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April 12-15, 2015
Gaylord Palms, Orlando, FL



**Wednesday, April 15 • 8:30 a.m. to Noon
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Practical Magic: Realizing Ancillary Benefits from Mergers and Acquisitions

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Whether it is a union of major industry players or a small, unheralded transaction, a merger or acquisition has potential advantages that are often delayed or never realized. Technologies Management, Inc. will bring together experts who will examine the practical “downstream” impacts of mergers and acquisitions, helping identify the hurdles that make it difficult to realize all the benefits and providing useful suggestions to move the process forward.

Introduction

Connie Wightman, President, Technologies Management, Inc.

Panel 1: Defining the Transaction

A company embarks on an acquisition process with specific goals in mind. But how do those goals shape the nature of the transaction? This panel of professionals with expertise in telecom mergers and acquisitions will explore how to qualify identified targets that meet the stated objectives and structure the transaction effectively. In addition, panelists will discuss how a company can position their organization to become a desirable qualified acquisition target.

Moderator: Carey Roesel, Vice President and Consultant, Technologies Management, Inc.

Speakers:

Mike Gallagher, Partner, Eldora Partners

Richard Lukaj, Senior Managing Director, Bank Street Group

Mike Newkirk, CTO, Access Point, Inc.

Vincent Paladini, Senior Counsel, Regulatory, Time Warner Cable

Melker Sandberg, Managing Director, FTI Consulting

Panel 2: The Regulatory Transaction

How do the transaction and integration plans impact regulatory strategy and due diligence (and vice versa)? Panelists will address how to develop a sound regulatory strategy that supports the goals of the transaction. These experts also will discuss how the transaction drives the state and federal regulatory approval process and determines regulatory obligations.

Moderator: Amy Gross, Regulatory Policy Consultant, Technologies Management, Inc.

Speakers:

Rochelle Jones, former Vice President, Regulatory tw telecom/Level 3 Communications

Mike Shultz, Vice President, Regulatory and Public Policy, Consolidated Communications

Sharon Thomas, Vice President, and Consultant, Technologies Management, Inc.

Mary Whiting, Director, Regulatory Compliance, EarthLink

Panel 3: Post-Transaction Synergy

Assuming the transaction meets the corporate “big picture” strategy, how can the parties to a merger or acquisition realize the full potential of life, post-transaction? Panelists will discuss the benefits of integrating networks, billing and operating systems, rates and tariffs, and the challenges of doing so. This group also will explore the costs of not integrating and why it is so important to complete the tasks.

Moderator: Debbie Gainor, Consultant, Technologies Management, Inc.

Speakers:

Don Eben, CEO, TXW

Ben Edmond, Chief Revenue Officer, Global Capacity

Brian Gustas, Vice President-Corporate Development and Wholesale Services, Impact Telecom

Sharon Warren, Consultant, Technologies Management, Inc.

Speaker Biographies

Don Eben, CEO, TXW

Don Eben is a forward-thinking business leader and seasoned executive with more than 20 years of experience in IT and telecommunications. He is well versed in the areas of network planning and optimization, vendor and cost management, implementation, and strategic sales support. He also maintains a proven track record of growing business teams while increasing operations efficiency and achieving greater bottom-line results. Prior to founding TXW, Eben served as President and COO of Lone Star Corporate Services, where he was responsible for overall direction and day-to-day operations of the company. During his tenure the company significantly expanded its U.S. engineering and professional services offerings, resulting in increased sales and brand awareness. Eben also served as the vice president of Network Planning and Vendor Management for Matrix Telecom, and director of Network Planning for Paetec, Inc. and McLeodUSA. Before joining McLeodUSA, he held various network planning roles at both WiTel Communications and WorldCom. He earned an M.B.A. from Oklahoma City University and a B.S. in Electrical Engineering and Mechanical Engineering from John Brown University.

Ben Edmond, Chief Revenue Officer, Global Capacity

Ben Edmond is chief revenue officer at Global Capacity, with responsibility for all aspects of Global Capacity's revenue generation, including sales and marketing. Edmond has more than 15 years of experience in the telecommunications industry, encompassing broad expertise in the areas of sales, marketing and managerial experiences. He joined Global Capacity in 2012. Prior to joining Global Capacity, Edmond was president of Sales and Marketing at FiberLight, where he led a national carrier and enterprise sales team in 15 metro markets and conducted daily operations in customer and account development and service, as well as implementation of product development and all marketing activities. Earlier in his career, Edmond owned Telecom Inventory, a consulting firm focusing on services for large enterprises requiring better access and use of telecommunications information. Edmond's telecom experience includes eight years with Xspedius

Communications (formerly ACSI), where he held several leadership positions. Edmond earned an M.S. in International Business from St. Louis University and a B.S. in International Business & Finance from Northeastern University.

