Company ID: 128594

TDS Long Distance Corporation

301 South Westfield Madison, WI 53717

BEFORE THE TENNESSEE REGULATORY AUTHORITY Nashville, TN July 11, 2000

IN RE: CASE NUMBER: 00-00505

Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference he'd on July 11, 2000 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or reself telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

- 1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
- 2. That said company shall comply with all applicable state laws and TRA rules and regulations.
- That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

Chairman

Director

ATTEST:

Executive Secretary

PLICEGULATERY AUTH. BASS, BERRY & SIMS

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

R. DALE GRIMES TEL: (615) 742-6244 FAX: (615) 742-2744 EMAIL: dgrimes@bassberry.com www.bassberry.com

315 DEADERICK STREET SUITE 2700 NASHVILLE, TENNESSEE 37238-0002 (615) 742-6200

P Noxville Office. 1700 RIVERVIEW TOWER (425) 321-62004 C MENTHS OFFICE: EXECUTIVE 100 PEABODY PLACE, SUITE 950 MEMPHIS, TN 38103

June 12, 2000

PAID T.R.A. Amount <u>50,00</u>

VIA HAND DELIVERY

Mr. K. David Waddell **Executive Secretary** Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, Tennessee 37243-0505

> Re: Petition of TDS Long Distance Corporation for a Certificate of Public Convenience and Necessity to Provide Inter-Exchange Long Distance Services Within the State of Tennessee.

Docket No. 0000505

128594

Dear Mr. Waddell:

Enclosed please find the original and thirteen (13) copies of TDS Long Distance Corporation's Petition for a Certificate of Public Convenience and Necessity to Provide Inter-Exchange Long Distance Services Within the State of Tennessee. Attached to this Petition is (1) the completed "Application for Certificate to Provide Operator Services and/or Resell Telecommunication Services in Tennessee," and (2) "Interexchange Telecommunications Reseller Tariff of TDS Long Distance Corporation."

Also enclosed is a check in the amount of \$50 in payment for the requisite filing fee.



Mr. K. David Waddell June 12, 2000 Page 2

Please date-stamp the two (2) enclosed extra copies of this filing and return them to our runner. If you have any questions concerning this matter, or if you require additional information, please do not hesitate to contact us.

Very truly yours,

P. Muines

R. Dale Grimes

RDG/gci Enclosures

cc: Service List

Mr. Bruce Mottern Mr. Joel Dohmeier

2119265.1

APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES A RESELL

TELECOMMUNICATION SERVICES IN TENNESSEE SECTION A

Application is hereby made for a certificate of authority pursuant to Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I: General Information

Name	e of Applica	nt TDS Lone	g Distance Corpor	ation	her entity, for which application is
		Pull exact hame of	ретзоп, согрогацов, рагинскапр,	sole ргориссованр, ос оц	ner entity, for which application is
		Legal name of appl	licant, if different from above.		No. 3883-1573
Tenn.	. Secretary	of State Certifi	icate of Authority ID	control	No. 0387808
Feder	ral Taxpaye	r ID Number _	39–1985466		
	al Security N ving as Indiv	umber for App iduals _	olicants		
Any tr	rade name(s	s), assumed na	ame(s) or fictitious na	ame(s) used by	applicant:
anlicant h), as well as for the a		is, provide the above
uested inf		outh Westfie	•	City	Madison
Addre State	wI (Us	outh Westfie Zip Code537 se additional page	eld Road 717 Phone No. (60 ages if necessary)	City	Madison
Addre State	wI (Us	outh Westfie Zip Code537 se additional page	eld Road 717 Phone No. (60	City	Madison
Addre State_ e attache MPORTAI If apple engag name, reque	wI (Used pages for the state of	Zip Code 537 se additional paor affiliate (ATION*** affiliate(s) or paiding telecommunication on all p	eld Road 717 Phone No. (60 ages if necessary)	City City Constituency of the above, provious well as f	orporations, under any trade vide the above
Addre State_ e attache MPORTAI If apple engag name, reque	wI (Used pages for the state of	Zip Code 537 se additional particular affiliate (ATION*** affiliate(s) or particular telecome and telecome and telecome and telecome and telecome attention on all primation on a second telecome attention att	Phone No. (60) ages if necessary) information. parent company, or munications service ious name used by to	CityCity	corporations, y under any trade vide the above
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Addre State_ e attache MPORTAI If apple engag name, reque Provid	WI (Used pages for the page of the page) (Used page) (Zip Code 537 se additional particular affiliate (ATION*** affiliate(s) or particular telecome and telecome and telecome and telecome and telecome attention on all primation on a second telecome attention att	Phone No. (60) ages if necessary) information. parent company, or munications service ious name used by to parts of this application separate attachment ECTION FOR TRA USE O	CityCity	orporations, under any trade vide the above or the applicant.

