

Fill in this information to identify the case:

United States Bankruptcy Court for the: Southern District of New York (State) Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's Name Talk America, LLC

2. All other names debtor used in the last 8 years Talk America, Inc.

Include any assumed names, trade names, and doing business as names

Cavalier Telephone; Cavalier Business Communications.

3. Debtor's federal Employer Identification Number (EIN) 23-2582790

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

4001 North Rodney Parham Road Number Street

Number Street

Little Rock, Arkansas 72212

P.O. Box

City State Zip Code

City State Zip Code

Pulaski County County

Location of principal assets, if different from principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL) https://www.windstream.com/

6. Type of debtor [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) [ ] Partnership (excluding LLP) [ ] Other. Specify:



Debtor Talk America, LLC  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check One:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .  
**5172 - Wireless Telecommunications Carriers (except Satellite)**

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM/DD/YYYY
- District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM/DD/YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See attached Schedule 1 Relationship Affiliate
- District Southern District of New York When 02/25/2019
- Case number, if known \_\_\_\_\_ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Talk America, LLC Case number (if known) \_\_\_\_\_  
Name

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

**Is the property insured?**

- No
- Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors (on a consolidated basis)**

- |                                  |  |   |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000                |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000               |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input checked="" type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |  |   |

**15. Estimated assets (on a consolidated basis)**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion                |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion             |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input checked="" type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                   |

Debtor Talk America, LLC Case number (if known) \_\_\_\_\_  
 Name

- 16. Estimated liabilities (on a consolidated basis)**
- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion                |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion             |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input checked="" type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                   |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 02/25/2019  
 MM/ DD / YYYY

**X** /s/ Kristi M. Moody Kristi M. Moody  
 Signature of authorized representative of debtor Printed name

Title Authorized Officer

**18. Signature of attorney** **X** /s/ Stephen E. Hessler Date 02/25/2019  
 Signature of attorney for debtor MM/ DD/YYYY

Stephen E. Hessler  
 Printed name

Kirkland & Ellis LLP  
 Firm name

601 Lexington Avenue  
 Number Street

New York New York 10022  
 City State ZIP Code

(212) 446-4800 stephen.hessler@kirkland.com  
 Contact phone Email address

4576856 New York  
 Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of New York	
(State)	
Case number (if known): _____	Chapter <u>11</u>

Check if this is an amended filing

**Schedule 1**  
**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of New York for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Windstream Holdings, Inc.

- |   |   |   |
|---|---|---|
| 1. Windstream Holdings, Inc.                        | 41. Conestoga Management Services, Inc.                 | 80. Iowa Telecom Data Services, L.C.              |
| 2. Windstream Business Holdings, LLC                | 42. Conestoga Wireless Company                          | 81. Iowa Telecom Technologies, LLC                |
| 3. Allworx Corp.                                    | 43. Connecticut Broadband, LLC                          | 82. IWA Services, LLC                             |
| 4. American Telephone Company, LLC                  | 44. Connecticut Telephone & Communication Systems, Inc. | 83. KDL Holdings, LLC                             |
| 5. ARC Networks, Inc.                               | 45. Conversent Communications Long Distance, LLC        | 84. LDMI Telecommunications, LLC                  |
| 6. A.R.C. Networks, Inc.                            | 46. Conversent Communications of Connecticut, LLC       | 85. Lightship Telecom, LLC                        |
| 7. ATX Communications, Inc.                         | 47. Conversent Communications of Maine, LLC             | 86. MassComm, LLC                                 |
| 8. ATX Licensing, Inc.                              | 48. Conversent Communications of Massachusetts, Inc.    | 87. McLeodUSA Information Services LLC            |
| 9. ATX Telecommunications Services of Virginia, LLC | 49. Conversent Communications of New Hampshire, LLC     | 88. McLeodUSA Purchasing, LLC                     |
| 10. Birmingham Data Link, LLC                       | 50. Conversent Communications of New Jersey, LLC        | 89. McLeodUSA Telecommunications Services, L.L.C. |
| 11. BOB, LLC  | 51. Conversent Communications of New York, LLC          | 90. MPX, Inc.                                     |
| 12. Boston Retail Partners LLC                      | 52. Conversent Communications of Pennsylvania, LLC      | 91. Nashville Data Link, LLC                      |
| 13. BridgeCom Holdings, Inc.                        | 53. Conversent Communications of Rhode Island, LLC      | 92. Network Telephone, LLC                        |
| 14. BridgeCom International, Inc.                   | 54. Conversent Communications of Vermont, LLC           | 93. Norlight Telecommunications of Virginia, LLC  |
| 15. BridgeCom Solutions Group, Inc.                 | 55. Conversent Communications Resale L.L.C.             | 94. Oklahoma Windstream, LLC                      |
| 16. Broadview Networks, Inc.                        | 56. CoreComm-ATX, Inc.                                  | 95. Open Support Systems, LLC                     |
| 17. Broadview Networks of Massachusetts, Inc.       | 57. CoreComm Communications, LLC                        | 96. PaeTec Communications of Virginia, LLC        |
| 18. Broadview Networks of Virginia, Inc.            | 58. CTC Communications Corporation                      | 97. PaeTec Communications, LLC                    |
| 19. Broadview NP Acquisition Corp.                  | 59. CTC Communications of Virginia, Inc.                | 98. PAETEC Holding, LLC                           |
| 20. Buffalo Valley Management Services, Inc.        | 60. D&E Communications, LLC                             | 99. PAETEC iTEL, L.L.C.                           |
| 21. Business Telecom of Virginia, Inc.              | 61. D&E Management Services, Inc.                       | 100. PAETEC Realty LLC                            |
| 22. Business Telecom, LLC                           | 62. D&E Networks, Inc.                                  | 101. PAETEC, LLC                                  |
| 23. BV-BC Acquisition Corporation                   | 63. D&E Wireless, Inc.                                  | 102. PCS Licenses, Inc.                           |
| 24. Cavalier IP TV, LLC                             | 64. Deltacom, LLC                                       | 103. Progress Place Realty Holding Company, LLC   |
| 25. Cavalier Services, LLC                          | 65. Earthlink Business, LLC                             | 104. RevChain Solutions, LLC                      |
| 26. Cavalier Telephone Mid-Atlantic, L.L.C.         | 66. Earthlink Carrier, LLC                              | 105. SM Holdings, LLC                             |
| 27. Cavalier Telephone, L.L.C.                      | 67. Equity Leasing, Inc.                                | 106. Southwest Enhanced Network Services, LLC     |
| 28. CCL Historical, Inc.                            | 68. Eureka Broadband Corporation                        | 107. Talk America of Virginia, LLC                |
| 29. Choice One Communications of Connecticut Inc.   | 69. Eureka Holdings, LLC                                | 108. Talk America, LLC                            |
| 30. Choice One Communications of Maine Inc.         | 70. Eureka Networks, LLC                                | 109. Televue, LLC                                 |
| 31. Choice One Communications of Massachusetts Inc. | 71. Eureka Telecom, Inc.                                | 110. Texas Windstream, LLC                        |
| 32. Choice One Communications of New York Inc.      | 72. Eureka Telecom of VA, Inc.                          | 111. The Other Phone Company, LLC                 |
| 33. Choice One Communications of Ohio Inc.          | 73. Georgia Windstream, LLC                             | 112. TriNet, LLC                                  |
| 34. Choice One Communications of Pennsylvania Inc.  | 74. Heart of the Lakes Cable Systems, Inc.              | 113. TruCom Corporation                           |
| 35. Choice One Communications of Rhode Island Inc.  | 75. Infocore, Inc.                                      | 114. US LEC Communications LLC                    |
| 36. Choice One Communications Resale L.L.C.         | 76. Info-Highway International, Inc.                    | 115. US LEC of Alabama LLC                        |
| 37. Choice One Communications of Vermont Inc.       | 77. InfoHighway Communications Corporation              | 116. US LEC of Florida LLC                        |
| 38. Choice One of New Hampshire, Inc.               | 78. InfoHighway of Virginia, Inc.                       | 117. US LEC of Georgia LLC                        |
| 39. Cinergy Communications Company of Virginia, LLC | 79. Intellifiber Networks, LLC                          | 118. US LEC of Maryland LLC                       |
| 40. Conestoga Enterprises, Inc.                     |   | 119. US LEC of North Carolina LLC                 |
|   |   | 120. US LEC of Pennsylvania LLC                   |
|   |   | 121. US LEC of South Carolina LLC                 |
|   |   | 122. US LEC of Tennessee LLC                      |
|   |   | 123. US LEC of Virginia LLC                       |
|   |   | 124. US Xchange Inc.                              |
|   |   | 125. US Xchange of Illinois, L.L.C.               |
|   |   | 126. US Xchange of Indiana, L.L.C.                |

127. US Xchange of Michigan, L.L.C.
128. US Xchange of Wisconsin, L.L.C.
129. Valor Telecommunications of Texas, LLC
130. WaveTel NC License Corporation
131. WIN Sales & Leasing, Inc.
132. Windstream Accucomm Networks, LLC
133. Windstream Accucomm Telecommunications, LLC
134. Windstream Alabama, LLC
135. Windstream Arkansas, LLC
136. Windstream Buffalo Valley, Inc.
137. Windstream BV Holdings, LLC
138. Windstream Cavalier, LLC
139. Windstream Communications Kerrville, LLC
140. Windstream Communications Telecom, LLC
141. Windstream Communications, LLC
142. Windstream Concord Telephone, LLC
143. Windstream Conestoga, Inc.
144. Windstream CTC Internet Services, Inc.
145. Windstream D&E Systems, LLC
146. Windstream D&E, Inc.
147. Windstream Direct, LLC
148. Windstream Eagle Holdings LLC
149. Windstream Eagle Services, LLC
150. Windstream EN-TEL, LLC
151. Windstream Finance Corp
152. Windstream Florida, LLC
153. Windstream Georgia Communications, LLC
154. Windstream Georgia Telephone, LLC
155. Windstream Georgia, LLC
156. Windstream Holding of the Midwest, Inc.
157. Windstream Iowa Communications, LLC
158. Windstream Iowa-Comm, LLC
159. Windstream IT-Comm, LLC
160. Windstream KDL, LLC
161. Windstream KDL-VA, LLC
162. Windstream Kentucky East, LLC
163. Windstream Kentucky West, LLC
164. Windstream Kerrville Long Distance, LLC
165. Windstream Lakedale Link, Inc.
166. Windstream Lakedale, Inc.
167. Windstream Leasing, LLC
168. Windstream Lexcom Communications, LLC
169. Windstream Lexcom Entertainment, LLC
170. Windstream Lexcom Long Distance, LLC
171. Windstream Lexcom Wireless, LLC
172. Windstream Mississippi, LLC
173. Windstream Missouri, LLC
174. Windstream Montezuma, LLC
175. Windstream Nebraska, Inc.
176. Windstream Network Services of the Midwest, Inc.
177. Windstream New York, Inc.
178. Windstream Norlight, LLC
179. Windstream North Carolina, LLC
180. Windstream NorthStar, LLC
181. Windstream NTI, LLC
182. Windstream NuVox Arkansas, LLC
183. Windstream NuVox Illinois, LLC
184. Windstream NuVox Indiana, LLC
185. Windstream NuVox Kansas, LLC
186. Windstream NuVox Missouri, LLC
187. Windstream NuVox Ohio, LLC
188. Windstream NuVox Oklahoma, LLC
189. Windstream NuVox, LLC
190. Windstream of the Midwest, Inc.
191. Windstream Ohio, LLC
192. Windstream Oklahoma, LLC
193. Windstream Pennsylvania, LLC
194. Windstream Services, LLC
195. Windstream SHAL Networks, Inc.
196. Windstream SHAL, LLC
197. Windstream Shared Services, LLC
198. Windstream South Carolina, LLC
199. Windstream Southwest Long Distance, LLC
200. Windstream Standard, LLC
201. Windstream Sugar Land, LLC
202. Windstream Supply, LLC
203. Windstream Systems of the Midwest, Inc.
204. Windstream Western Reserve, LLC
205. Xeta Technologies, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_) )  
In re: ) Chapter 11  
) )  
TALK AMERICA, LLC, ) Case No. 19-\_\_\_\_\_( )  
) )  
Debtor. )  
\_\_\_\_\_)

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

<b>Debtor</b>	<b>Equity Holders</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Talk America, LLC	Windstream Cavalier, LLC	4001 N. Rodney Parham Rd., Little Rock, AR 72212	100%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_  
In re: )  
 ) Chapter 11  
TALK AMERICA, LLC, )  
 ) Case No. 19-\_\_\_\_\_( )  
 )  
Debtor. )  
\_\_\_\_\_ )

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Windstream Cavalier, LLC	100%



**Fill in this information to identify the case:**

Debtor name	Windstream Holdings, Inc., et al.	
United States Bankruptcy Court for the:	Southern District of New York	
Case number (if known):	_____	(State)

Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
1	U.S. BANK NATIONAL ASSOCIATION TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GEORGIA 30309	ATTN: GLOBAL CORPORATE TRUST SERVICES TELEPHONE: (404) 898-8830 FACSIMILE: (404) 898-8844 EMAIL: N/A	BOND DEBT				\$806,900,000.00
2	U.S. BANK NATIONAL ASSOCIATION TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GEORGIA 30309	ATTN: GLOBAL CORPORATE TRUST SERVICES TELEPHONE: (404) 898-8830 FACSIMILE: (404) 898-8844 EMAIL: N/A	BOND DEBT				\$105,800,000.00
3	U.S. BANK NATIONAL ASSOCIATION TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GEORGIA 30309	ATTN: GLOBAL CORPORATE TRUST SERVICES TELEPHONE: (404) 898-8830 FACSIMILE: (404) 898-8844 EMAIL: N/A	BOND DEBT				\$78,100,000.00
4	U.S. BANK NATIONAL ASSOCIATION TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GEORGIA 30309	ATTN: GLOBAL CORPORATE TRUST SERVICES TELEPHONE: (404) 898-8830 FACSIMILE: (404) 898-8844 EMAIL: N/A	BOND DEBT				\$70,100,000.00
5	AT&T 208 SOUTH AKARD STREET DALLAS, TX 75202	ATTN: GENERAL COUNSEL TELEPHONE: 210-821-4105 FAX: 210-351-2198 EMAIL: DAVID.MCATEE@ATT.COM; WW0118@ATT.COM	TRADE				\$49,551,947.00

