

# Morgan Lewis

20-00013

**Ronald W. Del Sesto, Jr.**

**Danielle Burt**

**Stephany Fan**

ronald.delsesto@morganlewis.com

danielle.burt@morganlewis.com

stephany.fan@morganlewis.com

## VIA OVERNIGHT DELIVERY & ELECTRONIC MAIL

February 4, 2020

Chairman Robin Morrison  
c/o Tory Lawless, Dockets and Records Manager  
Tennessee Public Utility Commission  
502 Deaderick Street, 4th Floor  
Nashville, TN 37243  
[tpuc.docketroom@tn.gov](mailto:tpuc.docketroom@tn.gov)

### **RE: MTEL Long Distance, LLC d/b/a Ritter Communications Notification of Corporate Conversion and Resulting Name Change**

Dear Chairman Morrison:

MTEL Long Distance, LLC d/b/a Ritter Communications (formerly known as MTEL Long Distance, Inc.) (the "Company") hereby notifies the Commission that the Company's current name is "MTEL Long Distance, LLC d/b/a Ritter Communications " as a result of its conversion from a Tennessee corporation to a Delaware limited liability company and registration of an assumed name. The Company will separately submit a new tariff cover sheet reflecting these changes. Also included is a check for \$25.00 for the filing fee.

The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Certificate of Conversion in Delaware and did not entail any merger or other transactions that extinguish the existence of the Company. Attached hereto are the Company's conversion documents as Attachment A and the Company's authorization to transact business in Tennessee as Attachment B. The Company's registration of assumed limited liability company name is included as Attachment C. Also attached as Attachment D is the General Surety Rider to reflect the Company's name change for its surety bond. The Company, therefore, requests that the records of the Commission, including the Company's Certificate,<sup>1</sup> be updated to reflect its current name, "MTEL Long Distance, LLC d/b/a Ritter Communications."

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<sup>1</sup> The Company is authorized as a market regulated Reseller-IXC under ID 128611.

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

To the extent necessary and pursuant to Commission Rule 1220-04-01-.08(2) and (3), the Company requests a waiver of the requirement to provide customer notice of the name change. The Commission may grant a request for waiver if good cause is shown. Here, requiring customer notice would not serve the purpose of the rule and may cause customer confusion. Customers will continue to receive service from MTEL Long Distance with the only change being its corporate form. As a result, the Commission should not require the Company to provide customer notice.

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Ronald W. Del Sesto, Jr.", with a long horizontal flourish extending to the right.

Ronald W. Del Sesto, Jr.  
Danielle Burt  
Stephany Fan

*On behalf of MTEL Long Distance, LLC d/b/a  
Ritter Communications*

**ATTACHMENT A**

**Conversion Documents**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TENNESSEE CORPORATION UNDER THE NAME OF "MTEL LONG DISTANCE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MTEL LONG DISTANCE, INC." TO "MTEL LONG DISTANCE, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2019, AT 12:49 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7675486 8100F  
SR# 20197762367

Authentication: 203879531  
Date: 10-28-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:49 PM 10/28/2019  
FILED 12:49 PM 10/28/2019  
SR 20197762367 - File Number 7675486

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Corporation first formed is the State of Tennessee.
2. The jurisdiction immediately prior to filing this Certificate is the State of Tennessee.
3. The date the Corporation first formed is November 30, 1998.
4. The name of the Corporation immediately prior to filing this Certificate is MTEL Long Distance, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is MTEL Long Distance, LLC.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 28th day of  
October, 2019.

By:   
Name: Alan G. Morse  
Title: President

# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MTEL LONG DISTANCE, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2019, AT 12:49 O`CLOCK P.M.*



7675486 8100F  
SR# 20197762367

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203879531  
Date: 10-28-19

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:49 PM 10/28/2019  
FILED 12:49 PM 10/28/2019  
SR 20197762367 - File Number 7675486

**CERTIFICATE OF FORMATION**

**OF**

**MTEL LONG DISTANCE, LLC**

This Certificate of Formation of MTEL Long Distance, LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

FIRST: The name of the Company is MTEL Long Distance, LLC.

SECOND: The address of the registered office of the Company in Delaware is 1209 Orange St., in the City of Wilmington, County of New Castle, 19801 and its registered agent at such address is The Corporation Trust Company.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 28th day of October, 2019.

By:   
Name: Alan G. Morse  
Title: Authorized Person

**ATTACHMENT B**

**Authorization to Transact Business in Tennessee**



**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

MTEL Long Distance, LLC  
2400 RITTER DR  
JONESBORO, AR 72401-6241

December 9, 2019

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

<b>SOS Control # :</b>	<b>001066006</b>	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	10/28/2019
Filing Date:	12/06/2019 3:00 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2021
Duration Term:	Perpetual	Image # :	B0764-5541
Managed By:	Member Managed		

#### Document Receipt

Receipt # : 005138355	Filing Fee:	\$300.00
Payment-Account - #26945 CAPITAL FILING SERVICE INC, NASHVILLE, TN		\$300.00

**Registered Agent Address:**  
C T CORPORATION SYSTEM  
300 MONTVUE RD  
KNOXVILLE, TN 37919-5546

**Principal Address:**  
2400 RITTER DR  
JONESBORO, AR 72401-6241

Congratulations on the successful filing of your **Application for Certificate of Authority** for **MTEL Long Distance, LLC** in the State of Tennessee which is effective on the date shown above. Please visit the Tennessee Department of Revenue website ([www.tn.gov/revenue](http://www.tn.gov/revenue)) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett  
Secretary of State

Processed By: Austin Colgan

# APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY

(ss-4233)

Page 1 of 2



Business Services Division  
**Tre Hargett, Secretary of State**  
 State of Tennessee  
 312 Rosa L. Parks AVE, 6th Fl.  
 Nashville, TN 37243-1102  
 (615) 741-2286

For Office Use Only

# Filed

Filing Fee: \$50.00 per member  
 (minimum fee = \$300, maximum fee = \$3,000)

**To The Secretary of the State of Tennessee:**

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: MTEL Long Distance, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE:** The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 10 / 28 / 2019 and the date it commenced doing business in Tennessee is: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year Month Day Year

**NOTE:** Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: \_\_\_\_\_

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 300 Montvue Rd

City: Knoxville State: TN Zip Code: 37919-5546 County: Knox

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

7. The LLC will be:  Member Managed  Manager Managed  Director Managed  Board Managed  Other

8. Number of Members at the date of filing: 1

9. Period of Duration:  Perpetual  Other \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

10. The complete address of its principal executive office is:

Address: 2400 Ritter Drive

City: Jonesboro State: AR Zip Code: 72401

# APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286

*For Office Use Only*

Filing Fee: \$50.00 per member  
(minimum fee = \$300, maximum fee = \$3,000)

The name of the Limited Liability Company is: MTEL Long Distance, LLC

11. The complete mailing address of the entity (if different from the principal office) is:

Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.  
 I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)  
Licensed Profession: \_\_\_\_\_

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

I certify that this entity meets the requirements of T.C.A. §48-249-309(i)  
If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

This entity will be registered as an Obligated Member Entity (OME) Effective Date: \_\_\_\_\_  
Month Day Year

I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: \_\_\_\_\_

12/5/19  
Signature Date

[Signature]  
Signature

Authorized Person  
Signer's Capacity (if other than individual capacity)

Lexine Horton  
Name (printed or typed)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MTEL LONG DISTANCE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

7675486 8300

SR# 20198482637

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204154214

Date: 12-06-19

B0764-5543 12/06/2019 3:00 PM Received by Tennessee Secretary of State Tre Hargett

**ATTACHMENT C**

**Registration of Assumed Limited Liability Company Name**



**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

MTEL Long Distance, LLC  
2400 RITTER DR  
JONESBORO, AR 72401-6241

December 20, 2019

**Filing Acknowledgment**

Please review the filing information below and notify our office immediately of any discrepancies.

**Control # : 1066006**      Status: Active  
Filing Type: Limited Liability Company - Foreign

**Document Receipt**

Receipt # : 005159834	Filing Fee:	\$40.00
Payment-Account - #23391 CFS-1, NASHVILLE, TN		\$40.00

Amendment Type: Assumed Name With Name Consent      Image # : B0770-6714  
Filed Date: 12/20/2019 12:46 PM

This will acknowledge the filing of the attached assumed name with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above. The name registration is effective for five years from the date the original registration was filed with the Secretary of State.

Tre Hargett  
Secretary of State

Processed By: Alex Maxfield

Field Name	Changed From	Changed To
Consent Method	No Value	Both entities will share name and registered agent
New Assumed Name	No Value	Ritter Communications
Entity Giving Consent Control #	No Value	000721981
Entity Giving Consent Name	No Value	E. Ritter Communications, LLC
Duplicate Name Consent DLN	No Value	B0770-6715

State of Tennessee



Department of State

Corporate Filings

312 Rosa L. Parks Avenue

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

APPLICATION FOR REGISTRATION OF ASSUMED LIMITED LIABILITY COMPANY NAME

For Office Use Only

FILED

Pursuant to the provisions of §48-207-101 (d) of the Tennessee Limited Liability Company Act or §48-249-106(d) of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is: MTEL Long Distance, LLC

2. The state or country of organization is: Delaware

3. The Limited Liability Company intends to transact business under an assumed Limited Liability Company name.

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

Ritter Communications

NOTE: The assumed Limited Liability Company name must meet the requirements of §48-207-101 of the Tennessee Limited Liability Company Act or §48-249-106 of the Tennessee Revised Limited Liability Company Act, as applicable.

Signature Date: 12/17/19

Authorized Person  
Signer's Capacity

Name of Limited Liability Company: MTEL Long Distance, LLC

Signature: [Handwritten Signature]

Name (typed or printed): Lexine Horton

RECEIVED BY STATE SECRETARY OF TENNESSEE 12/17/19 11:40 AM

BO770-6/15 12/20/2019 12:49 PM RECEIVED BY ISSUESSEE DEPARTMENT OF REVENUE THE STATE OF TENNESSEE

WRITTEN CONSENT FOR USE OF INDISTINGUISHABLE NAME (SS-9411)



Business Services Division  
Tre Hargett, Secretary of State  
State of Tennessee

312 Rosa L. Parks AVE., 6th FL.  
Nashville, TN 37243  
(615) 741-2286

Filing fee \$20.00

Pursuant to the Tennessee Business Corporation Act, Tennessee Nonprofit Corporation Act, Tennessee Limited Liability Company Act, Tennessee Revised Limited Liability Company Act, or the Tennessee Revised Uniform Partnership Act, this consent for use of indistinguishable name is submitted to the Tennessee Secretary of State.

Existing Entity Name: E. Ritter Communications, LLC  
Entity 1

Existing Entity Secretary of State Control Number: 000721981

Entity Receiving Name Consent: MTEL Long Distance, LLC  
Entity 2

SELECT THE STATEMENT THAT APPLIES

Option 1:

Both entities hereby consent to use and maintain the same registered agent.

Option 2:

The existing entity consents to change its name or terminate its existence within 60 days.

[Signature]  
Entity 1 Signature  
Lexine Horton  
Name (printed or typed)

12/19/19  
Signature Date

[Signature]  
Entity 2 Signature  
Lexine Horton  
Name (printed or typed)

12/19/19  
Signature Date

Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

**ATTACHMENT D**

**Surety Bond Rider**

**RIDER**

**Travelers Casualty and Surety Company of America**  
One Tower Square, Hartford, CT 06183

To be attached to and form a part of:

Bond No. 106140442

Type of Bond: Telecommunications Service Provider

Executed by MTEL Long Distance, Inc., as Principal, and by Travelers Casualty and Surety Company of America, as Surety, in favor of Tennessee Regulatory Authority and dated July 29, 2014.

In consideration of the premium charged for the attached bond, it is hereby agreed to change:

**Principal Name**

From:  
MTEL Long Distance, Inc.

To:  
MTEL Long Distance, LLC. d/b/a Ritter Communications

This rider is effective January 16, 2020.

This rider is executed upon the express condition that the surety's liability under said bond shall not be cumulative and shall in no event exceed the amount specifically set forth in said bond or any existing certificate changing the amount of said bond. The referenced bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified.

SIGNED, SEALED AND DATED this 16th day of January, 2020.

**MTEL Long Distance, LLC. d/b/a Ritter Communications**

By:   
Principal

**Travelers Casualty and Surety Company of America**

By:   
Elizabeth Browning Attorney-in-Fact

\*RIDER ACCEPTED BY:

\_\_\_\_\_  
(Obligee)

\_\_\_\_\_  
Date

\*If Obligee signature required, please sign duplicate and return to Surety.



**Travelers Casualty and Surety Company of America  
Travelers Casualty and Surety Company  
St. Paul Fire and Marine Insurance Company**

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:** That Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company are corporations duly organized under the laws of the State of Connecticut (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint **Elizabeth Browning** of Little Rock, Arkansas, their true and lawful Attorney-in-Fact to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

**IN WITNESS WHEREOF**, the Companies have caused this instrument to be signed, and their corporate seals to be hereto affixed, this **3rd** day of **February**, 2017.



State of Connecticut

City of Hartford ss.

By:   
Robert L. Raney, Senior Vice President

On this the **3rd** day of **February**, 2017, before me personally appeared **Robert L. Raney**, who acknowledged himself to be the Senior Vice President of Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

**In Witness Whereof**, I hereunto set my hand and official seal.

My Commission expires the **30th** day of **June**, 2021



  
Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company, which resolutions are now in full force and effect, reading as follows:

**RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

**FURTHER RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

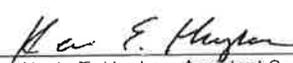
**FURTHER RESOLVED**, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

**FURTHER RESOLVED**, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, **Kevin E. Hughes**, the undersigned, Assistant Secretary of Travelers Casualty and Surety Company of America, Travelers Casualty and Surety Company, and St. Paul Fire and Marine Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which remains in full force and effect.

Dated this **16th** day of **January**, 2020



  
Kevin E. Hughes, Assistant Secretary

**To verify the authenticity of this Power of Attorney, please call us at 1-800-421-3880.  
Please refer to the above-named Attorney-in-Fact and the details of the bond to which the power is attached.**