



NHPUC DEC30'11 Ptt 1:48

December 27, 2011

Debra A. Howland
Executive Director
New Hampshire Public Utilities Commission
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Technology Resource Solutions, Inc., DM 10-003

Dear Ms. Howland;

Technology Resource Solutions, Inc. would like to update their electric aggregation application to change the ultimate parent to Windstream Corporation. An updated intent to provide service as an aggregator will be filed prior to its anniversary date. Please see the attached resolution and list of officers. As other information is changed, we will update the Commission.

If you have any questions, please feel free to contact me at 585-340-2822 or by e-mail at Judith.messenger@windstream.com.

Sincerely,

A handwritten signature in black ink that reads "Judith Messenger".

Judith Messenger
Senior Manager – Public Policy & Regulatory

Enclosures

JOINT ACTION BY WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS AND SOLE SHAREHOLDER
OF
TECHNOLOGY RESOURCE SOLUTIONS, INC.
(New York)

December 1, 2011

Re: Post-Merger (Windstream) Corporate Actions

The undersigned, being all of the members of the Board of Directors and the Sole Shareholder of Technology Resource Solutions, Inc., a New York corporation (the "Corporation"), do hereby adopt the following resolutions by unanimous written consent without a meeting pursuant to the New York Business Corporation Law (the "NYBCL"), the Certificate of Incorporation (the "Certificate of Incorporation") and the Amended and Restated By-Laws (the "Bylaws") of the Corporation, which authorize the Board of Directors and the Sole Shareholder to so act, and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors and the Sole Shareholder of the Corporation;

WHEREAS, immediately prior to the adoption of this consent and in accordance with that certain Agreement and Plan of Merger, dated July 31, 2011, among Windstream Corporation ("Windstream"), Peach Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Windstream Corporation ("Merger Sub"), and PAETEC Holding Corp. ("PAETEC"), Merger Sub merged with and into PAETEC, with PAETEC resulting as the surviving corporation (the "Merger");

WHEREAS, as a result of the Merger, the Corporation became an indirect, wholly-owned subsidiary of Windstream;

WHEREAS, in connection with the Merger, the former directors of the Corporation resigned as members of the Board of Directors of the Corporation and the Sole Shareholder desires to elect new directors of the Corporation; and

WHEREAS, the Sole Shareholder and the Board of Directors desire to grant authority to the officers of the Corporation to change the name of the Corporation, to amend and restate the Corporation's Certificate of Incorporation, to adopt new bylaws, to appoint new officers and to implement the other corporate matters set forth herein.

Election of Directors

NOW, THEREFORE, BE IT RESOLVED, that the number of directors constituting the Board of Directors is hereby fixed at two (2) and that the following persons are hereby elected as directors of the Corporation to serve until their successors shall be elected and duly qualified or their prior resignation, removal or death:

Jeffery R. Gardner
John P. Fletcher

Appointment of Officers

FURTHER RESOLVED, that all persons serving pursuant to appointment by the Board of Directors of the Corporation immediately prior to the Merger are hereby removed from such capacity and shall no longer serve in such capacity effective immediately;

FURTHER RESOLVED, that the persons identified on Schedule 1 hereto be, and hereby are, appointed as officers of the Corporation effective immediately, to serve in accordance with the bylaws and at the discretion of the Board of Directors until their successors shall be appointed and duly qualified or their prior resignation, removal or death;

Name Change

FURTHER RESOLVED, that, to the extent deemed necessary, appropriate or advisable by the officers of the Corporation, the Secretary or Assistant Secretary of the Corporation (each an “Authorized Officer”) is hereby authorized to change the name of the Corporation consistent with the past practices of Windstream regarding name changes of newly acquired subsidiaries (the “Name Change”);

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to execute and file in the office of the Secretary of State of the State of New York an amendment to the Corporation’s Certificate of Incorporation to reflect the Name Change in such form as required by, and executed in accordance with, the relevant provisions of the NYBCL;

Amended and Restated Certificate of Incorporation

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to amend and restate the Certificate of Incorporation in their entirety consistent with the form certificate of incorporation previously approved by Windstream for its subsidiaries;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to execute and file in the office of the Secretary of State of the State of New York the amended and restated Certificate of Incorporation in such form as required by, and executed in accordance with, the relevant provisions of the NYBCL;

Registered Agent

FURTHER RESOLVED, that C T Corporation System is hereby designated to serve as the Corporation’s registered agent in the jurisdiction where the Corporation is organized or any other jurisdiction where it is now or in the future becomes qualified to do business, with such service to be at the discretion of the officers of the Corporation until its successor is duly appointed;