<sup>1</sup> The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
6	U.S. BANK NATIONAL ASSOCIATION TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GEORGIA 30309	ATTN: GLOBAL CORPORATE TRUST SERVICES TELEPHONE: (404) 898-8830 FACSIMILE: (404) 898-8844 EMAIL: N/A	BOND DEBT				\$36,200,000.00
7	U.S. BANK NATIONAL ASSOCIATION TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GEORGIA 30309	ATTN: GLOBAL CORPORATE TRUST SERVICES TELEPHONE: (404) 898-8830 FACSIMILE: (404) 898-8844 EMAIL: N/A	BOND DEBT				\$34,400,000.00
8	VERIZON 1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036	ATTN: GENERAL COUNSEL TELEPHONE: 212-395-1000 FAX: 212-517-1897 EMAIL: CRAIG.SILLIMAN@VERIZON.COM	TRADE				\$34,054,820.00
9	AT&T PRO CABS 208 SOUTH AKARD STREET DALLAS, TX 75202	ATTN: GENERAL COUNSEL TELEPHONE: 210-821-4105 FAX: 210-351-2198 EMAIL: DAVID.MCATEE@ATT.COM; WW0118@ATT.COM	TRADE				\$8,802,645 .00
10	GLOBE COMMUNICATIONS INC. 950 48TH AVE NORTH SUITE 100 MYRTLE BEACH, SC 29577	ATTN: DIRECTOR OR OFFICER TELEPHONE: 843- 839-5544 FAX: 843-839-5545 EMAIL: RUSTYLUNDY@GLOBEINC.COM	TRADE				\$8,368,733.00
11	BELLSOUTH PRO CABS 600 N POINT PKWY ALPHARETTA, GA 30005	ATTN: ROC-CABS TELEPHONE: 555-555-5555; 404-249-2000 FAX: 404-249-2071 EMAIL: RT2547@ATT.COM	TRADE				\$7,467,897.00
12	CENTURYLINK 100 CENTURYLINK DRIVE MONROE, LA 71203	ATTN: GENERAL COUNSEL TELEPHONE: 318-388-9000 FAX: 318-388-9064 EMAIL: STACEY.GOFF@CENTURYLINK.COM	TRADE				\$7,028,123.00
13	FRONTIER 401 MERRITT 7 NORWALK, CT 06851	ATTN: GENERAL COUNSEL TELEPHONE: 203-614-5600 FAX: 203-614-4651 EMAIL: MARK.NIELSEN@FTR.COM	TRADE				\$6,892,743.00
14	LEC SERVICES INC. 138 VAN CAMP BLVD LOS LUNAS, NM 87031	ATTN: DIRECTOR OR OFFICER TELEPHONE: 505-301-3404 FAX: N/A EMAIL: DSCROSSLEY@ISP.COM	TRADE				\$6,582,326.00
15	INFINERA 140 CASPIAN COURT SUNNYVALE, CA 94089	ATTN: DIRECTOR OR OFFICER TELEPHONE: 408-572-5200 FAX: 408-572-5454 EMAIL: DHEARD@INFINERA.COM	TRADE				\$6,081,389.00
16	TRIPLE D COMMUNICATIONS 3006 PARK CENTRAL AVENUE NICHOLASVILLE, KY 40356	ATTN: DANNY WHITE TELEPHONE: 859-887-4683 FAX: 859-885-9824 EMAIL: DWHITE@TRIPLEDLLC.COM	TRADE				\$5,928,006.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
17	VELOCLOUD NETWORKS INC. 3429 HILLVIEW AVE PALO ALTO, CA 94304	ATTN: VMWARE HILLTOP TELEPHONE: 650-209-4180 FAX: 650-475-5001 EMAIL: AOLLI@VMWARE.COM; CONTACT@VELOCLOUD.COM	TRADE				\$5,598,590.00
18	ELEMENT - FKA PHH 655 BUSINESS CENTER DRIVE SUITE 250 HORSHAM, PA 19044	ATTN: DIRECTOR OR OFFICER TELEPHONE: 267-960-4000 FAX: 267-960-4001 EMAIL: N/A	TRADE				\$5,435,197.00
19	TRAWICK CONSTRUCTION CO 1555 SOUTH BOULEVARD CHIPLEY, FL 32428-1626	ATTN: DIRECTOR OR OFFICER TELEPHONE: 850-638-0429 FAX: 850-638-8373 EMAIL: DOUG.TRAWICK@TRAWICKCONST RUCTION.COM	TRADE				\$5,418,813.00
20	ADTRAN 901 EXPLORER BOULEVARD HUNTSVILLE, AL 35806	ATTN: DIRECTOR OR OFFICER TELEPHONE: 256-963-8000 FAX: 256-963-6300 EMAIL: KEITH.KALMAN@ADTRAN.COM	TRADE				\$5,279,202.00
21	LEVEL 3 COMMUNICATIONS, LLC GENERAL COUNSEL BROOMFIELD, CO 80021	ATTN: C/O CENTURYLINK TELEPHONE: 720-888-2750 FAX: 720-888-5422 EMAIL: STACEY.GOFF@CENTURYLINK.CO M	TRADE				\$5,211,613.00
22	LIGHTTOWER FIBER NETWORKS 80 CENTRAL STREET BOXBOROUGH, MA 01719	ATTN: DIRECTOR OR OFFICER TELEPHONE: 978-264-6000 FAX: 978-264-6100 EMAIL: ESANDMAN@LIGHTTOWER.COM	TRADE				\$4,721,163.00
23	MICROSOFT ONE MICROSOFT WAY REDMOND, WA 98052	ATTN: DIRECTOR OR OFFICER TELEPHONE: 425-882-8080 FAX: 425-706-7329 EMAIL: BUSCOND@MICROSOFT.COM	TRADE				\$4,519,318.00
24	QWEST CORP GENERAL COUNSEL MONROE, LA 71203	ATTN: C/O CENTURYLINK TELEPHONE: 318-388-9000 FAX: 318-388-9064 EMAIL: STACEY.GOFF@CENTURYLINK.CO M	TRADE				\$4,484,967.00
25	GENERAL DATATECH LP 999 METROMEDIA PLACE DALLAS, TX 75247	ATTN: DIRECTOR OR OFFICER TELEPHONE: 214-857-6165; 214-857-6100 FAX: 214-857-6500 EMAIL: EBLATARIC@GDT.COM	TRADE				\$4,118,389.00
26	FORSYTHE SOLUTIONS GROUP INC. 7770 FRONTAGE ROAD SKOKIE, IL 60077	ATTN: DIRECTOR OR OFFICER TELEPHONE: 847-213-7000 FAX: 847-675-8017 EMAIL: THOFFMAN@FORSYTHE.COM	TRADE				\$3,855,195.00
27	ACTIONTEC ELECTRONICS 3301 OLCOTT ST SANTA CLARA, CA 95054	ATTN: TONG KHUC, VP TELEPHONE: 408-548-4762 FAX: 408-541-9003 EMAIL: TKHUC@ACTIONTEC.COM	TRADE				\$3,757,838.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
28	TIME WARNER CABLE 400 ATLANTIC STREET, CT, ROOM 407 STAMFORD, CT 06901	ATTN: LEGAL DEPARTMENT TELEPHONE: 203-428-0281 FAX: 212-364-8460 EMAIL: SERENA.PARKER@CHARTER.COM	TRADE				\$3,591,108.00
29	EXCLUSIVE NETWORKS USA 2075 ZANKER ROAD SAN JOSE, CA 95131	ATTN: FRED SILVERMAN TELEPHONE: 954-782-6056 FAX: 408-943-9198 EMAIL: FSILVERMAN@EXCLUSIVE-NETWORKS.COM	TRADE				\$3,466,808.00
30	T3 WIRELESS INC 220 W MAIN STREET COUNCIL GROVE, KS 66846	ATTN: CHRIS CROWE, PRESIDENT TELEPHONE: 214-228-0930; 620-767-7193 FAX: 661-458-2329 EMAIL: INFO@T3WIRELESS.NET	TRADE				\$3,459,329.00
31	ZAYO 1821 30TH STREET UNIT A BOULDER, CO 80301	ATTN: DIRECTOR OR OFFICER TELEPHONE: 303-381-4683 FAX: N/A EMAIL: BRAD.KORCH@ZAYO.COM; SHIRA.COOKS@ZAYO.COM	TRADE				\$3,219,650.00
32	EQUINIX INC. 4252 SOLUTIONS CENTER CHICAGO, IL 60677-4002	ATTN: DIRECTOR OR OFFICER TELEPHONE: 650-598-6000 FAX: 650-598-6900 EMAIL: COLLECTIONS@EQUINIX.COM	TRADE				\$2,997,406.00
33	CIENA CORP 7035 RIDGE ROAD HANOVER, MD 21076	ATTN: DIRECTOR OR OFFICER TELEPHONE: 410-694-5700 FAX: 410-694-5750 EMAIL: N/A	TRADE				\$2,952,217.00
34	CBRE INC. 400 S HOPE STREET LOS ANGELES, CA 90071	ATTN: DIRECTOR OR OFFICER TELEPHONE: 213-613-3333 FAX: 216-613-3005 EMAIL: CORPCOMM@CBRE.COM; LEW.HORNE@CBRE.COM	TRADE				\$2,885,755.00
35	BELLSOUTH 600 N POINT PKWY ALPHARETTA, GA 30005	ATTN: ROC-CABS TELEPHONE: 404-249-2000 FAX: 404-249-2071 EMAIL: RT2547@ATT.COM	TRADE				\$2,596,089.00
36	MP NEXLEVEL LLC 500 COUNTY RD 37 E MAPLE LAKE, MN 55358	ATTN: DIRECTOR OR OFFICER TELEPHONE: 320-963-2410; 320-963-2400 FAX: 320-963-2438 EMAIL: N/A	TRADE				\$2,430,702.00
37	ENSONO LP 3333 FINLEY ROAD DOWNERS GROVE, IL 60515	ATTN: DIRECTOR OR OFFICER TELEPHONE: 630-944-9337 FAX: 630-944-1432 EMAIL: JUDY.RASMUSSEN@ENSONO.COM; RICHARD.DRESDEN@ENSONO.COM	TRADE				\$2,161,902.00
38	FIBERTECH NETWORKS LLC 300 MERIDAN CENTRE ROCHESTER, NY 14618	ATTN: ACCOUNTS RECEIVABLE TELEPHONE: 585-697-5100 FAX: 585-442-8845 EMAIL: BDANGLER@FIBERTECH.COM	TRADE				\$2,133,547.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
39	METASWITCH NETWORKS 12007 SUNRISE VALLEY DR. STE 250 RESTON, VA 20191	ATTN: LEGAL DEPARTMENT TELEPHONE: 703-480-0500 FAX: 703-480-0499 EMAIL: N/A	TRADE				\$2,118,722.00
40	CONDUENT COMMERCIAL SOLUTIONS LLC 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932	ATTN: DIRECTOR OR OFFICER TELEPHONE: 844-663-2638 FAX: N/A EMAIL: N/A	TRADE				\$2,083,394.00
41	PRODAPT 7565 SW MOHAWK STREET BUILDING M TUALATIN, OR 97062	ATTN: HEADQUARTERS TELEPHONE: 503-636-3737 FAX: 503-885-0850 EMAIL: N/A	TRADE				\$2,016,429.00
42	OUTPUT SERVICES GROUP BILLING SERVICES 100 CHALLENGER ROAD SUITE 303 RIDGEFIELD PARK, NJ 07660	ATTN: DIRECTOR OR OFFICER TELEPHONE: 201-871-1100 FAX: 201-871-3350 EMAIL: INFO@OSGBILLING.COM	TRADE				\$1,980,488.00
43	FAST TRACK CONSTRUCTION 1919 SW LOOP 304 CROCKETT, TX 75835	ATTN: DIRECTOR OR OFFICER TELEPHONE: 936-545-1506 FAX: 936-545-1598 EMAIL: CAROLYN@FASTTRACKTEXAS.COM	TRADE				\$1,804,801.00
44	COMCAST COMCAST CENTER PHILADELPHIA, PA 19103	ATTN: COMCAST CORPORATION TELEPHONE: FAX: 215-981-7790 EMAIL: N/A	TRADE				\$1,786,797.00
45	HOUSLEY COMMUNICATIONS INC. 3550 SOUTH BRYANT BOULEVARD SAN ANGELO, TX 76903	ATTN: DIRECTOR OR OFFICER TELEPHONE: 325-944-9905 FAX: 325-944-1781 EMAIL: INFO@HC-INC.COM	TRADE				\$1,715,204.00
46	TATA CONSULTANCY SERVICES LIMITED 379 THORNAL STREET 4TH FLOOR EDISON, NJ 08837	ATTN: JANARTHANAN ANGIYA TELEPHONE: 469-230-8743 FAX: 212-867-8652 EMAIL: N/A	TRADE				\$1,562,096.00
47	MITELTECHNOLOGIES INC. 1615 SOUTH 52ND STREET TEMPE, AZ 85281	ATTN: DIRECTOR OR OFFICER TELEPHONE: 480-449-8900 FAX: 480-449-8901 EMAIL: N/A	TRADE				\$1,526,652.00
48	USIC INC. 9045 NORTH RIVER ROAD INDIANAPOLIS, IN 46240	ATTN: DIRECTOR OR OFFICER TELEPHONE: 317-575-7800 FAX: 317-575-7881 EMAIL: N/A	TRADE				\$1,477,432.00
49	COMMSCOPE TECHNOLOGIES LLC 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602-3619	ATTN: DIRECTOR OR OFFICER TELEPHONE: 828-324-2200 FAX: 828-323-4849 EMAIL: N/A	TRADE				\$1,426,259.00
50	COX COMMUNICATIONS 1400 LAKE HEARN DRIVE ATLANTA, GA 30319	ATTN: DIRECTOR OR OFFICER TELEPHONE: 866-961-0027 FAX: 404-843-5280 EMAIL: COXCORP.CUSTOMERRELATIONS@COX.COM; VICTOR.COOPER@COX.COM	TRADE				\$1,396,561.00

Fill in this information to identify the case and this filing:	
Debtor Name	Talk America, LLC
United States Bankruptcy Court for the:	Southern District of New York (State)
Case number (If known):	

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

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

Executed on

**02/25/2019**  
MM/ DD/YYYY

/s/ **Kristi M. Moody**

Signature of individual signing on behalf of debtor

**Kristi M. Moody**

Printed name

**Authorized Officer**

Position or relationship to debtor

## UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING

February 24, 2019

The undersigned, being the members of the board of directors, members of the board of managers, members of the board of governors, individual managers, sole managers, sole governors, and sole members (each, a “Board” and collectively, the “Boards”), as applicable, of each entity set forth in Annex A attached hereto (each, a “Company” and collectively, the “Companies”), in lieu of holding a meeting of the board of directors, board of managers, board of governors, or members as applicable, hereby take the following actions and adopt the following resolutions by unanimous written consent pursuant to each such Company’s bylaws, limited liability company agreement, or operating agreement, as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

**WHEREAS**, the respective Board of each Company considered presentations by management and the financial and legal advisors of the Companies regarding the liabilities and liquidity situation of the Companies, the strategic alternatives available, and the effect of the foregoing on such Companies’ businesses and the businesses of such Companies’ subsidiaries;

**WHEREAS**, the respective Board of each Company has had the opportunity to consult with management and the financial and legal advisors of such Company and to fully consider each of the strategic alternatives available to such Company; and

**WHEREAS**, the respective Board of each Company has determined, in the judgment of such Board, that the following resolutions are advisable and in the best interests of the Companies, their subsidiaries, their creditors, and other parties in interest.

**NOW, THEREFORE, BE IT:**

### CHAPTER 11 FILING

**RESOLVED**, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of the Companies, its creditors, and other parties in interest, that such Company shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by each Company, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) or other court of competent jurisdiction; and

**RESOLVED FURTHER**, that the duly appointed officers of each Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of such Company all petitions, schedules, lists, and other motions, objections, replies, applications, papers, or documents, and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of such Company’s businesses or to assist such Company in the Chapter 11 Cases and in carrying out its duties under the provisions of the Bankruptcy Code.

