

ORIGINAL



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COMMISSION  
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March 26, 2007

Via Hand Delivery

Blanca S. Bayo  
Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399

Check received with filing and forwarded  
to Fiscal for deposit. Fiscal to forward  
deposit information to Records.

Initials of person who forwarded check:  
*BSM*

070190-TX

Re: *Informational Filing* Regarding the Transfer of Certificate and  
Customers from Florida Digital Network, Inc. d/b/a FDN  
Communications to FDN, LLC d/b/a FDN Communications and  
Request for Waiver of Fla. Pub. Serv. Commission Rule 25-4.118

Dear Ms. Bayo:

Florida Digital Network, Inc. d/b/a FDN Communications ("FDN"), its parent, FDN Holdings, LLC ("Holdings"), NuVox Transition Subsidiary, LLC ("FDN LLC")<sup>1</sup> and its parent, Nuvox, Inc. ("Nuvox"), (collectively, the "Parties"), by their counsel and pursuant to Fla. Pub. Serv. Commission Rule 25-4.118, hereby respectfully advise the Florida Public Service Commission ("Commission") of their intent to consummate a stock transaction involving the merger of FDN with and into FDN LLC and resulting in NuVox becoming the new parent company of FDN LLC (the entity surviving the merger of FDN and FDN LLC). FDN currently is an authorized competitive local exchange and interexchange carrier in Florida. After consummation of the transaction, FDN LLC, ultimately owned by NuVox, will provide service to FDN's customers pursuant to FDN's certificate. FDN will cease to exist as a corporate entity, since FDN, LLC is the surviving entity in the merger. The parties request a waiver of Fla. Pub. Serv. Commission Rule 25-4.118, to the extent required, to allow for the transfer of customers from FDN to FDN LLC.

As described in detail below, pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated March 20, 2007 among NuVox, FDN, Holdings and FDN LLC, FDN will merge with and into FDN LLC, a newly-formed subsidiary of NuVox. As a result of this stock transaction, NuVox will become the new parent company of FDN LLC. The transaction will be transparent to FDN's customers. FDN LLC will

<sup>1</sup> At closing, this entity will change its name to "FDN, LLC d/b/a FDN Communications."

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02594 MAR 26 5

FPSC-BUREAU OF RECORDS

01 Lucien Way Suite 200 Maitland, FL 32751  
407.835.0300 Fax 407.835.0309 www.fdn.com

FPSC-COMMISSION CLERK

continue to provide service to the FDN customers under the same name, FDN Communications. NuVox's operating subsidiaries, including NuVox Communications, Inc. in Florida, will continue to provide service and will be unaffected by the instant transaction.

To the extent required, the Parties request a waiver of Rule 25-4.118 with respect to the FDN customers being transferred to FDN LLC.<sup>2</sup> The proposed transaction will not result in any loss or impairment of service for any customers. Following the transaction, customers will receive their existing services at the same rates, terms and conditions as at present. Any future changes in the rates, terms and conditions of service will be made pursuant to Commission requirements. All affected customers will continue to see "FDN Communications" on their invoices, and any future consolidation of the operations of FDN LLC into or with other NuVox companies, such that customers would see a change in their service provider, will be undertaken pursuant to the Commission's rules and notice requirements. The only significant change that will take place following the closing of the transaction from the customers' perspective is that their service provider will be ultimately owned by NuVox. Indeed, sending notification to customers would be unnecessary and could cause more confusion where there otherwise would be none.

In support of this notification, the Parties provide the following information:

### **The Parties**

**NuVox, Inc.** NuVox is a privately-held Delaware corporation located at Two North Main Street, Greenville, South Carolina 29601. Through its operating subsidiaries, NuVox has operations in 48 markets throughout 16 contiguous Midwestern and Southeastern states. The company is a rapidly growing facilities-based integrated communications provider of voice and data telecommunications services to business customers. NuVox's subsidiary, NuVox Communications, Inc., a Delaware corporation, provides interexchange and competitive local exchange telecommunications services in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. In Florida, NuVox Communications, Inc. provides local and interexchange services.<sup>3</sup> NuVox also has subsidiaries, all Delaware corporations, that provide interexchange and competitive local exchange telecommunications services in the following states: Arkansas, Illinois, Indiana, Kansas, Missouri, Ohio and Oklahoma.<sup>4</sup> NewSouth Communications of Virginia, Inc., a Virginia

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<sup>2</sup> The Parties do not admit that such a waiver is required, but they submit this request in an abundance of caution and to insure that the Commission has enough information so its disposition of this matter may be expedited.

<sup>3</sup> See CLEC certificate No. 5638 transferred to NuVox Communications, Inc. in Docket No. 041168-TX, Order No. PSC-05-0386-CO-TX, effective April 15, 2005. This entity and its authorizations are not affected by the instant transaction.

<sup>4</sup> NuVox Communications of Arkansas, Inc., NuVox Communications of Illinois, Inc., NuVox Communications of Indiana, Inc., NuVox Communications of Kansas, Inc., NuVox Communications of Missouri, Inc., NuVox Communications of Ohio, Inc. and NuVox Communications of Oklahoma, Inc.

corporation that is wholly owned by NuVox Communications, Inc., is authorized to provide interexchange and competitive local exchange telecommunications services in Virginia. NuVox is also authorized by the FCC to provide domestic interstate and international telecommunications services.

NuVox Transition Subsidiary, LLC<sup>5</sup> is a Delaware limited liability company located at Two North Main Street, Greenville, South Carolina 29601. This entity is a direct, wholly-owned subsidiary of NuVox, formed for the purpose of facilitating the acquisition of FDN. As described below, FDN will merge into FDN LLC, with FDN LLC surviving. Currently, there are three (3) investors that hold 10% or more of the total outstanding stock of NuVox: (1) NSHI Ventures LLC (“Ventures”); (2) Wachovia Corporation, through various stockholders (“Wachovia”); and (3) M/C Venture Partners V, L.P., through various stockholders (“MC Partners”). As described below, the ownership interests held by these entities will change somewhat as a result of the transaction. No other person or entity currently holds 10% or more of the outstanding stock of NuVox.

**FDN Communications.** FDN is a Delaware corporation located at 2301 Lucien Way, Suite 200, Maitland, Florida 32751. FDN is a major provider of voice and data services to businesses in Florida, providing local telephone service, long distance service and high speed Internet services.<sup>6</sup> FDN has a subsidiary, Southern Digital Network, Inc. d/b/a FDN Communications (“SDN”), that is a direct, wholly-owned subsidiary of FDN and is a Delaware corporation located at the same address. SDN also provides voice and data services to business customers. SDN is authorized to provide interexchange and competitive local exchange telecommunications services in the following states: Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. FDN is authorized to provide domestic interstate and international services pursuant to authority issued by the FCC.

FDN is a direct, wholly-owned subsidiary of FDN Holdings, a privately-held Delaware limited liability company located at the same address. Holdings functions as a holding company for the FDN operating subsidiaries and will be dissolved immediately prior to consummation of the merger and will distribute its FDN stock to its members. Holdings is not authorized by the FCC or any state to provide telecommunications services.

### **The Transaction**

Pursuant to the terms of the Agreement, FDN will merge with and into FDN LLC. As a result of this stock transaction (the “Transaction”), NuVox will become the new

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<sup>5</sup> As noted above, this entity will change its name to “FDN, LLC d/b/a FDN Communications” at closing.

<sup>6</sup> See CLEC certificate No. 5715, Docket No. 980862-TX, October 12, 1998; interexchange certificate No. 7048, Docket No. 990451-TI, July 6, 1999.

ultimate parent company of FDN LLC (the entity surviving the merger of FDN and FDN LLC).<sup>7</sup> The current customers of FDN will be served by FDN LLC pursuant to FDN's certificate. The Transaction will be entirely transparent to customers, who will continue to see "FDN Communications" on their invoices and enjoy the same rate, terms and conditions of service as they do prior to closing. Thus, the Parties request a waiver of Fla. Pub. Serv. Commission Rule 25-4.118. Indeed, sending notification to customers would be unnecessary and could cause more confusion where there otherwise would be none. The closing of the Transaction will be contingent upon the receipt of the required regulatory approvals among other things.

Appended hereto as *Exhibit A*, please find FDN LLC's form application for approval of assignment of certificate in order to transfer FDN's local certificate referenced above to FDN, LLC. NuVox is well-qualified to become the new owner of FDN LLC.<sup>8</sup> As noted above, the Commission has already examined and passed on the qualifications of NuVox to become an authorized telecommunications provider in Florida in connection with the certification proceeding of NuVox Communications, Inc. The documents exhibiting NuVox's qualifications in that proceeding are incorporated by reference herein, supplemented by the information provided in *Exhibit A*. Please note that any required FDN LLC's tariffs will be late-filed at or around closing.

The combined company will continue to assess the benefits of post-close consolidations, market coverage and/or mergers of the operating entities. When and if the combined company determines that it will pursue such plans, it will seek all appropriate regulatory approvals.

### **Public Interest Considerations**

The proposed Transaction will serve the public interest. The Transaction will be generally transparent to customers and at the time of the merger they will not experience any change in their services, rates, terms and conditions of such service, or in the name of their service provider. Any future changes in rates, terms and conditions of service will be made in accordance with applicable Commission requirements, and any future consolidation of the operations of FDN LLC into or with other NuVox operating companies, such that customers would see a change in their service provider, will be undertaken pursuant to the Commission's rules and notice requirements. The only significant change following the closing of the Transaction from the customers' perspective, however, will be that NuVox will be the new ultimate owner of FDN LLC.

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<sup>7</sup> Each of the issued and outstanding shares of preferred and common stock of FDN will be converted into and become the right to receive shares of NuVox's common stock in accordance with the applicable exchange ratio.

<sup>8</sup> A filing fee associated with that Application is also enclosed.

Consummation of the proposed Transaction will serve the public interest in promoting competition among providers of local and interexchange telecommunications services by combining the financial resources and complementary managerial skills and experience of FDN, SDN and NuVox in providing telecommunications service to the public. The proposed Transaction will therefore ensure the continued provision of high quality and innovative telecommunications services to the existing customers of FDN and should promote competition in their respective local and interexchange telecommunications markets.

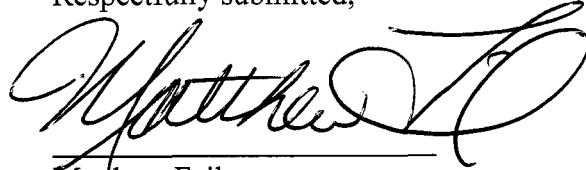
As a result, consumers in the Florida will benefit from the operation of two strong telecommunications providers under one umbrella company. Both FDN and NuVox Communications, Inc. share a similar serving strategy and focus on customer service. The combination of these companies will increase the scope of each of the existing companies and provide synergies in their operations which should enable the companies to compete more effectively in the highly competitive market for telecommunications services. The companies will benefit from increased economies of scale that will permit them to operate more efficiently and thus realize substantial financial synergies that should enable them to increase their operating income and free cash flow.

Finally, the proposed Transaction does not present any anticompetitive issues. FDN and NuVox will continue to compete with the combined AT&T/SBC/BellSouth as well as other CLECs in the local and long distance markets. There are a number of other CLECs operating in each market, as well as the incumbent carrier, which in each market controls a substantial share.

The Parties submit that no prior Commission approval is required for the Parties to consummate the proposed Transaction described herein. However, the Parties acknowledge that the Commission must approve a "transfer" of a certificate, and the Commission may view the transaction described herein as a transfer of the certificate of FDN to FDN LLC. The Parties' request for a waiver of the Commission's slamming rules, as stated above, is made in an abundance of caution. Should the Commission believe that any additional action is required, the Parties respectfully request that the Commission notify the undersigned at its earliest convenience. In the absence of any response from the Commission, the Parties will proceed with their plans to consummate the Transaction as contemplated.