TDS LONG DISTANCE CORPORATION Application for Certificate to Resell Interexchange Service State of Tennessee

Provide information listed below if applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services.

Part 1: General Information

TDS Long Distance Corporation is a subsidiary of TDS Telecommunications Corp (TDS TELECOM), a holding company for 106 local exchange carriers in 28 states. The following TDS TELECOM local exchange carriers operate in the State of Tennessee.

Concord Telephone Exchange, Inc. 701 Concord Road P.O. Box 22610 Knoxville, TN 37922-0610 Fed Tax ID: 62-0470147

Humphreys County Telephone Company 203 Long Street P.O. Box 552 New Johnsonville, TN 37134-0552 Fed Tax ID: 62-0244260

Tellico Telephone Company 22 Church Street P.O. Box 115 Englewood, TN 37329-0115 Fed Tax ID: 62-0598989

Tennessee Telephone Company 11935 Lebanon Road P.O. Box 1000 Mt. Juliet, TN 37121-1000 Fed Tax ID: 62-0510819

B.	Describe other businesses or business transactions, if any of the same location as the principal business. This address is also the eadquarters for TDS
	Telecommunications Corporation (TDS Telecom). TDS Telecom is the holding
	company for 106 local exchange carriers in 28 states, including Concord
	Tel., Humphreys County, Tellico, Tennessee Tel.
C.	Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:
	 (a) The proprietor, if the applicant is an individual; (b) Every member, if the applicant is a partnership; (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information) (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.
NAME BUSII HOME	nation to be included: E TITLE DATE OF BIRTH SOCIAL SECURITY NUMBER NESS ADDRESS PHONE No. E ADDRESS PHONE No. OYMENT HISTORY
	Provide the above requested information on separate attachments. See attached pages for officer information.
D.	Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity? Yes No If yes, please explain fully.
E.	Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)? Yes X No If yes, please explain fully.
	(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? YesX NoIf yes, please explain fully
F.	Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

G.	members, obeen convi	directors, officers, fi cted of any crime of saction of any kind,	parent companies, sub ive percent (5%) or mor r crimes, or changed in or confined in any pena outcome. (Use addition	e shareholders court with any f al institution? If	or benefic fraudulent so, list suc	iaries (of a trust) or dishonest acts	Pang tu
	bei feld	C. members, direct neficiaries (of a trust ony in Tennessee o YES	X NO If yes, pl	ent (5%) or mor ted, pled guilty ease explain fu	e snareno or pled no lly.	lo contendre tdੱਤ੍ਹਾਂ	22 87 11 3
H.	Name and regarding o	telephone number of company operations	of contact person autho Monday through Frida	rized to respond y.	d to Autho	rity inquiries	ALC SCORETA
	Bill Koch		<u>(608) 664 - 4</u>	1379	<u>(608)</u>	664 - 4079	
	Name		Phone No.			Fax No.	
	(800)		e-mail Addre	ss			
			number of contact persons filing Monday through		respond t	to Authority	
	Joel Dohm	eier	(608) 664 - 4	168	(608)	664 - 4185	
	Name		Phone No.		-	Fax No.	
	(800)		e-mail Addres	ss <u>joel. doh</u>	meier@td:	stelecom.com	
l.	service pro	blems and/or reque	er and mailing address est refunds or adjustmen of business office contain	nts.	s can call o	or write to report	
	PHONE NU	JMBER		ALTERNATE	PHONE N	IUMBER	
	ADDRE	ESS	CITY	S	Т	ZIPCODE	
J.	Provide the	name and address	of the registered agen	t for service of p	orocess.		
	Corporation Service Company						
	500	Fallan Building, Two	Union Square, Chatta	nooga, TN 374	02-2571		
K.		nd any other busine	n the state, if any by na				
Part II: A.	X Resell X Operat - Resell	Interexchange long	ication services you pla distance services	n to provide in	Tennesse	e:	

