

Company ID: 128807

Touchtone Communications, Inc.  
16 South Jefferson Road  
Whippany, NJ 07981

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

December 2, 2002

IN RE: CASE NUMBER: 02-01181

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 December 2, 2002 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:

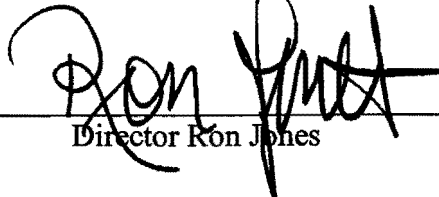
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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



Director Deborah Taylor Tate



Director Pat Miller



Director Ron Jones

**Lance J.M. Steinhart, P.C.**  
Attorney At Law  
1720 Windward Concourse  
Suite 250  
Alpharetta, Georgia 30005

<b>PAID T.R.A.</b>	
Chk #	<u>9248</u>
Amount	<u>50.00</u>
Rcvd By	<u>JP</u>
Date	<u>11-28-02</u>

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

October 24, 2002

**VIA OVERNIGHT DELIVERY**

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-9021  
(615) 741-3939

<b>DOCKET NO.</b>
<u>02-01181</u>
<u>128807</u>

Re: Touchtone Communications Inc.

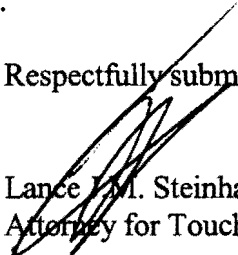
Dear Mr. Waddell:

Enclosed please find for filing an original and three (3) copies of Touchtone Communications Inc.'s Application for a Certificate to Provide and/or Resell Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

  
Lance J.M. Steinhart  
Attorney for Touchtone Communications Inc.

Enclosures  
cc: Marcello Anzalone



- 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:

- (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 ☒ 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 ☒ 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

- 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.

**Gary Glodek**

Name

~~673-739-9200~~

Phone No.

~~673-739-9366~~

Fax No.

**800-266-4006**

e-mail Address **support@touchtone.net**

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

**Lance J.M. Steinhart**

Name

**(770) 232 - 9200**

Phone No.

**(770) 232 - 9208**

Fax No.

(800) \_\_\_\_\_

e-mail Address **lsteinhart@telecomcounsel.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.

**800-266-4006**

PHONE NUMBER

**973-739-9300**

ALTERNATE PHONE NUMBER

**16 South Jefferson Road**

ADDRESS

**Whippany**

CITY

**New Jersey**

ST

**07981**

ZIPCODE

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

**TCS Corporate Services, Inc.**

**1900 Church Street, Suite 400, 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.**
- 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 is authorized and providing long distance service in: Arkansas, District of Columbia, Georgia, Kentucky, Massachusetts, Michigan, Missouri, New Hampshire, New Jersey, North Carolina, Pennsylvania, Texas, Virginia and Wisconsin

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.  
**Statewide**

\_\_\_\_\_

- F What type of customers will the applicant serve?

- a. Business ☒  
b. Residential ☒  
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 \_\_\_\_\_

- I Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>.

- J What is the applicant's 10XXX or 800 access code, if applicable? **Not Applicable**

<sup>1</sup>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? Qwest and Global Crossing

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

N Describe briefly how the applicant plans to market their services in Tennessee? Through direct sales and agents.

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

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.

Applicant will attempt to get a written letter of agency.

If not, all orders will be third party verified in  
accordance with applicable state and federal regulation.

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 \_\_\_\_\_

<sup>2</sup>A 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

**C 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: January 30, 2002 Delaware

(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.

**Applicant is a stand-alone privately-held company.**



(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:

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: 13

Employer Identification Number (E.I.N.) 37-1418502

Part IV: Financial Information

A. Address where business records are kept: \_\_\_\_\_

<b>16 South Jefferson Road</b>	<b>Whippany</b>	<b>New Jersey</b>	<b>07981</b>	<b>973-739-9300</b>
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 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
**None**

(3) If applicable, name and address of independent certified public accountant:  
**Not Applicable**

(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?

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

TOUCHTONE COMMUNICATIONS, INC.

\_\_\_\_\_  
(NAME OF CORPORATION)

BY:

\_\_\_\_\_  
SIGNATURE

Giuseppe Bio

\_\_\_\_\_  
PRINTED NAME

President

ATTEST:

\_\_\_\_\_  
Title

Karen E. Lynn

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Title

On this the 30<sup>th</sup> day of August, 2018 before me, a Notary Public  
Giuseppe Bio

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.

\_\_\_\_\_  
Karen E. Lynn

Notary Public

seal

CERTIFICATE OF INCORPORATION

OF

TOUCHTONE COMMUNICATIONS INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is:

TOUCHTONE COMMUNICATIONS INC.

2. The address of the registered office of the corporation in the State of Delaware is 2 West Loockerman Street, P.O. Box 1298, Dover, Kent County, De 19903 and the registered agent in charge thereof is Registered Office Service Company.

3. 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 Delaware.

4. The corporation is authorized to issue capital stock to the extent of:

One Thousand (1,000) Shares Without Par Value

5. The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

6. Election of directors need not be by written ballot unless so provided in the By-Laws of the corporation.

7. No Director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not eliminate the liability of a Director (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 or (iv) for any transaction from which the Director derived an improper personal benefit.

8. Except as otherwise required by statute, the books and records of the corporation may be kept outside of the State of Delaware at such place or places as provided in the By-Laws of the corporation or from time to time designated by the Board of Directors.

9. The name and address of the incorporator is as follows:

NAME

ADDRESS

R. W. Worthington, Jr.

2021 Arch Street, Philadelphia, PA 19103

IN WITNESS WHEREOF, the incorporator has hereunder set his hand and seal this 30th day of January, 2002.

R. W. Worthington, Jr.  
R. W. Worthington, Jr.

**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

DATE: 09/06/02  
REQUEST NUMBER: 4594-0464  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/06/02 0944  
EFFECTIVE DATE/TIME: 09/06/02 0944  
CONTROL NUMBER: 0432940

TO:  
LANCE J M STEINHART PC  
1720 WINDWARD  
CONCOURSE/SUITE-250  
ALPHARETTA, GA 30005

RE:  
TOUCHTONE COMMUNICATIONS 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: 09/06/02

FROM:  
TOUCHTONE COMMUNICATIONS INC  
16 SOUTH JEFFERSON R

WHIPPANY, NJ 07981-0000

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

RECEIPT NUMBER: 00003140498  
ACCOUNT NUMBER: 00404959



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE