

0600052

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 Convergia, 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.

237 Hymus Boulevard, Pointe Claire, Quebec H9R 5C7, Canada  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0425408

Federal Taxpayer ID Number 980347974

Social Security Number for Applicants  
Applying as Individuals N/A

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

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address N/A 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. 06-00052

Company ID Number \_\_\_\_\_  
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:
- (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) **See Attachment 1**
  - (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

**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   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



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

**CT Corporation  
530 Gay Street  
Knoxville, Tennessee 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: N/A  
(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  
☐ Operator Services  
☐ Resell local services<sup>4</sup>  
☐ 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 does not provide operator service.**
- 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 holds intrastate operating authority in Arkansas, Alabama, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Kansas, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Dakota, South Carolina, Texas, Utah, Vermont, Virginia, Washington, Wisconsin and Wyoming, and intends to make application for regulatory authority in all remaining states, except Alaska. Business activities have not begun in any state.**

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.

**The applicant is in good standing with the regulatory agencies in the states where it is registered or certified.**

**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 factitious 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).  
**Neither applicant nor any affiliate, parent company or constituency corporations has been denied authority to provide service in any state.**
- E. Areas in Tennessee to be served.  
**Applicant proposes to offer its services throughout the State of Tennessee.**
- 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? 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 ☒ 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> **See Attachment 2**
- J. What is the applicant's 10XXX or 800 access code, if applicable? **N/A**
- 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 proposes to use one or more of the following companies as its underlying carriers: Qwest, Global Crossing, Wiltel or Worldcom.**
- 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, via U.S. mail or by posting to a secure site on the Internet. A copy of a bill is attached. See Attachment 6**

<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.

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

N Describe briefly how the applicant plans to market their services in Tennessee?  
**Convergia will market its services through inside sales people who will take calls from prospective customers generated by direct mail and word of mouth. Convergia will also establish a force of independent agents who will sell Convergia services on a commission basis.**

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

**None at this time**

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 rely on letters of authority and third party verification of customers' subscriptions.**

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

       Corporation

       Publicly Traded Corporation

       Subsidiary of a Publicly Traded Corporation

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

  X   Other Form of Corporation

List type: Chapter C Corporation

Attach a copy of the charter, bylaws and/or certificate of incorporation.

       Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

_____ Joint Stock Association	Attach a copy of the charter, bylaws and/or certificate of incorporation. and Letter of Authorization from Tennessee Secretary of State.
_____ Trust	Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.
_____ Individual	Attach a copy of the Letter of Authorization from Tennessee Secretary of State

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

- (a) The date and state of formation/incorporation: Delaware on May 15, 2000.
  - (1) Parent Company, if applicable: Telsocomm Investments Inc.
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. See Attachment 3.
  - (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. See Attachment 4.
- (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 wholly owned subsidiary of Telsocomm Investments, Inc. Telsocomm is not a publicly traded company.
- (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: N/A

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: **91**

Employer Identification Number (E.I.N.) **98-0347974**

**Part IV: Financial Information**

A. Address where business records are kept: **237 Hymus Boulevard**

<b>Pointe Claire</b>	<b>Quebec</b>	<b>H9R 5C7</b>	<b>Canada</b>	<b>514.693.6300</b>
CITY	STATE	ZIP CODE	Street	PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports. **See Attachment 5 (Filed under seal)**

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

(2) Date of most recent audited, unconsolidated financial statement of Applicant: **2004**

(3) If applicable, name and address of independent certified public accountant: **N/A**

(4) Period covered by financial statement attached: **January – December 2004.**

C. Does the applicant currently have an internal auditor and/or internal audit program? **No**

If so, Name of internal auditor **N/A**

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. **None**

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated §65-5-212.
- 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* 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

Convergia, Inc.  
(NAME OF CORPORATION)

BY:

[Signature]  
SIGNATURE

Steve Roussos  
PRINTED NAME

Chief Financial Officer

Title

ATTEST:

[Signature] Manzoni  
SIGNATURE

Elizabeth Manzoni  
PRINTED NAME

Contract Administrator

Title

On this the 16<sup>th</sup> day of February, 2006 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.

[Signature]  
Notary Public

seal