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**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 Cincinnati Bell Any Distance 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.

201 East Fourth Street, Cincinnati, Ohio 45202

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0257600

Federal Taxpayer ID Number 72-1122018

Social Security Number for Applicants

Applying as Individuals Not applicable.

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

Not applicable.

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.

None in Tennessee.

Address \_\_\_\_\_ City \_\_\_\_\_

State \_\_\_\_\_ Zip Code \_\_\_\_\_ Phone No. (\_\_\_\_) \_\_\_\_ - \_\_\_\_\_

(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

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

**THIS SECTION FOR TRA USE ONLY**

Docket Number. 03-00646

Company ID Number 128879

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: See Attached Exhibit 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

BUSINESS ADDRESS PHONE No.

HOME ADDRESS PHONE No.

EMPLOYMENT HISTORY

Not applicable. Applicant is a subsidiary of Cincinnati Bell Inc., a publicly traded corporation.

**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)**

X Yes \_\_\_\_\_ No. If yes, please explain fully.

See attached Exhibit B.

- 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)**

\_\_\_\_\_ Yes X No. If yes, please explain fully

- (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.

<u>D. Scott Ringo, Jr.</u>	<u>(513) 397-1354</u>	<u>(513) 723-9815</u>
Name	Phone No.	Fax No.

(800) \_\_\_\_\_ e-mail Address scott.ringo@cinbell.com

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

<u>Jennifer A. Newberry</u>	<u>(703) 356-7500</u>	<u>(703) 356-6863</u>
Name	Phone No.	Fax No.

(800) \_\_\_\_\_ e-mail Address jnewberry@mageelawfirm.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.

<u>(866) 565-2210</u>	_____
Phone Number	Alternate Phone Number

201 East Fourth Street, Cincinnati, Ohio 45202  
ADDRESS CITY ST ZIPCODE

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

Corporation Service Company, 2908 Poston Avenue, Nashville, TN 37203

- K Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: Not applicable.  
(use additional sheets if necessary)

Part II:

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

X Resell Interexchange long distance services

X Operator Services

     Resell local services

     Other (describe) \_\_\_\_\_

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.** Not applicable because Applicant will not be providing operator services to other carriers.

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

Applicant is authorized to provide resold long distance services in all 48 contiguous states, except Alabama, Arizona, Colorado, Michigan, Missouri, Nevada, Pennsylvania, and Tennessee. Applicant has applications pending in these states. Applicant's affiliate, Cincinnati Bell Telephone, provides incumbent local exchange services in Indiana, Kentucky and Ohio.

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 its current knowledge, Applicant has had approximately 57 complaints from December 2001 through November 2003, which is approximately .0001055%. All of these complaints have been resolved either resulting in a credit, declaration of correct billing, recourse charges back to another carrier, or no action due to a lack of response from the customer. Of the 57 complaints, 28 involved slamming and the remainder involved billing issues.

**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 it current knowledge, Cincinnati Bell Telephone has had approximately 521 complaints from December 2001 through November 2003, which is approximately .00051489.

- 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 X  
c. Aggregators \_\_\_\_\_  
(e.g. Hotels, Payphones)  
d. Other (specify) \_\_\_\_\_
- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No.
- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes X No \_\_\_\_\_
- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>.  
Also see Rate Sheet attached to Appendix II.
- J. What is the applicant's 10XXX or 800 access code, if applicable? Not applicable.
- 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 use the network of Broadwing Communications, LLC.

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<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.

M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly<sup>2</sup>? Applicant will bill customers directly. A sample bill is attached as Exhibit C.

N. Describe briefly how the applicant plans to market their services in Tennessee? Applicant intends to use its in-house sales representatives to market to business customers located in CBT's local exchange states, Indiana, Kentucky, and Ohio that have other locations in Tennessee.

O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company. Not applicable.

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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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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. Applicant will verify a customer's decision to change the customer's preferred provider by obtaining a signed Letter of Authorization or by Third Party Verification prior to submitting the carrier change request to the customer's local exchange provider. Applicant will comply with the Federal Communications Commission's and the Regulatory Authority's carrier change rules.

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 \_\_\_\_\_

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  
X Corporation  
\_\_\_\_\_ Publicly Traded Corporation  
\_\_\_\_\_ Subsidiary of a Publicly Traded Corporation  
\_\_\_\_\_ Limited Liability Corporation

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<sup>2</sup> A copy of a bill is required if the applicant is going to bill customers directly.

\_\_\_\_\_ Other Form of Corporation  
Attach a copy of the articles of organization and operating agreement along with amendments.

List type C Corporation \_\_\_\_\_ (Example S Corporation)  
Attach a copy of the charter, bylaws and/or certificate of incorporation.  
Please see Exhibit D.

_____ 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. Not applicable.**

- (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: 52.

Employer Identification Number (E.I.N.) 72-1122018

Part IV: Financial Information

- A. Address where business records are kept: 201 East Fourth Street, Cincinnati, Ohio 45202 (513) 397-0438
- 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 Exhibit E.
  - (1) Fiscal year end: Month December Day 31st
  - (2) Date of most recent audited, unconsolidated financial statement of Applicant: September 30, 2003
  - (3) If applicable, name and address of independent certified public accountant: Pricewaterhousecoopers, 720 East Pete Rose Way, Cincinnati, Ohio 45203
  - (4) Period covered by financial statement attached: January 1, 2003 through September 30, 2003
- C. Does the applicant currently have an internal auditor and/or internal audit program? Yes.

If so, Name of internal auditor Bob Coogan.
- 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. Not applicable.



Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.  
Please see Exhibit F.
- B. 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](http://www.state.tn.us/tra_electronic_fileroom) in its entirety?  
X Yes \_\_\_\_\_ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X Yes \_\_\_\_\_ No

A bond is attached hereto as Exhibit G.

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](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 Corporations  
and Other Organizations

Cincinnati Bell Any Distance Inc.  
**NAME OF CORPORATION)**

BY:

  
**SIGNATURE**

D. Scott Ringo, Jr.  
**PRINTED NAME**

Assistant Corporate Secretary and Director of  
Regulatory Affairs  
**Title**

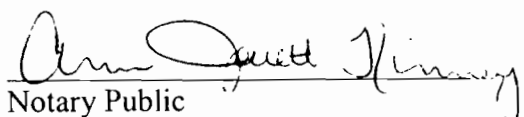
ATTEST:

  
Vice President & General Counsel  
**Title**

On this the 22<sup>nd</sup> day of December, 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.

**ANN JOUETT KINNEY**  
Attorney At Law  
Notary Public, State of Ohio  
My Commission Has No Expiration Date  
Section 147.03 R.C.

  
Notary Public

seal