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March 15, 2013

VIA HAND DELIVERY

Secretary Rosemary Chiavetta
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

RECEIVED
2013 MAR 15 PM 2:55
F.A.P.U.C.
SECRETARY'S SURNAME

Re: In the Matter of Registration of the Securities Certificate of Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC
Docket No. S-_____
Expedited Treatment Requested

Dear Secretary Chiavetta:

Enclosed for filing please find an original plus three (3) copies of the Securities Certificate of Lumos Networks of West Virginia Inc., and FiberNet Telecommunications of Pennsylvania, LLC ("Registrants"), along with a check in the amount of \$350 for the filing fee. Pursuant to 52 Pa. Code § 1.34, Registrants respectfully request that the Commission accept a single filing fee for the Securities Certificate because Registrants are affiliates and the Securities Certificate pertains to the same financing transaction for both Registrants.

Please note that Appendix 2 to this filing contains Confidential financial and business information regarding the Registrants' corporate parent, and has been marked as such and provided in a separate envelope. The Applicant respectfully requests that Appendix 2 be filed under Seal.

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• Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

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VIA HAND DELIVERY
Secretary Rosemary Chiavetta
March 15, 2013
Page 2

The Registrants respectfully request that the Commission process, consider, and approve this request in an expedited manner by April 20, 2013, if possible, so that the financing arrangements described herein can be timely consummated. All necessary regulatory approvals must be obtained by the Registrants before the new financing arrangement can be funded. Because of this, and because the transaction is essentially a re-financing of a credit facility that was previously approved by the Commission, the Registrants respectfully request that this Honorable Commission act expeditiously to issue an Order registering this Securities Certificate pursuant to 66 Pa.C.S.A. §1901 et. seq., no later than its April 18, 2013 public meeting.

Copies of this filing have been served in accordance with the attached Certificate of Service. If you have questions, please do not hesitate to contact me.

Very truly yours,

STEVENS & LEE


Michael A. Gruin

Encl.
cc: Certificate of Service

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PA 2013
SECRETARY'S OFFICE

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In the Matter of Registration of the
Securities Certificate of

Docket No. S-_____

Lumos Networks of West Virginia Inc.

and

FiberNet Telecommunications of
Pennsylvania, LLC

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REQUEST FOR EXPEDITED

REGISTRATION OF SECURITIES CERTIFICATE

Pursuant to 66 Pa.C.S.A. §1901 *et. seq.*, and 52 Pa. Code § 3.601, Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC (collectively "Registrants" and each a "Registrant") hereby jointly request the Pennsylvania Public Utility Commission ("Commission") to register a Securities Certificate in connection with the Registrants' participation in a refinancing of an existing senior secured credit facility of the Registrants' corporate parent, Lumos Network Operating Company. The Registrants propose to serve as guarantors on a \$425 million revolving and term credit facility ("New Credit Facility") that will be issued to Lumos Networks Operating Company. The New Credit Facility will replace an existing \$370 million revolving and term credit facility issued in 2011 ("Existing Credit Facility"). The Commission previously approved the Registrants' participation in the Existing Credit Facility by Order entered on September 22, 2011 in Docket Nos. S-2011-2261261 and S-2011-2261334, a copy of which is attached hereto as **Appendix 1**.

The New Credit Facility will increase the amount of credit available to Lumos Networks Operating Company while potentially significantly reducing the interest rate on the Company's debt. Unless extended by all applicable parties, the New Credit Facility must close on or before April 30, 2013, and therefore the Registrants respectfully request that the Commission act expeditiously to grant the approval requested herein no later than the Commission's Public Meeting scheduled for April 18, 2013.

I. DESCRIPTION OF THE PARTIES

1. Lumos Networks of West Virginia Inc. ("LNWV") is a Virginia Corporation, which was formerly known as "NTELOS of West Virginia, Inc" ("NTWV"). By Order dated March 12, 2010, the Commission granted NTWV Certificates of Public Convenience to operate as a Competitive Local Exchange Carriers ("CLEC"), Competitive Access Provider ("CAP"), and InterExchange Carrier ("IXC") in Pennsylvania.¹ NTWV subsequently changed its name to Lumos Networks of West Virginia Inc., which change was confirmed and approved by the Commission by Secretarial Letter issued on December 26, 2012 in Docket No. R-2012-2322852. LNWV's business address is 401 Spring Lane, Waynesboro, VA 22980.

2. FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA"), is a Pennsylvania limited liability company. FiberNet PA was certificated as a CLEC, IXC Reseller and a CAP pursuant to the Commission's Order entered September 20, 1999, at Docket Numbers A-310828, and A-310828F0002, A-310828F0003. FiberNet PA's

¹ See, Opinion and Order, *Application of NTELOS of West Virginia, Inc.*, Docket Nos. A-2009-2148183, A-2009-2148184, A-2009-2148185, A-2009-2148186, A-2009-2148187, A-2009-2148188 (March 12, 2010).

business address is 401 Spring Lane, Waynesboro, VA 22980. The Commission approved the indirect transfer of control of FiberNet PA to NTWV by Order entered on October 21, 2010 in Docket No. A-2010-2195283. In the same Order, the Commission approved the Registration of a Securities Certificate authorizing FiberNet PA to serve as a guarantor of certain credit facilities of NTWV, under Docket No. S-2010-2195284.

3. Both of the Registrants are wholly owned by Lumos Networks Operating Company, which is a Delaware Corporation and the direct or indirect parent company of numerous operating subsidiaries which provide telecommunications services. Through its certificated operating entities, Lumos Networks Operating Company, is an Integrated Communications Provider serving customers with Incumbent Local Exchange Carrier, Competitive Local Exchange Carriers, Data and Carrier services across Virginia, West Virginia, Pennsylvania, and Maryland. Lumos Networks Operating Company controls 100% of LN WV and FiberNet PA.

4. Lumos Networks Operating Company, in turn, is 100% owned by the ultimate parent company in the Lumos corporate structure, the publicly traded holding company Lumos Networks Corp. (NASDAQ: LMOS). Lumos Networks Corp. is a publicly traded Delaware corporation and, as stated above, Lumos Networks Corp owns 100% of the equity of Lumos Networks Operating Company.

II. CORPORATE HISTORY AND BACKGROUND

5. The Company that is now Lumos Networks Corp. ("Lumos") was originally founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, and Lumos' wireline business and its predecessor organizations have a long history of providing exceptional telephone service in the rural Virginia cities of Waynesboro and Covington,

and portions of Alleghany, Augusta and Botetourt counties. The Lumos wireline companies have expanded from traditional, rural ILECs into regional providers of transport, internet protocol-based ("IP") services, video, voice and data services. To that end, certain of the Lumos wireline companies hold certificates as a CLEC in Virginia, West Virginia, Kentucky, Ohio, Pennsylvania and Maryland. As of December 31, 2012, the wireline companies had CLEC access lines, virtually all business lines, in more than 30 markets. The heart of the Lumos wireline companies' business is an extensive 5,700 route-mile fiber optic network used to backhaul communications traffic for retail services; to serve as a carriers' carrier network; and to provide transport services to third parties for long distance, internet, wireless and private network services. The Lumos wireline companies offer customers leading edge technology services, including Metro Ethernet and IP services.

6. Lumos' current organization structure stems in large part from a 2011 transaction under which Lumos' predecessor, NTELOS Holdings Corp. separated its wireline and wireless business units into independent stand-alone operations. As a result of that transaction, NTELOS Holdings Corp. became a wireless telephony provider, and Lumos Networks Corp. was created as a wireline telephony company with two traditional ILEC businesses and a competitive business unit offering CLEC, high-speed data, and wholesale services over its fiber network. This transaction was approved by the Pennsylvania Public Utility Commission by Order entered on July 6, 2011 in Docket Nos. A-2011-2235657 and A-2011-2235659.

III. DESIGNATED CONTACT

7. Questions or any correspondence, orders, or other materials related to this Request for Registration of Securities Certificate should be directed to Counsel for Registrants:

Michael A. Gruin, Esq.
Stevens & Lee
17 North Second Street
Harrisburg, PA 17101
(717) 255-7365 (telephone)
(610) 988-0852 (facsimile)
mag@stevenslee.com

IV. THE PROPOSED FINANCING TRANSACTION

8. **Purpose and Use of Debt.** In order to effectuate the 2011 transaction set forth above, Lumos Networks Operating Company obtained the Existing Credit Facility, which is a \$370 million senior secured credit facility consisting of a \$60,000,000 senior secured 5-year revolving facility, a \$110,000,000 senior secured 5-year amortizing term loan, and a \$200,000,000 senior secured 6-year amortizing term loan. The New Credit Facility which is the subject of this filing will be used to replace the Existing Credit Facility.

9. **Amount of Debt.** Lumos Networks Operating Company intends to enter into a new \$425 million senior secured credit facility from a syndicate of lending financial institutions arranged on a best efforts basis by CoBank, ACB ("CoBank"), the

same Lead Arranger that arranged the Existing Credit Facility.² The purpose of the New Credit Facility is to re-finance the Existing Credit Facility and for general corporate purposes. In addition to increasing the total debt facility from \$370 million to \$425 million, the interest rate charged to Lumos Networks Operating Company is expected to decrease over time, and the permitted total leverage ratio would initially increase, before stepping back down over time. The Terms of the New Credit Facility are set forth in the Confidential Term Sheet which is being filed herewith under seal as **Appendix 2**. The New Credit Facility is in an aggregate principal amount of up to \$425,000,000 and will consist of the following:

Revolver: A \$50,000,000 senior secured 5-year revolving facility (the "Revolver").

Term Loan A: A \$100,000,000 senior secured 5-year amortizing term loan (the "Term Loan A").

Term Loan B: A \$275,000,000 senior secured 6-year amortizing term loan (the "Term Loan B")

10. **Interest Rate of Debt.** The interest rates for the New Credit are set forth on the Interest Rate Table on page 3 of Confidential **Appendix 2**.

11. **Issuance Date.** The closing date of the New Credit Facility is expected to be on or around April 20, 2013, but in any event no later than April 30, 2013 unless extended by all applicable parties.

² CoBank is a federally chartered instrumentality of the United States. Its mission, as an integral member of the Farm Credit System, is to serve as a dependable provider of credit and other value-added financial services to agriculture and rural infrastructure businesses for the benefit of rural America.

12. **Maturity.** The Revolver and Term Loan A will mature five years from the end of the first full fiscal quarter following the closing. The Term Loan B will mature six years from the end of the first full fiscal quarter following the closing.

13. **Funding Providers.** The funding providers will be a syndicate of financial institutions arranged on a best efforts basis by CoBank, which institutions shall be reasonably acceptable to the Lumos Networks Operating Company. As in the Existing Credit Facility, Petitioners expect that CoBank, a number of other Farm Credit System members, and several other banks will participate in the refinancing. The proceeds will be used to pay off the Existing Credit Facility (including the revolver) and for general corporate purposes.

14. **Security.** The New Credit Facility will be secured by a perfected first priority security interest granted by Lumos Networks Operating Company in up to all real and personal, tangible and intangible, present and future assets of Lumos Networks Operating Company, as well as a perfected first priority security interest in up to all real and personal, tangible and intangible, present and future assets of each of its subsidiaries, including the Registrants.

15. **Disposition of Debt.** The cash generated from Lumos Network Operating Company's operating segments, including those of the Registrants after the closing, will continue to fund all working capital requirements, capital expenditures, interest costs, cash dividends and required debt principal payments prior to maturity.

16. **Securities and Exchange Commission Filings.** Lumos Networks Corp. is a public company and therefore has filed SEC Forms 8-K for existing financings. Lumos will make a similar filing with respect to the proposed financing arrangement when it is completed.

17. **Financial Statements.** The income statement and balance sheets of both Registrants are set forth in the 2011 Annual Reports on file with the Commission. Further information regarding the financial statements of Lumos Networks Corp. are publicly available at the following link:

<http://ir.lumosnetworks.com/CorporateProfile.aspx?iid=4293608>

18. **Authorization.** A certified copy of resolutions adopted by the Board of Directors of Lumos authorizing the financing transaction described herein is attached hereto at **Appendix 3**.

V. PUBLIC INTEREST

19. Registration of this Securities Certificate will serve the public interest of the Commonwealth of Pennsylvania because the authorization requested will enable Lumos to take advantage of the most favorable financing instruments and terms available as of the date of the closing, which will facilitate Lumos' execution of its business strategy. Moreover, the New Credit Facility will allow Lumos to replace the Existing Credit Facility with financing arrangements that are more favorable; and the refinancing will extend the maturity date of the Existing Credit Facility. The New Credit Facility is expected to have an interest rate lower than the Existing Credit Facility, thus reducing the costs of servicing the company's debt. In sum, the New Credit Facility is expected to enhance the respective competitive position of the Registrants in the Pennsylvania telecommunications marketplace, all of which ultimately will inure to the benefit of its respective Pennsylvania customers and other Pennsylvania enterprise entities that may choose Registrants as their service providers in the future.

