

COUDERT BROTHERS LLP

ATTORNEYS AT LAW

1627 I STREET, N.W.

WASHINGTON, D.C. 20006-4007

TEL: (202) 775-5100

FAX: (202) 775-1168

WWW.COUDERT.COM

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PAID T.R.A.	
Chk #	5413
Amount	50.00
Rcvd By	JP
Date	1-31-03

BY FEDERAL EXPRESS

January 30, 2003

Carol Timberlake
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, TN 37243

03-00084
128823

Re: France Telecom Corporate Solutions L.L.C.; Application for
Certificate to Resell Telecommunication Services in Tennessee

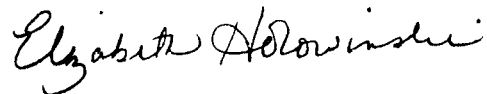
Dear Ms. Timberlake:

On behalf of France Telecom Corporate Solutions L.L.C., enclosed for filing please find an original plus one (1) copy of its Application for Certificate to Resell Telecommunication Services in Tennessee. Also enclosed is a check in the amount of \$50.00, payable to the "Tennessee Regulatory Authority" to cover the requisite filing fee.

Please file-stamp and return the extra copy of this filing in the pre-addressed, stamped envelope provided for this purpose.

Kindly direct any questions concerning this filing to the undersigned.

Regards,



William K. Coulter
Elizabeth Holowinski
Counsel for France Telecom
Corporate Solutions, L.L.C.

Enclosures

**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 France Telecom Corporate Solutions 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.

2300 Corporate Park Drive, Mailstop SP0606, Herndon, VA 20171
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0428371

Federal Taxpayer ID Number 52-2361634

Social Security Number for Applicants
Applying as Individuals N/A.
Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

None.

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 _____ City _____
State _____ Zip Code _____ Phone No. (____) ____-____ See Exhibit A.
(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 128823
Date Approved _____
Evaluator _____

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

C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Applicant is the subsidiary of a Publicly Traded Company, France Telecom S.A.
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 _____ ☒ 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.

Jean-Sebastien Falisse (703) 375 - 4919 (703) 375 - 4905
Name Phone No. Fax No.

(800) Not available. e-mail Address jeansebastien.falisse@francetelecom.com

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

William K. Coulter and
Elizabeth Holowinski (202) 775 - 5100 (202) 775 - 1168
Name Phone No. Fax No.

(800) COUDERT e-mail Address coulterw@coudert.com and holowinskies@coudert.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.

866-280-3726 703-689-5611 (customer may call collect)
PHONE NUMBER ALTERNATE PHONE NUMBER
2300 Corporate Park Drive, Mailstop SPO606, Herndon, VA 20171
ADDRESS CITY ST ZIPCODE

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

CT Corporation System, 530 Gay Street

Knoxville, TN 37902

- (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.**
N/A.
- 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 has recently obtained authority to operate in
Colorado and Massachusetts, but has not yet commenced
operations in those states.
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. N/A.

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. See Exhibit A.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)
None.

- E Areas in Tennessee to be served.
Statewide.

- F What type of customers will the applicant serve?
a. Business x
b. Residential _____
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. See Exhibit B.

- 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? BellSouth, AT&T, Cable & Wireless, MCI (Long Distance), etc.

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Applicant will bill customers directly. See Exhibit C.

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

See Exhibit D.

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

None.

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.

See Exhibit E.

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 x No

Part III: Organization Structure

A. Applicant's organizational structure

Corporation

Publicly Traded Corporation

Subsidiary of a Publicly Traded Corporation

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

See Exhibit F.

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:
- (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.

- (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.
- (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: 0.

Employer Identification Number (E.I.N.) 52-2361634

Part IV: Financial Information

A. Address where business records are kept: 2300 Corporate Park Drive, 6th Floor

Herndon	VA	20171	street (703) 375-4919
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. See Exhibit G.

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

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
December 31, 2001

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

Ernst & Young, Gabriel Galet, RSM Salustro Reydel,

Edouard Salustro and Jean Michel Charpentier

(4) Period covered by financial statement attached: 1999-2001

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. 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

France Telecom Corporate Solutions L.L.C.
(NAME OF CORPORATION)

BY:

SIGNATURE

Jean-Sebastien Falisse
PRINTED NAME

Treasurer

ATTEST:

Title
Tax Director

Title

On this the 9th day of January, 2003 before me, a Notary Public

Jean-Sebastien Falisse

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.

Kathleen J. Bocca
Notary Public

seal

My Commission Expires January 31, 2006

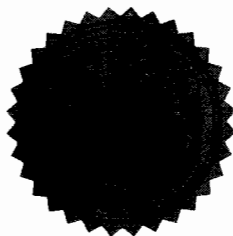
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANCE TELECOM CORPORATE SOLUTIONS 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3461073 8300

AUTHENTICATION: 2040119

020642303

DATE: 10-17-02

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FRANCE TELECOM CORPORATE SOLUTIONS L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2001, AT 9:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3461073 8100

AUTHENTICATION: 1469978

010601102

DATE: 11-29-01

11/28/2001 10:07 FAX 202 822 2099

FRANCE TELECOM

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 11/28/2001
010601102 - 3461073

CERTIFICATE OF FORMATION
OF
FRANCE TELECOM CORPORATE SOLUTIONS L.L.C.

1. The name of the limited liability company is France Telecom Corporate Solutions L.L.C.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of France Telecom Corporate Solutions L.L.C.

this 28th day of November, 2001

FRANCE TELECOM PARTICIPATIONS
U.S., INC.


Danielle Aguto
Assistant Secretary