

**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

A. Name of Applicant Seven Bridges Communications, L.L.C.
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.

500 Richardson Road South, Suite A, Hope Hull, AL 36043

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0383994

Federal Taxpayer ID Number 63-1239617

Social Security Number for Applicants

Applying as Individuals Not applicable.

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.

See Exhibit A.

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 01-00116

Company ID Number 128692

Date Approved

Evaluator

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

See Exhibit D.

- (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.

- 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)

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) 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.

Linda Talley Hollis Carter (334) 281-5551 334 (334) 281-9029
Name Phone No. Fax No.
(800) 877-601-7320 e-mail Address linda@firstchoicecomm.com

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

Monica R. Borne (504) 832-1984 (504) 831-0892 1
Name Phone No. Fax No.
(800) N/A e-mail Address mborne@nbglaw.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.

1-877-601-7320 (Eng.) or 1-877-601-7315 (Sp.) (334) 281-5551 disc
PHONE NUMBER ALTERNATE PHONE NUMBER

500 Richardson Road South, Suite A, Hope Hull, AL 36043

ADDRESS CITY ST ZIPCODE

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

National Registered Agents, Inc.
1912 Hayes Street, Nashville, TN 37203

- (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 and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**
Not applicable.
- 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.)
Applicant authorized to provide requested services in Kentucky. Affiliate EFS, Inc.
authorized to provide local resale in Alabama.

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. Applicant - None. EFS, Inc. - 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.
Statewide.

- F. What type of customers will the applicant serve?
a. Business _____
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 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. Tariffs attached as Exhibits H and I.

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

¹ 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.

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? BellSouth

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Direct billing.

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

Via print or television media.

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
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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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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.

Written LOAs collected from customers prior to switching.

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.

- R 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

A 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 _____ (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: 12/23/99 (Delaware)
- (1) Parent Company, if applicable No parent.
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. Exhibit B.
- (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. Exhibit C.
- (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. The Applicant is a limited liability company which has no parent or subsidiary.

(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: Not applicable.

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

C. Number of employees: 10

Employer Identification Number (E.I.N.) 63-1239617

Part IV: Financial Information

A. Address where business records are kept: _____

500 Richardson Road, Suite A, Hope Hull, AL 36043	street
CITY	(334) 281-5551
STATE	PHONE NUMBER
ZIP CODE	

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. The Applicant is relying on the financial capability of its affiliate EFS, Inc. which will guarantee its start-up operations.

(1) Fiscal year end: Month August Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
August 31, 1999 (EFS, Inc.)

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

Wilson, Price, Barranco, Blankenship & Billingsley, P.C.

Montgomery, Alabama

(4) Period covered by financial statement attached: August 31, 1999 and 1998

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

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. 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

Seven Bridges Communications, L.L.C.

(NAME OF CORPORATION)

BY:

Frank E. Evans

SIGNATURE

FRANK E. EVANS

PRINTED NAME

Title

ATTEST:

Title

On this the 8th day of January, 2001 before me, a Notary Public
Frank E. Evans

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.

Mary S. Mancuso
Notary Public

NOTARY PUBLIC STATE OF CALIFORNIA
COMMISSION EXPIRES 01/01/02
EXEMPTED FROM RENEWAL REQUIREMENTS

seal

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEVEN BRIDGES COMMUNICATIONS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SEVEN BRIDGES COMMUNICATIONS, L.L.C." WAS FORMED ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0947911

3143449 8300

010051838

DATE: 01-31-01

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF

FIRST CHOICE COMMUNICATIONS, L.L.C.

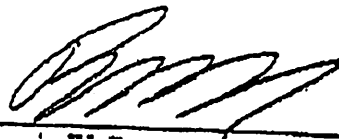
FIRST CHOICE COMMUNICATIONS, L.L.C. (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the Company is FIRST CHOICE COMMUNICATIONS, L.L.C.
2. The Certificate of Formation of the Company is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"ARTICLE I
NAME

The name of the limited liability company shall be SEVEN BRIDGES COMMUNICATIONS, L.L.C. (the "Company")."

Executed on this 7th day of April, 2000.



Benjamin W. Bronston
Authorized Person

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 THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "FIRST CHOICE
COMMUNICATIONS, L.L.C.", FILED IN THIS OFFICE ON THE
TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 11:15 O'CLOCK A.M.



Edward J. Freel, Secretary of State

3143449 8100

991559904

AUTHENTICATION: 0165355

DATE: 12-28-99

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 04/27/00

REQUEST NUMBER: 3896-0177

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 04/26/00 0855

EFFECTIVE DATE/TIME: 04/26/00 1630

CONTROL NUMBER: 0383994

TO:

NOWALSKY-BRONSTON

S500 NO CAUSEWAY BLV

S-1442

METAIRIE, LA 70002

RE:

SEVEN BRIDGES COMMUNICATIONS, L.L.C.

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY -

LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

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

FOR: APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY - ON DATE: 04/27/00
LIMITED LIABILITY COMPANY

FROM:
NOWALSKY-BRONSTON (METAIRIE, LA)
SUITE 1275
3900 W. CAUSEWAY
METAIRIE, LA 70002-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002679996
ACCOUNT NUMBER: 00193877



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(LIMITED LIABILITY COMPANY)

For Office Use Only

FILED

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-303 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth: Name Change

1. The name of the Limited Liability Company is: SEVEN BRIDGES COMMUNICATIONS, L.L.C.

If different, the name under which the certificate of authority is to be obtained is: _____

2. The state or country under whose law it is organized is: DELAWARE

3. The date of its formation is: 12/23/99 (must be month, day and year).

4. The complete street address (including zip code) of its principal office is:

9 East Loockerman St., Dover, DE 19901

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is:

1912 Hayes Street, Nashville, TN Davidson 37203

Street City/State County Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.

6. Please insert the number of members at the date of filing. 1

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 Limited Liability Company records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

4/11/00
Signature Date

Manager

Signer's Capacity

SEVEN BRIDGES COMMUNICATIONS, L.L.C.

Name of Limited Liability Company

Frank E. Evans
Signature

Frank E. Evans

Name (typed or printed)