Deborah Gainor, Consultant, Technologies Management, Inc. (TMI)

Deborah Gainor joined TMI in September 2014 as a member of the firm's consulting team. Prior to joining TMI, Gainor held several positions of distinction with CenturyLink, including area operations manager, managing local operations, sales, customer and community relations; and as director of Long Distance, overseeing the migration of long-distance traffic from two acquired companies and migration from TDM to IP switching infrastructure. Gainor's areas of expertise include identifying and implementing cost savings and selecting/deploying software applications, as well as negotiating and securing network vendor contracts and ILEC interconnection agreements.

Mike Gallagher, Partner, Eldora Partners

Mike Gallagher is a 25-year telecommunications industry veteran who has the rare ability to both operate complex entities and devise strategic direction. From 1998 to 2007, Gallagher was the founding CEO of FDN Communications, which merged into NuVox Communications and was successfully sold to publicly traded Windstream in 2010. He then became a board member at NuVox and ran the combined companies' sales organization until the Windstream transaction. Metro Access Networks (MAN) was Gallagher's first entrepreneurial endeavor and immediately preceded FDN Communications. He co-founded and ran this Texas focused local fiber venture, which built more than 300 metro fiber route miles in the Dallas/Fort Worth, Austin, San Antonio and Houston markets. MAN was founded in 1993 with a \$40 million equity investment from CenturyLink and was sold in 1997 to Brooks Fiber Properties, netting investors an eventual 8x return. The early part of Gallagher's career was spent in direct sales, selling data or metro fiber networks to Fortune 1000 customers. He worked at Williams Telecommunications (Wiltel) from 1988 to 1993, and prior to that, he worked at Intermedia Communications, which along with MFS Communications, was one of the country's first

competitive access providers. Gallagher earned a degree in Mathematics and Physics from Rollins College and has attended a certificate level course in Data Communications from Washington University. He currently is serving on the board of publicly traded backup power firm C&D Technologies and is the owner of a telecom-focused consulting firm, Eldora Partners.

Amy Gross, Regulatory Policy Consultant, Technology Management, Inc. (TMI)

Amy S. Gross serves as regulatory policy consultant and in-house counsel for TMI, working in concert with all TMI departments and having responsibility for overseeing the regulatory and legal contents of TMI's services and numerous nationwide publications. In addition, she monitors rule changes, docket activity, and legislative activity at the FCC and all 50 states, and provides in depth, customized research on regulatory issues. Prior to joining TMI in 1998, Gross served as vice president and general counsel to AMNEX, Inc., representing the company and its subsidiaries before state and federal regulators and federal courts on a variety of issues of importance to the competitive interexchange and public communications industries. Gross is a member of the COMPTTEL Regulatory Affairs Committee, and served for seven years on the COMPTTEL Board of Directors and three years on the Executive Committee. Her prior 19 years of experience includes employment with NYNEX Service Company, Bell Communications Research, Inc. and the National Telephone Cooperative Association.

Brian Gustas, Vice President - Corporate Development and Wholesale Service, Impact Telecom

Brian Gustas has more than 25 years of telecommunications industry leadership experience in executive management, operations, merger and acquisition and sales. Prior to joining Impact, Gustas spent nearly eight years in a variety of business development, sales and operational leadership roles with Matrix Telecom. In conjunction with Matrix's purchase of Excel Telecommunications in 2010, he became senior vice president of Sales and Business Development, where he was responsible for the direction and management of all wholesale sales and general business development operations, such as strategic partnerships, merger and

acquisition due diligence and acquisition integrations. Gustas was president and CEO of Zenex Communications Inc. from 1999 to 2002 and helped lead Zenex to receive the Oklahoma Quality Foundation's award for excellence in 2000. From 1996 to 1999, he was president and CEO of Comsource Inc. and from 1989 to 1996 he was regional sales manager for Westel Communications, Inc. Gustas is a graduate of Oklahoma State University, a former Board Member of TEXALTEL, and has served as a speaker, moderator or panelist at several COMPTTEL PLUS events.

