



May 25, 2010

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Ms. Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol
Pierre, SD 57501

RE: Application of tw telecom data services llc for a Certificate of Authority for Telecommunication Services with the State of South Dakota

Dear Ms. Van Gerpen:

Attached for filing please find new electronic copies of the application and exhibits of **tw telecom data services llc** for a Certificate of Authority to operate as a carrier of telecommunication services within the State of South Dakota. We had previously filed **tw telecom data services llc**'s application with the Commission electronically and a hard copy via overnight delivery May 21, 2010, along with our check in the amount of \$250.00 to cover the filing fee. This material is being resubmitted due to apparent South Dakota system limitations that could not handle the files sizes of the original filing on May 21, 2010. With this filing, we have split the electronic transmission into three separate files.

Any questions you may have regarding this filing may be directed to me at (407) 740-3002 or via e-mail at cwrightman@tminc.com. Thank you for your attention.

Sincerely,



Connie Wightman
Consultant

CW/bc

Enclosures

cc: Tammy Chatfield, tw telecom
file: twtelecom - SD -Local
tms: SD11000a

BEFORE THE SOUTH DAKOTA PUBLIC SERVICE COMMISSION

APPLICATION OF

tw telecom data services llc

Pursuant to Rule 20:10:32:03 of the Commission's Telecommunications Services Rules, tw telecom data services llc submits the following application information for a Certificate of Authority for Local Exchange Service

- (1) The applicant's name, address, telephone number, facsimile number, web page URL, and E-mail address:**

tw telecom data services llc
10475 Park Meadows Drive
Littleton, CO 80124
(303) 566-1000
(303) 566-1010
www.telecom.com
Regulatory@twtelecom.com

- (2) A description of the legal and organizational structure of the applicant's company;**

tw telecom data services llc ("tw telecom" or "Applicant") is a Delaware limited liability company and a wholly-owned subsidiary of **tw telecom inc.** See Question 7 for further detail.

- (3) The name under which applicant will provide local exchange services if different than in subdivision (1) of this section;**

Same as in subdivision (1) above.

- (4) The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable;**

tw telecom data services llc does not currently have an office in the state of SD.

Registered Agent: CT Corporation System
319 South Coteau Street
Pierre, SD 57501

- (5) A copy of its certificate of authority to transact business in South Dakota from the secretary of state;**

See Exhibit A.

- (6) **A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services;**

See Exhibit B and Exhibit C.

- (7) **Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;**

See Exhibit D – The principal business address for all entities is:

10475 Park Meadows Drive
Littleton, CO 80124

- (8) **A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including:**

- (a) **Information indicating the classes of customers the applicant intends to serve;**

See paragraph below.

- (b) **Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;**

See paragraph below.

- (c) **A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and**

See paragraph below.

- (d) **Information identifying the types of services it seeks authority to provide by reference to the general nature of the service;**

See paragraph below.

tw telecom's immediate plan is to offer only private line services in South Dakota. Once sufficient opportunities to provide local exchange services are identified, **tw telecom** will begin offering an integrated private line and local exchange service, including various ancillary services such as custom calling features, long distance and Internet access. When **tw telecom** initiates provisioning of local exchange services, the company will provide services via (1) commercial wholesale agreements with authorized Competitive Local Exchange Carriers ("CLEC") to gain access to the Public Switched Telephone Network ("PSTN") and third-party 911

(8)(a – d) Continued:

networks to provide connectivity to the Public Service Answering Points (“PSAP”), (2) leased facilities from long haul and local carriers, or (3) a combination thereof. Toll services will be provided via **tw telecom**’s underlying long distance carrier. **tw telecom**, however, seeks the full range of resold and facilities-based local exchange and interexchange authority so that it can have the flexibility in provisioning services in the future. **tw telecom** only plans to provide telecommunications services to business and enterprise customers. **tw telecom** will comply with all applicable Commission rules, regulations and standards, and will provide safe, reliable and high quality telecommunications services in South Dakota. Applicant will offer services using traditional and Internet protocols to provide voice and data services that interact seamlessly with the traditional public switched network. **tw telecom** will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

(9) A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;

tw telecom seeks authority to provide basic local exchange service in all RBOC incumbent service territories of the ILECs. The local calling areas for **tw telecom**’s customers will correspond to these carriers’ exchange boundaries. **tw telecom** intends to mirror the map and legal description sections of the tariffs filed by the incumbent carriers for the exchanges it proposes to serve. **tw telecom** understands that any future modifications to these exchange boundaries or legal descriptions thereof will be binding upon it. Should **tw telecom** depart from these incumbent carriers’ areas and boundaries, it will file detailed maps and legal descriptions on an individual exchange basis with the Commission.

(10) Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of the applicant’s management personnel who will oversee the proposed local exchange services; and

See paragraph on next page.

(b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant’s ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;

See paragraph on next page.

(10)(a-b) Continued:

See Exhibit B and Exhibit E. In addition, **tw telecom** strives to deliver a consistent, valuable customer experience through local and national support. Local account representatives and customer relationship specialists work with local operations teams, central network operations centers and customer care teams to care for customers. The Customer Service Center is available during the hours of 7AM CT to 7PM CT to answer customers' questions regarding billing, order status or other non-service related issues. For maintenance or repair issues, customers can call the toll free customer service telephone number 24 hours a day, 365 days a year. **tw telecom's** toll free telephone number for customer inquiries, complaints and repair is 800-829-0420.

- (11) Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;**

When the company provides local exchange services, **tw telecom** will provide emergency 911 services via commercial wholesale agreements with third-party 911 networks to provide connectivity to the Public Service Answering Points ("PSAP"). **tw telecom** will provide directory assistance and operator assistance services via commercial wholesale agreements with third-party providers. **tw telecom** will provide access to Telephone Relay Services ("TRS") via commercial wholesale agreements with third-party TRS providers. Interexchange services will be provided via **tw telecom's** underlying long distance carrier.

- (12) For the most recent 12 month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements. The applicant shall provide audited financial statements, if available;**

See Exhibit F

- (13) Information detailing the following matters associated with interconnection to provide proposed local exchange services:**

- (a) The identity of all local exchange carriers with which the applicant plans to interconnect;**

See paragraph next page.

