

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

April 19, 2006

IN RE:

**APPLICATION OF EMPIRE PAYPHONES, INC.
FOR AUTHORITY TO PROVIDE COCOT
SERVICES IN TENNESSEE**

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**DOCKET NO.
06-00070**

Company ID: 128998

**ORDER GRANTING AUTHORITY TO PROVIDE CUSTOMER OWNED
COIN OR COINLESS OPERATED TELEPHONE SERVICE**

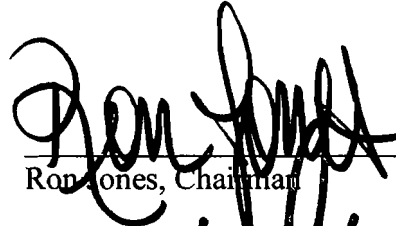
This matter came before Chairman Ron Jones, Director Pat Miller and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on April 3, 2006 for consideration of the Application filed on March 15, 2006 by Empire Payphones, Inc. to be an operator of Customer Owned Coin or Coinless Operated Telephone ("COCOT") service in the State of Tennessee.

Based upon careful consideration of the application and of the entire record in this matter, the voting panel finds and concludes that the applicant has met all the requirements of Tenn. Comp. R. & Regs. 1220-4-2-.43 through 1220-4-2-.45 to provide COCOT service in Tennessee.

IT IS THEREFORE ORDERED THAT:

1. Empire Payphones, Inc. is authorized to provide COCOT service within the State of Tennessee and is required to post the Company ID Number 128998 on the display card for each COCOT.

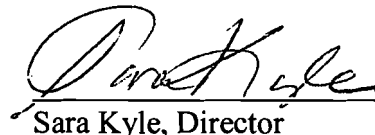
2. This Order shall remain in effect until further order of this Authority.
3. This Order shall be retained as proof of certification with this Authority and may be used to obtain the appropriately tariffed access line from Authority authorized telecommunications service providers.

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Ron Jones, Chairman

A handwritten signature in black ink, appearing to read "Pat Miller", written over a horizontal line.

Pat Miller, Director

A handwritten signature in black ink, appearing to read "Sara Kyle", written over a horizontal line.

Sara Kyle, Director