

Main Office
34 Main Street, P.O. Box 349
Prattsburgh, NY 14873
p: 607-522-3712
f: 607-522-4228

March 3, 2014

Ms. Rosemary Chiavetta
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
Second Floor – Room N201
Harrisburg, PA 17120

Local Office
4145 Route 549
Mansfield, PA 16933
p: 570-549-6737
p: 570-537-6737
p: 570-596-6737
f: 570-549-2500

Re: (1) Application of North Penn Long Distance Corp d/b/a Empire Access Services for
Expansion of Competitive Local Exchange Carrier (CLEC) Service in Pennsylvania

(2) Request for Waiver of Newspaper Advertising

Dear Secretary Chiavetta:

Enclosed please find one original plus four (4) copies of an Application by North Penn Long Distance Corporation d/b/a Empire Access Services (Empire Access) to expand its competitive local exchange carrier (CLEC) authorized service area. Enclosed is our check in the amount of \$250 for the filing fee. The application seeks to expand Empire Access' existing CLEC certification to cover Verizon North LLC areas of Pennsylvania.

Empire Access respectfully requests a waiver of the supplemental requirement to purchase newspaper advertising of this Application under 52 Pa. Code § 5.14(b). As set forth in the application, Verizon North, the only affected ILEC by this Application, is being served with a copy of the Application. Therefore, expensive newspaper advertising in the relevant service territories is not necessary and publication in the Pennsylvania Bulletin by the Commission will therefore be sufficient

Please note that Exhibit E to the application contains confidential and proprietary financial information that would cause competitive harm to Empire Access if publicly disseminated. Therefore, Empire Access respectfully requests that Exhibit E be accorded the highest possible confidential treatment under the Commission's regulations. Confidential Exhibit E is being provided in a separate sealed envelope.

Upon filing, please return a time-stamped copy of the Application. Copies of the Application have been served upon the parties listed in the attached certificate of service. Please do not hesitate to contact me if you have any questions..

Sincerely,

Thomas Prestigiacomo
CFO

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Enclosures

Application of:

North Penn Long Distance Corporation, d/b/a Empire Access Services,

for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and fax number of the Applicant.

North Penn Long Distance Corporation DBA Empire Access Services
4145 Route 549
Mansfield, PA 16933
Phone: 570-549-6737
Fax: 570-549-2500

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

Predecessors in Name: None

2. **ATTORNEY:** The name, address, telephone number, and fax number of the Applicant's attorney.

John Pattison, Esq.
Harter, Secrest & Emery
1600 Bausch & Lomb Place
Rochester, New York 14604-2711
Phone: 585-231-1104
Fax: 585-232-2152

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3. **CONTACTS:**

- A) **APPLICATION:** The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Thomas Prestigiacomio
CFO
North Penn Long Distance d/b/a Empire Access Services
34 Main St
Prattsburgh, NY 14873
Phone: (607) 522-4237
Fax: (607) 522-4274
e-Mail: tpresti@etcnpt.com

PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA): The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Pete McClure
Vice President and General Manager
4145 Route 549
Mansfield, PA 16933
Phone: 570-549-3321
Fax: 570-549-2500

- C) **RESOLVING COMPLAINTS:** Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Christine Smallwood
Service Bureau Manager
34 Main Street
Prattsburgh, NY 14873
Phone: 607-522-4246
Fax: 607-522-4250

4. FICTITIOUS NAME:

- The Applicant will not be using a fictitious name.
- The Applicant will be using a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

- The Applicant is a sole proprietor.
- The Applicant is a:
- General partnership
 - Domestic limited partnership (15 Pa. C.S. §8511)
 - *Foreign limited partnership (15 Pa. C.S. §8582)
 - Domestic registered limited liability partnership (15 Pa. C.S. §8201)
 - *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

5. (Continued)

The Applicant is a:

X Domestic corporation (15 Pa. C.S. §1306)

*Foreign corporation (15 Pa. C.S. §4124)

Domestic limited liability company (15 Pa. C.S. §8913)

*Foreign limited liability company (15 Pa. C.S. §8981)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization.

Appropriate Department of State filing requirements and Articles of Incorporation are attached as Exhibit XXX

The Applicant is incorporated in the State of Pennsylvania.