- (b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and**

See paragraph next page.

- (13) (a - c) A copy of any request for interconnection made by the applicant to any local exchange carrier;**

See paragraph below

tw telecom's immediate plan is to offer only private line services in South Dakota. Once sufficient opportunities to provide local exchange services are identified, **tw telecom** will begin offering an integrated private line and local exchange service, including various ancillary services such as custom calling features, long distance and Internet access. When the company provides local exchange services, **tw telecom** will provide services via (1) commercial wholesale agreements with authorized Competitive Local Exchange Carriers ("CLEC") to gain access to the Public Switched Telephone Network ("PSTN") and third-party 911 networks to provide connectivity to the Public Service Answering Points ("PSAP"), (2) leased facilities from long haul and local carriers, or (3) a combination thereof. Toll services will be provided via **tw telecom's** underlying long distance carrier.

- (14) A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services;**

Our target customers have telecommunications-intensive businesses and are comprised of enterprises, government, and other public institutions, system integrators, and carriers. We engage in direct sales in the majority of our local markets with support from our national sales organization. Some of our smaller local markets are supported by personnel in regional and adjacent areas. Our national sales organization includes sales groups focused on four types of national customers: enterprise, communications service providers, public sector and systems integrators. These teams have sales engineering and support resources. In addition to our direct sales channels, we have marketed our services through teaming arrangements focused on data products and through an indirect channel selling mainly our lower capacity and less complex integrated products. We market our services through database marketing techniques, customer seminars, advertisements, trade journals, media relations, direct mail and participation in conferences. Product information is also available at www.twtelecom.com. Our initial product offerings will be limited to our private line, VPN and Internet access services.

- (15) If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations;**

tw telecom does not intend to provide local exchange service in rural areas.

- (16) **A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;**

tw telecom is currently authorized to provide telecommunications services in Connecticut, Massachusetts, Nebraska, Pennsylvania and Rhode Island. Its affiliates are currently authorized to provide telecommunications services in Alabama, Arkansas, Arizona, California, Colorado, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, South Carolina, Tennessee, Texas, Utah, Washington, Wisconsin, and the District of Columbia. Neither **tw telecom** nor any of its affiliates have been denied authorization to provide telecommunications services in any jurisdiction. **tw telecom** and its affiliates are in good standing with the appropriate regulatory authorities in all jurisdictions in which they are certified to do business.

- (17) **The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters;**

Tammy Chatfield
10475 Park Meadows Drive
Littleton, CO 80124
Telephone: (303) 566-1390
Facsimile: (303) 542-4403
Email: RegulatoryComplaints@twtelecom.com

- (18) **Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services;**

See Exhibit G.

- (19) **Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents;**

We will only solicit customers in South Dakota where the customer already purchases services from us in another state. It is our policy to get signed service orders and/or contracts prior to service initiation.

- (20) **The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;**

None

- (21) **Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services;**

tw telecom will maintain a price list, which includes the terms and conditions of service, on its website. Printed copies will also be available upon customer request.

- (22) **Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;**

It is tw telecom's policy to provide 30-day written notice to customers via postcard, letter or bill notice/insert, whenever making material changes that would affect their rates, terms or conditions.

- (23) **A written request for waiver of those rules believed to be inapplicable;**

Not applicable

- (24) **Federal tax identification number and South Dakota sales tax number; and**

FEIN: 72-1552110

Sales Tax Number: 1022-4754-ST

- (25) **Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.**

See following exhibits.

The commission may require the production of audited financial statements and additional information to supplement that contained in the application. A company shall notify the commission of any changes in subdivisions (1), (3), (4), and (17) of this section as they occur.

Source: 25 SDR 89, effective December 27, 1998; 26 SDR 110, effective March 7, 2000; 34 SDR 67, effective September 11, 2007.

General Authority: SDCL 49-31-76.

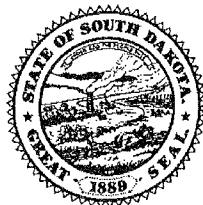
Law Implemented: SDCL 49-31-3, 49-31-12.7, 49-31-69, 49-31-76

tw telecom data services llc

Exhibit A

South Dakota Certificate of Authority

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL004948

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **tw telecom data services llc (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 27, 2010.



Chris Nelson

Chris Nelson
Secretary of State

CertAuthLLC Merge

tw telecom data services llc

Exhibit B

Technical Qualifications

Overview

tw telecom inc. (parent company of **tw telecom data services llc**) is a leading national provider of managed network services, specializing in Ethernet and data networking, Internet access, local and long distance voice, virtual private network (“VPN”), voice over Internet protocol (“VoIP”) and network security services to enterprise organizations and communications services companies throughout the U.S. and, for our Internet Protocol or “IP” VPN services, to their global locations. Our customers include, among others, enterprise organizations in the distribution, health care, finance, and manufacturing industries, state, local and federal government entities, system integrators, communications service providers including incumbent local exchange carriers (“ILECs”), competitive local exchange carriers (“CLECs”), wireless communications companies, and Internet service providers (“ISPs”). Through our subsidiaries, we operate in 75 U.S. metropolitan markets. As of December 31, 2009, our fiber networks spanned approximately 27,000 route miles, directly connecting to over 10,000 buildings served by our metropolitan fiber facilities (“on-net”) excluding inactive buildings and LEC local servicing offices.. We continue to expand our footprint within our existing markets by connecting our network into additional buildings.

We also have continued to expand our IP backbone data networking capability between markets supporting end-to-end Ethernet and VPN connections for customers, and have selectively interconnected existing service areas within regional clusters with fiber optic facilities that we own or lease. We operate in one segment across the U.S.