B.	If Providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix 1.
	See Section I, Sheet 4 of the tariff for a list of the applicable exchanges.
C.	List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)
	See attached.
	For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. None.
	If applicant has affiliate(s) or parent company, or constituency corporations. engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.
D.	List any states that the applicant or any affiliate parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary) None.
E.	Areas in Tennessee to be served. TDS Long Distance seeks state-wide certification. Initially, TDS Long Distance intends to market it's service in the TDS Telecom serving territories.
F.	What type of customers will the applicant serve? a. Business X b. Residential X c. Aggregators (e.g. Hotels. Payphones) d. Other (specify)
G.	Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. NO
H.	Are your prices for intrastate services plus any (PIF) equal to or less than the dominant carriers' price for similar services? <u>YES</u>
1.	Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II ¹ .
J.	What is the applicant's 10XXX or 800 access code, if applicable? TDS Long Distance Corporation's 10XXX code is 827. It does not have and 800 access code.

K.

Does the applicant now have or plan to have any telecommunication's facilities (e.g switches, fiber line) in Tennessee? \underline{NO}

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

				<u> </u>			
What facility-b	ased networ	k(s) will the ap	plicant be rese	elling?	<u></u>		
Global Cross	sing.						
customers dire	ctly ² ? <u>TDS '</u> Dista	ng the local tele Telecom will ance. oplicant plans to	act as the l	oilling	agent fo	r TDS Long	
Long distance	•	•					
bill messages	s, busines	s office disp	lays, advan	ced pub	lic relat	ions,	
announcements	s/media pl	acements, dir	ectory adve	rtising	and dire	ct mail pi	
If independent phone number intention at	and federal		each compan	у. т	DS Long D	address istance ha	
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE	
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE	
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE	
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE	
	ferred intere ou have writt horization	xchange service en procedures of will be obta	e, if applicable or company guaranteed accordance	. Use acuidelines	iditional pa , attach co federal a	ges if pies. and state	
	that govern this practice, including the use of third party verification.						
	TDS Long Distance will issue an electronic or manual order to the TDS Tellocal office serving the customer to change the customer's preferred						
interexchang							
Applicant has the	•	_				_	

applicant's request to be rejected.

²A copy of a bill is required if the applicant is going to bill the customer directly.

	audit			oll calls. The purpose of this analysis is to or below the ominant carrier's tariffed
Part III	: Orga	anization Structure		
A.	Applic	cant's organizational structure)	
	X	_Corporation		
		Publicly Traded Co	orporation	
		X Subsidiary of a Pu	blicly Trade	ed Corporation
		Limited Liability Co	orporation	Attach a copy of the articles of organization and operating agreement along with amendments.
		Other Form of Co.	poration	
		List type <u>C Corporation</u> Attach a copy of the charter, bylaws		(Example S Corporation) icate of incorporation.
		Association		y of the charter, bylaws and/or certificate of incorporation f Authorization from Tennessee Secretary of State
	Market Market State Company of the C	Joint Stock Association	_	y of the charter, bylaws and/or certificate of incorporation. f Authorization from Tennessee Secretary of State.
	••••	Trust	_	y of the trust agreement and Letter of Authorization from ecretary of State.
		Individual	Attach a cop	y of the Letter of Authorization from Tennessee Secretary
SECTION	ON (a)-	(g) is to be completed if app	olicant is a	Corporation Association or Trust
	(a)	The date and state of format	ion/incorpo	ration: 2/25/00 - Delaware
		(1) Parent Company, if a	pplicable _	TDS Telecom
	(b)	Attach a certificate of good s incorporated/formed.	tanding fro	m the state in which the applicant was
	(c)	The date admitted into Tenne	essee, if a	foreign corporation:
		April 12, 2000		
		` '		hority issued by Tennessee Secretary of State ge in business in Tennessee.
ı	(d)		oplicant. D	applicant, including the identity of any isclose whether any parent or subsidiary e. See attachment.