Give name and address of officers:

Pete McClure
Vice President and General Manager
4145 Route 549
Mansfield, PA 16933
Phone: 570-549-3321
Fax: 570-549-2500

Thomas Prestigiacomio
Chief Financial Officer
34 Main Street
Prattsburgh, NY 14873
Phone: 607-522-4237
Fax: 607-522-4274

Brian Wagner
Chief Operating Officer and Executive Vice President
34 Main Street
Prattsburgh, NY 14873
Phone: 607-522-4258
Fax: 607-522-4274

Robert Wagner
President
34 Main Street
Prattsburgh, NY 14873
Phone: 607-522-4221
Fax: 607-522-4274

6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

X The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

If the Applicant or an affiliate has predecessors who have done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

North Penn Telephone Company
4145 Route 549
Mansfield, PA 16933
Jurisdictional public utility

Community Cable Corporation
4145 Route 549
Mansfield, PA 16933
Phone: 570-549-6737
Fax: 570-549-2500
Jurisdictional public utility

7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:

The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.

The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates and predecessors (please identify affiliates versus predecessors).

8. APPLICANT'S PRESENT OPERATIONS: (Select and complete the appropriate statement)

The applicant is not presently doing business in Pennsylvania as a public utility.

The applicant is presently doing business in Pennsylvania as a:

Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)

Competitive Local Exchange Carrier:

Facilities-Based

UNE-P

Data Only

Reseller

Incumbent Local Exchange Carrier

Other (Identify).

9. APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as:

- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
- Competitive Local Exchange Carrier:
 - Facilities-based
 - UNE-P
 - Data Only
 - Reseller
- Incumbent Local Exchange Carrier
- Other (Identify).

10. PROPOSED SERVICES: Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

Applicant proposes to offer local interconnection services, which enable two-way public switched telephone network (PSTN) interconnection for voice calls within the local calling area or other geographic areas. Local interconnection service also provides access to domestic and international toll service, operator services, telephone number resources, 911 capabilities and other services. Applicant also proposes to offer, Internet services, High Capacity Transmission Services including: High capacity point-to-point, Point-to-multipoint, Multipoint-to-multipoint, dedicated connection between one or more customer locations, and/or Company. The services may utilize Ethernet interfaces over optical fiber and/or copper cable facilities and be scalable from 1 Mbps to 10 Gbps.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

- Applicant proposes to expand its authorized CLEC service area to encompass Verizon North Inc.'s service areas. We currently hold CLEC operating authority in the Frontier Communications' service areas.

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

The customer base to which North Penn Access plans to market include residence customers and business customers of all sizes.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

Supplements to the North Penn Long Distance Corp d/b/a Empire Access Services' PA PUC Nos. 1 (Local Service) and 2 (Access Service) have been prepared to reflect the provision of service in the new service areas that are the subject of this application, and copies of them are attached hereto as Exhibit D. Final tariffs will be submitted for approval by the Commission.

14. **FINANCIAL: *Attach the following to the Application:***

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

See Exhibit E – Filed Under Seal

15. **START DATE:** The Applicant proposes to begin offering services upon approval by the Pennsylvania Public Utility Commission.
16. **FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

There are no further developments, planned or contemplated, to report at this time.

17. **NOTICE:** Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

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

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

Please see attached Certificate of Service.

18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

Applicant does not claim a particular status as defined under the Federal Telecommunications Act of 1996 (the "Act").

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

The Applicant, its affiliates and/or predecessors and/or a person identified in this Application has not been convicted of a crime involving fraud or similar activity.

The Applicant, its affiliates and/or predecessors and/or a person identified in this Application have not been a defendant or a respondent in an administrative body or in a judicial forum in proceedings dealing with business operations in the last five (5) years.

20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

Applicant understands.

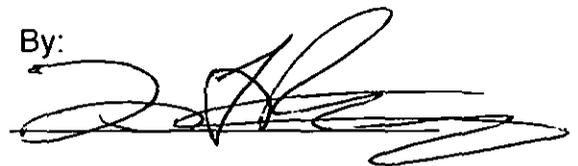
21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant understands.

Applicant:

Empire Access Services

By:



Title:

CEO

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22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

AFFIDAVIT

[Commonwealth/State] of New York

County of Steuben

Thomas Prestigiacomo, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the CFO (Office of Affiant) of Empire Access Services (Name of Applicant;)

That Affiant is authorized to and does make this affidavit for said corporation;

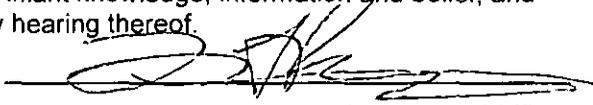
That Empire Access Services, the Applicant herein, acknowledges that [he/she/it] may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That Empire Access Services, the Applicant herein, asserts that Affiant] possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

***Next paragraph for CLEC Applicants ONLY (excluding data-only CLECS):**

That Empire Access Services, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

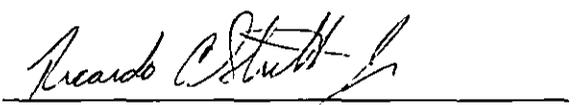
That the facts above set forth are true and correct] to the best of [Affiant knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.



Signature of Affiant

Sworn and subscribed before me this 3rd day of March, 2014.
Month Year

RICARDO C STRATTON JR
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01ST6163711
Qualified in Steuben County
Commission Expires April 2, 2015



Signature of official administering oath

My Commission expires April 2, 2015.

23. §1.36 Verification.

Verification

I, Thomas Prestigiacomo, hereby state that the facts above set forth are true and correct (or 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).

3/3/2014
Date


Signature

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SECRETARY'S BUREAU

EXHIBIT A

FICTITIOUS NAME DOCUMENT

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

RECEIVED
NOV 04 2013
Empire Telephone Corp.
Prattsburgh NY 14873

Empire Access Services

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 4104579

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Prestigiacomio, Thomas
34 Main St
Prattsburgh, NY 14873

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Fictitious Name
Amendment, Withdrawal, Cancellation

- (54 Pa.C.S.)
 Amendment (§ 312)
 Withdrawal (§ 313)
 Cancellation (§ 313)

Name Thomas Prestigiacomio		
Address 34 Main St		
City Prattsburgh	State NY	Zip Code 14873

Document will be returned to the name and address you enter to the left

Commonwealth of Pennsylvania
FICTITIOUS NAME AMENDMENT 3 Page(s)



Fee: \$70

In compliance with the requirements of 54 Pa.C.S. Ch.3 (relating to fictitious names), the undersigned entity or entities, desiring to amend, withdraw or cancel from a fictitious name registration, hereby state(s) that:

1. The fictitious name is:
North Penn Access

2. The address of the principal place of business, including number and street, if any, is (the Department is authorized to conform to the records of the Department):

4145 Route 549	Mansfield	PA	16933	Tioga
Number and street	City	State	Zip	County

3. The last preceding filing with respect to this fictitious name was made in the Department on
Apr 25 '12 (Date) at _____ (Roll and Film).

4. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
Provision of telecommunications services

2013 SEP 26 AM 10:39
2013 OCT 21 PM 2:38
PA DEPT OF STATE
PA. DEPT. OF STATE

5. Check one or more of the following, as appropriate:

The fictitious name has been changed to:
Empire Access *Services*

The principal place of business set forth in paragraph 2 has been changed to (PO Box alone not acceptable):

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

The following party(ies) has (have) been added to the registration and their signature(s) appear(s) at the end of this application.

Name	Number and street	City	State	Zip
------	-------------------	------	-------	-----

The following party(ies) has (have) withdrawn from the business and their signature(s) appear(s) at the end of this application.

Name	Number and street	City	State	Zip
------	-------------------	------	-------	-----

The fictitious name registration is cancelled.

6. Check box for Application for Amendment Only:

This amendment, without reference to any other filing sets forth all information with respect to the fictitious name which would be required in an original filing under the Fictitious Names Act.

7. Optional-See Instruction F: This application has been executed by an agent heretofore designated for that purpose in a prior filing in this registration.

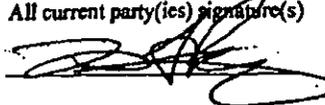
IN TESTIMONY WHEREOF, the undersigned has (have) caused this Application for Amendment, Withdrawal or Cancellation of/from Fictitious Name to be executed this

20th day of September, 2012

Adding party(ies) signature(s)

Withdrawing party(ies) signature(s)

All current party(ies) signature(s)



Name of Entity

Name of Entity

North Penn Long Distance Corporation
Name of Entity

Signature

Signature


Signature

Title

Title

CFO
Title

EXHIBIT B

DEPARTMENT OF STATE DOCUMENT

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

FEB-10-2005 10:22

P.01/03

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation-For Profit
(15 Pa.C.S.)

Entity Number 3282642	<input checked="" type="checkbox"/> Business-stock (§ 1306)	<input type="checkbox"/> Management (§ 2705)
	<input type="checkbox"/> Business-nonstock (§ 2102)	<input type="checkbox"/> Professional (§ 2903)
	<input type="checkbox"/> Business-statutory close (§ 2303)	<input type="checkbox"/> Insurance (§ 3101)
	<input type="checkbox"/> Cooperative (§ 7102)	

Name: _____

Address: **CT CORP-COUNTEL**

City: _____ State: _____ Zip Code: _____

Document will be returned to the name and address you enter to the left.

Fee: \$125

Filed in the Department of State on **FEB 10 2005**

Pedro C. Santos
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (corporation designator required, i.e., "corporation", "Incorporated", "limited company" or any abbreviation, "Professional corporation" or "P.C.");

North Penn Long Distance Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth (post office box, alone, is not acceptable) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
RR #1 Box 1560	Manfield	Pennsylvania	16933-9621	Tioga

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: 200 common, no par value

FEB-10-2005 10:22

P. 02/03

DSCB:15-1306,2102/2303,1702/2903/3101/7102A-2

5. The name and address, including number and street, if any, of each incorporator (all incorporators must sign below):

Name	Address
John T. Pattison, Esq.	Harter, Secrest & Emery LLP
	1610 Bancch & Lomb Place, Rochester, NY 14604-2711

6. The specified effective date, if any: _____
 month/day/year, hour, if any

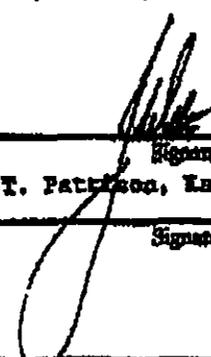
7. Additional provisions of the articles, if any, attach an 8 1/2 by 11 sheet.
SEE ATTACHED

8. *Statutory close corporation only:* Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)

9. *Cooperative corporations only:* Complete and strike out inapplicable term:
 The common bond of membership among its members/shareholders is: _____

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

9th day of February, 2005.



 Signature
 John T. Pattison, Esq., Incorporator

 Signature

FEB-10-2005 10:22

P. 03/03

Additional Provisions:

7. A member of the Corporation's Board of Directors shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in his or her capacity as such; provided, however, that the foregoing shall not be construed to eliminate (a) the liability of any director if a judgment or other adjudication adverse to such director establishes that such director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that such director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or that such director's acts violated Section 1713 of the Pennsylvania Consolidated Statutes (concerning liability of directors in certain cases), or (b) the liability of any director for any act or omission prior to the adoption of this Paragraph. If the Pennsylvania Consolidated Statutes are amended after adoption of this Paragraph to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of any director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Pennsylvania Consolidated Statutes as so amended. Any repeal or modification of this Paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EXHIBIT C
ARTICLES OF INCORPORATION

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SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

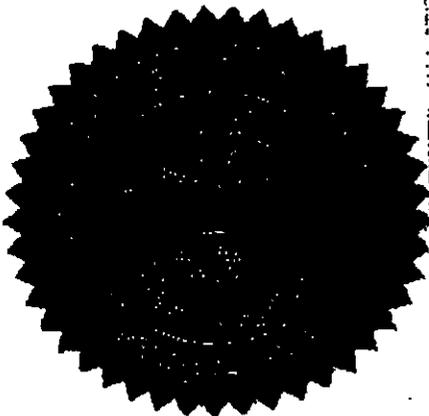
March 09, 2005

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

NORTH PENN LONG DISTANCE CORPORATION

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation.

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

STMARTZ

EXHIBIT D
PROPOSED TARIFF PAGES

Competitive Local Exchange Carrier

**North Penn Long Distance Corporation d/b/a Empire Access
Services COMPETITIVE LOCAL EXCHANGE CARRIER
Regulations and Schedule of Charges**

REGULATIONS AND SCHEDULE OF INTRASTATE CHARGES
APPLYING TO COMMUNICATIONS SERVICES WITHIN
THE STATE OF PENNSYLVANIA WITHIN
THE TERRIORTY COMMONWEALTH TELEPHONE COMPANY d/b/a FRONTIER
COMMUNICATIONS COMMONWEATH TELEPHONE COMPANY AND
VERIZON NORTH, LLC

C
C

The company will mirror the exchange boundaries as stated in the tariffs of Commonwealth Telephone Company d/b/a Frontier Communications Commonwealth TELEPHONE PA P.U.C. NOS. 23 and 24 and Verizon North LLC. TELEPHONE PA P.U.C. NOS. 1, 3, 5 and 6.

C

The Company's tariff is in concurrence with all applicable State and Federal Laws (including but not limited to, 52 Pa. Code, 66 Pa. C.S. and the Telecommunications Act of 1934, as amended), and with the Commission's applicable Rules and Regulations and Orders. Any provisions contained in this Tariff that are inconsistent with the foregoing mentioned will be deemed inoperative and superseded.

Issued:
Issued By: Brian Wagner, Chief Operating Officer
34 Main Street
Prattsburgh, NY 14873

Effective:

Competitive Local Exchange Carrier

CHECK SHEET
 List of Changes made by this Supplement

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 Prattsburgh, NY 14873

Effective:

Section 8 – SERVICE AND CALLING AREAS

8.1 Service Area

The service territory of North Penn Access includes all the exchanges in territory of Commonwealth Telephone Company d/b/a Frontier Communications Commonwealth Telephone Company and Verizon North LLC in the state of Pennsylvania as the potential areas where alternative local service is planned, where facilities are available and pending appropriate interconnection agreements. The local calling areas of the exchanges served will mirror the local calling areas of Frontier Communications Commonwealth Telephone Company and Verizon North LLC.

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Originating Exchange	Local Calling Area <i>Unlimited Usage Package Local Calling Areas Include All Stations Bearing the Central Office Designations of the Exchanges and Zones Listed. All exchanges are Verizon North exchanges unless otherwise noted.</i>
Airville	Brogue, Delta, Red Lion
Auburn	Friedensburg, Orwigsburg, Pine Grove, Pottsville, Schuylkill Haven
Avonmore	Apollo (Windstream), Saltsburg, Vandergrift
Beach Lake	Galilee, Honesdale, Narrowsburg, NY (Citizens Tel.)
Beaver Springs	Middleburg, Mount Pleasant Mills, Selinsgrove
Beaverdale	Johnstown, South Fork
Berlin	Meyersdale, Rockwood, Somerset, Stoystown
Bernville	Frystown, Hamburg, Robesonia, Womelsdorf, Reading
Boswell	Hooversville, Johnstown, Somerset, Stoystown
Brogue	Airville, Red Lion, York
Brookside	Jersey Shore, Trout Run, Williamsport
Buffalo	Avella, Canonsburg, Taylorstown, Washington
Cambridge Springs	Edinboro, Meadville, Saegertown (Windstream)
Central City	Berlin, Johnstown, Somerset, Windber
Chapman Lake	Carbondale, Clark Summit (Commonwealth Telephone Co.), Jermyn, Olyphant, Scranton

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 Prattsburgh, NY 14873

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Originating Exchange	Local Calling Area <i>Unlimited Usage Package Local Calling Areas Include All Stations Bearing the Central Office Designations of the Exchanges and Zones Listed. All exchanges are Verizon North exchanges unless otherwise noted.</i>
Frystown	Bernville, Jonestown, Myerstown, Lebanon
Galilee	Beach Lake, Callicoon (Verizon – NY), Honesdale, Narrowsburg, NY (Citizens Tel.)
Girard	Erie, Fairview
Glen Rock	Jefferson, Loganville, Stewartstown, York
Grand Valley	Pleasantville, Titusville, Youngsville
Harrison Valley	Ulysses, Westfield
Hershey	Annville, Elizabethtown (CenturyLink), Harrisburg Zone 1 and 2, Hummelstown, Lebanon, Middletown, Palmyra, Shellsville, Steelton
Hooversville	Boswell, Johnstown, Stoystown, Somerset
Jefferson	Glen Rock, Hanover (CenturyLink), Spring Grove, York
Johnstown	Beaverdale, Davidsville, Nanty Glo, Seward, South Fork, Windber
Jonestown	Frystown, Shellsville, Annville, Lebanon
Kempton	Allentown, Hamburg, Kutztown, New Smithville, New Tripoli
Knoxville	Elkland
Lincolnton	Union City, Spartansburg, Townville (Windstream)
Loganville	Glen Rock, Red Lion, York
Loyalsock	Muncy, Trout Run, Williamsport
Manchester	Dover, York

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34 Main Street
Prattsburgh, NY 14873

