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September 29, 2014

Via Electronic Filing and Overnight Delivery

Steven King, Executive Director and Secretary
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive, S.W.
Olympia, WA 98504

**Re: Talk America Services, LLC
Registration and Request for Competitive Classification**

Dear Mr. King:

On behalf of Talk America Services, LLC (“TAS”), attached for filing is an original and one (1) copy the above-referenced Registration. Please note that the financial information attached to the Registration as **Attachment A** is confidential. The information in Exhibit A contains valuable commercial and financial information that is protected by RCW 80.04.095 and WAC 480-07-160. Global Capacity therefore requests that the Commission treat the exhibit as confidential and not release it to the public.

A public version of this registration has been electronically submitted to records@utc.wa.gov. Please date stamp the extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely yours,



Russell M. Blau
Jeffrey R. Strenkowski

Counsel for Talk America Services, LLC

Beijing
Boston
Frankfurt
Hartford
Hong Kong
Lexington (GSC)
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

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

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UTILITIES AND TRANSPORTATION COMMISSION

REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATION COMPANIES

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150
TTY 360-586-8203 or 1-800-416-5289
Website: www.utc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
Submit these forms via the Records Center Web portal or e-mail to records@utc.wa.gov as an electronic attachment. UTC encourages electronic submission of filings.
UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

Include the following:

- Current Balance Sheet
Latest Annual Report, if any

Competitive Classification

- Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in WAC 480-121-063 (1).

Telecommunications Company Information

Company Name: Talk America Services, LLC d/b/a:
Company Mailing Address: 4001 N Rodney Parham Rd
City/State/Zip: Little Rock, AR 72212
Web Site Address: www.windstream.com

Unified Business Identification Number (UBI): 603437017
(If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)

Questions regarding this application should be directed to:

Name: Russell Blau and Jeffrey Strenkowski
Phone Number: 202-373-6000 Fax Number: 202-373-6001

E-mail:
Russell.blau@bingham.com
Jeffrey.strenkowski@bingham.com

Mailing Address: 2020 K Street, NW
City/State/Zip: Washington, DC 20006

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: **CT Corporation System**

Mailing Address: **505 Union Avenue SE, Suite 120**

City/State/Zip: **Olympia, WA 98501**

Phone Number: [REDACTED]

Name, address and title of each officer or director (attach additional pages if needed)

<u>Name</u>	<u>Address</u>	<u>Title</u>
Francis X. "Skip" Frantz	4001 N Rodney Parham Rd Little Rock, AR 72212	Chairman of the Board
Anthony W. Thomas	4001 N Rodney Parham Rd Little Rock, AR 72212	Chief Executive Officer
Jeffery W. Small	4001 N Rodney Parham Rd Little Rock, AR 72212	Senior Vice President – Corporate Development and Operations

Regulatory Contact:

Name: **Jeffery W. Small**

Mailing Address: **4001 N Rodney Parham Rd Little Rock, AR 72212**

Phone Number: **(501) 748-5870**

Fax Number: **(330) 425-0881**

E-mail: jeffery.w.small@windstream.com

Consumer Questions and/or Complaint Contact:

Name: **James Severance**

Title: **Director – Customer Service**

Phone Number: **(804) 422-4729**

Fax Number: **(330) 425-0881**

E-mail: james.severance@windstream.com

Emergency Contact:

Name: **James Severance**

Title: **Director – Customer Service**

Phone Number: **(804) 4729-**

Fax Number: **(330) 425-0881**

E-mail: james.severance@windstream.com

Telecommunication services that will be provided (check all that apply):

Local Exchange Service (Resale)

Data Services

Calling Cards

Prepaid Calling Cards

Alternate Operator Services

Directory Assistance

Long Distance Interlata

WATS (800/888)

Long Distance Intralata

Other, please specify _____

WASHINGTON



UTILITIES AND TRANSPORTATION
COMMISSION

**REGISTRATION AND COMPETITIVE CLASSIFICATION
OF TELECOMMUNICATION COMPANIES**

TALK AMERICA SERVICES, LLC

Attachment A

Financial Statements

[CONFIDENTIAL - Submitted Under Seal]

(FILED UNDER SEAL)

ATTACHMENT B

Certificate of Authority



SOS

Office of the Secretary of State
Corporations & Charities Division

James M. Dolliver Building
801 Capitol Way South • PO Box 40234
Olympia, WA 98504-0234
Tel: 360.725.0377
www.sos.wa.gov/corps

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Business License Application.** You may have completed this step already. The Business License Application can be completed online or downloaded at: <http://www.bls.dor.wa.gov/>

If you have any questions about the Business License Application, or would like a Business License Application package mailed to you, please call the Department of Revenue at 1-800-451-7985.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

CT CORPORATION SYSTEM
505 UNION AVE SE STE 120
OLYMPIA, WA 98501

IMPORTANT

To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Initial Report** within 120 days of the date your corporation or limited liability company (LLC) was filed. The date of filing is stated on your certificate. Please complete and return the enclosed Initial Report, together with the \$10 filing fee.
2. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. The registered agent will be sent notice of the Annual Report requirement. But it is the corporation or LLC's responsibility to file the report even if no notice is received.
3. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF REGISTRATION

to

TALK AMERICA SERVICES, LLC

a/an DE Limited Liability Company. Charter documents are effective on the date indicated below.