Further, the funds to be obtained through the New Credit Facility are necessary and appropriate, are consistent with the performance by the Registrants of their services to the public, will not impair the ability of Registrants to perform such services and will promote the corporate purposes of the Registrants.

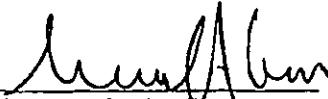
Grant of this Securities Certificate is also consistent with the public interest because no transfer of any Certificate or other operating authority, assets or customers will occur as a result of Registrants' participation in the financing arrangements. Immediately following Registrants' execution of the relevant documents in connection with such financing arrangements, Registrants will continue to provide service to their Pennsylvania customers pursuant to its authorizations with no change in the rates or terms and conditions of service as currently provided. Registrants' participation in the New Credit Facility will therefore be transparent to its Pennsylvania customers.

VI. CONCLUSION AND REQUEST FOR EXPEDITED TREATMENT

Wherefore, the Registrants submit that the public interest, convenience, and necessity would be furthered by a grant of the registration of this Securities Certificate authorizing the Registrants to participate in the financing arrangement described herein. Given the complex and competitive nature of the telecommunications and capital markets and the favorable terms available in the refinancing, Registrants seek to complete the proposed refinancing as soon as possible. Accordingly, Registrants respectfully request that the Commission process, consider, and approve this request in an expedited manner by April 20, 2013 so that the proposed financing arrangements can be timely consummated to take advantage of the current favorable terms available in the debt market. All necessary regulatory approvals must be obtained by the Registrants before

the New Credit Facility can be funded. Because of this, and because the New Credit Facility is essentially a re-financing of the previously approved Existing Credit Facility, the Registrants respectfully request that this Honorable Commission issue an Order registering this Securities Certificate pursuant to 66 Pa.C.S.A. §1901 et. seq., no later than its April 18, 2013 public meeting, if possible.

Respectfully submitted,



Michael A. Gruin, Esq.
Stevens & Lee
17 North Second Street
Harrisburg, PA 17101
(717) 255-7365 (telephone)
(610) 988-0852 (facsimile)
mag@stevenslee.com

DATE: March 15, 2013

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In the Matter of Registration of the
Securities Certificate of

Docket No. S- _____

Lumos Networks of West Virginia Inc.

and

FiberNet Telecommunications of
Pennsylvania, LLC

VERIFICATION

I, Mary McDermott, being the holder of the office of Senior Vice-President, Legal and Regulatory Affairs of Lumos Networks, hereby state that I am authorized to make this Verification on behalf of Joint Registrants Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC and that the facts above set forth are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

DATE:



Mary McDermott

APPENDIX 1

Commission Order Approving Existing Credit Facility

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265**

Public Meeting held September 22, 2011

Commissioners Present:

Robert F. Powelson, Chairman
John F. Coleman, Jr., Vice Chairman
Wayne E. Gardner
James H. Cawley
Pamela A. Witmer

Securities Certificate for NTELOS of West Virginia,
Inc. and FiberNet Telecommunications of
Pennsylvania, LLC with respect to the issuance of
debt in principal amount not to exceed \$370 million

Docket No.
S-2011-2261261
S-2011-2261334

ORDER

BY THE COMMISSION:

On August 31, 2011, NTELOS of West Virginia, Inc. (NTWV) and FiberNet Telecommunications of Pennsylvania, LLC (FiberNet PA) (jointly Registrants) filed, pursuant to Chapter 19 of the Public Utility Code, 66 Pa. C.S. §§ 1901, *et. seq.*, the above-captioned securities certificate.

NTWV is a Virginia Corporation with business address at 401 Spring Lane, Waynesboro, VA 22980. In Pennsylvania NTWV is authorized to operate as a

Competitive Local Exchange Carriers (CLEC), Competitive Local Exchange Carrier Switched Access (ACC), Competitive Access Provider (CAP), Interexchange Toll Facilities-based (Toll) and Interexchange Toll Reseller (IXC) at Docket Nos. A-2009-2148183, A-2009-2148184, A-2009-2148185, A-2009-2148186, A-2009-2148187 and A-2009-2148188.

FiberNet PA is a Pennsylvania Limited Liability Corporation with a business address at 401 Spring Lane, Waynesboro, VA 22980. FiberNet PA was certificated as a CLEC, IXC and CAP at Docket Nos. A-310828, and A-310828F0002, A-310828F0003.

Currently, Registrants are wholly owned by NTELOS Inc. (NTI). NTI is a Virginia corporation with business address at 401 Spring Lane, Waynesboro, VA 22980. NTI is wholly owned by the ultimate corporate parent, NTELOS Holdings Corp. (NTELOS). NTELOS is a publicly traded Delaware corporation.

This securities certificate is being registered in order to complete the corporate restructuring that was previously approved by the Commission by Order dated July 6, 2011 at Docket Nos. A-2011-2235657 and A-2011-2235659. The Registrants propose to serve as guarantors on a \$370 million revolving credit facility that will be issued to the Registrants' future parent, Lumos Networks Operating Company (LNOC). In order to allocate the existing NTELOS debt during restructuring of NTELOS, the Registrants will be substituting a pledge of their assets and a guarantee of a \$370 million credit facility in place of the existing pledge of their assets and guarantees of the current NTELOS \$670 million credit facility (NTELOS Credit Facility). The existing NTELOS Credit Facility is comprised of a \$35 million revolving credit facility and a \$635 million term loan. The Commission previously registered a securities certificate to permit FiberNet PA to guarantee the NTELOS Credit Facility at Docket No. S-2010-219528.

LNOC will be obtaining a new \$370 million Senior Secured Credit Facility (The LNOC Credit Facility). Between \$315 million and \$325 million of the LNOC Credit Facility will be paid to NTELOS Holdings Corp., to allow NTELOS Holdings Corp. to pay down a portion of its existing \$670 million NTELOS Credit Facility.

Having reviewed the instant filing, we have determined that Registrants' proposal for the issuance of up to \$370 million of debt is necessary or proper for the present and probable future capital needs of the utility; **THEREFORE,**

IT IS ORDERED:

1. That the securities certificate of NTELOS of West Virginia, Inc. and FiberNet Telecommunications of Pennsylvania, LLC with respect to the issuance of up to \$370 million of debt is hereby registered for a period of two years, commencing with the entered date of this order.

2. That within 60 days of the issuance of debt NTELOS of West Virginia, Inc. and FiberNet Telecommunications of Pennsylvania, LLC shall notify the Commission of such issuance, along with a summary of the type of debt, interest rate, maturity and call provisions.

3. That upon receipt of the final filing under Ordering Paragraph 2, above, this case shall be marked closed.

4. Consistent with Section 1903(b) of the Public Utility Code, 66 Pa. C.S. §§ 1903(b), the registration of the subject securities certificate does not represent Commission approval of the proposed projects for rate recovery pursuant to 66 Pa. C.S. Sections 1301-1328.

BY THE COMMISSION

A handwritten signature in cursive script, appearing to read "Rosemary Chiavetta".

Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: September 22, 2011

ORDER ENTERED: September 22, 2011

**CONFIDENTIAL
TO BE FILED UNDER SEAL**

APPENDIX 2

Term Sheet for New Credit Facility

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

APPENDIX 3

Board Resolution Approving New Credit Facility

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MAR 15 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**LUMOS HOLDINGS CORP.
LUMOS NETWORKS OPERATING CO.**

**Resolutions Adopted at the February 27, 2013
Meeting of the Board of Directors**

WHEREAS, the Board previously appointed a Financing Committee comprised of Mr. Felsher, Mr. Guth, Mr. Robinson and Mr. Vaughn to, among other things, recommend to the Board whether to pursue a refinancing in light of current capital markets conditions and strategic considerations and, if so, to recommend the form that such refinancing should take;

WHEREAS, the Financing Committee has recommended to the Board that the Company proceed with a refinancing by entering into new secured credit facilities consisting of revolving credit and term loans;

WHEREAS, the Company desires to refinance its existing senior secured credit agreement with new and/or amended secured credit facilities, with CoBank, ACB and such other financial institutions, if any, as are designated by the Company's Chief Executive Officer and President and Executive Vice President and Chief Financial Officer as lead arrangers and book managers (in their capacities as such, the "Lead Arrangers" or the "Book Managers", respectively), permitting the incurrence of up to \$425 million of indebtedness, consisting solely of term loans or of a combination of term loans and/or revolving credit loans, plus an incremental term loan facility up to \$100 million, on terms generally as described by Mr. Covert at this meeting, with such changes as the Financing Committee and the Executive Officers (as defined below) may approve (the "Credit Facilities");

WHEREAS, the Credit Facilities will be secured by liens on substantially all of the assets of the Company and certain of its subsidiaries;

WHEREAS, the proceeds of any such Credit Facilities will be used for the repayment of outstanding indebtedness, the payment of fees and expenses, and from time to time thereafter for working capital requirements and other corporate needs;

WHEREAS, the Audit Committee of the Board of Directors of Lumos Networks Corp (the "Audit Committee") is responsible for the effective evaluation and management of Lumos Networks Corp.'s financial risks, which includes the financial risks of Lumos Networks Corp.'s subsidiaries; and

WHEREAS, the Audit Committee has authorized the Company and its subsidiaries to enter into one or more financial swap or hedge transactions to hedge or mitigate commercial risk as provided in the End-User Exception to the Clearing Requirement for Swaps, 77 Fed. Reg. 42,560, 42,590 (July 19, 2012) (to be codified as 17 C.F.R. § 39.6(c)) ("CFTC Regulation 39.6(c)"); and

WHEREAS, in connection with the Credit Facilities, the Company may, from time to time, enter into interest rate hedge or swap transactions to hedge or mitigate risks of fluctuation of the interest rates on the loans outstanding under the Credit Facilities;

NOW, THEREFORE, BE IT RESOLVED, the Board does hereby approve the Credit Facilities, the borrowings and other obligations incurred by the Company thereunder, and the grant by the Company of a security interest in all or substantially all of its assets to secure the obligations under the Credit Facilities; and further

RESOLVED, that the Board hereby authorizes each of the Company's Chief Executive Officer and President and Executive Vice President and Chief Financial Officer (the "Executive Officers") to negotiate and enter into, on behalf of the Company, engagement letters with the Lead Arrangers and Book Managers, or any of them, on substantially the terms presented at this meeting, with such changes as the Executive Officer(s) shall approve; and further

RESOLVED, that in connection with the Credit Facilities, the Board hereby authorizes the Financing Committee to (i) fix, determine and approve the final terms and provisions of the Credit Facilities, (ii) delegate to such officers of the Company as the Financing Committee may deem appropriate (the "Authorized Officers") such authority to effect the transactions contemplated by the Credit Facilities as such members of the Financing Committee deem appropriate, including approving any loan agreements, credit agreements, notes, hedging or derivative agreements, security agreements, pledge agreements, mortgages and other collateral documents, instruments or agreements as the Authorized Officers may deem necessary or appropriate or as the administrative agent or any lender under the Credit Facilities may request (collectively, the "Loan Documents"), and (iii) take all such other actions and execute and deliver all such other agreements and documents on behalf of the Company, not inconsistent with these resolutions, as the Authorized Officers may deem necessary or appropriate to consummate the transactions contemplated by the Credit Facilities and otherwise to effect the purpose of these resolutions; and further

RESOLVED, that following the approval of such Credit Facilities by the Financing Committee, the Board hereby authorizes any Authorized Officer to execute and deliver such Loan Documents, with such changes therein as the Authorized Officer executing the same may approve (such execution to be conclusive evidence of the approval thereof), with respect to such Credit Facilities; and further

RESOLVED, that following the approval of such Credit Facilities by the Financing Committee, the Board hereby authorizes any Authorized Officer to take any action to cause such Subsidiaries of the Company as any such Authorized Officer deems appropriate to enter into such Loan Documents as may be necessary or appropriate to take any action required by the Lead Arrangers, including, but not limited to, guaranteeing the obligations arising under the Loan Documents and granting liens and security interests on the assets of such Subsidiary as security for such guaranty and for the obligations arising under the Loan Documents, or confirming any prior guarantee or grant of a lien or security interest, all on such terms and conditions and in such form or forms as are consistent with these resolutions or as such officers shall approve as being in the best interest of the Company; and further

RESOLVED, that the Board has reviewed and approved the determination by the Audit Committee that the Company and its subsidiaries may enter into one or more financial swap or hedge transactions (including, but not limited to “swaps” (as such term is defined in the Section 1a(47) of the Commodity Exchange Act)) to hedge or mitigate commercial risk as provided in CFTC Regulation 39.6(c) and which is not used for a purpose that is in the nature of speculation, investing or trading nor used to hedge or mitigate the risk of another swap, unless such other position is used to hedge or mitigate commercial risk as defined in CFTC Regulation 39.6(c) or Rule 240.3a67-4 of the Securities Exchange Act of 1934 (“Hedge Transactions”); and further

RESOLVED, the Board has reviewed and approved the determination by the Audit Committee of the Board for the Company and its subsidiaries to elect the exception to the requirements of Sections 2(h)(1) and 2(h)(8) of the Commodity Exchange Act; and further

RESOLVED, that, following the approval of such Credit Facilities by the Financing Committee, the Authorized Officers of the Company are authorized to approve, negotiate and enter into (or cause to be entered into), from time to time in the future as the need may arise, such Hedge Transactions as the administrative agent or any lender under the Credit Facilities may require or as any such Authorized Officer may deem prudent in order to hedge the risk of fluctuation of the interest rates on the loans outstanding under the Credit Facilities and, in connection therewith, to execute such ISDA Master Agreements, schedules thereto, confirmation or other instruments, documents, agreements and “swaps” (as such term is defined in the Section 1a(47) of the Commodity Exchange Act) as may be necessary or appropriate in connection therewith; and further

RESOLVED, that, following the approval of such Credit Facilities by the Financing Committee, the Board hereby authorizes any Authorized Officer to negotiate and enter into (or cause to be entered into), from time to time in the future as the need may arise, such amendments, restatements, modifications or supplements to the Loan Documents, as such officer shall deem to be in the best interests of the Company in order to effect changes to the terms and provisions of the Loan Documents which are either financially immaterial to the Company or which are clearly beneficial to the Company and, in connection therewith, to take such additional actions and execute, file and deliver (or cause to be executed, filed and delivered) such additional instruments, documents, certificates or agreements (including, but not limited to, such instruments, documents, agreements and/or certificates as are required to be delivered under the terms of the Loan Documents) as such officer deems necessary or appropriate or desirable in connection with and in order to effectuate such amendments, restatements, modifications or supplements; and further

RESOLVED, that, following the approval of such Credit Facilities by the Financing Committee, the Financing Committee and the Authorized Officers of the Company are authorized to perform all such acts, to make all such payments and to prepare, execute and deliver all such agreements, undertakings, documents, instruments or certificates or otherwise and to pay all such expenses and taxes as each such officer may deem necessary or appropriate to effectuate the purpose of the foregoing resolutions and to cause any such agreements, undertakings, documents, instruments or certificates to be

filed with such other governmental agencies or officials of the United States or any state or any political subdivision thereof as may, in the opinion of the Company's counsel, be necessary or appropriate; and further

RESOLVED, that the execution by any Authorized Officer or any Loan Document or other document or the doing by any Authorized Officer of any act as he or she may deem necessary, advisable, or proper to effectuate the intent and purpose of the foregoing resolutions shall conclusively establish the authority of the Company and the approval and ratification by the Company of such Loan Document, or other document so executed and/or other action so taken; and further

RESOLVED, that the Company hereby adopts, approves, ratifies and confirms all contracts and agreements entered into and all other actions taken or performed by the officers of the Company in connection with the transactions contemplated by the foregoing resolutions.



Mary McDermott
Senior Vice President-Legal and Regulatory Affairs
and Secretary

RECEIVED

2013 MAR 15 PM 2:56

PA PUC
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of March, 2013 copies of the foregoing document have been served upon the persons listed below in accordance with the requirements of 52 Pa. Code Sections 1.54 and 1.55 of the Commission's rules.

VIA FIRST CLASS US MAIL

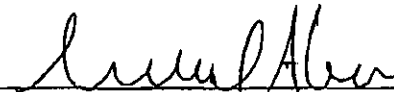
Office of Trial Staff
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
2nd Floor, F West
Harrisburg, PA 17120

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1921

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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