

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

RECEIVED

APR 24 2003

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.

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

03-00314

Part I : General Information

A. Name of Applicant:

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

ACC National Long Distance Corp.

Legal name of applicant, if different from above.

One AT&T Way, PO Box 752, Bedminser, NJ 07921
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0284722

Federal Taxpayer ID Number 16-1456981

Social Security Number for Applicants

Applying as Individuals _____

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.

AT&T of the Southern States, LLC., and TCG Midsouth, Inc. at:

One AT&T Way, PO Box 752, Bedminser, NJ 07921
Address City State Zip

(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 03-00314

Company ID Number _____

Date Approved _____

Evaluator _____

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

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

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

Information to be included:

NAME	TITLE	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS		PHONE No.
HOME ADDRESS		PHONE No.
EMPLOYMENT HISTORY		

**Provide the above requested information on separate attachments.
ACC is a subsidiary of AT&T Corp. a publicly traded company.**

- 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)**

- 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)**

(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 _____ **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 L. Middleton
Name

973-326-2667
Phone No.

973-326-2567
Fax No.

(800) _____ e-mail Address _____

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

Carroll Wallace
Name

615-244-2582
() Phone No. () - Fax No.

(800) _____ e-mail Address _____

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

1-888-478-8724
PHONE NUMBER

ALTERNATE PHONE NUMBER

PO Box 944030, Maitland, Florida 32794-4030

ADDRESS

CITY

ST

ZIPCODE

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

Bernstein, Stair & McAdams, c/o CT Corp., 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)

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.)

ACC National Long Distance Corp.'s ultimate parent, AT&T Corp., is authorized to provide telecommunications services in all states and has had such authority for over 75 years.

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. _____

- 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 attached**

- J What is the applicant's 10XXX or 800 access code, if applicable? **10345**

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? _____
Applicant will provide resold services over facilities leased from AT&T. ←

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² **Applicant will bill customers through the local telephone company.**

N Describe briefly how the applicant plans to market their services in Tennessee?
ACC's marketing vehicles will include press releases, direct mail and web site.

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

N/A
COMPANY NAME CONTACT ADDRESS CITY ST ZIP PHONE

COMPANY NAME CONTACT ADDRESS CITY ST ZIP PHONE

COMPANY NAME CONTACT ADDRESS CITY ST ZIP PHONE

COMPANY NAME CONTACT ADDRESS CITY ST ZIP PHONE

P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

N/A

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

X Corporation

Publicly Traded Corporation

X **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

ACC's Certificate of Incorporation is appended hereto as Attachment B. ACC's Certificate of Authority to transact business in Tennessee is appended as Attachment C.

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: 10/25/1993, Delaware

(1) Parent Company, if applicable: **AT&T Corp.**

(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 subsidiary of ACC Corp. ACC Corp is a first tier subsidiary of TCG, Inc., and TCG, Inc. is a first tier of AT&T Corp. AT&T Corp. is the only publicly traded company. 6

6

(4) Period covered by financial statement attached: _____

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.

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?

X Yes _____ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X Yes _____ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

BY: ACC National Long Distance Corp.
(NAME OF CORPORATION)
Robert Middleton
SIGNATURE
Robert Middleton
Assistant Secretary

ATTEST: _____

Title

On this the 15th day of April, 2003 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Amy M. McLaughlin
Notary Public

seal

Amy M. McLaughlin
Notary Public
My Comm. Expires 02/18/2008

TENNESSEE REGULATORY AUTHORITY

TELECOMMUNICATIONS DIVISION

T.R.A. DOCKET ROOM

RESELLER APPLICATION CONTENTS

May 23

**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:

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

ACC National Long Distance Corp.

Legal name of applicant, if different from above.

One AT&T Way, PO Box 752, Bedminser, NJ 07921
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID **0284722**

Federal Taxpayer ID Number **16-1456981**

Social Security Number for Applicants

Applying as Individuals _____

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.

AT&T of the Southern States, LLC., and TCG Midsouth, Inc. at:

One AT&T Way, PO Box 752, Bedminser, NJ 07921
Address City State Zip

(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. _____

Company ID Number _____

Date Approved _____

Evaluator _____

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

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

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

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.

ACC is a subsidiary of AT&T Corp. a publicly traded company.

- 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?

 X Yes No **Applicant's certificate to resell**

telecommunications services in TN was revoked by the TRA due to its failure to renew its surety bond.

- 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)?

 X Yes No **See explanation above.**

(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? X Yes No **See explanation above.**

- 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)**

- 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)**

(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 _____ **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 L. Middleton
Name

973-326-2667
Phone No.

973-326-2567
Fax No.

(800) _____ e-mail Address _____

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

Carroll Wallace
Name

615-244-2582

() Phone No. () - Fax No.

(800) _____ e-mail Address _____

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

1-888-478-8724

PHONE NUMBER

ALTERNATE PHONE NUMBER

PO Box 944030, Maitland, Florida 32794-4030

ADDRESS CITY ST ZIPCODE

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

Bernstein, Stair & McAdams, c/o CT Corp., 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)

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.)

ACC National Long Distance Corp.'s ultimate parent, AT&T Corp., is authorized to provide telecommunications services in all states and has had such authority for over 75 years.

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. _____

- 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 attached**

- J. What is the applicant's 10XXX or 800 access code, if applicable? **10345**

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? _____
Applicant will provide resold services over facilities leased from AT&T.

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² **Applicant will bill customers through the local telephone company.**

N Describe briefly how the applicant plans to market their services in Tennessee?
ACC's marketing vehicles will include press releases, direct mail and web site.

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

N/A

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

N/A

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

ACC's Certificate of Incorporation is appended hereto as Attachment B. ACC's Certificate of Authority to transact business in Tennessee is appended as Attachment C.

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: 10/25/1993, Delaware

(1) Parent Company, if applicable: AT&T Corp.

(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 subsidiary of ACC Corp. ACC Corp is a first team subsidiary of TCG, Inc., and TCG, Inc. is a first tier of AT&T Corp. AT&T Corp. is the only publicly traded company. 6

(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: 22 (Officers)

Employer Identification Number (E.I.N.)
16-1456981

Part IV: Financial Information

A. Address where business records are kept: **One AT&T Way, PO Box 752, Rm 2B116F**

Bedminster,	NJ	07921	street 908-234-5276
CITY	STATE	ZIP CODE	PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

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

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Appended hereto as Attachment D is the 2001 Annual Report of AT&T Corp., Applicant's parent company.

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

(4) Period covered by financial statement attached: 2001

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

If so, Name of internal auditor: Price Waterhouse Coopers

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?

☒ Yes ☐ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

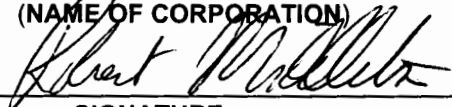
Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

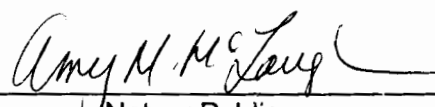
BY: ACC National/Long Distance Corp.
(NAME OF CORPORATION)

SIGNATURE
Robert Middleton
PRINTED NAME
Assistant Secretary
Title

ATTEST: _____

Title

On this the 23rd day of May, 2003 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.


Notary Public

seal Amy M. McLaughlin
Notary Public
Comm. Expires 02/16/2008

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ACC NATIONAL LONG DISTANCE CORP." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4117156

DATE: 10/26/1993

723298150

**CERTIFICATE OF INCORPORATION
OF
ACC NATIONAL LONG DISTANCE CORP.
(a Delaware Corporation)**

ARTICLE ONE

The name of the Corporation is ACC National Long Distance Corp.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE THREE

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 the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares, all of one class of Common Stock without par value, and each share of Common Stock shall be entitled to one vote on all matters as to which such stock is entitled to vote.

ARTICLE FIVE

The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of not less than three persons. The exact number of Directors shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation and may be increased or decreased as therein provided. Directors of the Corporation need not be elected by ballot unless required by the Bylaws. The Board of Directors is authorized to adopt, alter, amend or repeal the Bylaws, subject

to the right of the stockholders to adopt, alter, amend or repeal Bylaws made by the Board of Directors; provided, however, that Bylaws shall not be adopted, altered, amended or repealed by the stockholders except by the affirmative vote of the holders of at least 80% of the issued and outstanding Common Stock of the Corporation.

ARTICLE SIX

SECTION 1

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (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 Delaware General Corporation Law, or (iv) for any transaction from which the Director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

SECTION 2

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be

amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss, including without limitation attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement, reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in Paragraph (b) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding, or part thereof, initiated by such indemnitee only if such proceeding, or part thereof, was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by the Court of Chancery of the State of Delaware or the court in which such proceeding is brought, that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise (hereinafter an "undertaking").

(b) Right of Indemnitee to Bring Suit. If a claim under Paragraph (a) of this Section is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be

entitled to recover such expenses upon an adjudication by the Court of Chancery of the State of Delaware or the court in which such suit is brought, that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Section or otherwise shall be on the Corporation.

(c) Non-Exclusivity of Rights. The rights to indemnification and the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested Directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) Indemnification of Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of Directors, officers and employees of the Corporation.

ARTICLE SEVEN

SECTION 1

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the issued and outstanding Common Stock of the Corporation shall be required to alter, amend, adopt any provision inconsistent with or repeal Articles FIVE, SIX, and this Section 1 of Article SEVEN of this Certificate of Incorporation in any respect.

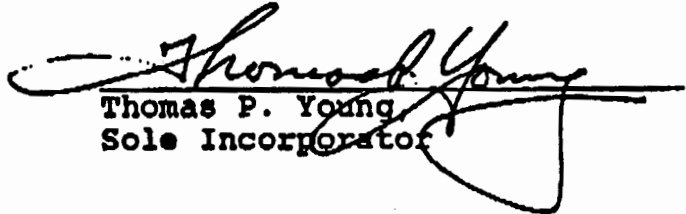
SECTION 2

Except as otherwise provided in this Certificate of Incorporation, the Corporation reserves the right at any time and from time to time to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or as hereafter prescribed by law, and all rights, preferences and privileges conferred upon stockholders, Directors and officers by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are subject to the right reserved in this Section.

ARTICLE EIGHT

The name and mailing address of the incorporator of the Corporation is: Thomas P. Young, Esq., 1800 Lincoln First Tower, Rochester, New York 14604.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator for the purpose of forming a corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, has executed this Certificate of Incorporation this 25th day of October, 1993.


Thomas P. Young
Sole Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/05/94
REQUEST NUMBER: 2900-0321
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 10/05/94 1027
EFFECTIVE DATE/TIME: 10/05/94 1027
CONTROL NUMBER: 0284722

TO:
HIO CORPORATE SERVICES
SUITE 501
516 N. CHARLES ST.
BALTIMORE, MD 21201

RE:
ACC NATIONAL LONG DISTANCE CORP.
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: 10/05/94

FROM:
HIO CORPORATE SERVICES
307 DOLPHINE STREET
BALTIMORE, MD 21217-0000

	FEE	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00001703394
ACCOUNT NUMBER: 00137567



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

2000 10-12-1

RECEIVED
STATE OF TENNESSEE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

94 OCT -5 AM 10: 27

ACC NATIONAL LONG DISTANCE CORP.

To the Secretary of State of the State of Tennessee:
RILEY DARNELL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ACC NATIONAL LONG DISTANCE CORP.

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

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is State of Delaware

3. The date of its incorporation is October 25, 1993, and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____
400 West Avenue, Rochester, New York 14611

5. The complete street address (including zip code) of its registered office in this state and the name of its registered agent at that office is HIQ CORPORATE SERVICES, INC.

c/o HIQ CORPORATE SERVICES, INC. 258 HARDING PLACE NASHVILLE TN 37205

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See Attached