Enclosed please find three (3) copies of this filing. Should the Commission have any questions regarding this matter, please do not hesitate to contact the undersigned or Melissa Conway at (202) 342-8552.

Respectfully submitted,



Matthew Feil  
General Counsel  
Florida Digital Network, Inc.  
2301 Lucien Way, Suite 200  
Maitland, Florida 32751  
Tel. (407) 835-0460  
Fax (407) 447-4008  
[mfeil@mail.fdn.com](mailto:mfeil@mail.fdn.com)

FDN Holdings, LLC  
Florida Digital Network, Inc. d/b/a  
FDN Communications

NuVox, Inc.

Jean Kiddoo, Esq.  
Bingham McCutchen LLP  
The Washington Harbour  
3000 K Street, NW, Suite 300  
Washington, D.C. 20007  
202 373-6034 (direct)  
202 373-6001 (fax)  
[Jean.Kiddo@Bingham.com](mailto:Jean.Kiddo@Bingham.com)

Brad E. Mutschelknaus  
Melissa S. Conway  
Kelley Drye & Warren LLP  
3050 K Street, NW  
Suite 400  
Washington, D.C. 20007  
Tel: 202) 342-8552  
Fax: (202) 342-8451  
[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)

Of Counsel

Of Counsel

**ORIGINAL**

070190-TX

**EXHIBIT A**

**FLORIDA PUBLIC SERVICE COMMISSION**  
**DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT**  
**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE**  
**TELECOMMUNICATIONS COMPANY SERVICE**  
**WITHIN THE STATE OF FLORIDA**

**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 8).
- B. Print or type all responses to each item requested in the application. 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 **\$400.00** 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 **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, 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**

FORM PSC/CMP-8 (01/06)  
Required by Commission Rule Nos. 25-24.810,  
and 25-24.815

Note: To complete this interactive form  
using your computer, use the DOCUMENT NUMBER-DATE  
to navigate between data entry fields.

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 of 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.

2. Name of company: **NuVox Transition Subsidiary, LLC**

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

**N/A**

4. Official mailing address:

Street/Post Office Box: **Two North Main Street**  
City: **Greenville**  
State: **South Carolina**  
Zip: **29601**

5. Florida address:

Street/Post Office Box: **Corporation Service Company**  
City: **1201 Hays Street**  
State: **Tallahassee**  
Zip: **32301**

6. Structure of organization:

- |                                     |   |                          |                     |
|-------------------------------------|---|--------------------------|---------------------|
| <input type="checkbox"/>            | Individual                              | <input type="checkbox"/> | Corporation         |
| <input type="checkbox"/>            | Foreign Corporation                     | <input type="checkbox"/> | Foreign Partnership |
| <input type="checkbox"/>            | General Partnership                     | <input type="checkbox"/> | Limited Partnership |
| <input checked="" type="checkbox"/> | Other, <b>Limited Liability Company</b> |                          |                     |



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: Document No. M07000001694

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: Document No. G03119900010

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): 56-2648521

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

(a) The application:

Name: **Melissa Conway**  
Title: **Associate, Kelley Drye and Warren, LLP**  
Street name & number: **3050 K Street, Suite 400**  
Post office box:  
City: **Washington**  
State: **DC**  
Zip: **20007**  
Telephone No.: **202-342-8552**  
Fax No.: **202-342-8451**  
E-Mail Address: **mconway@kelleydrye.com**  
Website Address: **www.kelleydrye.com**

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

Name: **Riley M. Murphy**  
Title: **General Counsel**  
Street name & number: **Two North Main Street**  
Post office box:  
City: **Greenville**  
State: **South Carolina**  
Zip: **29601**  
Telephone No.: **(864) 672-5000**  
Fax No.:  
E-Mail Address: **rmurphy@nuvox.com**  
Website Address: **www.nuvox.com**

(c) Complaints/Inquiries from customers:

Name: Jennifer Plante  
Title: Manager, Legal Affairs  
Street/Post Office Box: 2 North Main Street  
City: Greenville  
State: South Carolina  
Zip: 29601  
Telephone No.: 864-672-5435  
Fax No.: 864-672-5019  
E-Mail Address: **jjplante@nuvox.com**  
Website Address: **www.nuvox.com**

FORM PSC/CMP-8 (01/06)  
Required by Commission Rule Nos. 25-24.810,  
and 25-24.815

Note: To complete this interactive form  
using your computer, use the tab key  
to navigate between data entry fields.