Telecommunications Networks and Facilities

We utilize advanced technologies and network architectures to provide a highly reliable platform for delivering high speed and high quality digital transmissions of voice, data and Internet services. Our primary transmission facilities are provisioned on fiber optic rings that provide path diversity and automatically re-route traffic when a fiber cut or other impairment occurs, thus ensuring high network availability and reliability. We use a variety of electronics in our metropolitan networks in order to meet our customers’ needs for multiple types of network applications. Our Ethernet network equipment supports Ethernet and other data and IP-enabled applications. Our core network utilizes advanced MPLS with fully redundant routers enabling us to deliver Internet traffic and VPN services to our customers. We also have a VoIP network that utilizes soft switches and gateways that are smaller and more cost effective than traditional PSTN end office switches. Our local voice markets are interconnected using a private, VoIP enabled, IP backbone. This network allows us to manage all site-to-site, or “on-net” calls, between customer locations and reduce our costs. This network architecture also supports complex disaster recovery services for customers with mission critical voice requirements. We continually evaluate new technologies, applications and suppliers to make sure that we are in step with next generation technologies.

We serve our customers from one or more central offices that are strategically positioned throughout our markets. The central offices house the transmission, switching, and Internet equipment needed to interconnect customers with each other, with the long distance carriers, and with other local exchange and Internet networks. We also install

Ethernet switches, routers, soft switches, DWDM, gateways and other digital electronics in our central offices. Redundant electronics and power supplies, with automatic switching to backup equipment in the event of equipment failure or power outages, help to protect against signal deterioration and service interruptions. In order to deliver the telecommunication services to the customer, we install electronics either in the customer's suite or in the common telecommunications room in the building occupied by the customer.

Our networks are interconnected with multiple ILECs and long distance carrier switches to provide our customers ubiquitous access to the PSTN. Our MPLS backbone also is connected to multiple networks around the nation at multiple connection points. To serve a new customer who is not in a building where we have existing facilities, we may use various transitional links, such as leased circuits from another LEC. When a customer's monthly spend increases to a sufficient level, we may invest additional capital to connect our own fiber to the customer's premises in order to accommodate the customer's bandwidth needs and to increase our operating margins. We have developed the capability to provide IP VPN service to certain of our customers' international locations through arrangements with international network providers.

Network Monitoring and Management

We provide a single point of contact for our customers and consolidate our systems support, expertise, and technical training for the network at our two network operations centers in Greenwood Village, Colorado and O'Fallon, Missouri. These two centers offer capability for redundancy and overlap coverage for our customer networks. We provide 24 hours per day, 7 days a week surveillance and monitoring of networks to achieve a high level of network reliability and performance. Network analysts monitor real-time alarm, status, and performance information for network circuits, which allows them to react swiftly to repair network trouble.

Information Technology Solutions

We continue to focus on systems that provide high business value with a solid return on investment. Our strategy is to blend the purchase of proven, commercially available software that can be tailored to our business processes, and in-house developed applications that conform to our architectural framework. Where such commercially "off-the-shelf" products are not suitable for our business needs, we employ internal resources and contract with third party integrators to develop custom applications. All of our systems must be flexible enough to conform to a rapidly changing environment, while being scalable, and easily maintained and enhanced. We have integrated several of our enterprise applications so that data flows from one to the other, in order to improve data accuracy and increase efficiency. We also use customized workflow software to manage the exchange of data in a timely manner between applications and users. As further described under "Customer Service" below, we have also developed a customer care self-help platform that uses web portal technology to provide automated customer service.

Information Systems Infrastructure

We manage our desktop technology assets centrally to ensure software compatibility between all corporate locations and field offices. Our information systems infrastructure

also provides real time support of network operations and delivers data to meet customer needs. Our systems utilize open system standards and architectures, allowing interoperability with third party systems.

Network Development and Application Laboratory

We have a laboratory located in Greenwood Village, Colorado that equipped with state of the art systems and equipment, including those we use in the operation of our local, regional and national networks. The center is designed to provide a self-contained testing and integration environment, fully compatible with our digital networks, for the purposes of:

- verifying the technical and operational integrity of new equipment prior to installation in the networks;
- developing new services and applications;
- providing a realistic training environment for technicians, engineers, and others; and
- providing a network simulation environment to assist in fault isolation and recovery.

Billing Systems

We have licensed software from outside vendors for end user billing that operates on our own equipment and have contracted with the billing vendor for operations support and development. In addition, we have a service bureau arrangement with another vendor for interconnection billing.

tw telecom data services llc

Exhibit C

Affiliate Profile

Name of Legal Entity Authorized to Provide Telecom Services	tw telecom inc. (previously held international authority) and tw telecom holdings inc. (holds all authority and filings are made by tw telecom holdings inc.)
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>History</p> <ul style="list-style-type: none"> Time Warner Communications granted Section 214 authority via DA97-327, ITC 96-688, effective 2/7/97 – but limited to resale and did not include US West area Time Warner Telecom Inc. filed a 214 application on 9/27/00 and was granted international authority on 10/27/00 Time Warner Telecom requested authority to discontinue portions of GST service, post asset acquisition, which was granted in CA 01-1448 (6/18/01) Xsp Communications domestic authority (Section 214) transferred to Time Warner Telecom, Inc. in WC Docket No. 06-158, DA 06-1623 (effective 9/15/2006) Xsp Communications International authority (Section 214) transferred to Time Warner Telecom in ITC-T/C-2006-0801-00377 E, DA 06-1899 (date of action 9/15/2006) Name changed on international authority to tw telecom via ITC-214-2000-00927-00570, DA 08-1584 (informative 7/1/2008) Pro forma assignment of International 214 Authority from tw telecom inc. to tw telecom holdings inc. ITC-214-20000927-00570 Date of Action: 12/09/2009 Domestic 214 applications no longer applicable
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom data services llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Connecticut Current Certificate: Approved Granted in Docket Number: 08-10-27 (02/18/2009) Massachusetts Current Certificate: Registration Complete (10/21/2008) Expanded CLEC (03/15/2010) Nebraska Current Certificate: Approved Granted in Docket Number: C-4225 (04/27/2010) Pennsylvania Current Certificate: Approved Granted in Docket Number: A-2008-2075535 (01/22/2009) Rhode Island Current Certificate: Approved Granted in Docket Number: 4157 (4/13/2010)</p>
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of alabama llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Docket Number: 28653</p> <p>History:</p> <ul style="list-style-type: none"> Xspedius granted authority in dockets: 28650, 28652, 28651, 28653 (order dated 9/10/02) Xsp entities were consolidated and name changed to Time Warner Telecom in docket 28653 (order dated 7/20/07) Time Warner Telecom name was changed to tw telecom in docket 28653 (order dated 5/13/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of arizona llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>History:</p> <ul style="list-style-type: none"> Xspedius was granted authority in dockets: T-04112A-02-451 and T-0411A-02-0452 GST had its own authority, which was acquired by/transferred to Time Warner Telecom in docket: T-03943A-00-0782 (12/14/00) and T-03155A-00-0782 (1/10/01) – decision 63262 Time Warner Telecom and Xsp consolidated the certificates/Xsp assets into Time Warner Telecom in T-03943A-07-0205; T-04112A-07-0205; T-04113A-07-0205, cancelling the Xsp certificates – decision 70057 (12/4/07) Time Warner Telecom gave notice of the name change to tw telecom in docket t-30943A-07-0205 (5/14/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of arkansas llc
Certificate of Authority to Operate as a	Current Certificate/Docket Number: 02-108-U

Telecom Carrier (CPCN)	<p>History</p> <ul style="list-style-type: none"> Xspedius was granted authority in dockets 02-109-U (10/10/02) and 02-108-U (10/9/02) Xsp entities were consolidated (02-109-U was cancelled) and the name changed to Time Warner Telecom in same dockets 12/13/07 Time Warner Telecom name changed to tw telecom in noticed filed with commission on 5/13/08, docket 02-108-U
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of california l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>CPUC Utility # U-5358-C</p> <p>History:</p> <ul style="list-style-type: none"> Time Warner Telecom was granted Authority by decision 96-11-007 (11/6/96) CPUC granted several CLECs, including TWTC, authority via decision Number: 99-03-050 (3/18/99) Name changed to tw telecom via advice letter 388 filed 6/10/08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of colorado llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Docket Number: 07A-248T, Decision C07-0730</p> <p>History</p> <ul style="list-style-type: none"> Time Warner Telecom was granted authority via Docket Number 00A-440T, Decision C00-1053 (9/20/00) Time Warner Telecom authority was revised in docket 04A-055T, decision 04-0241 to remove the requirement to serve residential customers. Xspedius had authority via docket numbers 02A-334T, 02A-355T, decision C02-0725 Assets of Xsp consolidated into TWTC and Xsp authority was cancelled in docket 07A-248T, decision C07-0730 (8/28/07) Name changed to tw telecom via notice filing on 5/29/08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of d.c. llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Number 12577</p> <p>Granted in Docket Number: TA02-10-11(10/23/02)</p> <p>History:</p> <ul style="list-style-type: none"> Xsp granted authority in docket TA02-10-11 (10/23/02) Notice of Name Change from Xsp to Time Warner Telecom filed at the PSC on 7/17/07 Notice of name change to tw telecom filed at the PSC on 6/26/08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of florida l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Utility Company Code TA013</p> <p>Certificate Number 3167 (Local) and 5327 (IXC)</p> <p>History:</p> <ul style="list-style-type: none"> Time Warner AXS was granted authority on 4/12/93. IXC Certificate #5327 on 3/18/98; CLEC Certificate #3167 Name changed to Time Warner Telecom via Docket 990570-TP, Order 99-1256 (6/25/99) Xsp was granted authority via docket Xsp cpcn 020535-TP Xsp was consolidated into Time Warner Telecom – see orders on 7/27/07 and 8/13/07 dockets 070329, 070330, 070331 Xsp certificates were cancelled via docket 080126-TP, order no. PSC-08-0310-PAA-TP (5/13/08) Name changed to tw telecom in docket 080259-TA (6/26/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of georgia l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Number R-0770, L-0228 Granted in Docket Number: 12978 and 13071</p> <p>History:</p> <ul style="list-style-type: none"> Time Warner Telecom was granted authority - Interim

	<p>Certificate No. L-0228 (11/21/00)</p> <ul style="list-style-type: none"> • Xsp had its own authority - 15644-U, 15649-U, 15645-U, 15648-U (certificate number X-1054, X-1055, L-0309, L-0310) • Xsp authority was transferred to TWTC and consolidated via letter order in docket 15645 (6/7/07) • Name changed to tw telecom in orders 12978-u (5/21/08) and 13071-u (5/21/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom hawaii l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Granted in Docket Number: 05-0232, decision 22203 (12/29/05)</p> <p>Name change to tw telecom: notice filed 5/16/08</p>
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of idaho llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Company Identifier: TWT-T http://www.puc.state.id.us/internet/UIS_public_clec.html Current Certificate Number: 337 Granted in Case Number: TWT-T-00-1 (12/5/00) Name changed to tw telecom: notice filed on 5/9/08</p>
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of illinois llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Docket Number: IXC -00-0222 (7/19/2000); Local -05-0612 (12/13/05) Name changed to tw telecom: notice filed on 6/9/08</p>
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of indiana l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Docket Number: 41513, 41014, 40825 Name changed to tw telecom: approved 5/12/08 – FB0804-2 and RS0804-1</p>
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of kansas city llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Kansas Granted in Docket Number: see consolidation dockets History:</p> <ul style="list-style-type: none"> • Xsp was granted authorization in dockets: 03-XSST-052-COC, 02-XMCC-980-COC, 02-XMCT-981-COC • Xsp consolidated certificates into one entity and change the name to Time Warner Telecom in 08-XMCT-130-CCN; 08-SMCT-161-COC (9/11/07 and 9/20/07) • Name changed to tw telecom via docket 08-XMCT-1011-CCN (5/29/08) <p>Missouri Granted in Docket Number: see consolidation docket Case CA-2007-0473 History:</p> <ul style="list-style-type: none"> • Xsp KC was granted authorization in Case CA-2007-0473 (8/11/07) • Xsp KC name was changed to Time Warner Telecom and Xsp entities consolidated in Case TM-2007-0472 (8/11/07) Xsp management and other Xsp entities certificates were cancelled (due to Xsp KC grant/consolidation in CA-2007-0473) in Case TM-2007-0472 (10/1/07) • Name changed to tw telecom via case CN 2008-0363 (6/18/08) • Waivers were granted for certain reporting requirements in Case CE-2009-0176 (12/11/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of kentucky llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Registration - see registration on KPSC website History:</p> <ul style="list-style-type: none"> • Time Warner Telecom granted authority in docket: 96-492 • Xsp was granted authority in dockets: T63-0785, T63-0787, T63-0786

