

PAID T.R.A.
 Chk # 15353
 Amount 50.00
 Rcvd By 2A
 Date 9-28-00

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

PAID T.R.A.
 Chk # 15353
 Amount 50.00
 Rcvd By 2A
 Date 9-28-00

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

A. Name of Applicant ATN, Inc.
 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.

919 Dilworth St., St. Marys, GA 31558
 Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0391233

Federal Taxpayer ID Number 58-2030763

Social Security Number for Applicants

Applying as Individuals N/A

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

N/A

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 N/A 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 _____	Company ID Number _____
	Date Approved _____
	Evaluator _____

VOUCHER NO. 777197536
CHK 15353 **ERC.** 28103
AMT. REC. 50.00
DEPOSIT DATE 9/29/00

PAID T.R.A.
Chk # 15353
Amount _____
Rcvd By _____
Date _____

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

PAID T.R.A.
Chk # 15353
Amount 50.00
Rcvd By JP
Date 9-28-07

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.

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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.

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Tenn. Secretary of State Certificate of Authority ID 0391233

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Applying as Individuals N/A

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

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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 N/A 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. <u>00-00858</u>	Company ID Number <u>128646</u>
	Date Approved _____
	Evaluator _____

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: N/A

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

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)**

_____ Yes X No

- 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)** _____ Yes ☒ No

(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.

Gordon R. Reilly (912) 673-6000 (912) 673-6004
Name Phone No. Fax No.

(800) 849-6081 e-mail Address _____

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

Rachel A. Langdon (912) 673-6000 (912) 673-6004
Name Phone No. Fax No.

(800) 849-6081 e-mail Address _____

- 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.

(800) 849-6081 (912) 673-6000
PHONE NUMBER ALTERNATE PHONE NUMBER

919 Dilworth St. St. Marys GA 31558
ADDRESS CITY ST ZIPCODE

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

Evelyn (Lisa) Hunter
5355 East Parkway
Cosby, TN 37722

- (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) N/A

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 and 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.)

Georgia, Florida, S. Carolina, N. Carolina, Virginia
Texas, Louisiana, All have inmate/confinement facility operations

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. Amtel, Amtel Networks, Amtel Telecomm. Network

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.

To be determined

F. What type of customers will the applicant serve?

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

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. N/A

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

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? N/A

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.

- K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No
- L Whose facility-based network(s) will the applicant be reselling? Any Local Exchange Carrier that supports the locations of our inmate facilities, locations are yet to be determined.
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² We will utilize the local telephone billing.
- N Describe briefly how the applicant plans to market their services in Tennessee?
We intend to contact inmate facilities within the state to offer our services via telephone, and informational mailings to the facilities.
- O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.
N/A
- | 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, 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.
The consumer of inmate/confinement facility telephone services does not have the ability to switch services. Only we are able to change this because we are the entity billed for those services as a reseller to the facility.
- 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

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

(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. None

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

N/A

B. 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 N/A

C. Number of employees: 10

Employer Identification Number (E.I.N.) 58-2030763

Part IV: Financial Information

A. Address where business records are kept: 919 Dilworth St.

<u>St. Marys</u>	<u>GA</u>	<u>31558</u>	<u>(912) 673-6000</u>
CITY	STATE	ZIP CODE	PHONE NUMBER

B. 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.

(1) Fiscal year end: Month December Day 31st

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

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

 N/A

(4) Period covered by financial statement attached: 1/1-12/31/1998 & 1999, 1/1-7/31/2000

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

If so, Name of internal auditor N/A

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. None

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?
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 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

BY: ATN, Inc.
(NAME OF CORPORATION)
[Signature]
SIGNATURE
Robert E. Spangler
PRINTED NAME
President
Title
ATTEST: [Signature]
Gordon R. Reilly
Secretary
Title

On this the 27th day of Sept, 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.

Lisa S. Hunter
Notary Public
Notary Public, Camden County, Georgia
My Commission Expires Feb. 11, 2003



Appendix I

<u>Reseller Name</u>	<u>Address</u>	<u>Contact Person</u>	<u>Phone Number</u>
*ATN, Inc.	919 Dilworth ST. St. Marys, GA 31558	Rachel A. Langdon	(912) 673-6000

* No additional operator services will be provided due to the nature of our industry.

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9300778
EFFECTIVE DATE: 12/07/1992
COUNTY : CAMDEN
REFERENCE : 0044
PRINT DATE : 01/08/1993
FORM NUMBER : 311

CHARLES C. SMITH, JR.
P.O. DRAWER 766
ST. MARYS GA 31558

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ATN, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION

OF

ATN, INC.

ARTICLE I.

The name of the corporation is ATN, INC.

ARTICLE II.

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE III.

The corporation shall have the authority, acting by its Board of Directors, to issue not more than 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV.

The initial registered office of the corporation is 1815 Osborne Road, St. Marys, Camden County, Georgia 31558, and the initial registered agent of the corporation at that office is Charles C. Smith, Jr.

ARTICLE V.

The mailing address of the initial principal office of the corporation is 919 Dilworth Street, St. Marys, Georgia 31558.

ARTICLE VI.

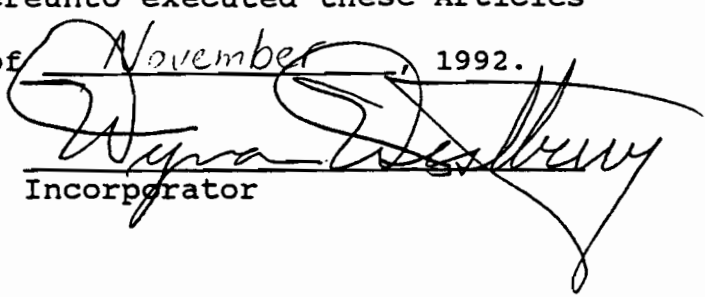
The name and address of the incorporator is: Wyman Westberry, 203 E. Dillingham, St. Marys, Georgia 31558.

ARTICLE VII.

In accordance with the applicable provisions of the Georgia Business Corporation Code, the corporation shall have the power, acting through its Board of Directors, to make distributions of

its assets to its shareholders out of its capital surplus and to acquire its own shares out of its unreserved and unrestricted capital surplus available therefor.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this 9th day of November, 1992.

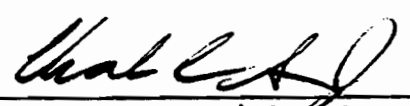

Incorporator

Smith & Floyd
Attorneys at Law
P. O. Drawer 766
St. Marys, Georgia 31558
(912) 882-4348

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Charles C. Smith, Jr., do hereby consent to serve as Registered Agent for the corporation, ATN, INC.

This 9th day of November, 1992.


Charles C. Smith, Jr.
1815 Osborne Road
St. Marys, Georgia 31558

(1) 888
26. 11 48 AM '92
SECRETARY OF STATE

26. 11 48 AM '92

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001670365
CONTROL NUMBER : K300778
DATE INC/AUTH/FILED: 12/07/1992
JURISDICTION : GEORGIA
PRINT DATE : 06/15/2000
FORM NUMBER : 211

ATN, INC.
RACHEL A. LANGDON
919 WILWORTH ST
ST. MARYS, GA 31558

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ATN, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 06/19/00
REQUEST NUMBER: 3931-0330
TELEPHONE CONTACT: (615) 741 2286
FILE DATE/TIME: 06/19/00 0934
EFFECTIVE DATE/TIME: 06/19/00 0914
CONTROL NUMBER: 0391233

TO:
ATN, INC.
919 DILWORTH ST
ST MARYS, GA 31558

RE:
ATN, INC.
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 -
FOR PROFIT

ON DATE: 06/19/00

FROM:
ATN, INC.
919 DILWORTH ST.

ST. MARY'S, GA 31558-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002701166
ACCOUNT NUMBER: 00342295



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE