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October 31, 2014

**VIA HAND DELIVERY**

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

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**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. d/b/a Lumos Networks 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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SLI 1331882v1 105148.00010

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VIA HAND DELIVERY  
Secretary Rosemary Chiavetta  
October 31, 2014  
Page 2

The Registrants respectfully request that the Commission process, consider, and approve this request in an expedited manner by December 18, 2014, 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 Term Loan can close. Because of this, and because the Term Loan is authorized by the Existing 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 December 18, 2014 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. Grun

Encl.  
cc: Certificate of Service

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**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. d/b/a Lumos Networks (“Lumos”) and FiberNet Telecommunications of Pennsylvania, LLC (“FiberNet”) (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 an upsizing 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 new \$30 million Term Loan to be obtained by Lumos Networks Operating Company. The new Term Loan is being added to a \$425 million Credit Facility (“Existing Credit Facility”) that was entered into by Lumos Networks Operating Company in 2013.

The Commission previously approved the Registrants' participation in the Existing Credit Facility by Order entered on April 18, 2013 in Docket Nos. S-2013-2353630 and S-2013-2353727, a copy of which is attached hereto as **Appendix 1**.

The Existing Credit Facility approved in 2013 is for an aggregate principal amount of up to \$425,000,000 consisting of the following:

- A \$100,000,000 senior secured 5-year amortizing term loan ("Term Loan A");
- A \$275,000,000 senior secured 6-year amortizing term loan ("Term Loan B");
- A \$50,000,000 senior secured 5-year revolving credit facility ("Revolver");

The existing Credit Facility also contains a provision which allows for "Flex Debt". The Flex Debt provision allows Lumos Networks Operating Company to add new Term Loans up to an aggregate of \$100,000,000 under the existing Credit Facility as long as the Lumos Companies comply with the terms and conditions contained in the credit agreement.

To fund new Fiber-to-the-Cell projects and for general corporate purposes, the Lumos Networks Operating Company wishes to enter into an additional term loan of up to \$30,000,000 pursuant to the Existing Credit Facility. The new term loan, hereinafter referred to as "Term Loan C", will be a senior secured 5-year amortizing term loan to be drawn in a single advance. The Term C facility will be an incremental term loan under the Existing Credit Agreement and will be governed by all of the terms and conditions of that Agreement. After Term Loan C, the maximum Flex Debt amount in the Credit Agreement will be reduced to \$70,000,000.

The additional information required by 52 Pa. Code § 3.601 is set forth below. Unless extended by all applicable parties, the new Term Loan C must close on or before

December 31, 2014, 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 December 18, 2014.

## **I. DESCRIPTION OF THE REGISTRANTS**

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.<sup>1</sup> 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 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, in Docket No. S-2010-2195284.

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<sup>1</sup> 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).

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, Ohio, Kentucky, 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, 2013,

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 7,414 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 organizational 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)

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(610) 988-0852 (facsimile)  
[mag@stevenslee.com](mailto:mag@stevenslee.com)

#### IV. THE PROPOSED FINANCING TRANSACTION

8. **Purpose and Use of Debt.** Lumos Networks Operating Company wishes to enter into an additional term loan of up to \$30,000,000 in order to fund new Fiber-to-the-Cell projects and for general corporate purposes. The new term loan, Term Loan C, will be a senior secured 5-year amortizing term loan to be drawn in a single advance. *Term Loan C will be an incremental term loan under the Existing Credit Agreement and will be governed by all of the terms and conditions of that agreement. The terms of Term Loan C are set forth in the Confidential Term Sheet which is being filed herewith under seal as Appendix 2.*

9. **Amount of Debt.** The new Term Loan C will be \$30,000,000.

10. **Interest Rate of Debt.** The interest rates for the new Term Loan C are set forth on Schedule 1 of Confidential Appendix 2.

11. **Issuance Date.** The closing date of the Term Loan C is expected to be on or around December 20, 2014, but in any event no later than January 31, 2015 unless extended by all applicable parties.

12. **Maturity.** Term Loan C will mature on September 30, 2019.

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.

