

Company ID: 128631

Comtech 21, LLC
One Barnes Park South
Wallingford, CT 06492

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

February 18, 2003

IN RE: CASE NUMBER: 00-000732

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

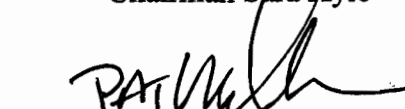
---ORDER---

This matter came 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 February 18, 2003. The TRA has concluded that the applicant has met all the requirements for certification and the requirements of Tennessee Regulatory Authority Rule 1220-4-2-.57, which was promulgated pursuant to T.C.A. §65-4-101 and T.C.A. §65-4-201, 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 and pursuant to Tennessee Regulatory Authority Rule 1220-4-2-.57, promulgated pursuant to T.C.A. §65-4-101 and T.C.A. §65-4-201.
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 Sara Kyle


Director Pat Miller


Director Ron Jones

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 Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant COMTECH 21, LLC
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

COMTECH 21, LLC
Legal name of applicant, if different from above.

Tenn. Secretary of State Certificate of Authority ID 0388462

Federal Taxpayer ID Number 06-1574057

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 the 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

Docket Number. 00-00732

Company ID Number 128631
Date Approved _____
Evaluator _____

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

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.

Information to be included:

| | | | |
|--------------------|-------|---------------|------------------------|
| NAME | TITLE | DATE OF BIRTH | SOCIAL SECURITY NUMBER |
| BUSINESS ADDRESS | | | PHONE No. |
| HOME ADDRESS | | | PHONE No. |
| EMPLOYMENT HISTORY | | | |

Provide the above requested information on separate attachments.

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 X 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? _____ Yes X No If 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)

NC

G. 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.

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

Marian DiNicola (203) 679-7293 (203) 679-7393
Name Phone No. Fax No.

(800) 877-312-5564 e-mail Address mdinicola@profitecinc.com

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

Marian DiNicola (203) 679-7293 (203) 679-7393
Name Phone No. Fax No.

(800) 877-312-5564 e-mail Address mdinciola@profitecinc.com

I. 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.

877-312-5564 ALTERNATE PHONE NUMBER
PHONE NUMBER
One Barnes Park South Wallingford, CT 06492
ADDRESS CITY ST ZIPCODE

(J) Provide the name and address of the registered agent for service of process:

Corporation Services Company 500 Tallaw Building

Chattanooga, TN 37402-2571

(K) 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:

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

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Resell local services

☐ Other (describe) _____

- B. If providing operator services, list company name, address, contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.
- 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.)
Pending

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.

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.
Statewide

- 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? Yes _____ No X

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

- J. What is the applicant's 10XXX or 800 access code, if applicable? None-Applicable

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? NO

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the

L What facility-based network(s) will the applicant be reselling? Global Crossing

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² We will bill directly

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

Through Agent Programs via internet advertising and
Mailings

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

Not Applicable

| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
|--------------|---------|---------|------|----|-----|-------|

| 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 |
|--------------|---------|---------|------|----|-----|-------|
|--------------|---------|---------|------|----|-----|-------|

P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, if applicable. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Through third party verification process

Q. 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 X No

R Applicant gives permission to the local telephone company to provide the Authority

applicant's request to be rejected.

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

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 x No

Part III: Organization Structure

A. Applicant's organizational structure

 Corporation

 Publicly Traded Corporation

 Subsidiary of a Publicly Traded Corporation

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

 Other Form of Corporation

List type (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: Delaware 02-22-2000

(1) Parent Company, if applicable

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

(c) The date admitted into Tennessee, if a foreign corporation:

April 26, 2000

(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.

(4) Period covered by financial statement attached: Yes

- C. Does the applicant currently have an internal auditor and/or internal audit program? yes

If so, Name of internal auditor Marennia Pia

- 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 received, read, and understand the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III) in its entirety?
x Yes No
- B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? x 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 (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.

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

For Corporations
and Other Organizations

BY:

COMTECH 21, LLC
(NAME OF CORPORATION)

Marie Marcarelli
SIGNATURE

Marie Marcarelli
PRINTED NAME

Manager
Title

ATTEST:

Title

On this the 1st day of August, 2000 before me, a Notary Public

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.

Laura A. Michrowski
Notary Public
Commission Expires 8-31-2002

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