Rochelle Jones, former Vice President, Regulatory, tw telecom/Level 3 Communications

Rochelle Jones is currently serving on the USAC Board of Directors while exploring an encore career. She formally held the titles of senior vice president and vice president of Regulatory and Public Policy for tw telecom, which was acquired by Level 3 Communications in late 2014. While at tw telecom, she was responsible for both state and federal regulatory matters as well as contractual issues with incumbent carriers. Earlier in her career, Jones was employed by Southern New England Telecommunications Corporation (SNET). She started with SNET after graduating from Smith College. Jones held a variety of positions at SNET, including district manager of Investor Relations, assistant corporate secretary and director/division manager of State and Federal Regulatory Matters.

Richard Lukaj, Senior Managing Director, Bank Street Group

Richard Lukaj has more than 20 years of investment banking experience having originated, structured and executed more than 200 deals totaling more than \$100 billion of transaction value. Lukaj is a founder of Bank Street and aspires with his partners to create a premier middle market investment banking franchise focused on growth sectors of the global economy. He has executed hundreds of transactions over the course of his successful investment banking career, ranging in variety from mergers and acquisitions, underwriting of debt, equity and derivative securities, restructurings, exclusive sales, and other financial advisory mandates. During his career at Bear Stearns, he contributed meaningfully to the development of one of the strongest investment banking franchises on Wall Street. Although

heavily weighted towards the media, communications and technology industries, he also has a very broad industry experience in industrial, consumer, retailing, energy, aerospace, specialty finance, real estate and natural resources arenas.

Mike Newkirk, Chief Technology Officer, Access Point Inc.

Mike Newkirk has an impressive track record of more than 30 years of hands-on experience in strategic planning, mergers and acquisitions, business unit development, project and product management, and system engineering strategies. Newkirk served as president and COO, member of the Board of Directors for BTI Telecom, a dynamic facilities based communications provider. During his tenure, he grew revenues from \$8 million to \$350 million annually and led an unparalleled team of nearly 1,400 professionals. Prior to joining Access Point, Newkirk headed up his own consulting firm, where he provided CBO-level corporate strategy, business development, product commercialization, and strategic marketing consulting to start-up and high-growth companies across a broad spectrum of industries. Newkirk is a co-founder and former president of ACCA (Associated Communications Companies of America) and currently serves as a board member. Newkirk has served on numerous technology company and industry boards and has several times been recognized as one of the "Top 25 Telecommunications Executives" by *Phone+* magazine and "100 Top People to Watch" within the telecom industry.

Vin Paladini, Senior Counsel, Regulatory, Time Warner Cable

Vin Paladini is senior counsel, Regulatory at Time Warner Cable. His practice includes federal and state telecommunications law, accessibility, privacy, electronic payments, credit verification and other matters. Prior to joining Time Warner Cable, he was an attorney with DLA Piper LLP in Washington, D.C., and an attorney/advisor in the FCC's Wireline Services Bureau. Paladini earned a J.D. from Boston University School of Law and a B.A. from Rutgers University. He is the author of "Foreign Ownership Restrictions Under § 310(b) of the Tel. Act of 1996," Note, 14 B.U. Int'l L.J. 341 (1996) and is admitted to practice law in Washington, D.C., New Jersey, New York and Virginia.

Carey Roesel, Vice President and Consultant, Technologies Management, Inc. (TMI)

Carey Roesel, vice president and consultant, joined TMI in 1996. In his role at TMI, Roesel works with a wide variety of telecommunications carriers to obtain certification and manage ongoing regulatory issues. Before joining TMI, he served as manager - Business Planning at Sprint/United, where he provided input and support to the executive team on a variety of economic and regulatory issues. From 1993 to 1995, he held the position of manager-Tariffs, in which he was responsible for interpreting and maintaining the company's access, toll and private line tariffs.

Melker Sandberg, Managing Director, FTI Consulting

Melker Sandberg is a managing director in the FTI Consulting Corporate Finance/Restructuring practice. HE is a member of the Telecom, Media and Technology practice and is an expert in telecommunications, telecom products and go-to-market, sales effectiveness, telecom operations, network cost management, service delivery, restructuring, business turnaround and improvement, business divestiture, financial operations, financial analysis and planning, merger integration planning and effectuation, mergers and acquisitions due diligence, and business operations. Prior to joining FTI Consulting, Sandberg was vice president of Finance at Level 3 Communications. Before that, he worked at Cap Gemini, Mutual of Omaha and MetLife. Sandberg earned an M.B.A. from Creighton University and a B.S. in Business Administration from University of Nebraska.