	(e)	Provide the istory of material litigated director, executive officer, or key seriod prior to the date of this app	hareholder of the	e applicant for the ten-year	
	(f)	If applicable, attach a copy of the interestor	nstrument creati	ng the trust and all amendments	;
B.	***	_ Proprietorship			
	***************************************	_Partnership			
		General Attach a copy of the pa	rtnership a greement	along with any affiendments.	
		Limited Attach a copy of the ce agreement along with		artnership and the partnership	
		Other (Explain on separate sl	neet)		
All of	the abo	ove will be required to submit a valid b	ousiness license		
	(a)	Identify the place and date of the aptelecommunications services in this	•	cations to provide	
	(b)	List the full name, social security nu proprietorship, or all partners identif ATTACH ADDITIONAL PAGES AS	ying the percent	· · · · · · · · · · · · · · · · · · ·	
C.	Numb	per of employees:			
	Emplo	oyer Identification Number (E.I. N.)			
Part I	V: Fina	ncial Information			
A.	Addre	ess where business records are kept:		stfield Road	
Mad	ison	WI	53717	treet (608) 664-4000	
CI	TY	STATE	ZIP CODE	PHONE NUMBER	
B.	staten period incom	n a copy of the applicant's unco nents for the current year and if av f. Provide in detail the applicant's e statement, or a copy of IRS form 11 Attach, if available, a copy of your co	ailable, for the financial condit 20 or 1065 filed	immediately preceding three-ye ion, including balance sheet a by your business for the previo	ear ind
	(1)	Fiscal year end: Month December	<u>per</u> Da	y <u>31</u>	
	(2)	Date of most recent audited, uncons	solidated financi	al statement of Applicant:	
	(3)	If applicable, name and address of i	ndependent cert	ified public accountant:	

		Arthur Anderson
		33 West Monroe Street Chicago, IL 60603
	(4)	Period covered by financial statement attached:Not_Applicable.
C.		the applicant currently have an internal auditor and/or internal audit
	If so, I	Name of internal auditor TDS Inc. Internal Audit, 8401 Greenway Blvd., Middleton, WI 53562
D.	ten-ye litigati a pers	licable, provide a history of applicant's material litigation and criminal convictions for the ear period prior to the date this application is made. Material litigation is defined as any on that, according to generally accepted accounting principles, is deemed significant to son's financial health and would be required to be referenced in annual audited financial nents, reports to shareholders or similar documents.
	No	t Applicable.
Part V	I: Rule	Compliance Agreement
	Α.	Have you received, read, and understand the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III) in its entirety? YesNo
	B.	Do you understand the penalties for non-compliance, and all associated fees to provide such service?YesNo
		eted application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.
Tha D	acollor (or Operator Service Provider applicant, bereby, affirms the following:

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partner		J
Signature		Signature
PRINTED NAME		PRINTED NAME
Signature		Signature
PRINTED NAME		PRINTED NAME
For Corporations and Other Organizations	BY:	TDS Long Distance Corporation (NAME OF CORPORATION) SIGNATURE David P. Jones PRINTED NAME
	ATTEST:	Assistant Treasurer Title Manager - External Relations Title
On this the	7 ★ day of (Jure . 2000 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly swom according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Notary Public

seal

CERTIFICATE OF INCORPORATION

OF

TDS LONG DISTANCE CORPORATION

FIRST. The name of the Corporation is TDS LONG DISTANCE CORPORATION.

SECOND. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 1013 Centre Road, City of Wilmington, Delaware, 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

<u>THIRD</u>. The nature of business to be conducted or promoted and the purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

<u>FOURTH</u>. The total number of shares of stock which the Corporation shall have authority to issue is 2,000 all of which shall be Common Stock, \$0.01 par value per share.

<u>FIFTH</u>. The name and mailing address of the incorporator is as follows:

Bertram T. Ebzery 350 North LaSalle Street Suite 800 Chicago, Illinois 60610

SIXTH. The number of directors of the Corporation shall be fixed from time to time by the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

<u>SEVENTH</u>. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

EIGHTH. The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in its official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrator of such a person.

<u>NINTH</u>. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

<u>TENTH</u>. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has signed this Certificate this 4th day of February, 2000.

Bertram T. Ebzery

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDS LONG DISTANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

A CONTRACTOR OF THE PARTY OF TH

Edward J. Freel, Secretary of State

AUTHENTICATION:

0479837

DATE: 06-06-00

3171700 8300

001286001



Bepartment of State

Corporations Section
18th Floor, James K. Polk Building
Nachville TN 37243-0306

SS-4431 (Rev. 3/99)

APPLICATION FOR

For Office Use Only

RDA 1678

APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)

Nashville, TN 37243-0306 To the Secretary of State of the State of Tennessee: Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Additional Additional Corporation 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 corporation is TDS LONG DISTANCE CORPORATION *If different, the name under which the certificate of authority is to be obtained is_ [NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.] 2. The state or country under whose law it is incorporated is __DELAWARE 3. The date of its incorporation is __FEBRUARY_7, 2000 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL 4. The complete street address (including zip code) of its principal office is 301 SOUTH WESTFIELD, MADISON, WI 53717 State/Country Zip Code 5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is 500 Tallan Building Two Union Square Chattanooga Hamilton 37402-2571 Street City County Zip Code Corporation Service Company Registered Agent 6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) SEE ATTACHED 7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) SEE ATTACHED 8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) The corporation is a corporation for profit. 10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is (date),-(time). [NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.] [NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.] TDS LONG DISTANCE CORPORATION Name of Corporation Name (typed or printed)

Secretary of State Corporations Section James K. Polk Building, Suite 1800 Nashville, Tennessee 37243-0306

DATE: 04/12/00 REQUEST NUMBER: 3883-1573 TELEPHONE CONTACT: (615) 741-2286 FILE DATE/TIME: 04/12/00 1040 EFFECTIVE DATE/TIME: 04/12/00 1040 CONTROL NUMBER: 0387808

TO: TSIO PO BOX 120598 NASHVILLE, TN 37212

RE: TDS LONG DISTANCE CORPORATION APPLICATION FOR CERTIFICATE OF AUTHORITY -FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY - ON DATE: 04/12/00

FOR PROFIT

FROM: CSC/USC (700 S SECOND) 700 S SECOND

SPRINGFIELD, IL 62704-0000

FEES

RECEIVED: \$600.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$600.00

RECEIPT NUMBER: 00002668641 ACCOUNT NUMBER: 00257285



RILEY C. DARNELL SECRETARY OF STATE

Rely C Darnell

TDS LONG DISTANCE CORPORATION Application for Certificate to Resell Interexchange Service State of Tennessee

Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange

TDS Long Distance Corporation is a subsidiary of TDS Telecommunications Corporation, which is headquartered at 301 S. Westfield Rd, Madison, WI 53717. TDS Telecommunications Corporation is not publicly traded. TDS Telecommunications Corporation's parent, Telephone & Data Systems, Inc. is a publicly traded company on the American Stock Exchange under the symbol, (TDS).