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

**N/A**

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

**N/A**

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

**N/A**

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

**N/A**

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

**N/A**

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

**N/A**

17. 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 competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange 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 or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

**No.**

18. Submit the following:

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

**Please see <http://www.nuvox.com/About/management.htm>**

(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.

**Please see <http://www.nuvox.com/About/management.htm>**

(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:

**NuVox, Inc.'s 2006 audited financial statements will be available shortly and late filed with the Commission.**

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.

**FORM PSC/CMP-8 (01/06)**  
Required by Commission Rule Nos. 25-24.810,  
and 25-24.815

**Note:** To complete this interactive form  
using your computer, use the tab key  
to navigate between data entry fields.

**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.

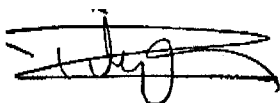
**RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

**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 competitive local exchange telecommunications company 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: **Riley M. Murphy**  
Title: **General Counsel**  
Telephone No.: **(864) 672-5000**  
E-Mail Address: **rmurphy@nuvox.com**



Signature: \_\_\_\_\_

Date: March 23, '07

**CERTIFICATE SALE, TRANSFER,**  
**OR**  
**ASSIGNMENT STATEMENT**

As current holder of Florida Public Service Commission Certificate Number 5715, 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: **Matthew Feil**  
Title: **General Counsel**  
Street/Post Office Box: **2301 Lucien Way, Suite 200**  
City: **Maitland**  
State: **Florida**  
Zip: **32751**  
Telephone No.: **407-835-0460**  
Fax No.: **407-447-4008**  
E-Mail Address: **mfeil@mail.fdn.com**

Signature: \_\_\_\_\_

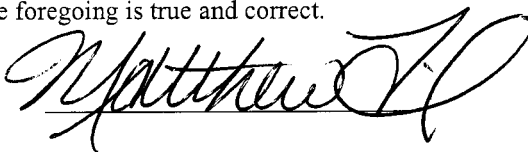


Date: 3-23-07

## VERIFICATION

I, Matthew Feil, am General Counsel of Florida Digital Network, Inc. d/b/a FDN Communications. I am authorized to represent it and its affiliates and to make this verification on their behalf. The statements in the foregoing document relating to Florida Digital Network, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

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



Subscribed and sworn to before me this 22<sup>nd</sup> day of  
March 2007.

  
Notary Public

Glenda S. Chapman  
My Commission DD285574  
Expires November 09, 2007

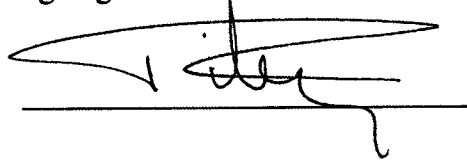
My Commission expires: 11-9-07



## VERIFICATION

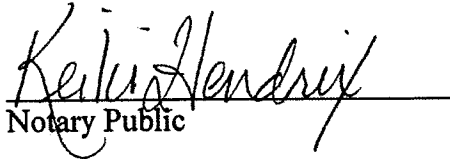
I, Riley M. Murphy, am Executive Vice President and General Counsel of NuVox, Inc. I am authorized to represent it and its affiliates and to make this verification on their behalf. The statements in the foregoing document relating to NuVox, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

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



A handwritten signature in black ink, appearing to read 'Riley M. Murphy', is written over a horizontal line.

Subscribed and sworn to before me this 21<sup>st</sup> day of  
March 2007.



A handwritten signature in black ink, appearing to read 'Kevin Hendrix', is written over a horizontal line.

Notary Public

My Commission expires: 05-12-2014