	<ul style="list-style-type: none"> Consolidated all operations into Xspedius and changed name to Time Warner Telecom. Filed a notice with the PSC on 9/7/07. Changed name to tw telecom and filed notice with PSC on 4/22/08.
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of louisiana llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Number: TSP00617-A Granted in Docket Number: S-30161</p> <p>History:</p> <ul style="list-style-type: none"> Xsp granted authority – certificates TSP00486A, 487A, 485A and 490A Consolidated Xsp entities, cancelled Xsp certificates, renamed entity Time Warner Telecom and issued new certificate (TSP00617-A) in docket S-30161 (10/9/07) Changed name to tw telecom and new certificate was issued on 5/1/08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of maryland llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Number: See Xsp to TWTC name change</p> <p>History:</p> <ul style="list-style-type: none"> Xspedius was granted authority in dockets 83707, 84070, 84071, 84240, 84330, 84354, 84604, 84811, 84812, 84857, 85086, 85350, 85450, 85451, 85567, 85568, TE-6119 Xspedius entities were consolidated. Letter from the Commission on 7-25-07, ML#106407, 106657, TE-9106 Xspedius entities were renamed Time Warner Telecom. Commission approval letter 6-11-08, ML#109544, 110531, 110563, 110780, TE-9417 Name Changed to tw telecom: 6/30/08 letter approval from commission, ML#111370, TE-9552
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of minnesota llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate</p> <ul style="list-style-type: none"> Granted to Time Warner Telecom of Minnesota on 1-17-01 in docket no. P-5981/NA00-1530. Name change approved to tw telecom on 5-6-08 in docket P-5981/M08-398
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of mississippi llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Number: TC123199100 and TC 123199101 Granted in Docket Number: 2007-US-165</p> <p>History:</p> <ul style="list-style-type: none"> Time Warner Telecom Mid-South authority granted in docket 03-UA-0406 (8/28/03) Xsp granted authority in dockets 02-UA-400 and 02-US-401 (8/21/02) Consolidated Xsp and Time Warner Telecom entities into Xsp Jackson in docket 2007-UA-165 (8/1/07), cancelled remaining certificates. Changed name to Time Warner Telecom in 2007-AD-423 (9/12/07) Changed name to tw telecom in docket 2008-AD-204 (5/15/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of nevada llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in docket 08-0411, CPC 2717 Sub 3</p> <p>History</p> <ul style="list-style-type: none"> Time Warner Telecom was granted authority in CPC 2594. Authority cancelled in Docket 07-10028 (12/31/07) Xspedius had authority via CPC 2718. authority cancelled in docket 07-10027 (12/31/07) Assets of TWTC and Xsp consolidated into Xsp Management under CPC 2717, and name changed to Time Warner Telecom. CPC 2717 Sub 1 docket 07-11004 (1-7-08) CPCN replaced on 4-3-08 in accordance with legislative

	<p>streamlined regulatory treatment, CPC 2717 Sub 2 replaces CPC 2717 Sub 1, docket 08-02029 (4-3-08)</p> <ul style="list-style-type: none"> Name changed to tw telecom – new CPCN issued 2717 Sub 3, docket 08-04011, 6/9/08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of new jersey l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Number: TE98121438</p> <p>History:</p> <ul style="list-style-type: none"> TWTC NJ granted authority in docket no. TE98121438 on 7-28-99 Name Changed to tw telecom: 7-27-08 notice letter to commission
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of new mexico llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Utility Case No. 3509</p> <p>History</p> <ul style="list-style-type: none"> Time Warner Telecom was granted authority, transferred from GST, in Utility Case No. 3509 (12/5/00) Xspedius had authority via undocketed proceedings Assets of Xsp consolidated into TWTC and Xsp authority was cancelled via letter acknowledgment from commission 7-27-07 Name changed to tw telecom – commission acknowledged on 6-3-08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of new york l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate issued in case 98-C-0593</p> <p>History:</p> <ul style="list-style-type: none"> Authority granted/transferred to Time Warner AXS of New York in Case 93-C-0899 (6-28-95) Certificate transferred to and Name changed to Time Warner Telecom in case 98-C-0593 (4-23-98) Name Changed to tw telecom via notice filing on 4-10-08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of north carolina l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Granted in Docket Number P-472</p> <p>History:</p> <ul style="list-style-type: none"> Time Warner Communications authority granted in docket P-472 (3/19/96) Name changed to Time Warner Telecom via notice filing on 3-5-99 Xsp granted authority in docket P-1202 Sub 0 and 1 Xsp transfer of control to TWTC approved in Docket P 1201 Sub 7 (9/29/06) Proforma notice that Xsp assets transferred to TWTC NC filed on 7/17/07 Xsp certificates cancel in docket P-1202 sub 8 on 8-3-07 Changed name to tw telecom via notice filing on 6-13-08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of ohio llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Docket Number: 08-1191-TP-ACC, Cert #90-9011</p> <p>History</p> <ul style="list-style-type: none"> Time Warner AXS granted authority (1993) Purchased MetroComm and consolidated 93-0840-TP-ATC (7/1/93), canceling one certificate and retaining one for tax reasons Name changed to Time Warner Communications – 1993?1994? Name Changed to Time Warner Telecom in 98-1142-TP-CAN (9/12/98) Cancelled Metrocom CPCN 90-9066 in docket 03-2519-TP-ATC (2/12/04) Name changed from L.P. to LLC (1/29/04) 03-2542-TP-ACN Name changed to tw telecom, 6/26/08 – 08-591-TP-ACN Modifications to serving area – 08-1191-TP-ACC
Name of Legal Entity Authorized to	tw telecom of oklahoma llc