14. **Security.** Term Loan C will be secured *pari passu* with the other obligations under the Existing Credit Facility Agreement. The Existing Credit Facility is 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 2013 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 favorable financing instruments and terms available under the Existing Credit Agreement, which will facilitate Lumos' execution of its Fiber-to-Cell business strategy. The new Term Loan C is expected to have an interest rate equal to or lower than the Existing Credit Facility. In sum, the New Term Loan C 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.

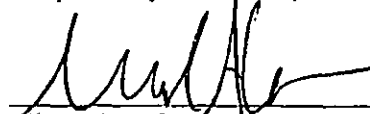
20. Further, the funds to be obtained through the New Credit Facility are necessary and appropriate, are consistent with the performance by the Registrants of their services to the public, will not impair the ability of Registrants to perform such services and will promote the corporate purposes of the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

21. Approval 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 Term Loan C 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 December 18, 2014 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 Term Loan C can be funded. Because of this, and because the Term Loan C is authorized by the Existing Credit Facility that was previously approved by the Commission, 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 December 18, 2014 public meeting, if possible.

Respectfully submitted,



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

DATE: October 31, 2014

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**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 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: 10-31-14



Mary McDermott

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**APPENDIX 1**

Order entered in Docket Nos. S-2013-2353630 and S-2013-2353727

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PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17105-3265

Public Meeting held April 18, 2013

Commissioners Present:

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

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Securities Certificates of Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC to serve as guarantors in the refinancing of an existing senior secured credit facility of their corporate parent Lumos Network Operating Company for up to \$425 million in aggregate

Docket No.  
S-2013-2353630  
S-2013-2353727

**ORDER**

**BY THE COMMISSION:**

On March 15, 2013, Lumos Networks of West Virginia Inc. (Lumos) 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. In their instant filing, Registrants requested

*Commission consideration of the securities certificate at its April 18, 2013 public meeting.*

Lumos is a Virginia Corporation, formerly known as NTELOS of West Virginia, Inc., with a business address at 401 Spring Lane, Waynesboro, VA 22980. In Pennsylvania, Lumos is authorized to operate as a Competitive Local Exchange Carrier (CLEC), Competitive Access Provider (CAP), Facilities-based IXC and IXC Reseller 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 Company with a business address at 401 Spring Lane, Waynesboro, VA 22980. FiberNet PA was certificated as a CLEC, IXC Reseller and CAP at Docket Nos. A-310828, and A-310828F0002, A-310828F0003.

Currently, Registrants are wholly owned by Lumos Networks Operating Company. (LNOC). LNOC, a Delaware Corporation, is an integrated communications provider serving customers in Maryland, Pennsylvania, Virginia, and West Virginia. LNOC, in turn, is a wholly owned subsidiary of the ultimate parent company, publicly traded Delaware corporation Lumos Networks Corp. (NASDAQ: LMOS).

This securities certificate is being registered in order to replace the existing revolving and term credit facility approved by an Order on September 22, 2011 at Docket Nos. S-2011-2261261 and S-2011-2261334 (Existing Agreement). The Registrants propose to serve as guarantors on a \$425 million revolving credit facility (New Credit Facility) that will be issued to the Registrants' parent, LNOC. In addition to refinancing the Existing Agreement, this New Credit Facility will provide an additional \$55 million for general corporate purposes at an interest rate that would be expected to decrease over time. The New Credit Facility will consist of a \$50 million five year senior secured

revolving facility, a \$100 million five year senior secured amortizing term loan, and a \$275 million six year senior secured amortizing term loan.

Compliance checks found that the Registrants are current with their annual, quarterly earnings and Security Planning and Readiness Reports, and have no outstanding Commission fines or assessments.

Having examined the instant securities certificate, we conclude that the financing proposal of Lumos and FiberNet PA to act as guarantors in the financing arrangements of LNOC in an aggregate principal amount up to \$425 million appears to be necessary or proper for the present and probable future capital needs of the utility and as a result the securities certificate should be registered; **THEREFORE,**

**IT IS ORDERED:**

1. That the securities certificate of Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC is hereby registered.

2. That *within 60 days of the issuance of debt* Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC shall file notice with the Commission of such guaranties along with a copy of the executed loan agreement(s) together with a summary of the interest rate and repayment terms.

