

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**  
Nashville, TN

January 27, 2003

IN RE: Company ID: 128818

Twin Lakes Communications, Inc.  
PO Box 696  
Gainsboro, TN 38562-0696

CASE NUMBER: 02-01342

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**ORDER-GRANTING AUTHORITY TO PROVIDE  
OPERATOR SERVICES AND/OR  
RESELL TELECOMMUNICATION SERVICE IN TENNESSEE**

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This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company to Provide Operator Services and/or Resell Telecommunication Service in Tennessee. The TRA considered this application at a Conference held on January 27, 2003 and concluded that the applicant has met all the requirements to provide resell service in Tennessee.

**IT IS THEREFORE ORDERED:**

1. That the above-mentioned company is authorized to provide Resell service within the state of Tennessee.
2. That this order permit shall remain in effect until further order of this Authority.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain the appropriately tariffed access line from Authority authorized telecommunications service providers.

  
Chairman Sara Kyle

  
Director Deborah Taylor Tate

  
Director Pat Miller

**MILLER & MARTIN LLP**

ATTORNEYS AT LAW

1200 ONE NASHVILLE PLACE

150 FOURTH AVENUE NORTH

NASHVILLE, TENNESSEE 37219-2433

CHATTANOOGA OFFICE:

SUITE 1000, VOLUNTEER BUILDING

832 GEORGIA AVENUE

CHATTANOOGA, TENNESSEE 37402-2289

423/756-6600

FAX 423/785-8480

615/244-9270

FAX 615/256-8197

OR

615/744-8466

WRITER'S DIRECT NUMBER

615/744-8576

ATLANTA OFFICE:

1275 PEACHTREE STREET, N.E.

SUITE 700

ATLANTA, GEORGIA 30309-3576

404/962-6100

FAX 404/962-6300

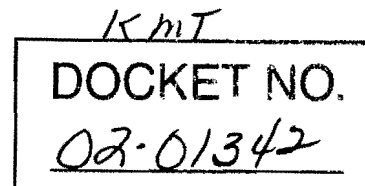
J. GRAY SASSER  
NASHVILLE OFFICE

E-MAIL ADDRESS:  
gsasser@millermartin.com

December 30, 2002

VIA HAND DELIVERY

Chairman Sara Kyle  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505



LD 128347  
ack to  
Shirley

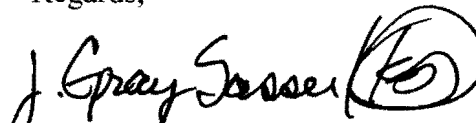
Re: Reseller Application of Twin Lakes Communications, Inc.

Dear Chairman Kyle:

Pursuant to my phone conversation with your offices, please find enclosed a completed original Reseller Application Package and one copy of the same. Also, please find enclosed a \$50.00 check for the filing fee and the requisite Irrevocable Letter of Credit.

Please contact me with any further questions or comments as they relate to Twin Lakes Communications Inc.'s Tennessee Regulatory Authority Reseller Application.

Regards,

  
J. Gray Sasser

JGS/ktr  
enc.

cc: Robert Dudney (w/o enc.)

**TENNESSEE REGULATORY AUTHORITY**  
**TELECOMMUNICATIONS DIVISION**

**RESELLER APPLICATION CONTENTS**

- I. Reseller Application
  - A. Appendix I
  - B. Appendix II

**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 Twin Lakes Communications 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.

P.O. Box 696 Gainesboro TN 38562-0696  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0426266

Federal Taxpayer ID Number 481279798

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.

Twin Lakes Telephone Cooperative Corporation

Address P.O. Box 67 City Gainesboro

State: TN Zip Code 38562-0067 Phone No. (931) 268 - 2151  
(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.

<b>THIS SECTION FOR TRA USE ONLY</b>	
Docket Number: _____	Company ID Number _____
	Date Approved: _____
	Evaluator _____

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: Twin Lakes Telephone Cooperative Corporation conducts business at the same  
location as the applicant.

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.**

Please see the attached.

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 **If yes, please explain fully.**

G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC 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 \_\_\_\_\_ 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%) or more shareholders or beneficiaries (of a trust) been inducted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

\_\_\_\_\_ Yes \_\_\_\_\_ X \_\_\_\_\_ 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.

\_\_\_\_\_ Robert D. Dudney \_\_\_\_\_ (931) 268-2151 \_\_\_\_\_ (931) 268-2734  
Name Phone Number Fax Number

(800) \_\_\_\_\_ N/A \_\_\_\_\_ E-mail Address: \_\_\_\_\_ bef@twinlakes.net \_\_\_\_\_

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

\_\_\_\_\_ Gray Sasser of Miller & Martin LLP \_\_\_\_\_ (615) 744-8576 \_\_\_\_\_ (615) 256-8197  
Name Telephone No. Fax No.

\_\_\_\_\_ (800) 275-7303 \_\_\_\_\_ e-mail: \_\_\_\_\_ gsasser@millermartin.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 adjustment.

(800) 644-8582 \_\_\_\_\_ (931) 268-2151 \_\_\_\_\_  
Phone Number Alternate Phone Number

\_\_\_\_\_ P.O. Box 696 \_\_\_\_\_ Gainesboro \_\_\_\_\_ TN \_\_\_\_\_ 38562-0696  
Address City State Zip Code

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

\_\_\_\_\_ Mr. Robert Dudney, P.O. Box 67, Gainesboro, TN 38562 \_\_\_\_\_

- 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 pages if necessary)

\_\_\_\_\_ None. \_\_\_\_\_

## PART II:

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

\_\_\_\_\_ X \_\_\_\_\_ 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.**

N/A

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. From each such state, describe applicant's current activities along with a history of operations there. **Use additional pages if necessary.**

Tennessee only

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.

To applicant's knowledge, there have been no complaints filed against it.

**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.**

To the applicant's knowledge, there have been no complaints filed against its parent corporation.

- 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.

Nashville LATA

- F. What type of customers will the applicant serve?

a.	Business	<u>      X      </u>
b.	Residential	<u>      X      </u>
c.	Aggregators (hotels, payphones)	<u>                    </u>
d.	Others (specify)	<u>                    </u>

- 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:

Applicant does not allow a property imposed fee (PIF).

- 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 II<sup>1</sup>.

<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.

- J. What is the applicant's 10XXX or 800 access code, if applicable? 105296
- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g., switches, fiber lines) in Tennessee? Yes
- L. Whose facility-based network(s) will the applicant be reselling? MCI
- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?<sup>2</sup>  
Applicant plans to utilize the billing system of Twin Lakes Telephone Cooperative Corporation; a copy of the bill is attached.
- N. Describe briefly how the applicant plans to market their services in Tennessee.  
Radio, newspaper and direct mail
- O. If independent telemarketers are to be used, list the name, contact person, address, phone number and federal taxpayer ID for each company.  
Applicant has not yet determined whether it will utilize any independent telemarketers.
- | Company Name | Contact | Address | City | State | Zip | Phone |
|--------------|---------|---------|------|-------|-----|-------|
| Company Name | Contact | Address | City | State | Zip | Phone |
| Company Name | Contact | Address | City | State | Zip | Phone |
| Company Name | Contact | Address | City | State | 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.  
Change through LOA to local telephone company.
- 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   X   No

**PART III: ORGANIZATIONAL 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.**

  X   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 charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

           Individual                        Attach a copy of the charter, bylaws and/or certificate of incorporation and 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:   June 12, 2002

(1) Parent Company, if applicable:   Twin Lakes Telephone Cooperative Corporation  

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

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

  Please see attached.  

- (c) 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 wholly-owned subsidiary of Twin Lakes Telephone Cooperative Corporation. Neither the applicant nor Twin Lakes Telephone Cooperative Corporation is publicly-traded on any stock exchange.  

- (d) 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

- (e) 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 a 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.