**RETENTION OF PROFESSIONALS**

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP, as general bankruptcy counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of PJT Partners LP, as financial advisor and investment banker, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company’s rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PJT Partners LP in accordance with applicable law; and



**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC, as restructuring advisor, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each of such Company's rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Alvarez & Marsal North America, LLC in accordance with applicable law; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants, as notice, claims, and balloting agent, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC in accordance with applicable law; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, objections, replies, applications, pleadings, lists, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, investment bankers, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with each Company's Chapter 11 case, with a view to the successful prosecution of the case.

**CASH COLLATERAL**

**RESOLVED FURTHER**, that to the extent applicable to each Company, in the judgment of the Board, it is desirable and in the best interest of such Company, its interest holders, its creditors, and other parties in interest, to obtain the benefits from the use of cash collateral (the “Cash Collateral,” as such term is defined in section 363(a) of the Bankruptcy Code), which is security for certain of the Company’s prepetition secured lenders under certain credit facilities by and among the Company, the guarantors party thereto, and the lenders party thereto (the “Prepetition Secured Lenders”); and

**RESOLVED FURTHER**, that to the extent applicable to each Company, the Authorized Officers be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, such Company to seek approval of the use of cash collateral pursuant to a cash collateral order in interim and final form (a “Cash Collateral Order”), and, to the extent applicable to each Company, any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute (under the common seal of the Company, if appropriate), and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary or advisable to implement the Cash Collateral Order, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for the use of cash collateral in connection with the Company’s chapter 11 cases, which agreement(s) may require each Company to grant adequate protection and security interests to the Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of each Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer in his absolute discretion approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company to execute (under the common seal of the Company, if appropriate) and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the Cash Collateral Order or to do such other things which shall in his/her absolute discretion be necessary, desirable, proper, or advisable to give effect

to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof.

### **DEBTOR-IN-POSSESSION FINANCING**

**WHEREAS**, reference is made to those certain debtor-in-possession financing proposals that set forth the terms and conditions of the debtor-in-possession financing to be provided to the Companies (the “Borrowers”) by the lenders listed therein (the “DIP Lenders”); and

**WHEREAS**, the Borrowers have requested that the DIP Lenders provide senior secured debtor-in-possession credit facilities (together, the “DIP Facilities”) to the Companies; and

**WHEREAS**, each Company will obtain benefits from the incurrence of the DIP Obligations (as defined below), and it is advisable and in the best interest of each Company to enter into the DIP Loan Documents (as defined below), and to perform its obligations thereunder, including granting security interests in all or substantially all of its assets; and

**WHEREAS**, the obligation of the DIP Lenders to make the extensions of credit to the Borrowers under the DIP Facilities is subject to, among other things, each Company entering into a binding credit agreement and/or commitment letters with the DIP Lenders and one or more agents acting on behalf of the DIP Lenders (the “DIP Agents”) (collectively with any other documents and agreements related thereto or contemplated thereunder, including and any documents, instruments or certificates as may be reasonably requested by the DIP Agents (as defined below), the “DIP Loan Documents”), and otherwise satisfying certain conditions in connection therewith (the obligations thereunder, the “DIP Obligations”); and

**WHEREAS**, the Borrowers and the DIP Lenders are continuing negotiations regarding the final form of the DIP Loan Documents.

**NOW, THEREFORE, BE IT RESOLVED**, that the form, terms and provisions of the DIP Loan Documents presently before the Boards, and the transactions contemplated thereunder (including, without limitation, the borrowings and the incurrence of the DIP Obligations thereunder), and the guaranties, liabilities, obligations, security interest granted and notes issued, if any, in connection therewith, be and hereby are authorized, adopted and approved, subject to such changes, additions, and modifications thereto as an

Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

**RESOLVED FURTHER**, that each Company will obtain benefits from its entry into the DIP Loan Documents and incurrence and performance of the DIP Obligations thereunder and it is advisable and in the best interest of each Company to enter into the DIP Loan Documents, and to perform its obligations thereunder, including granting security interests in all or substantially all of its assets; and

**RESOLVED FURTHER**, that each Company shall be, and hereby is, authorized to enter into the DIP Loan Documents and incur the DIP Obligations, and the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby are, authorized and empowered to execute and deliver the DIP Loan Documents, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery thereof; and

**RESOLVED FURTHER**, that the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby are, authorized, in the name and on behalf of each Company, to assign, transfer, pledge and grant to the DIP Agents, for the ratable benefit of the respective or applicable DIP Lenders, a security interest in all or substantially all the assets of such Company, as collateral security for the prompt and complete payment and performance when due of the DIP Obligations under the documents to which such Company is a party and to take or cause to be taken any such actions as may be necessary, appropriate or desirable to cause each Company to create, perfect and maintain a security interest in each Company's property or assets constituting "Collateral" as described or contemplated in the DIP Loan Documents (the "Collateral"); and

**RESOLVED FURTHER**, that the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby are, authorized, in the name and on behalf of each Company, to enter into the guarantees as described or contemplated by the DIP Loan Documents or any other documents, certificates, instruments, agreements, intercreditor agreements, any extension amendment or any incremental agreement required to consummate the transactions contemplated by the DIP Loan Documents and perform its obligations thereunder and to guarantee the payment and

performance of the DIP Obligations of the Borrowers and any other guarantor thereunder; and

**RESOLVED FURTHER**, that the DIP Agents are authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of each Company in such form and in such offices as such DIP Agent determines appropriate to perfect the security interests of the DIP Lenders granted under the DIP Loan Documents. The DIP Agents are authorized to use the collateral description “all assets” or “all or substantially all personal property assets” or any similar description in any such financing statements; and

**RESOLVED FURTHER**, that the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby are, authorized, empowered and directed in the name of, and on behalf of, each Company to seek authorization to incur the DIP Obligations and to seek approval of the use of cash collateral pursuant to a postpetition financing order in interim and final form, and any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of each Company, necessary to implement the postpetition financing, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Loan Documents and the use of cash collateral in connection with each Company’s Chapter 11 Cases, which agreements may require each Company to grant adequate protection and liens to each Company’s Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of each Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

**RESOLVED FURTHER**, that any Authorized Officer or other officer of each Company is hereby authorized, empowered, and directed, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, each of the transactions contemplated by the DIP Loan Documents and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which each Company is or will be a party or any order entered into in connection with the

Chapter 11 Cases (collectively, and together with the DIP Credit Agreement and the other DIP Loan Documents, the “Financing Documents”), incur and pay or cause to be paid all related fees and expenses, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve; and

**RESOLVED FURTHER**, that each Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized, empowered, and directed to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents (collectively, the “Financing Transactions”), including granting liens on its assets to secure such obligations; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and hereby is, authorized, empowered and directed in the name of, and on behalf of, each Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the postpetition financing or any of the Financing Documents or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable in order to perform each Company’s DIP Obligations and to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his/her or their execution thereof.