FURTHER RESOLVED, that the officers of the Company are hereby authorized to execute and file in the office of the Secretary of State of the State of New York an amendment to the Corporation’s Certificate of Incorporation to designate the Company’s registered agent in

such form as required by, and executed in accordance with, the relevant provisions of the NYBCL;

Stock Certificate

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to issue a stock certificate in the name of the Corporation that reflects the authorized and issued capital stock of the Corporation held by the Sole Shareholder;

Bylaws

FURTHER RESOLVED, that the Authorized Officers are authorized and directed to amend and restate the Bylaws of the Corporation consistent with the form bylaws previously approved by Windstream for its subsidiaries, and are hereby directed to include the amended and restated bylaws in the record book of the Corporation;

Banking

FURTHER RESOLVED, that the banking resolutions in the form attached hereto as Schedule 2 are hereby adopted and approved;

Schedule of Authorization

FURTHER RESOLVED, that the schedule of authorization resolutions attached hereto as Schedule 3 are hereby adopted and approved;

Miscellaneous

FURTHER RESOLVED, that the Board of Directors hereby ratifies, approves and confirms all such acts and things that any officer of the Corporation has done or may do in connection with any of the matters described in these resolutions;

FURTHER RESOLVED, that each of the Secretary or Assistant Secretary of the Corporation is hereby authorized to certify a more detailed or formal version of the resolutions contained herein in order to satisfy the request of any third party (including a financial institution covered by the banking resolutions contained herein) who requests evidence of the authorities granted by these resolutions, and such other resolutions shall be considered to be adopted and a part of these resolutions if the Secretary of the Corporation annexes a copy thereof to these resolutions in the minute books of the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take all such further actions as are necessary or appropriate to render effective and otherwise carry out the intent and purposes of these resolutions.

IN WITNESS WHEREOF, the undersigned have executed this unanimous written consent as of the date first written above.

BOARD OF DIRECTORS:



Jeffery R. Gardner



John P. Fletcher

SOLE SHAREHOLDER:

PAETEC COMMUNICATIONS, INC.

By: 

Name: Jeffrey R. Gardner
Title: President and Chief Executive Officer

Schedule 1

Officers

<u>Name</u>	<u>Title</u>
Jeffery R. Gardner	President and Chief Executive Officer
Brent Whittington	Chief Operating Officer
Anthony W. Thomas	Chief Financial Officer
John P. Fletcher	Executive Vice President, Secretary and General Counsel
William G. Raney	Executive Vice President – Network Operations
Susan Bradley	Senior Vice President – Human Resources
Robert G. Clancy	Senior Vice President – Treasurer
Michael D. Rhoda	Senior Vice President – Government Affairs
Gregg Richey	Vice President – Consumer Sales
Cynthia B. Nash	Chief Information Officer
John C. Eichler	Controller
John Leach	Executive Vice President – Business Sales
Joe Marano	Senior Vice President – Business and Financial Services
Bill Bellando	Senior Vice President – Network Services
Christopher Turco	Senior Vice President – Data Center Operations
Willis Kemp	Vice President – Tax
Cesar Caballero	Vice President – Regulatory Strategy
Kristi Moody	Assistant Secretary

Schedule 2

Banking Resolutions

NOW, THEREFORE, BE IT RESOLVED, that the Corporation open or maintain one or more accounts with any bank, banks or other financial institution (each a "Financial Institution") designated by the President and Chief Executive Officer, any Executive Vice President, any Senior Vice President, the Treasurer or any Assistant Treasurer of the Corporation (the "Authorized Officers"), said Financial Institution being hereby designated a depository in which the funds of the Corporation may be deposited and invested by its officers, agents, and employees, and that such officers, agents, and employees shall be, and each of them hereby is, authorized to endorse for deposit or negotiation any and all checks, drafts, notes, bills of exchange, and orders for the payment of money, either belonging to or coming into possession of the Corporation and endorsements for deposit may be by the written or stamped endorsement of the Corporation without designation of the person making the endorsement;

FURTHER RESOLVED, that any one of the Authorized Officers is authorized to sign any and all checks, drafts and orders, including orders or directions in informal or letter form, against any funds or accounts at any time standing to the credit of the Corporation with the Financial Institution, and that the Financial Institution is authorized to honor any and all checks, drafts and orders so signed, whether by manual or facsimile signature (regardless of by whom or by what means the actual or purported facsimile signature or signatures thereon may have been affixed thereto if such signature or signatures resemble the facsimile specimens of such signatures certified to or filed with the Financial Institution by or on behalf of the Corporation), without further inquiry or regard to the authority of said person or persons or the use of the checks, drafts or orders, or the proceeds thereof;

