

Company ID: 128611
Mtel Long Distance, Inc.
4880 Navy Road
Millington, TN 38053

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN September 12, 2000

IN RE: CASE NUMBER: 00-00633

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 held on September 12, 2000 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

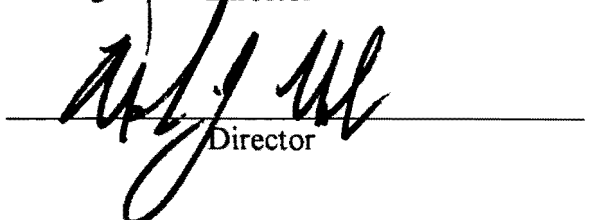
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. 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


Director

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

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

Part I: General Information

Name of Applicant MTel Long Distance Incorporated

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

4880 Navy Road Millington TN 38053
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0361334

Federal Taxpayer ID Number 62-1772507

Social Security Number for Applicants

Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address _____ City _____

State _____ Zip Code _____ Phone No. () _____
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

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 on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Check Number _____

Company ID Number _____

Date Approved _____

Evaluator _____

VOUCHER NO. 177197030

CK 35173 SRC. 281.03

AMT. REC. 50.00

DEPOSIT DATE 2/13/00

3. Describe other businesses or business transactions, if any, at the same location as the principal business address: _____

4. 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.

Information to be included:

NAME TITLE
BUSINESS ADDRESS
HOME ADDRESS
EMPLOYMENT HISTORY

SOCIAL SECURITY NUMBER
PHONE No.
PHONE No.

Provide the above requested information on separate attachments.

5. 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.

6. 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 ☒ 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? _____ Yes ☒ No If yes, please explain fully

7. 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)

No

9 Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

YES ☒ NO ☐ If yes, please explain fully.

10 Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

David Espinoza (901) 872-5150 (901) 872-2722
Name Phone No. Fax No.
(888) 872-9575 e-mail Address dce@bigriver.net

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

David Espinoza (901) 872-5150 (901) 872-2722
Name Phone No. Fax No.
(888) 872-9575 e-mail Address dce@bigriver.net

List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

901-872-0000 888-872-9575
PHONE NUMBER ALTERNATE PHONE NUMBER
4880 Navy Rd Millington TN 38053
ADDRESS CITY ST ZIPCODE

11 Provide the name and address of the registered agent for service of process:

David Espinoza
4880 Navy Rd Millington, TN 38053

12 Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) None

Part II.

13 Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Resell local services

____ Other (describe) _____

2. 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 I.**
3. 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.)

None

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.

4. If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any 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.

5. 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)

6. Areas in Tennessee to be served.

Statewide

7. What type of customers will the applicant serve?

a. Business ✓
b. Residential ✓
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

8. 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

9. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ✓ No _____

10. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

11. What is the applicant's 10XXX or 800 access code, if applicable? 6455

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

8. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Not at this time.

9. Whose facility-based network(s) will the applicant be reselling? MCI

10. Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Utilizing the local telephone company's billing system.

11. Describe briefly how the applicant plans to market their services in Tennessee?

Direct mail, direct sales, billboards, cable TV ads.

12. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

NONE

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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13. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Written letter of agency; taped response of responsible party.

14. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes ☒ No ☐

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

- 3 Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

Part III: Organization Structure

- 4 Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☐ Other Form of Corporation

List type C CORPORATION (Example S Corporation)
Attach a copy of the charter, bylaws and/or certificate of incorporation.

☐ Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation, and Letter of Authorization from Tennessee Secretary of State.

☐ Trust Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: _____

(1) Parent Company, if applicable _____

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) 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.

App III

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

2. ☐ Proprietorship

☐ Partnership

☐ General Attach a copy of the partnership agreement along with any amendments.

☐ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

☐ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

3. Number of employees: 2

Employer Identification Number (E.I.N.) 62-1772507

Part IV: Financial Information

A. Address where business records are kept: 4880 NAVY RD

MILLINGTON
CITY

TN
STATE

38053
ZIP CODE

901-872-0000
PHONE NUMBER

4. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

INITIAL YEAR OF OPERATIONS

(1) Fiscal year end: Month _____ Day _____

(2) Date of most recent audited, unconsolidated financial statement of Applicant:

(3) If applicable, name and address of independent certified public accountant.

(4) Period covered by financial statement attached: _____

C. Does the applicant currently have an internal auditor and/or internal audit program? No

If so, Name of internal auditor _____

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
☒ Yes ☐ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

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 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

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 Partners:

Signature

Signature

PRINTED NAME

PRINTED NAME

Signature

Signature

PRINTED NAME

PRINTED NAME

For Corporations
and Other Organizations

MTel Long Distance, Inc
(NAME OF CORPORATION)

BY:

WS Howard
SIGNATURE

W.S. Howard, Sr
PRINTED NAME

PRESIDENT & GM
Title

ATTEST:

[Signature]
CONTROLLER
Title

On this the 10 day of July, 2000 before me, a Notary Public
W.S. Howard Sr

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn 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.

My Commission Expires September 12, 2000

Carolyn D George
Notary Public

seal

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

HY 9685

DATE: 12/01/98
REQUEST NUMBER: 3589-0816
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/30/98 1407
EFFECTIVE DATE/TIME: 11/30/98 1407
CONTROL NUMBER: 0361334

TO:
BLANCHARD E. TUAL, PC
5100 SANDERLIN AVE
STE 1700
MEMPHIS, TN 38117-4396

RE:
MTEL LONG DISTANCE, INC.
CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. 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 DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER FOR PROFIT

ON DATE: 11/10/98

FROM:
BLANCHARD E. TUAL (5100 SANDERLIN)
5100 SANDERLIN
#1700
MEMPHIS, TN 38117-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 0000180574
ACCOUNT NUMBER: 00004706



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE