg	X
United Telephone dba CenturyLink	WAYNE	Kidron	X
United Telephone dba CenturyLink	WAYNE	Marshallville	X
United Telephone dba CenturyLink	WAYNE	Orrville	X
United Telephone dba CenturyLink	WAYNE	Rittman	X
United Telephone dba CenturyLink	WAYNE	Shreve	X
United Telephone dba CenturyLink	WAYNE	Smithville	X
United Telephone dba CenturyLink	WAYNE	Sterling	X
United Telephone dba CenturyLink	WAYNE	Wooster	X
United Telephone dba CenturyLink	WILLIAMS	Stryker	X
United Telephone dba CenturyLink	WOOD	Bloomdale	X
United Telephone dba CenturyLink	WOOD	Cygnnet	X
United Telephone dba CenturyLink	WOOD	Luckey	X
United Telephone dba CenturyLink	WOOD	Moline	X
United Telephone dba CenturyLink	WOOD	Portage	X
United Telephone dba CenturyLink	WOOD	Risingsun	X
United Telephone dba CenturyLink	WOOD	Stony Ridge	X
United Telephone dba CenturyLink	WOOD	Vanlue	X
Vanlue	HANCOCK	Vaughnsville	X
Vaughnsville	PUTNAM	St. Paris	X
Windstream Ohio	CHAMPAIGN	Chesterfield	X
Windstream Ohio	FULTON	Delta	X
Windstream Ohio	FULTON	Neapolis	X
Windstream Ohio	FULTON	Kenton	X
Windstream Ohio	HARDIN	Granville	X
Windstream Ohio	LICKING		X

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ILEC	COUNTY	EXCHANGE	PMA
Windstream Ohio	LICKING	Gratiot	X
Windstream Ohio	LICKING	Hanover-Marne	X
Windstream Ohio	LICKING	Newark	X
Windstream Ohio	LICKING	St. Louisville	X
Windstream Ohio	LORAIN	Columbia Station	X
Windstream Ohio	LORAIN	Elyria	X
Windstream Ohio	MIAMI	Covington	X
Windstream Ohio	MIAMI	Pleasant Hill	X
Windstream Ohio	PAULDING	Paulding	X
Windstream Western Reserve	ASHTABULA	Ashtabula	X
Windstream Western Reserve	ASHTABULA	Austintown	X
Windstream Western Reserve	ASHTABULA	Dorset	X
Windstream Western Reserve	ASHTABULA	Geneva	X
Windstream Western Reserve	ASHTABULA	Kingsville	X
Windstream Western Reserve	ASHTABULA	Pierpont	X
Windstream Western Reserve	ASHTABULA	Rock Creek	X
Windstream Western Reserve	ASHTABULA	Trumbull	X
Windstream Western Reserve	ATHENS	Coolville	X
Windstream Western Reserve	BELMONT	Centerville [BEL]	X
Windstream Western Reserve	BELMONT	Morristown	X
Windstream Western Reserve	BELMONT	Powhatan Point	X
Windstream Western Reserve	GAUGA	Bainbridge [GEA]	X
Windstream Western Reserve	GAUGA	Chardon	X
Windstream Western Reserve	GAUGA	East Claridon	X
Windstream Western Reserve	GAUGA	Huntsburg	X
Windstream Western Reserve	GAUGA	Middlefield	X
Windstream Western Reserve	GAUGA	Montville	X
Windstream Western Reserve	GAUGA	Newbury	X
Windstream Western Reserve	GAUGA	Parkman	X
Windstream Western Reserve	GAUGA	Russell	X
Windstream Western Reserve	GAUGA	Thompson	X
Windstream Western Reserve	GUERNSEY	Cumberland	X
Windstream Western Reserve	GUERNSEY	Fairview	X
Windstream Western Reserve	GUERNSEY	Old Washington	X
Windstream Western Reserve	GUERNSEY	Quaker City	X

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Proposed Market Area (PMA) for
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ILEC	COUNTY	EXCHANGE	PMA
Windstream Western Reserve	HARRISON	Hopedale	X
Windstream Western Reserve	JEFFERSON	Bloomington	X
Windstream Western Reserve	LAKE	Madison	X
Windstream Western Reserve	LAKE	Perry	X
Windstream Western Reserve	MEDINA	Hinckley	X
Windstream Western Reserve	MEIGS	Chester	X
Windstream Western Reserve	PORTAGE	Aurora	X
Windstream Western Reserve	PORTAGE	Hiram	X
Windstream Western Reserve	SUMMIT	Hudson	X
Windstream Western Reserve	SUMMIT	Northfield	X
Windstream Western Reserve	SUMMIT	Peninsula	X
Windstream Western Reserve	SUMMIT	Richfield	X
Windstream Western Reserve	SUMMIT	Twinsburg	X
Windstream Western Reserve	TRUMBULL	Mesopotamia	X
Windstream Western Reserve	WASHINGTON	Little Hocking	X

**G-4 If the Applicant Will be Mirroring the ILEC
Local Service Areas, Tariffs May Incorporate by Reference.**

TAI will mirror the ILEC local service areas in the exchanges identified in Exhibit G-3.