FURTHER RESOLVED, that any one of the Authorized Officers is authorized to open and maintain one or more brokerage or investment accounts with the Financial Institution, to purchase, deposit, deliver, assign, withdraw and transfer funds, instruments and securities of any type other than derivatives and helping instruments, and sell any securities owned by the Corporation;

FURTHER RESOLVED, that any one of the Authorized Officers is authorized to issue written, telephonic, electronic or oral instructions, and from time to time to designate in writing to the Financial Institution those officers, employees and other agents of the Corporation authorized to issue written, telephonic, electronic or oral instructions, with respect to the transfer of funds of the Corporation on deposit with the Financial Institution (or otherwise transferable by the Financial Institution), by wire or otherwise, without any written order for the payment of money being issued with respect to such transfer, and, for and on behalf of the Corporation, any one of such aforementioned officers is authorized to enter into such agreements with the Financial Institution with respect to any such transfer(s) as such officer in his sole discretion deems advisable;

FURTHER RESOLVED, that any one of the Authorized Officers is authorized to negotiate loans at any time or times for the Corporation from said Financial Institution, and as security for the repayment of such loans, to assign, transfer, endorse, convey and deliver any and

all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights and interests, deposits, accounts, bills receivable, other commercial paper or evidences of indebtedness and other property of any kind at any time held or owned by the Corporation, and for the purpose of evidencing such loans, to make, execute and deliver, in the name of the Corporation, one or more notes or other written obligations of the Corporation, upon such terms and containing such provisions as said Financial Institution may require, including therein, or supplemental thereto, powers of attorney to confess judgment against this Corporation and such provisions and agreements as to collateral security and the disposition thereof and the application of the proceeds thereof as said Financial Institution may from time to time require, and also to sell to or discount or rediscount with said Financial Institution any and all commercial paper, bills receivable and other instruments, or evidences of indebtedness at any time held or owned by the Corporation, and to that end to endorse, transfer, assign and deliver the same to said Financial Institution;

FURTHER RESOLVED, that all authorizations granted pursuant to the foregoing resolutions are subject to the condition that any action to be taken by the Authorized Officer must be consistent with and satisfy the authorization requirements of the Corporation's Schedule of Authorization as in effect from time to time; and

FURTHER RESOLVED, that the Secretary or Assistant Secretary of the Corporation furnish to said Financial Institution a certified copy of these resolutions and a certificate setting forth the names of such Authorized Officers and specimens of their signatures, and from time to time whenever new officers shall be elected, additional certificates setting forth the names of said officers and specimens of their signatures, and said Financial Institution is authorized to rely on these resolutions and each such certificate as being in effect without modification until written notice of any change therein shall be delivered to it and acknowledged by the Financial Institution.

Schedule 3

Schedule of Authorization

FURTHER RESOLVED, that the Schedule of Authorization of Windstream Corporation (as in effect from time to time) (the "Schedule of Authorization") is hereby adopted, ratified and approved as a method for determining the level of authorization of any officer or employee of the Corporation for the matters specified therein;

FURTHER RESOLVED, that any employee of a subsidiary of Windstream Corporation who, at any particular time of determination, has an authorization level under the Schedule of Authorization of five (5) or higher, or is a vice president (including a region vice president, division vice president or area vice president) with an authorization level of four (4), and who is not an employee or officer of the Corporation (each an "Authorized Representative") is hereby authorized to execute and deliver, in the name of and on behalf of the Corporation, agreements, deeds, assignments, other instruments of conveyance, certificates and other documents as long as (1) such Authorized Representative satisfies the applicable authorization requirements of the Schedule of Authorization, and (2) the authority, title or responsibilities of such Authorized Representative are not limited to a geographic area that is outside of the geographic area covered by the Corporation's operations;

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and directed to prepare a schedule of the Authorized Representatives who may act on behalf of the Corporation in accordance with these resolutions, and such schedule as certified by the Secretary of the Corporation shall be conclusive evidence of the authority of such Authorized Representative; and

FURTHER RESOLVED, that no Authorized Representative shall be classified as an officer of the Corporation nor be entitled to any indemnification rights at law or under the organizational documents of the Corporation solely as a result of such person's status as an Authorized Representative.