Provide Telecom Services	
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Certificate Granted in Docket Number: PUD 2007 00220 Order No. 548233 (12/2/07)</p> <p>History:</p> <ul style="list-style-type: none"> • Xsp granted authority in Cause No. PUD 200200303 Order No. 46867 (10/14/02) • Consolidated Xsp entities into Xsp Tulsa and renamed entity Time Warner Telecom. Cause No. PUD 200700220, Order No. 548233 (12/2/07) • Changed name to tw telecom PUD 2008-00130 5/1/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of oregon llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Company Identifier: 7836</p> <p>Current Certificate Granted in Docket Number: CP 871 Order No. 00-750 (11/21/2000)</p> <p>History</p> <ul style="list-style-type: none"> • GST granted authorization in Order No. 97-084, Docket CP 181 and Order No. 98-186, Docket CP 428 but retained its authority rather than transferring to Time Warner Telecom • Time Warner Telecom granted authority in Order No. 00-750, Docket CP 871 (11/21/2000) • Name changed to tw telecom effective 03/12/2008 in notice filed on 05/28/2008
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of south carolina llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Authority Granted in Docket 2000-505-C, Order No. 2008-413(A) for authority to provide facilities based, resale and IXC service</p> <p>History:</p> <ul style="list-style-type: none"> • Time Warner Telecom of South Carolina LLC was granted authority on 1/31/01 via Order 2001-93 • Xspedius certificates were granted in dockets 2002-230-C, 2002-226-c, 2002-228-c, 2002-229-c, 2002-227-c – consolidated into one docket and issued via order no. 2002-622 (9/4/02). After merger into Time Warner Telecom of South Carolina LLC, the certificates were cancelled via order 2007-749 (10/23/07). • Name changed and certificate granted to tw telecom in docket 2000-505-C (6/19/2008), Order No. 2008-413(A)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of tennessee llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>CLEC ID: 72294</p> <p>Authority Granted in Docket 08-00074 (7-9-2008 name change)</p> <p>History:</p> <ul style="list-style-type: none"> • Time Warner Axs was granted authority on 6/27/95 in docket no. 93-02890 • Name changed to Time Warner Communications on 10/1/96 in docket 96-01410 • Name changed to Time Warner Telecom on 4/6/99 in docket 99-00165 • Name changed from Midsouth LP to Midsouth LLC on 1/24/03 in docket 02-01296 • TWTC and Xsp holding company merger approved 11/15/06 in docket 06-00206 • Xspedius held certificates which were transferred to TWTC and cancelled in docket 07-00143 on 10/4/07 • Name changed and certificate granted to tw telecom in docket 08-00074 (7/9/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of texas llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>SPCOA – Service Provider Certificate of Operating Authority: No. 60124</p> <p>Last amended in Docket No 35558 (5/13/08) for tw telecom name change</p> <p>History:</p>

	<ul style="list-style-type: none"> • Xsp granted authority as SPCOA 60105– • Consolidated Xsp authority under Time Warner Telecom, relinquished Xsp SPCOA and expanded TWTC authority statewide in Docket No. 34329 (6/27/06) • Amended order in docket no. 34329 (7/2/07) to reflect TWTC is an LLC in Texas now – not an LP • Changed name to tw telecom on SPCOA in Docket No 35558 (5/13/08)
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of utah llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Authorization – granted in Docket 08-2351-01 (7/15/08 tw telecom name change order)</p> <p>History</p> <ul style="list-style-type: none"> • Time Warner Telecom granted authority in docket 00-2351-01 (12/11/00) • Name changed to tw telecom in docket 08-2351-01
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of virginia llc (a Virginia LLC , not Delaware)
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Authorization - Certificates T-592d (local) and TT-182E (IXC) in Case No. PUC 2008-00029 (4/17/08)</p> <p>History</p> <ul style="list-style-type: none"> • Xsp Management Co. of Virginia LLC granted Certificate T-592 for local (10/23/02) and Certificate No. TT-182A for IXC in Case No. PUC-2002-00122 • Name changed to Xsp Mangement Co of Virginia, Inc. and old certificates cancelled and new ones issues – T-592A and TT-182B (3/10/05) in Case No. PUC-2005-00036 • Name changed back to an LLC, certs cancelled and reissued in Case No. PUC-2007-00018, new certs T-592b and TT-182C • Name changed to Time Warner Telecom of Virginia LLC, certs cancelled and reissued in Case No. PUC-2007-00071, T-592c and TT-182D (9/23/07). • Name changed to tw telecom in Case No. PUC-2008-00029 (4/17/08) and certs cancelled and reissued as T-592d and TT-182E
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of washington llc
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Current Authorization – granted in Docket UT-001501 (10/25/2000)</p> <p>History</p> <ul style="list-style-type: none"> • Time Warner Telecom granted authority in docket UT-001501 (10/25/200) granting registration and competitive classification • Name changed to tw telecom – notice filed with the commission on 5/20/08
Name of Legal Entity Authorized to Provide Telecom Services	tw telecom of wisconsin l.p.
Certificate of Authority to Operate as a Telecom Carrier (CPCN)	<p>Granted in Docket Number: 5912-NC-101 (11/9/98)</p> <p>History</p> <ul style="list-style-type: none"> • Time Warner Comm of Milwaukee granted authority in docket no. 5912-NC-100 (3/28/96) • Filed expansion of service territory to include Ameritech and GTE – Docket No. 5912-NC-101 (11/9/98) with name change to Time Warner Telecom of Wisconsin • Name changed to tw telecom, 4/8/08 – notice filed with Commission

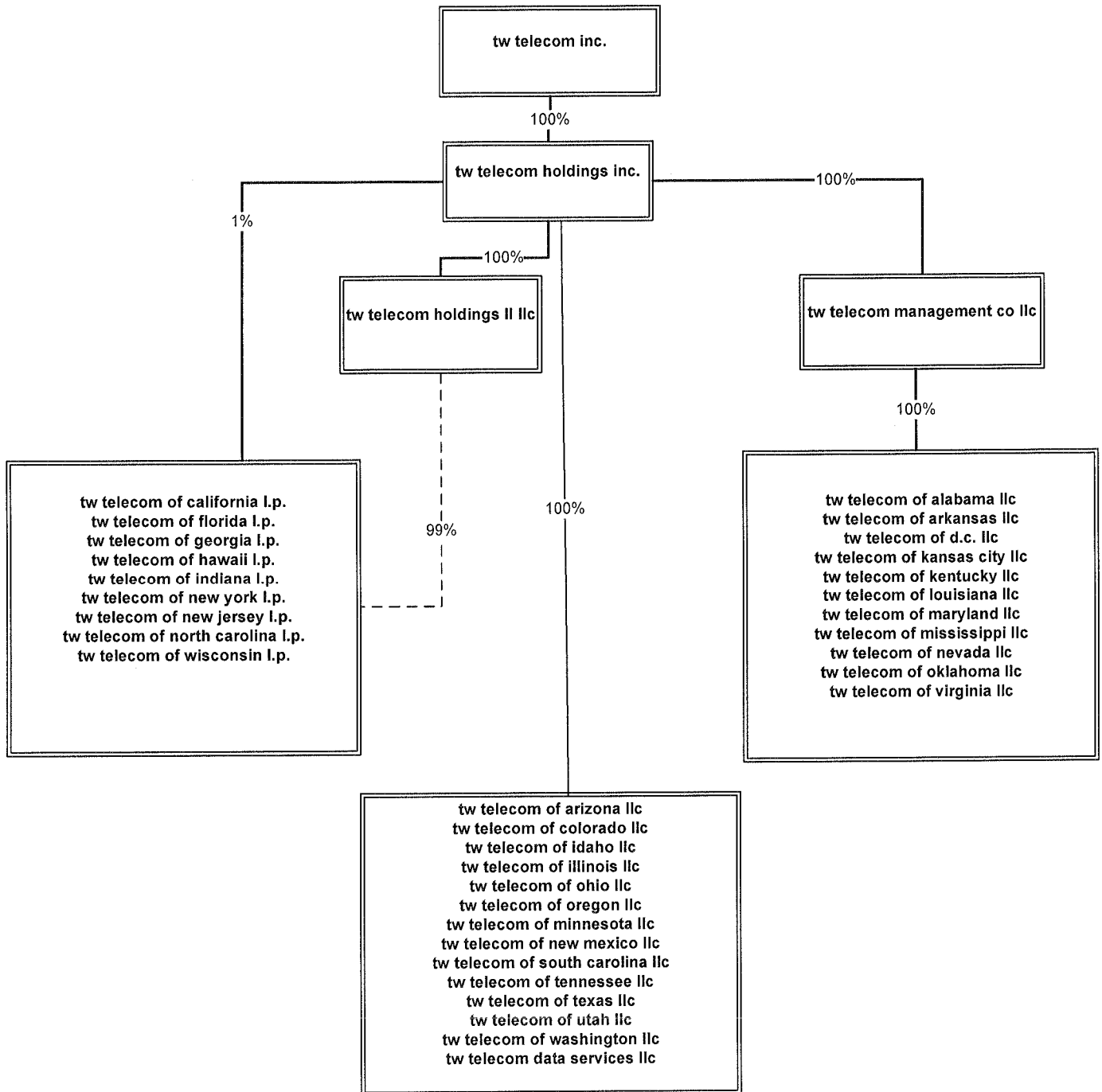
tw telecom data services llc

Exhibit D

tw telecom inc.

Organization Structure Chart

tw telecom inc.
Organization Structure
September 2008



tw telecom data services llc

Exhibit E

Managerial Qualifications



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Meet Our Management Team

We have assembled an experienced team of industry leaders who understand the market place, our customers, and what it takes to successfully operate a successful telecom company.



Larissa L. Herda
Chairman, CEO and President
tw telecom inc.
(Nasdaq: TWTC)

Ms. Larissa Herda took the helm of **tw telecom inc.**, as President and CEO, on June 22, 1998. She was elected Chairman of the **tw telecom inc.** Board of Directors effective June 7, 2001, and currently holds the title of Chairman, President and CEO. Ms. Herda served as the company's Senior Vice President of Sales and Marketing from March 1, 1997 until her appointment as chief executive.

Under Ms. Herda's direction, **tw telecom** introduced comprehensive data, voice over IP and metro Ethernet products; expanded its optical network footprint and regional connectivity between cities; launched switched telephone services; built a national IP backbone; and made three acquisitions -- a regional Internet service provider and two competitive local exchange carriers (CLECs). Ms. Herda has raised approximately \$5 billion in the public and debt markets, including a \$290 million IPO, since becoming **tw telecom** President and CEO.

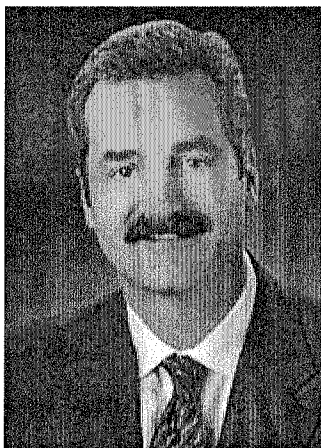
Recognized for her business efforts and leadership in the community, Ms. Herda was named Ernst & Young Entrepreneur of the Year for the Rocky Mountain Region and the Denver Business Journal CEO of the Year. She also received the "Swede" Johnson Hope Award presented by the Colorado Chapter of the National Multiple Sclerosis Society and the Women of Distinction Award from the Girl Scouts of America. Most recently, she was named Telecom Executive of the Year by the Denver Telecom Professionals and 2007 North American Business Communications Services CEO of the Year by Frost and Sullivan.

Ms. Herda was named to the Economic Advisory Council of the Federal Reserve Board of Kansas City in 2006. She is a member of the advisory board at the Leeds School of Business at the University of Colorado and is also a member of the community advisory board of SungateKids, a local children's advocacy center helping abused children and their families.

Ms. Herda is a graduate of the University of Colorado.

John T. Blount

John Blount was appointed Chief Operating Officer in June 2005. Mr. Blount oversees the company's business goals, operational efficiencies, and market development. In addition, Mr. Blount is responsible for new product development, sales and customer service. Prior to then, he was Executive Vice President Field Operations and was responsible for double digit enterprise growth and implementation of our Internet strategy and data product portfolio. From 1998 to 2000, Mr. Blount was the company's Senior Vice President of Sales. From January 1997 he was Regional Vice President for the Midwest and Southwest regions; and Milwaukee's Vice President and General Manager from January 1996. Before joining the company, Mr. Blount held various sales positions at US WEST, inc., starting in 1988, including Director of Sales for US WEST Interprise in Minneapolis, and Sales and Service Manager for South Dakota.



Mark A. Peters

Mark Peters is Executive Vice President and Chief Financial Officer. He joined **tw telecom** in 1998 and became CFO in 2005.

Mr. Peters is responsible for the company's finance functions, including tax, financial planning, treasury, accounting, capital allocation, procurement, internal audit, and investor relations. Mr. Peters' prior experience includes serving in executive financial positions at public and private telecommunications, Internet, and wireless service providers. Early in his career, Mr. Peters was a Certified Public Accountant at an independent accounting firm and was an internal auditor at a large media company. Mr. Peters is a graduate of the University of South Dakota.



Paul B. Jones

Paul Jones is Executive Vice President -- General Counsel and Regulatory Policy for **tw telecom inc.**

Mr. Jones previously served as Senior Vice President - Corporate Development for Time Warner Cable Ventures and was Senior Vice President and General Counsel for Warner Cable Communications. Prior to joining Warner Cable, Mr. Jones served as Vice President, Strategy and Development for CBS, inc.'s publishing group. In 2004, President George W. Bush nominated Mr. Jones to serve a 5 year term on the IRS Oversight Board as one of the Board's "private life members." In 2006, the IRS Oversight Board elected Mr. Jones to serve as its Chairman.

A native of Worthington, Ohio, Mr. Jones earned a Bachelor of Arts degree from Yale University in 1968 and a Juris Doctorate degree from Yale in 1972.



Michael A. Rouleau

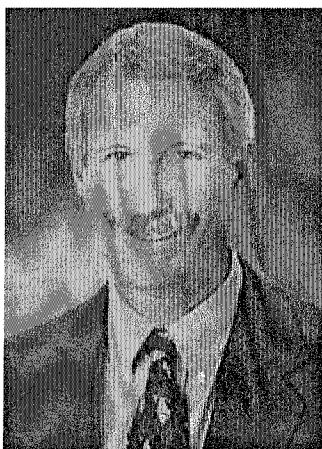
Michael Rouleau serves as Senior Vice President - Business Development and Strategy, and has been with **tw telecom** since November 1999. His extensive experience in the telecom and data communications industries resulted in the successful implementation and delivery of many advanced and innovative products. In his current position, Mr. Rouleau is responsible for developing **tw telecom's** strategic direction and integrating new services and technologies over the next several years. Prior to joining the company, he spent 15 years with US WEST where he was responsible for the development,



deployment and management of data, Internet and DSL businesses.

Robert W. Gaskins

Robert Gaskins has served as Senior Vice President - Corporate Development and Strategy since January 2003. In this position, he oversees the company's business strategy evolution and goals formation, and the development of strategic business opportunities. Mr. Gaskins was previously Vice President of Corporate Development from 2001 through 2002; Vice President of Operations Planning, Development and Implementation from 1998 through 2000; and Vice President of New Operations from 1993 through 1997. From 1979 to 1993, he held various financial management positions with Time Warner Cable.



Jill R. Stuart

Jill Stuart was appointed Sr. Vice President Accounting and Finance, and Chief Accounting Officer in April 2005. Ms. Stuart is responsible for all aspects of accounting, financial planning and analysis. Prior to then, she was Vice President Accounting and Finance, and Chief Accounting Officer. Ms. Stuart joined the company in 1994 with more than 20 years of financial management experience with communications and cable companies. Earlier in her career Ms. Stuart was a Certified Public Accountant with a Big 4 Public Accounting firm.



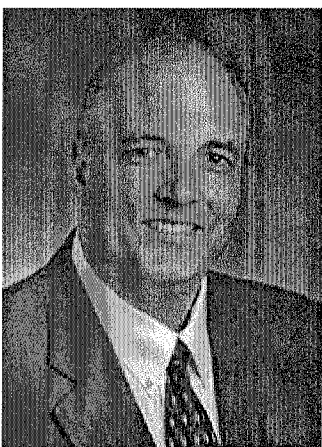
Steve Hardardt

Steve Hardardt is Senior Vice President- Human Resources and Business Administration and joined **tw telecom** in 2007. Prior to joining **tw telecom**, Steve was employed by Johns Manville Corporation as Vice President- Human Resources & Communications for their Building Products Division. Previously, Steve held HR leadership roles with several industry leading companies including Honeywell, Monsanto, Hasbro, Frito-Lay and Dow Jones & Company. Steve earned his BS degree from Cornell University's School of Industrial and Labor Relations.



Graham Taylor

Graham Taylor was appointed Senior Vice President Marketing for **tw telecom** in 2009. He served as Senior Vice President Sales and Marketing since 2006. Mr. Taylor currently oversees product development and management, field and segment marketing, offer management, market research, and sales engineering. Prior to joining **tw telecom**, he has held a variety of executive positions at Teleport Communications Group, Logix Communications as well as sales and marketing experience with VMX Corporation and ITT World Communications. A New Jersey native, Mr. Taylor is a graduate of Rider University.



Harold W. Teets

Harold W. Teets was appointed Senior Vice President-Information and Network Technologies for **tw telecom** in 2006. Mr. Teets oversees the company's Information Technology, Network Technology and Technology Operations groups, which support the corporate network engineering, technology assessment, systems development, systems operations, billing management, revenue assurance, network management systems development and network management systems. Prior to joining the company, he was Chief Technology Officer at Xspedius Communications. Mr. Teets has held executive level technology leadership roles with several industry leading companies including AT&T Canada, MCI, Brooks Fiber, Conversent Communications, Looking Glass Networks and MFS. Mr. Teets earned his BS degree in Computer Science from LaSalle University.



Marc Willency

Marc Willency was appointed Sr. Vice President Corporate Operations in April 2007. Mr. Willency is responsible for our operation centers including provisioning, service assurance and customer service. Prior to then, he was vice president Customer Care as well as leading the Customer Network Solutions and Services departments. From 1999 to 2005, Mr. Willency oversaw the creation and development of several functional support teams including sales engineering and field market management. Prior to joining the company in 1997, Mr. Willency held a leadership position at a large Midwestern Internet services



company. Mr. Willency is a graduate of Western Michigan University.

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