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T.R.A. DOCKET RULE

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OF COUNSEL

THOMPSON BENNETT
JOHN T. PETERS, JR.

VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

July 1, 2004

Joe Werner, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

27877 Clearing Rd

RE: DCT Telecom Group, Inc.

DOCKET NO.

04-00192

Dear Mr. Werner:

Enclosed for filing with the Regulatory Authority, please find an original and three (3) copies of the above captioned corporation's APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL INTEREXCHANGE TELECOMMUNICATION SERVICES, along with a check in the amount of \$50.00 for filing fees relating to same.

Also enclosed is an exact duplicate of this letter. Please date-stamp the duplicate and return same to me in the enclosed postage-paid envelope.

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/ren

enc

RECEIVED

TELECOMMUNICATIONS DIVISION

**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 DCT Telecom Group, 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.

27877 Clemens Road, Westlake, OH 44145
Address, City, State, Zip

Tenn. Secretary of State Certificate of Authority ID _____

Federal Taxpayer ID Number 34-1753816

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.

Address _____

City/State/Zip _____ Phone () _____

*****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 04-00/92 Company ID Number 128903
Date Approved _____
Evaluator _____

B. Describe other businesses or business transactions, if any, at the same location as the principal business address:
Not Applicable

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:

- (c) The proprietor, if the applicant is an individual;
- (d) Every member, if the applicant is a partnership;
- (e) 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)
- (f) 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		

Attached as Exhibit A

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)**

☐ Yes ☒ No If yes, please explain fully.

- 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 ☒ 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 ☒ 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.

J. Anthony Rehak
Name

(440) 892-0300
Phone No.

(440) 892-2850
Facsimile No.

(888) 404-4328

E-mail Address: trehak@4dct.com

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

Patrick Crocker
Name

(269) 381-8844
Phone No.

(269) 381-8822
Facsimile No.

E-mail Address: pcrocker@earlylennon.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.

(888) 404-4328
PHONE NUMBER

(269) 381-8844
ALTERNATE PHONE NUMBER

27877 Clemens Road
ADDRESS

Westlake
CITY

OH
STATE

44145
ZIPCODE

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

Joseph Martin, Jr.

3rd Floor, 230 Fourth Avenue N

Nashville, TN 37219

- 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)

Not Applicable

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.** Applicant is not providing operator service at this time. _____

- 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.)
Attached as Exhibit B

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.

No complaints have been filed against Applicant.

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.

Applicant has no affiliates or parents engaged in providing telecommunications services.

- 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)
Applicant has not been denied authority to provide service.

- E. Areas in Tennessee to be served.
Statewide

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

a. ☒ Business

b. ☒ Residential

c. ☐ Aggregators

(e.g. Hotels, Payphones)

d. ☐ Other (specify) _____

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network?
- ☐ Yes ☐ No If yes, specify amount: _____
- Not applicable

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services?
- ☐ Yes ☐ No
- Not applicable

- 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.

Attached as Exhibit C

- 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?

Applicant has no plans at this time to construct any telecommunications transmission facilities of its own and seeks no construction authority by means of this application.

- L. Whose facility-based network(s) will the applicant be reselling?

Qwest Communications Corporation

- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²?

Applicant will utilize Profitec as a billing agent. A sample bill is attached as **Exhibit D**

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

Applicant has no plans to market services in Tennessee at this time.

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

COMPANY NAME	CONTACT	ADDRESS	CITY ST ZIP	PHONE
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 utilize Qwest's remote control services.

- 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 ☐ 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 ☐ No

¹ 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.

² A copy of a bill is required if applicant is going to bill the customer directly.

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.

Applicant's Articles of Incorporation and Bylaws are attached as Exhibit F.

☐ 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)-(e) is to be completed if applicant is a Corporation, Association or Trust

(a) The date and state of formation/incorporation: 9/30/03 in Ohio

(1) Parent Company, if applicable _____

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

Attached as Exhibit G.

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

Attached as Exhibit H.

(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.

Applicant is a Corporation duly organized in the State of Ohio. Applicant has no subsidiary or parent.

(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.

The directors, executive officers, or key shareholders of Applicant have no history of material litigation or criminal convictions for the ten-year period prior to the date of this application.

(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 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: Applicant has 21 employees.

Employer Identification Number (E.I.N.) 34-1753816

Part IV: Financial Information

A. Address where business records are kept:
27877 Clemens Road Westlake, OH 44145 (440) 892-0300
STREET 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.

A copy of Applicant's most recent financial statements is attached as Exhibit I

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Not Applicable

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

(4) Period covered by financial statement attached: 1999 through 3rd Quarter 2003

C. Does the applicant currently have an internal auditor and/or internal audit program?
If so, Name of internal auditor Not Applicable

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 V: 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

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

For Corporations
and Other Organizations

DCT Telecom Group, Inc.
(NAME OF CORPORATION)

BY: Anthony F. Romano
SIGNATURE

Anthony F. Romano, Jr.
PRINTED NAME

President
TITLE

ATTEST: _____

TITLE

On this the 08th day of January 2004, before me, a Notary Public,
Anthony F. Romano, Jr., 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 knowledge and belief.

Michele E. Johnson
NOTARY PUBLIC: _____

My Commission Expires: _____

County of CUYAHOGA State of OHIO

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

DATE: 03/02/04
REQUEST NUMBER: 5053-1396
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/02/04 0941
EFFECTIVE DATE/TIME: 03/02/04 0941
CONTROL NUMBER: 0464546

TO:
CORPORATION GUARANTEE AND TRUST CO
S110 2 GREENWOOD SQ
3331 STREET RD
BENSALEM, PA 19020

RE:
DCT TELECOM GROUP, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 03/02/04

FROM:
CORPORATION GUARANTEE AND TRUST CO/3331
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000

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

RECEIPT NUMBER: 00003441123
ACCOUNT NUMBER: 00362848



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

RECEIVED
STATE OF TENNESSEE
For Office Use Only
2004 MAR -2- 11:30
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 DCT TELECOM GROUP, INC.

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

[NOTES: 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 a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Ohio

3. The date of its incorporation is September 30, 1993 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is

<u>27877 Clemens Road,</u>	<u>Westlake,</u>	<u>OH</u>	<u>44145</u>
Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

<u>315 Deaderick Street,</u>	<u>Suite 1100,</u>	<u>Nashville, TN</u>	<u>37238</u>
Street	City	State/Country	Zip Code

Registered Agent Joseph Martin, Jr.

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

<u>Anthony F. Romano, Jr., President,</u>	<u>27877 Clemens Road, Westlake, OH</u>	<u>44145</u>	
<u>J. Anthony Rehak,</u>	<u>Vice-President</u>	<u>27877 Clemens Road, Westlake, OH</u>	<u>44145</u>
<u>Michael Adamczyk,</u>	<u>Secretary, Treas.</u>	<u>27877 Clemens Road, Westlake, OH</u>	<u>44145</u>

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

<u>Anthony F. Romano, Jr.,</u>	<u>27877 Clemens Road, Westlake, OH</u>	<u>44145</u>
<u>J. Anthony Rehak,</u>	<u>27877 Clemens Road, Westlake, OH</u>	<u>44145</u>
<u>Michael Adamczyk,</u>	<u>27877 Clemens Road, Westlake, OH</u>	<u>44145</u>

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

02/16/2004

Signature Date

V.P.

Signer's Capacity

DCT TELECOM GROUP, INC.

Name of Corporation

Anthony Rehak

Signature

J. ANTHONY REHAK

Name (typed or printed)