

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 Birch Telecom of the Great Lakes, Inc.)
to Transfer Customers and Assets of Lightyear Network Solutions, LLC to Birch)

TRF Docket No. 90- 9134

Case No. 13 - 1761 - **TP** - ATR

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

Name of Registrant(s) Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications

DBA(s) of Registrant(s) Birch Communications

Address of Registrant(s) 2300 Main Street, Suite 340, Kansas City, MO 64108

Company Web Address www.birch.com

Regulatory Contact Person(s) Chris Bunce

Phone 816-300-3000

Fax 816-300-3350

Regulatory Contact Person's Email Address chris.bunce@birch.com

Contact Person for Annual Report Angela Hoke

Phone 816-300-1049

Address (if different from above) _____

Consumer Contact Information Tara Jackson

Phone 816-300-1677

Address (if different from above) _____

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)</u> (0 day)
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 checked="" type="checkbox"/> 30-day Notice	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent: No later than 30 days prior to the final transfer date.				

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	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input 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>1-6-08</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	Carrier's Not Offering BLES
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 checked="" type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input checked="" 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, Bach Telecom of the Great Lakes, Inc., and am authorized to make this statement on its behalf.

Christopher Bunce
(Name)

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 will be 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) 5-16-13

at (Location) KANSAS CITY, MO

*(Signature and Title) Christopher Bunce, SVP:6c (Date) 5-16-13

- 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, Christopher Bunce, 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) Christopher Bunce, Sr. Vice President / General Counsel (Date) 5-16-13

*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

EXHIBITS REQUIRED FOR 4901:1-6-29 O.A.C. FILINGS

- 1) **Exhibit A** contains the Certification from the Ohio Secretary of State and the Certificate of Good Standing.
- 2) **Exhibit B** contains the list of names, addresses, and phone numbers of Birch's officers and directors.
- 3) **Exhibit C** contains the description of and rationale for the transfer of assets and customers.
- 4) There are no superseded tariff sheet(s) or price lists.
- 5) Following approval and consummation of the proposed Transaction, Birch will submit revised tariff sheets incorporating Sellers' current services and rates in a separate filing.
- 6) **Exhibit D** contains the draft customer notices, which will be sent direct mail no later than thirty (30) days prior to the transfer.
- 8) **Exhibit E** contains an affidavit verifying that customer notice will be provided to affected customers.

EXHIBIT A

Certification from the Ohio Secretary of State and Certificate of Good Standing

DATE	DOCUMENT NO	DESCRIPTION
1. 11/19/1999	198928500320	FLP FOREIGN LICENSE/FOR-PROFIT

	FILING	EXPED	PENALTY	CERT	COPY
	\$100.00	0.00	0.00	0.00	0.00
TOTAL	100.00	0.00	0.00	0.00	0.00

Return To:
 DIAMOND ACCESS
 ATTN L VAIDO
 16 E BROAD ST STE 600
 COLUMBUS, OH 43215-0000

cut along the dotted line



The State of Ohio

Certificate

Secretary of State - J. Kenneth Blackwell

1117085

It is hereby certified that the Secretary of State of Ohio has custody of the business records for BIRCH TELECOM OF OHIO, INC. and that said business records show the filing and recording of:

Document(s)
 FOREIGN LICENSE/FOR-PROFIT

Document Note(s):
 198928500320

*Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.

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 8th day of
 October, A.D. 1999



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

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

*I, Jennifer Brunner, 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 **BIRCH TELECOM OF THE GREAT LAKES, INC.**, a Delaware corporation, having qualified to do business within the State of Ohio on October 08, 1999 under License No. 1117085 is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 26th day of May, A.D. 2010*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: Y2010146MCE411

EXHIBIT B

Officers and Directors

All officers and directors may be contacted at the corporate headquarters.

Officers:

Vincent M. Oddo

President and Chief Executive Officer

Chris Aversano

Executive Vice President and Chief Operating Officer

Edward James III

Senior Vice President, and Chief Financial Officer

Christopher J. Bunce

Senior Vice President, Legal, General Counsel and Secretary

Christopher Ramsey

Senior Vice President – Chief Sales and Marketing Officer

Tom Stachowiak

Vice President, Information Technology

Directors:

R. Kirby Godsey

Holcombe Green, Jr.

Vincent M. Oddo

EXHIBIT C

Description of the Transaction and Public Interest Considerations

Lightyear Network Solutions, LLC (“Lightyear”) and Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications (“Birch”) (Lightyear and Birch collectively, the “Parties”), hereby seek approval from the Public Utilities Commission of Ohio (“Commission”) of a pending transaction between Lightyear and Birch pursuant to which Lightyear will transfer substantially all of its telecommunications assets and Ohio customer base to Birch (the “Transaction”).

I. DESCRIPTION OF THE PARTIES

A. Birch Telecom of the Great Lakes, Inc. dba Birch Communications

Birch is a Delaware corporation with headquarters located at 2300 Main Street, Suite 340, Kansas City, Missouri 64108. Birch is authorized by the Commission to provide competitive local exchange and interexchange services in the State of Ohio.¹ Birch is a wholly owned subsidiary of Birch Communications, Inc. (“BCI”), a Georgia corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia 30305. Birch and its subsidiaries are authorized to provide telecommunications services to both business and residential customers in 49 states and the District of Columbia, with an application pending in Arizona.

B. Lightyear Network Solutions, LLC

Lightyear is a Kentucky limited liability company with corporate headquarters at 1901 Eastpoint Parkway, Louisville, KY, 40223. Lightyear was authorized to provide telecommunications services in Ohio in Case Nos. 03-2513-TP-ATC and 03-1547-TP-CIO.

¹ Certification Number 90-9134; Case Nos. 00-1042-TP-ACE and 07-0738-TO-ATA.

II. DESIGNATED CONTACTS

Correspondence concerning this matter should be directed to:

For Lightyear

John J. Greive
Vice President/General Counsel
Lightyear Network Solutions
1901 Eastpoint Parkway
Louisville, KY 40223
502-244-6666, ext. 1248 (telephone)
502-515-4138 (facsimile)
John.Greive@lightyear.net

For Birch

Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, DC 20006
202-862-8930 (telephone)
866-814-6582 (facsimile)
acollins@cahill.com

II. DESCRIPTION OF THE TRANSACTION

On May 10, 2013, BCI and Lightyear entered into an Asset Purchase Agreement pursuant to which BCI will purchase the following assets from Lightyear: certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, certain equipment, and certain intellectual property. BCI, however, will not assume any of Lightyear's pre-closing liabilities or obligations.

Following approval of the proposed Transaction, Birch will file revised tariff sheets incorporating Lightyear's current services and rates so that the affected customers will continue to receive the same services that they currently receive without any immediate changes to their service offerings, rates, or terms and conditions. The ownership structure of BCI and Birch will not be affected by the Transaction. Upon consummation of the Transaction and after completion of the customer transfer, Birch will provide Lightyear's customers with the same service quality they have come to expect and all billing will be handled by Birch. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

The proposed transfer will affect all of Lightyear's current Ohio customers, none of whom will experience any material change to the terms and conditions of their services as a result of the transfer. The transfer is scheduled to occur on or around September 15, 2013. **Exhibit D** contains a draft of the customer notice letter that will be provided to Lightyear's customers in accordance with Ohio and Federal Communications Commission ("FCC") requirements, and **Exhibit E** contains an affidavit regarding the customer notice.

Upon completion of the Transaction and the migration of customers to Birch, Lightyear will no longer offer telecommunications services in Ohio. After Lightyear determines that it no longer needs its Ohio authorizations for operational or billing purposes, Lightyear will surrender its authorizations in a separate filing. The Applicants respectfully request that Lightyear's authorization and any existing tariffs remain in place until Lightyear separately requests such cancellation.

VI. PUBLIC INTEREST ANALYSIS

Approval of the proposed Transaction serves the public interest. The proposed Transaction will ensure that affected customers enjoy continuity of high-quality telecommunications service. As discussed above, customers will be given prior written notice of the transfer of their account to Birch, in compliance with the FCC's customer notice rules. Following the Transaction, the affected customers will continue to receive services consistent with the quality of services currently provided by Lightyear that will be supported by Birch's experienced and well-qualified management team. As a result, the proposed Transaction will be transparent to Lightyear's customers. Consequently, the proposed Transaction will not have a negative impact on the public interest, services to Ohio customers, or competition.

EXHIBIT D

Draft Customer Notices



LIGHTYEAR
Network Solutions



Birch
communications

IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and Lightyear Network Solutions ("Lightyear") are pleased to announce that Birch is acquiring Lightyear's local telephone and long distance telephone customers, as well as certain other customers receiving additional types of services from Lightyear. Subject to approval by the Federal Communications Commission and state regulators as necessary, Birch will replace Lightyear as your current telecommunications service provider on or after **[30 DAYS AFTER LETTER DATE]**, 2013 (the "Transfer Date"). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by Lightyear. Birch is excited about the opportunity to provide your telecommunications service(s) and looks forward to a long and mutually rewarding business relationship.

Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and Lightyear has been structured so that the transfer of service will be virtually seamless, other than the possibility of a minor change to your voice mail service for which you will receive additional information.¹ There, however, may be other changes to your service plan based on Birch's unique billing systems (e.g., customers currently utilizing a message or measured local service plan may be switched to a flat rate plan). In those cases, Birch will transition you in a neutral manner **with no increase to your regular monthly recurring charges**. You will retain all other service rates, features, terms, and conditions of service and your telephone number. Birch will not impose any charges for the transfer of your services to Birch and **no action is required from you**

¹ It will be necessary for you to reset your password and re-record your message greeting(s). Additionally, saved messages at the time of the transfer will no longer be retained. Birch will provide further details in a follow-up letter.

to continue your telecommunications service(s) with Birch. You will receive your first billing statement from Birch starting with your **[MONTH] 2013** or **[MONTH] 2013** bill. As in the past, you are responsible for paying all bills rendered to you by Lightyear during the transition of service.²

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact Lightyear at: **800-393-7300**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

Lighyear Network Solutions and
Birch Communications

² Those customers interested in setting up online payments will be pleased to know Birch offers online payments and account updates.

³ **About Birch Communications** - Headquartered in Atlanta, Georgia, Birch Communications is one of the largest competitive local exchange carriers in its 48-state footprint, serving residential and business customers. Birch was the first in its class to deploy its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small- and medium-sized business customers.

EXHIBIT E

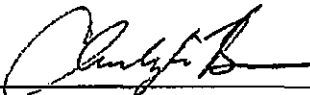
Customer Notice Affidavit

Verification

I, Christopher J. Bunce, Senior Vice President, Legal and General Counsel of Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications hereby certify under penalty of perjury that customer notices will be sent approximately no later than thirty (30) days prior to the close of the transaction, to all affected customers in the state of Ohio in accordance with Rules 4901:1-6-7 and 4901:1-6-29, Ohio Administrative Code.

Date:

5-16-13



Christopher J. Bunce
Senior Vice President, Legal, and General Counsel
Birch Telecom of the Great Lakes, Inc. d/b/a Birch
Communications

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

8/7/2013 6:42:01 PM

in

Case No(s). 13-1761-TP-ATR

Summary: Application Application of Birch Telecom of the Great Lakes, Inc. dba Birch Communications to Transfer Customers and Assets of Lightyear Network Solutions, LLC to Birch electronically filed by Angela F Collins on behalf of Birch Telecom of the Great Lakes, Inc.