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LETTER OF COMMITMENT

March 1, 2007

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

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COMMISSION CLERK

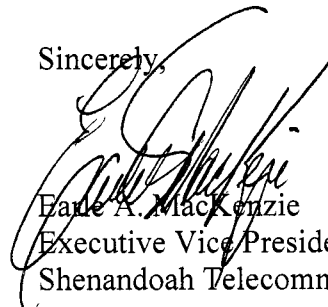
**RE: Application For Authority to Provide Shared Tenant Service
Within the State of Florida.**

070139-TS

Dear Sir or Madam,

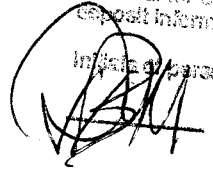
This letter is to confirm that Shentel Converged Services, Inc. is a wholly owned subsidiary of Shenandoah Telecommunications Company. Shentel Converged Services, Inc. has the financial backing and support of Shenandoah Telecommunications Company, and it will provide any financial support that the Applicant might need during the operation of its business in Florida for the next 3 years.

Sincerely,



Earle A. MacKenzie
Executive Vice President
Shenandoah Telecommunications Company

Check received with this letter should be
to Fiscal for deposit. Fiscal to forward
deposit information to Treasurer.
Initials of person who forwarded check



ORIGINAL

FLORIDA PUBLIC SERVICE COMMISSION

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT

APPLICATION FORM

for

AUTHORITY TO PROVIDE SHARED TENANT SERVICE
WITHIN THE STATE OF FLORIDA

070139-TS

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 9).
- B. Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission
 Division of the Commission Clerk and Administrative Services
 2540 Shumard Oak Blvd.
 Tallahassee, Florida 32399-0850
 (850) 413-6770**

- E. A filing fee of **\$250.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.569, F.A.C.).
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission
 Division of Competitive Markets and Enforcement
 2540 Shumard Oak Blvd.
 Tallahassee, Florida 32399-0850
 (850) 413-6600**

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate authority rather than apply for a new certificate.

Approval of Assignment of existing Certificate: Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

Approval for transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company: Shentel Converged Services, Inc.

3. Name under which applicant will do business (fictitious name, etc.):

NTC Communications

4. Official mailing address:

Street/Post Office Box: 500 Shentel Way/PO Box 459
City: Edinburg
State: VA
Zip: 22824

5. Florida address:

Street/Post Office Box: none
City:
State:
Zip:

6. Structure of organization:

Individual
 Foreign Corporation
 General Partnership
 Other,

Corporation
 Foreign Partnership
 Limited Partnership

7. **If individual**, provide:

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F06000005689

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: G07023700008

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

14. Provide **F.E.I. Number**(if applicable): 20-1934506

15. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?

Yes No

(b) If not, who will bill for your services?

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

(c) Who will the billed party contact to ask questions about the bill?

Name: Audrey Bright
Title: Commercial Manager
Telephone No.: 1-888-201-8420
E-Mail Address: billing@ntc-com.com

(d) How is this information provided? On the bill itself

16. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Jonathan Spencer
Title: VP & General Counsel
Street name & number: 500 Shentel Way
Post office box: 459
City: Edinburg
State: VA
Zip: 22824
Telephone No.: 540-984-5320
Fax No.: 540-984-8192
E-Mail Address: jonathan.spencer@emp.shentel.com
Website Address:

(b) Official point of contact for the ongoing operations of the company:

Name: Earle MacKenzie
Title: Executive Vice President
Street name & number: 500 Shentel Way
Post office box: PO Box 459
City: Edinburg
State: VA
Zip: 22824
Telephone No.: 540-984-5192
Fax No.: 540-984-8192
E-Mail Address: earle.mackenzie@emp.shentel.com
Website Address:

(c) Complaints/Inquiries from customers:

Name: David Ferguson
Title: VP-Customer Service
Street/Post Office Box: PO Box 459
City: Edinburg
State: VA
Zip: 22824
Telephone No.: 540-984-5263
Fax No.: 540-984-4816
E-Mail Address: david.ferguson@emp.shentel.com
Website Address:

17. List the states in which the applicant:

(a) has operated as an Shared Tenant Service provider.

MD, VA, SC, GA, MS, TN

(b) has applications pending to be certificated as an Shared Tenant Service provider.

None

(c) is certificated to operate as an Shared Tenant Service provider.

None, but certificated as a CLEC in North Carolina.

(d) has been denied authority to operate as an Shared Tenant Service provider and the circumstances involved.

None

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

None

18. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

No

(b) granted or denied a shared tenant services certificate in the State of Florida (this includes active and canceled shared tenant services certificates). If yes, provide explanation and list the certificate holder and certificate number.

No

(c) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No

19. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of shared tenant service (STS) in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative access vendor service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: Jonathan R. Spencer
Title: VP General Counsel
Telephone No.: 540-984-5320
E-Mail Address: jonathan.spencer@emp.shentel.com

Signature: _____

Date: 3/1/07

CERTIFICATE SALE, TRANSFER,
OR
ASSIGNMENT STATEMENT

As current holder of Florida Public Service Commission Certificate Number 8476, I have reviewed this application and join in the petitioner's request for a

sale

transfer

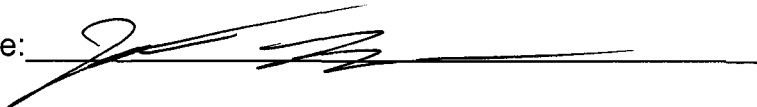
assignment

of the certificate.

Company Owner or Officer

Print Name: Jonathan R. Spencer
Title: VP General Counsel
Street/Post Office Box: PO Box 459
City: Edinburg
State: VA
Zip: 22824
Telephone No.: 540-984-5320
Fax No.: 540-984-8192
E-Mail Address: jonathan.spencer@emp.shentel.com

Signature: _____



Date: _____

3/1/07