Date: 9/17/2014

UBI Number: 603-437-017



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 9/19/2014



Office of the Secretary of State
Corporations & Charities Division

INITIAL REPORT

FEE: \$10.00

RETURN COMPLETED FORM AND PAYMENT TO:
(Checks made payable to "Secretary of State")

801 Capitol Way South
PO Box 40234
Olympia, WA 98504-0234

Entity Name: TALK AMERICA SERVICES, LLC

Payment Due By: 1/15/2015

Unified Business Identifier: 603-437-017

State of Incorporation: DE

Inc./Qual. Date: 9/17/2014

TYPE OR PRINT ALL INFORMATION IN DARK INK

<p>Current Registered Agent/Office</p> <p>CT CORPORATION SYSTEM 505 UNION AVE SE STE 120 OLYMPIA, WA 98501</p>	<p>Registered Agent/Office Changes <i>(Changes must be approved by the Board of Directors)</i></p> <p>New Registered Agent Name _____</p> <p>Consent to Appointment _____ <i>Signature of New Registered Agent</i></p> <p>Required Street Address _____</p> <p>City _____ State WA Zip Code _____</p> <p>Optional Mailing Address _____</p> <p>City _____ State WA Zip Code _____</p>
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REPORT SECTION MUST BE FILLED IN COMPLETELY - DO NOT LEAVE SPACES BLANK

Principal place of business in WA YES NO _____ **WA** _____
Address City Zip

Nature of Business _____ Telephone (____) _____ Email _____

Foreign Entities - Principal office address.
Address City State Zip Country

CORPORATION: Print or type names and addresses of **ALL** corporate officers and directors *(attach additional list if necessary)*.
 LLC: Print or type names and addresses of Members or Managers *(attach additional list if necessary)*.

Name	Title	Address	City	State	Zip

SIGNATURE Of governing person listed above _____ Type or Print Name and Title _____ Date _____



Office of the Secretary of State
Corporations & Charities Division

Foreign Limited Liability Company

See attached detailed instructions

- Filing Fee \$180.00.
- Filing Fee with Expedited Service \$230.00

09/17/14 2742251-001
\$230.00 K
tid: 2838212

This Box For Office Use Only

FILED
SECRETARY OF STATE
SEPTEMBER 17, 2014
STATE OF WASHINGTON

UBI Number: 603 437 017

FOREIGN LIMITED LIABILITY COMPANY REGISTRATION

Chapter 25.15 RCW

SECTION 1

NAME OF LIMITED LIABILITY COMPANY: *(As recorded in the state/country of formation)*

Talk America Services, LLC

NAME TO BE USED IN WASHINGTON STATE:

(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)

SECTION 2

STATE OR COUNTRY WHERE ORIGINALLY FORMED: Delaware

DATE OF ORIGINAL FORMATION: 06/27/2014

(Certificate of Existence or similar import (not more than 60 days old) from original state must be attached)

SECTION 3

ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS:

Street Address 4001 N Rodney Parham Rd City Little Rock State/Country AR Zip 72212

PO Box _____ City _____ State/Country _____ Zip _____

SECTION 4

EFFECTIVE DATE OF REGISTRATION: *(Please check one of the following)*

- Upon filing by the Secretary of State
- Specific Date: _____ *(Specified effective date must be within 90 days AFTER the Certificate of Registration has been filed by the Office of the Secretary of State)*

SECTION 5

TENURE: (Please check one of the following and indicate the date if applicable)

- Perpetual existence
- Specific term of existence _____ (Number of years or date of termination)

SECTION 6

DATE THE LLC BEGAN DOING BUSINESS IN WASHINGTON STATE: Upon Qualification

SECTION 7

NATURE OF BUSINESS IN WASHINGTON STATE: Communications Services

SECTION 8

NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:

Name: C T Corporation System

Physical Location Address (required):

505 Union Avenue SE, Suite 120

City Olympia WA Zip Code 98501

Mailing or Postal Address (optional):

City _____ WA Zip Code _____

CONSENT TO SERVE AS REGISTERED AGENT:

I consent to serve as Registered Agent in the State of Washington for the above named Limited Liability Company. I understand it will be my responsibility to accept Service of Process on behalf of the Limited Liability Company; to forward mail to the Limited Liability Company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X By: Katherine Lackey Katherine Lackey, Asst Secy 9-17-14
 Signature of Registered Agent Printed Name Date

SECTION 9

NAME, ADDRESS AND SIGNATURE OF MEMBER OR MANAGER:

(If necessary, attach additional names, addresses and signatures)

Name: John P Fletcher

Address: 4001 N Rodney Parham Rd City Little Rock State AR Zip Code 72212

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X John P Fletcher John P Fletcher, Manager 09-15-2014 (501)748-7000
 Signature Printed Name/Title Date Phone

Notice: The Washington Secretary of State will be appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 23.15.355(2)

Delaware

PAGE 1

The First State

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

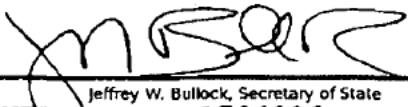
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5559703 8300

141188647

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1704896

DATE: 09-17-14