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**



Rosemary Chiavetta  
Secretary

(SEAL)

ORDER ADOPTED: April 18, 2013

ORDER ENTERED: April 18, 2013

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**APPENDIX 3**

Board of Directors Resolution

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**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
LUMOS NETWORKS CORP. AND LUMOS NETWORKS OPERATING  
COMPANY  
OCTOBER 10, 2014**

I, Mary McDermott, Senior Vice President-Legal and Regulatory Affairs and Secretary of Lumos Holdings Corp. and Lumos Networks Operating Company (collectively the "Company") certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of the Company at an October 10, 2014 meeting:

**WHEREAS**, on July 29, 2014 the Board 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 a form of refinancing that would consist of amending (the "Amendment") the existing senior secured credit agreement (the "Existing Credit Facilities") and entering into an incremental term loan facility in an amount up to \$30 million (the "Incremental Term Loan");

**WHEREAS**, the Board desires to authorize the Incremental Term Loan, and to authorize the Company to make arrangements 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 ("Executive Officers") as lead arrangers and book managers (in their capacities as

such, the "Lead Arrangers" or the "Book Managers", respectively), for the Amendment and the Incremental Term Loan on terms generally as presented to the Board of Directors at this meeting, with such changes as the Financing Committee and the Executive Officers (as defined below) may approve (collectively, the "Amended Credit Facilities");

**WHEREAS**, the Incremental Term Loan will be pari passu with the loans under the Existing Credit Facilities and will be secured by liens on substantially all of the assets of the Company and certain of its subsidiaries;

**WHEREAS**, the proceeds of the Incremental Term Loan will be used for the financing of new Fiber-to-the-Cell projects and the payment of fees and expenses.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes the "Executive Officers" to negotiate and enter into, on behalf of the Company, commitment letters and/or 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**, the Board does hereby approve the Incremental Term Loan, the Amended 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 Incremental Term Loan so as to be pari passu with the loans under the Existing Credit Facilities; and further

**RESOLVED**, that in connection with the Amended Credit Facilities, the

Board hereby (i) authorizes the Financing Committee to approve any changes to the amount, maturity, amortization or interest rate applicable to the Incremental Term Loan, (ii) delegates to the Executive Officers the authority to (A) approve any other changes to the Amended Credit Facilities and to effect the transactions contemplated by the Amended Credit Facilities, including approving any incremental loan agreement, any amendments to documents currently comprising the Existing Credit Facilities, loan agreements, credit agreements, notes, hedging or derivative agreements, security agreements, pledge agreements, mortgages and other collateral documents, instruments or agreements as the Executive 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 (B) 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 Executive Officers may deem necessary or appropriate to consummate the transactions contemplated by the Amended Credit Facilities and otherwise to effect the purpose of these resolutions; and further

**RESOLVED**, subject to any approval of such Amended Credit Facilities by the Financing Committee required by the foregoing resolutions, the Board hereby authorizes any Authorized Officer (as defined below) 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 Amended Credit Facilities; and further

**RESOLVED**, subject to any approval of such Amended Credit Facilities by

the Financing Committee required by the foregoing resolutions, 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 and Book Managers, 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, following the approval of such Amended 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 Amended Credit Facilities by the *Financing Committee*, if needed, 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

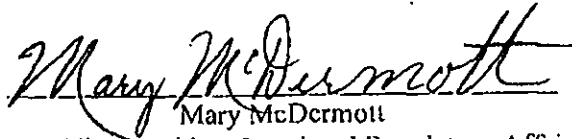
**RESOLVED**, that the execution by any Authorized Officer or any Loan Document or other document or the doing by any Authorized Officer of any act as he or she may deem necessary, advisable, or proper to effectuate the intent and purpose of the foregoing resolutions shall conclusively establish the 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; and further

**RESOLVED**, that the Board 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; and further

**RESOLVED FURTHER**, that for purposes of the foregoing resolutions, the

term "Authorized Officer" shall mean and include the Executive Officers, any Executive Vice President, any Senior Vice President, any Vice President, the Treasurer, the Secretary, and any other officer of the Corporation.

DATED: OCTOBER 31, 2014



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

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 31st day of October, 2014 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**

Bureau of Investigation and Enforcement  
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

DATE: October 31, 2014

  
Michael A. Grum, Esq.

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