Michael Shultz, Vice President, Regulatory & Public Policy, Consolidated Communications

Michael Shultz has more than 29 years of experience in both federal and state telecommunications issues management. He is currently vice president, Regulatory & Public Policy at Consolidated Communications and is responsible for federal and state advocacy, industry affairs, interconnection, billing operations, revenue assurance and tariffs and compliance in the company's 11-state service area of California, Illinois, Iowa, Kansas, Minnesota, Missouri, North Dakota, Pennsylvania, South Dakota, Texas and Wisconsin. In addition, Shultz's experience includes separations, cost and rate development, as well as NECA pooling experience for average

schedule and cost rate of return companies. Prior to joining Consolidated Communications, Shultz spent 11 years with Citizens Communications, now Frontier Communications, in several roles. As director of Regulatory and Industry Affairs, he provided the strategic direction needed to implement interconnection access and unbundled network components for the company. In prior roles at Citizens, Shultz developed regulatory processes and procedures, implemented a cost analysis and pricing strategy of network services, created price cap models for Citizens' initial entry into federal incentive regulation. Shultz aggressively advocated and supported the company's position on legislative and regulatory matters. He also served as administrator for carrier and industry relations and began his career at Citizens as supervisor of cost development. Prior to joining Citizens Communications, Shultz spent six years with John Staurulakis, Inc. as a consultant working with clients on settlement issues, universal services, cost studies and earnings surveillance reports. He actively participates on the ITTA, USTA's Legislative and Regulatory committees and serves on the Board of Directors for the National Exchange Carriers Association, as well as a member of the Board of Directors of the California, Illinois, Pennsylvania and Texas Telecommunications Associations. Also, he is the current Chairman of the California Communications Association. Shultz earned an M.B.A. from the University of Dallas, and a Bachelor's degree from the University of Pittsburgh.

Sharon Thomas, Vice President and Consultant, Technologies Management, Inc.

Sharon Thomas is vice president and consultant with. She joined the firm in May 2004 as a consultant. Thomas aids TMI's clients with their regulatory obligations, including entry requirements, general regulatory compliance and strategies, and rates and tariffs. She brings to TMI a wealth of experience and expertise in the telecommunications industry. Her experience includes assignments at Talk America Inc., Advanced Telecom Group, Inc. and with the Public Utilities Commission of Nevada.

Sharon Warren, Consultant, Technologies Management, Inc.

Sharon Warren joined Technologies Management, Inc. (TMI) in February 2014 as a consultant. Prior to that, Warren served as project manager for S2K Consulting and as director, Network Costs at Cleartel Communications. She applies her extensive experience in telecom expense management and revenue assurance, as well as network provisioning to a wide variety of TMI's telecom clients. Previously, in her capacity with FDN Communications, Warren excelled in a number of roles, including assistant manager of Network Audits; manager, Vendor Disputes; and manager, Revenue Assurance. She exhibited strong leadership skills and was an effective manager, successfully implementing an analysis team to identify revenue leakage, clarify and ascertain potential costs savings, directly impact network optimization, and execute efficiencies in billing procedures and processes.

Mary Whiting, Director of Regulatory Compliance, EarthLink

Mary Whiting is the director of Regulatory Compliance for EarthLink Business, with responsibilities for tariff filings, surcharge billing and remittances, all required regulatory reporting to the FCC and various state commissions. She also oversees the company participation in the E-Rate and rural health care programs. Whiting joined EarthLink in 1998.

Connie Wightman, President and Chairman of Technologies Management, Inc.

Connie Wightman is president and chairman of Technologies Management, Inc. She founded the company in 1985 after 13 years of telecommunications experience with the Bell System and AT&T. She has helped hundreds of small and large carriers enter and thrive in the telecommunications business. Prior to starting TMI, Wightman was a technical manager with AT&T Information Systems in their Corporate Data Systems division. Her areas of responsibility included planning the facilities in and out of the AT&T data centers and writing tactical plans to implement the strategic directions for corporate networks.