#### **NO TERMINATION OF EXISTENCE**

**RESOLVED**, that notwithstanding any provision in the governing documents of any Company, no Company shall be automatically dissolved upon the filing of the voluntary petitions or any action taken in accordance with these resolutions.

**GENERAL**

**RESOLVED FURTHER**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in the case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

**RESOLVED FURTHER**, that each Company and the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of such Company, or hereby waives any right to have received such notice; and

**RESOLVED FURTHER**, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of such Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the respective Board of each Company; and

**RESOLVED FURTHER**, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of each Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, managing member, or manager of each direct subsidiary of such Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein; and

**RESOLVED FURTHER**, that to the extent any Company serves as the the sole member, general partner, managing member, equivalent manager, or other governing body (each, a "Controlling

Company”) of any other Company, each Authorized Officer, as applicable, is authorized, empowered and directed to take each of the actions described in these resolutions or any of the actions authorized by these resolutions on behalf of each such applicable Controlling Company; and

**RESOLVED FURTHER**, that this Action may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent; and

**RESOLVED FURTHER**, that electronic or photostatic copies of signatures to this Action shall be deemed to be originals and may be relied on to the same extent as the originals; and

**RESOLVED FURTHER**, that the actions taken by this Action shall have the same force and effect as if taken at a meeting of the Board of each of the Companies, as applicable, duly called and constituted pursuant to each such Company’s bylaws, operating agreement, or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which such Company is organized.

\* \* \* \* \*



IN WITNESS WHEREOF, the undersigned has executed this Action via Written Consent as of the date above first written.

By:   
Name: Tony Thomas  
Title: Manager, Governor and Director

By:   
Name: Kristi Moody  
Title: Manager, Governor and Director

**BEING THE MANAGERS, GOVERNOR, OR  
DIRECTOR, AS APPLICABLE, OF EACH  
ENTITY LISTED ON EXHIBIT A**

By:   
Name: Kristi Moody  
Title: Senior Vice President – General Counsel &  
Corporate Secretary

**AS OFFICER OF THE SOLE MEMBER OR SOLE  
SHAREHOLDER, AS APPLICABLE, OF EACH  
ENTITY LISTED ON EXHIBIT A**

**Exhibit A**

<b>COMPANY</b>	<b>JURISDICTION</b>
Allworx Corp.	DE
American Telephone Company, LLC	NY
ARC Networks, Inc.	DE
A.R.C. Networks, Inc.	NY
ATX Communications, Inc.	DE
ATX Licensing, Inc.	DE
ATX Telecommunications Services of Virginia, LLC	DE
Birmingham Data Link, LLC	AL
BOB, LLC	IL
Boston Retail Partners LLC	MA
BridgeCom Holdings, Inc.	DE
BridgeCom International, Inc.	DE
BridgeCom Solutions Group, Inc.	DE
Broadview Networks, Inc.	NY
Broadview Networks of Massachusetts, Inc.	DE
Broadview Networks of Virginia, Inc.	VA
Broadview NP Acquisition Corp.	DE
Buffalo Valley Management Services, Inc.	DE
Business Telecom of Virginia, Inc.	VA
Business Telecom, LLC	NC
BV-BC Acquisition Corporation	DE
Cavalier IP TV, LLC	DE
Cavalier Services, LLC	DE
Cavalier Telephone Mid-Atlantic, L.L.C.	DE
Cavalier Telephone, L.L.C.	VA
CCL Historical, Inc.	DE
Choice One Communications of Connecticut Inc.	DE
Choice One Communications of Maine Inc.	DE
Choice One Communications of Massachusetts Inc.	DE
Choice One Communications of New York Inc.	DE
Choice One Communications of Ohio Inc.	DE
Choice One Communications of Pennsylvania Inc.	DE
Choice One Communications of Rhode Island Inc.	DE
Choice One Communications Resale L.L.C.	DE
Choice One Communications of Vermont Inc.	DE
Choice One of New Hampshire, Inc.	DE
Cinergy Communications Company of Virginia, LLC	VA
Conestoga Enterprises, Inc.	PA
Conestoga Management Services, Inc.	DE
Conestoga Wireless Company	PA
Connecticut Broadband, LLC	CT

COMPANY	JURISDICTION
Connecticut Telephone & Communication Systems, Inc.	CT
Conversent Communications Long Distance, LLC	NH
Conversent Communications of Connecticut, LLC	CT
Conversent Communications of Maine, LLC	ME
Conversent Communications of Massachusetts, Inc.	MA
Conversent Communications of New Hampshire, LLC	NH
Conversent Communications of New Jersey, LLC	NJ
Conversent Communications of New York, LLC	NY
Conversent Communications of Pennsylvania, LLC	PA
Conversent Communications of Rhode Island, LLC	RI
Conversent Communications of Vermont, LLC	VT
Conversent Communications Resale L.L.C.	DE
CoreComm-ATX, Inc.	DE
CoreComm Communications, LLC	DE
CTC Communications Corporation	MA
CTC Communications of Virginia, Inc.	VA
D&E Communications, LLC	DE
D&E Management Services, Inc.	NV
D&E Networks, Inc.	PA
D&E Wireless, Inc.	PA
Deltacom, LLC	AL
Earthlink Business, LLC	DE
Earthlink Carrier, LLC	DE
Equity Leasing, Inc.	NV
Eureka Broadband Corporation	DE
Eureka Holdings, LLC	DE
Eureka Networks, LLC	DE
Eureka Telecom, Inc.	NY
Eureka Telecom of VA, Inc.	VA
Georgia Windstream, LLC	DE
Heart of the Lakes Cable Systems, Inc.	MN
Infocore, Inc.	PA
Info-Highway International, Inc.	TX
InfoHighway Communications Corporation	DE
InfoHighway of Virginia, Inc.	VA
Intellifiber Networks, LLC	VA
Iowa Telecom Data Services, L.C.	IA
Iowa Telecom Technologies, LLC	IA
IWA Services, LLC	IA
KDL Holdings, LLC	DE
LDMI Telecommunications, LLC	MI
Lightship Telecom, LLC	DE
MassComm, LLC	NY

<b>COMPANY</b>	<b>JURISDICTION</b>
McLeodUSA Information Services LLC	DE
McLeodUSA Purchasing, LLC	IA
McLeodUSA Telecommunications Services, L.L.C.	IA
MPX, Inc.	DE
Nashville Data Link, LLC	TN
Network Telephone, LLC	FL
Norlight Telecommunications of Virginia, LLC	VA
Oklahoma Windstream, LLC	OK
Open Support Systems, LLC	CT
PaeTec Communications of Virginia, LLC	VA
PaeTec Communications, LLC	DE
PAETEC Holding, LLC	DE
PAETEC iTEL, L.L.C.	NC
PAETEC Realty LLC	NY
PAETEC, LLC	DE
PCS Licenses, Inc.	NV
Progress Place Realty Holding Company, LLC	NC
RevChain Solutions, LLC	DE
SM Holdings, LLC	DE
Southwest Enhanced Network Services, LLC	DE
Talk America of Virginia, LLC	VA
Talk America, LLC	DE
Televue, LLC	GA
Texas Windstream, LLC	TX
The Other Phone Company, LLC	FL
TriNet, LLC	GA
TruCom Corporation	NY
US LEC Communications LLC	NC
US LEC of Alabama LLC	NC
US LEC of Florida LLC	NC
US LEC of Georgia LLC	DE
US LEC of Maryland LLC	NC
US LEC of North Carolina LLC	NC
US LEC of Pennsylvania LLC	NC
US LEC of South Carolina LLC	DE
US LEC of Tennessee LLC	DE
US LEC of Virginia LLC	DE
US Xchange Inc.	DE
US Xchange of Illinois, L.L.C.	DE
US Xchange of Indiana, L.L.C.	DE
US Xchange of Michigan, L.L.C.	DE
US Xchange of Wisconsin, L.L.C.	DE
Valor Telecommunications of Texas, LLC	DE

COMPANY	JURISDICTION
WaveTel NC License Corporation	DE
WIN Sales & Leasing, Inc.	MN
Windstream Accucomm Networks, LLC	GA
Windstream Accucomm Telecommunications, LLC	GA
Windstream Alabama, LLC	AL
Windstream Arkansas, LLC	DE
Windstream Buffalo Valley, Inc.	PA
Windstream Business Holdings, LLC	DE
Windstream BV Holdings, LLC	DE
Windstream Cavalier, LLC	DE
Windstream Communications Kerrville, LLC	TX
Windstream Communications Telecom, LLC	TX
Windstream Communications, LLC	DE
Windstream Concord Telephone, LLC	NC
Windstream Conestoga, Inc.	PA
Windstream CTC Internet Services, Inc.	NC
Windstream D&E Systems, LLC	DE
Windstream D&E, Inc.	PA
Windstream Direct, LLC	MN
Windstream Eagle Holdings LLC	DE
Windstream Eagle Services, LLC	DE
Windstream EN-TEL, LLC	MN
Windstream Finance Corp	DE
Windstream Florida, LLC	FL
Windstream Georgia Communications, LLC	GA
Windstream Georgia Telephone, LLC	GA
Windstream Georgia, LLC	GA
Windstream Holding of the Midwest, Inc.	NE
Windstream Iowa Communications, LLC	DE
Windstream Iowa-Comm, LLC	IA
Windstream IT-Comm, LLC	IA
Windstream KDL, LLC	KY
Windstream KDL-VA, LLC	VA
Windstream Kentucky East, LLC	DE
Windstream Kentucky West, LLC	KY
Windstream Kerrville Long Distance, LLC	TX
Windstream Lakedale Link, Inc.	MN
Windstream Lakedale, Inc.	MN
Windstream Leasing, LLC	DE
Windstream Lexcom Communications, LLC	NC
Windstream Lexcom Entertainment, LLC	NC
Windstream Lexcom Long Distance, LLC	NC
Windstream Lexcom Wireless, LLC	NC

COMPANY	JURISDICTION
Windstream Mississippi, LLC	DE
Windstream Missouri, LLC	DE
Windstream Montezuma, LLC	IA
Windstream Nebraska, Inc.	DE
Windstream Network Services of the Midwest, Inc.	NE
Windstream New York, Inc.	NY
Windstream Norlight, LLC	KY
Windstream North Carolina, LLC	NC
Windstream NorthStar, LLC	MN
Windstream NTI, LLC	WI
Windstream NuVox Arkansas, LLC	DE
Windstream NuVox Illinois, LLC	DE
Windstream NuVox Indiana, LLC	DE
Windstream NuVox Kansas, LLC	DE
Windstream NuVox Missouri, LLC	DE
Windstream NuVox Ohio, LLC	DE
Windstream NuVox Oklahoma, LLC	DE
Windstream NuVox, LLC	DE
Windstream of the Midwest, Inc.	NE
Windstream Ohio, LLC	OH
Windstream Oklahoma, LLC	DE
Windstream Pennsylvania, LLC	DE
Windstream SHAL Networks, Inc.	MN
Windstream SHAL, LLC	MN
Windstream Shared Services, LLC	DE
Windstream South Carolina, LLC	SC
Windstream Southwest Long Distance, LLC	DE
Windstream Standard, LLC	GA
Windstream Sugar Land, LLC	TX
Windstream Supply, LLC	OH
Windstream Systems of the Midwest, Inc.	NE
Windstream Western Reserve, LLC	OH
Xeta Technologies, Inc.	OK