\_\_\_\_\_ N/A

- (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: Currently the applicant has no employees, but its parent corporation, Twin

Lakes Telephone Cooperative Corporation, has 128 employees.

Employer Identification Number (E.I.N.) 48-1279798

#### PART IV: FINANCIAL INFORMATION

A. Address and telephone number where business records are kept: 201 W. Gore Street

Gainesboro, Tennessee 38562 (931) 268-2151

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.

Please see the attached.

(1) Fiscal year-end: Month September Day 30

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

The Applicant is a new entity and therefore does have a recent financial statement. The most recent financial statement of the Applicant's parent, Twin Lakes Telephone Cooperative Corporation, dated December 31, 2001, is attached.

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

Totherow Haile & Welch P.O. Box 697 McMinnville, TN 37110

(4) Period covered by financial statement attached: December 31, 1998 – December 31, 2001

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 applicant 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 services? X Yes        No

Mail this 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 omission or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.**

For Individual and Partners:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

For Corporations  
And Other Organizations:

Twin Lakes Communications Inc.

Name of Corporation

By: James R. Montgomery

Signature

Printed Name: James R. Montgomery

Title: President, Board of Directors

ATTEST: Robert A. [Signature]

Title: General Manager

On this the 23<sup>rd</sup> day of December, 2002 before me, a Notary Public, James R. Montgomery, 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.

SEAL

Eileen Forkum  
Notary Public 04/07, 2004

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

ISSUANCE DATE: 11/21/2002  
REQUEST NUMBER: 02325130  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/01/2002  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0426266  
JURISDICTION: TENNESSEE

TO:  
MILLER & MARTIN LLP  
JEAN P. SHEARER  
150 4TH AVENUE NO  
NASHVILLE, TN 37219

REQUESTED BY:  
MILLER & MARTIN LLP  
JEAN P. SHEARER  
150 4TH AVENUE NO  
NASHVILLE, TN 37219

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

-----  
"TWIN LAKES COMMUNICATIONS INC"  
-----

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/21/02

FROM:  
MILLER & MARTIN LLP (1200 1 NASH PLACE)  
1200 ONE NASHVILLE P  
150 4TH AVENUE NORTH  
NASHVILLE, TN 37219-2433

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

RECEIPT NUMBER: 00003172209  
ACCOUNT NUMBER: 00001605



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

FILED

RECEIVED  
1961 JUN -1 PM 9:32  
INTERNAL SECURITY  
SECRET

NS INC.

Business Corporation Act adopts

REC'D - CIVIL RIGHTS  
JAN 9 1968

1. The name of the corporation is Twin Lakes Communications Inc..
2. The number of shares of stock the corporation is authorized to issue is Two Thousand shares of stock with no par value.
3. (a) The complete address of the corporation's initial registered office in Tennessee is 201 West Gore Avenue, P.O. Box 67, Gainesboro, Tennessee 38562. It is in Jackson County, Tennessee.  
  
(b) The name of the initial registered agent, to be located at the address listed in 3(a) is Robert D. Dudney.
4. The name and complete address of the incorporator is Robert D. Dudney, 1586 Dellwood Avenue, Cookeville, Tennessee 38506.
5. The name and complete address of the corporation's principal office is 201 West Gore Avenue, P.O. Box 67, Gainesboro, Tennessee, 38562.
6. The corporation is for profit.
7. Any or all of the directors of the corporation may be removed for cause by a vote of a majority of the entire board of directors.

8. (a) The Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director of this Corporation against liability incurred in the proceeding to the fullest permitted by the laws of the State of Tennessee, T.C.A. 48-18-502 subject to the provisions of and in accordance with the procedure set forth in the Statute T.C.A. 48-18-506.

(b) A director shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, that such provision shall not eliminate or limit the liability of a director:

(A) For any breach of the director's duty of loyalty to the corporation or its shareholders;

(B) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(C) For voting for or assenting to an unlawful distribution in violation of the provisions of T.C.A. 48-18-304.

23 APR 02  
Signature Date

  
Incorporator's Signature

Robert D. Dudney  
Incorporator's Name