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Originating Exchange	Local Calling Area <i>Unlimited Usage Package Local Calling Areas Include All Stations Bearing the Central Office Designations of the Exchanges and Zones Listed. All exchanges are Verizon North exchanges unless otherwise noted.</i>
Mantzville	Lehighton, McKeansburg, Tamaqua
Matamoras	Cuddebackville, NY (Verizon – NY), Milford/Log Tavern, Montague, NJ (CenturyLink), Port Jervis, NY (Verizon – NY)
McKean	Edinboro, Erie, Fairview
McKeansburg	Mantzville, Orwigsburg, Pottsville, Schuylkill Haven
Meyersdale	Berlin, Rockwood, Salisbury, Somerset
Middleburg	Beaver Springs, Mifflinburg (Buffalo Valley Tel. Co.), Mount Pleasant Mills, Selinsgrove
Milford/Log Tavern	Cuddebackville, NY (Verizon – NY), Dingman’s Ferry, Matamoras, Montague, NJ (CenturyLink), Port Jervis, NY (Verizon – NY)
Mount Pleasant Mills	Beaver Springs, Middleburg, Selinsgrove
Myerstown	Frystown, Schaefferstown, Womelsdorf, Lebanon
Nanty Glo	Ebensburg, Johnstown
New Bedford	New Castle, New Wilmington
New Smithville	Allentown, Ironton (Ironton Telephone Co.), Kempton, New Tripoli
New Tripoli	Allentown, Kempton, New Smithville, Slatington
New Wilmington	New Bedford, New Castle, Sharon, Volant (CenturyLink)
North East	Erie, South Ripley, NY (Verizon – NY), Wattsburg

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Effective:

Originating Exchange	Local Calling Area <i>Unlimited Usage Package Local Calling Areas Include All Stations Bearing the Central Office Designations of the Exchanges and Zones Listed. All exchanges are Verizon North exchanges unless otherwise noted.</i>
Shohola	Barryville, NY (Verizon – NY), Milford/Log Tavern
Somerset	Berlin, Boswell, Rockwood, Stoystown
South Fork	Beaverdale, Johnstown
Spartansburg	Corry, Lincolnville, Titusville, Townville (Windstream)
Spring Grove	Hanover (CenturyLink), Jefferson, York
Stewartstown	Fawn Grove, Glen Rock, Red Lion, York, Jarrettsville, Md. (Service to NXX 941 only)
Stoystown	Berlin, Boswell, Hooversville, Somerset
Taylorstown	Buffalo, Claysville, Washington
Titusville	Grand Valley, Oil City, Pleasantville, Spartansburg
Trout Run	Brookside, Loyalsock, Williamsport
Union City	Corry, Erie, Lincolnville, Waterford, Wattsburg
Vandergrift	Apollo (Windstream), Avonmore, Leechburg (Windstream)
Waterford	Erie, Union City, Wattsburg
Wattsburg	Corry, Erie, North East, Union City, Waterford
Wellersburg	Mt. Savage, Md., Cumberland, Md., Frostburg, Md. (Verizon – Md.), Meyersdale, Hyndman (CenturyLink)
Wesley	Clintonville, Harrisville (CenturyLink), Grove City, Mercer

Issued:
 Issued By: Brian Wagner, Chief Operating Officer
 34 Main Street
 Prattsburgh, NY 14873

Effective:

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Originating Exchange	Local Calling Area <i>Unlimited Usage Package Local Calling Areas Include All Stations Bearing the Central Office Designations of the Exchanges and Zones Listed. All exchanges are Verizon North exchanges unless otherwise noted.</i>
Westfield	Elkland, Harrison Valley, Knoxville, Sabinsville
Windber	Central City, Johnstown
Womelsdorf	Bernville, Myerstown, Robesonia, Schaefferstown, Reading
Wrightsville	Red Lion, York, Columbia (CenturyLink)
York	Dover, Loganville, Manchester, Red Lion, Spring Grove, Wrightsville

Issued:
 Issued By: Brian Wagner, Chief Operating Officer
 34 Main Street
 Prattsburgh, NY 14873

Effective:

SWITCHED ACCESS SERVICES TARIFF

North Penn Long Distance Corporation d/b/a Empire Access Services
SWITCHED ACCESS TARIFF
Regulations and Schedule of Charges

The Company will mirror the exchange area boundaries as stated in the tariffs of Commonwealth Telephone Company d/b/a Frontier Communications Commonwealth TELEPHONE PA P.U.C. NOS. 23 and 24 and Verizon North LLC. TELEPHONE PA P.U.C. NOS. 1, 3, 5 and 6.

C

This tariff is in concurrence with all applicable State and Federal laws, Rules and Regulations, and Orders, including but not limited to, the Telecommunications Act of 1934, as amended, 66 Pa. C.S. and 52 Pa. Code. Any provisions contained in the Tariff that are inconsistent with the foregoing mentioned will be deemed inoperative and suspended.

This tariff has been filed with the Pennsylvania Public Utility Commission. Copies are available for inspection at the Company's place of business:

34 Main Street
Prattsburgh, NY 14873

Issued:

Effective:

Issued By: Brian Wagner, Chief Operating Officer
34 Main Street
Prattsburgh, NY 14873

Switched Access Services Tariff

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Issued:

Effective:

Issued By: Brian Wagner, Chief Operating Officer
34 Main Street
Prattsburgh, NY 14873

COMPETITIVE ACCESS PROVIDER TARIFF

**North Penn Long Distance Corporation d/b/a Empire Access Services
COMPETITIVE ACCESS PROVIDER CARRIER
Regulations and Schedule of Charges**

The Company will mirror the exchange area boundaries as stated in the tariffs of Commonwealth Telephone Company d/b/a Frontier Communications Commonwealth TELEPHONE PA P.U.C. NOS. 23 and 24 and Verizon North LLC. TELEPHONE PA P.U.C. NOS. 1, 3, 5 and 6.

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34 Main Street
Prattsburgh, NY 14873

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EXHIBIT E

CONFIDENTIAL AND PROPRIETARY

TO BE FILED SEPARATELY UNDER SEAL

FINANCIAL STATEMENTS OF NORTH PENN TELEPHONE COMPANY

EXHIBIT F

E911 COORDINATORS CONTACTED

THE COORDINATORS LISTED HAVE BEEN CONTACTED FROM PREVIOUS APPLICATION

E911 Coordinators Notified

Page 1 of 2

Ms. Wanda Keener
E911 Coordinator
County of Berks
Directlink Technologies Center
2561 Bernville Road
Reading, PA 19605

Mr. Robert Repasky
E911 Coordinator
County of Bradford
22 Burgert Drive
Towanda, PA 18848

Mr. Peter Ference
E911 Coordinator
County of Bucks
911 Freedom Way
Ivyland, PA 18974

Mr. Dan Tancibok
E911 Coordinator
County of Centre
420 Holmes Street
Willowbank Office Building
Bellefonte, PA 16823

Mr. Edward Atkins
E911 Coordinator
County of Chester
Government Service Center
601 Westtown Road, Suite 12
West Chester, PA 19380-0990

Mr. Thomas K Dubas
E911 Coordinator
County of Lackawanna
30 Valley View Business Park
Jessup, PA 18434

Ms. Connie J Turner
E911 Coordinator
County of Lycoming
542 County Farm Rd, Suite 101
Montoursville, PA 17754

Mr. J. Bernard Swartwood
E911 Coordinator
County of Pike
Administration Building
506 Broad St
Milford, PA 18337

Mr. Scott Krater
E911 Coordinator
County of Schuylkill
435 N Centre St
Pottsville, PA 17901

Mr. Chad Aucker
E911 Coordinator
County of Snyder
30 Universal Rd
Selinsgrove, PA 17870

Mr. David R Cohick
E911 Coordinator
County of Tioga
118 Main St
Wellsboro, PA 16901

Mr. Marty Hedgelon
E911 Coordinator
County of Wayne
43 Volunteer Drive
Honesdale, PA 18431

Ms. Donna Powers
E911 Coordinator
County of Adams
230 Greenamyer Lane
Gettysburg, PA 17325-2313

Mr. Ronald Baustert
E911 Coordinator
County of Armstrong
450 East Market Street
Kittanning, PA 16201-1409

Ms. Wanda Keener
E911 Coordinator
County of Berks
Directlink Technologies Center
2561 Bernville Rd
Reading, PA 19605

Mr. Robert Young
E911 Coordinator
County of Butler
120 McCune Drive
Butler, PA 16001

Ms. Robbin Melnyk
E911 Coordinator
County of Cambria
401 Candlelight Drive, Suite 100
Ebensburg, PA 15931

Mr. Kevin Nicholson
E911 Coordinator
County of Crawford
903 Diamond Park
Meadville, PA 16335

E911 Coordinators Notified

Page 2 of 2

Mr. Gregory Kline
E911 Coordinator
County of Dauphin
911 Gibson Boulevard
Steelton, PA 17113-1988

Mr. John Grappy
E911 Coordinator
County of Erie
2880 Flower Road
Erie, PA 16509

Mr. L. Guy Napolillo
E911 Coordinator
County of Fayette
24 East Main Street, 4th Floor
Uniontown, PA 15401

Mr. Curt Kiefer
E911 Coordinator
County of Forest
526 Elm Street, Box 3
Tionesta, PA 16353

Mr. Gary Ryan
E911 Coordinator
County of Indiana
85 Haven Drive
Indiana, PA 15701

Mr. Jeff Parish
E911 Coordinator
County of Lawrence
110 East Lincoln Avenue
New Castle, PA 16101

Mr. Dan Kauffman
E911 Coordinator
County of Lebanon
400 South 8th Street, Room 12
Lebanon, PA 17042

Ms. Laurie Bailey
E911 Coordinator
County of Lehigh
640 West Hamilton Street, 10th
Floor
Allentown, PA 18101

Mr. Frank Jannetti, Jr.
E911 Coordinator
County of Mercer
205 South Erie Street
Mercer, PA 16137-1501

Mr. John Hetrick
E911 Coordinator
County of Potter
20 Mockingbird Lane
Coudersport, PA 16915

Mr. David Fox
E911 Coordinator
County of Somerset
111 East Union Street
Somerset, PA 15501

Mr. Mark Seigworth
E911 Coordinator
County of Venango
1052 Grandview Road
Oil City, PA 16301

Mr. Todd Lake
E911 Coordinator
County of Warren
100 Dillon Drive, Suite 203
Youngsville, PA 16371

Mr. Jeffrey Yates
E911 Coordinator
County of Washington
100 West Beau Street, C-1
Washington, PA 15301

Mr. Joseph Niedzalkoski
E911 Coordinator
County of Westmoreland
911 Public Safety Road
Greensburg, PA 15601

Ms. Cindy Dietz
E911 Coordinator
County of York
120 Davies Drive
York, PA 17402

EXHIBIT G
CERTIFICATE OF SERVICE

Certificate of Service

I hereby certify that I have on this day, the 3rd day of March, 2014, served a true copy of the foregoing document(s) upon the participants, listed below, in accordance with the requirements of § 1.54 (relating to service by a participant):

Office of Consumer Advocate

555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate

Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General

Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

Verizon PA – Verizon North

Stephanie Ulrich
Strawberry Square, 12th Floor
Harrisburg, PA 17101

Dated: March 3, 2014



Thomas Prestigiacomo

CFO

North Penn Long Distance Corp d/b/a Empire Access Services
34 Main St
Prattsburgh, NY 14873
607-522-4237

00052

FedEx Package Express **US Airbill**

FedEx Tracking Number

8024 7434 4440

Form ID No.

0215

Recipient's Copy

1 From

Date 3/3/2014

Sender's Name Thomas Prestigiacino Phone 607 522-3712

Company EMPIRE TELEPHONE

Address 34 N MAIN ST

Dept./Floor/Suite/Room

City PRATTSBURGH

State NY ZIP 14873-9564

2 Your Internal Billing Reference

3 To

Recipient's Name Rosemary Chiavetta Secretary Phone 717 772-7777

Company Pennsylvania Public Utility Commission

Address Commerce W Keystone Building - 7th Floor

We cannot deliver to P.O. boxes or P.O. ZIP codes.

Dept./Floor/Suite/Room

Address

Use this line for the HOLD location address or for continuation of your shipping address.

City Harrisburg

State PA ZIP 17120

0102460311



8024 7434 4440

4 Express Package Service

* To most locations.

NOTE: Service order has changed. Please select carefully.

Packages up to 150 lbs.

For packages over 150 lbs., see the FedEx Express Freight US Airbill.

Next Business Day

FedEx First Overnight.
Earliest next business morning delivery to select locations. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Priority Overnight
Next business morning * Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Standard Overnight
Next business afternoon * Saturday Delivery NOT available

2 or 3 Business Days

FedEx 2Day A.M.
Second business morning * Saturday Delivery NOT available

FedEx 2Day
Second business afternoon * Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected

FedEx Express Saver
Third business day * Saturday Delivery NOT available

5 Packaging

* Declared value limit \$500

FedEx Envelope* FedEx Pak* FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options

SATURDAY Delivery
NOT available for FedEx Standard Overnight, FedEx 2Day A.M., or FedEx Express Saver

No Signature Required
Package may be left without obtaining a signature for delivery

Direct Signature
Someone at recipient's address may sign for delivery. Fee applies.

Indirect Signature
If no one is available at recipient's address, someone at a neighboring address may sign for delivery for residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

One box must be checked.
 No Yes As per attached Shipper's Declaration. Yes Shipper's Declaration not required Dry Ice Dry Ice, 9, UN 1845 _____ kg
Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box. Cargo Aircraft Only

7 Payment Bill to:

Enter FedEx Acct. No. or Credit Card No. below

Obtain recip. Acct. No.

Sender Acct. No. in Section 1 will be billed. Recipient Third Party Credit Card Cash/Check

Total Packages 1

Total Weight 3 lbs.

Credit Card Auth.

Your liability is limited to US\$100 unless you declare a higher value. See the current FedEx Service Guide for details.

611

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