

RECEIVED
PAUL F. RICE, ATTORNEY
PO Box 1692, Jackson, TN 38302-1692 ph. (731)554-9235

T.R.A. DOCKET ROOM

April 20, 2009

Hon. Eddie Roberson, Chairman
c/o Sharla Dillon, Docket & Records
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

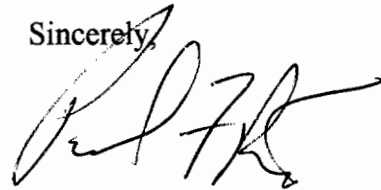
RE: Petition for Certificate of Public Convenience and Necessity to Provide Services as a Competing Local Exchange Carrier, filed by Worldspice Communications, Inc. TRA Docket No. _____

Dear Chairman Roberson,

Enclosed please find one original and thirteen copies of the *Petition for Certificate of Public Convenience and Necessity to Provide Services as a Competing Local Exchange Carrier* and the required bond. A check for the filing fee is enclosed, and please note that Exhibit G to the Application is being submitted UNDER SEAL as CONFIDENTIAL and PROPRIETARY.

Finally, one additional copy of the application is enclosed to be file stamped for my records. If you have any additional questions or need further data, please let me know.

Sincerely,



Paul F. Rice, Attorney

Enc.

**STATE OF TENNESSEE
BEFORE THE TENNESSEE REGULATORY AUTHORITY**

IN RE:

Worldspice Communications, Inc.

Docket _____

**PETITION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY TO PROVIDE SERVICES AS A COMPETING LOCAL
EXCHANGE CARRIER**

Worldspice Communications, Inc. ("Applicant"), pursuant to TCA 65-2-102, 103, TCA 65-4-201, Section 253 of the Telecommunications Act of 1996, and Section 1220-4-8-.04 of the Rules of this Authority, respectfully submits this application for authority to provide local exchange and interexchange services within the state of Tennessee.

Applicant intends to offer facilities based and resold local exchange and interexchange service to both business and residential customers throughout the state. Applicant intends to provide facilities based and resold local exchange service to customers located in non-rural exchange carriers' service areas in Tennessee. Should its Application be granted, Applicant plans to commence offering service after the establishment of appropriate and necessary resale and interconnection arrangements with the incumbent Local Exchange Carrier (LEC).

In support of its application, Applicant provides the following information as required by Rule 1220-4-8-.04:

I. Description of the Applicant

1. The full name and address of the Applicant is: The Applicant's legal name, and the address of all personnel, is-

WorldSpice Communications, Inc.
5050 Poplar Avenue, Suite 170
Memphis, TN 38157

P.O. Box 111368
Memphis, TN 38111

2. Questions regarding this Petition should be directed to:

Paul Tomes, President
(901) 843-9300 - Local
(866) 466-7733 - Toll Free

3. Contact person at the Company for on-going operations, including repair and maintenance issues is:

Blake Weber, COO
(901) 843-9300 - Local
(866) 466-7733 - Toll Free

4. Organization Chart of Company, plus any pertinent acquisition or merger information:

See Exhibit A. There are no acquisitions or mergers pertinent to this application.

5. Corporate Information:

Applicant was organized in the State of Tennessee effective April 18, 2006. A copy of its organizational documents on file with the Tennessee Secretary of State can be found at Exhibit B.

6. Applicant's corporate directors and officers and contact information can be found at Exhibit C.

Biographies of the principle officers and key technical staff can be found at Exhibit D.

II. Qualifications of the Applicant

The Applicant possesses the managerial, technical, and financial ability to provide local telecommunication services in Tennessee as demonstrated herein.

1. Managerial:

As shown in Exhibit E of this Application, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the Applicant's biographical information, staff and management have extensive relevant experience in telecommunications. Ownership of Worldspice consists of the same individuals, in the same ownership proportion, as stock ownership in Webnet Memphis, Inc., a fixture in the Memphis market which represents almost two decades of IP service delivery by this ownership group.

2. Technical:

As shown in Exhibit F of this Application, Applicant has the technical expertise to successfully operate a telecommunications enterprise in Tennessee. Applicant's ownership group has extensive experience delivering a quality VoIP product and two have formal engineering training as shown in their biographies.

3. Financial:

Applicant is financially qualified to provide telecommunication services in Tennessee. Attached hereto in Exhibit G is a true and accurate copy of an un-audited financial statement which confirms that Applicant possesses adequate financial resources.

This Exhibit contains proprietary information and is filed under confidential seal with the Authority. The company has a number of financing vehicles in place to ensure adequate liquidity in meeting anticipated funding needs, including the ability to engage in arms-length borrowing from Webnet Memphis, Inc. and/or the individual shareholders of Worldspice Communications, Inc.

Applicant's corporate surety bond can be viewed as Exhibit M.

III. Proposed Services

1. Proposed Service Area: Applicant proposes to provide services throughout Tennessee where the incumbent is AT&T.

2. Types of Local Exchange Service to be Provided:

Applicant currently plans to continue providing VoIP voice services through a joint venture with a CLEC under the assumption that such services are [generally unregulated] "information services", but by this application, seeks authority to provide resold and facilities-based interexchange and local "telecommunications services" to the public statewide by initially reselling services obtained from and utilizing facilities leased from facilities-based carriers and eventually providing telecommunications services via facilities constructed owned, leased or managed by Applicant. Applicant will not require customers to purchase CPE that is incompatible with the Incumbent Local Exchange Carrier's systems. For local exchange service, Applicant will initially mirror the existing local calling areas of incumbent local exchange telephone companies. Upon filing of any appropriate tariffs, Applicant will offer basic access line service, PBX and DID services, optional calling features, directory assistance, directory services and operator services, as well as all services required under Chapter 1200-4-8 of the TRA Rules. Applicant may also eventually provide intrastate exchange services including:

(1) Interexchange (switched and dedicated services):

IV. Regulatory Matters

1. Applicant is familiar with and will adhere to all applicable Authority policies, rules, and orders governing the provision of local exchange telecommunication services in the State of Tennessee.
2. Subsequent to approval of its Application, Applicant shall file any necessary tariff revisions prior to providing telecommunication services in those areas covered by this Application.
3. Applicant has served notice to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. See Exhibit H for the list.
4. Applicant is aware of its obligation to comply with the requirements of county-wide calling, as set forth in TCA 65-21-114.
5. Applicant will not telemarket services.
6. Sworn Pre-Filed Testimony attached as Exhibit I.

V. Public Interest:

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing Applicant to provide local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

- A. 1+ outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards
- D. Data services

(2) Local Exchange

- A. Local Exchange Services for customers that will enable customers to originate and terminate local calls in the local calling area served by other CLEC's.
- B. Switched local exchange services such as flat-rated and measure rated local services; vertical services, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g. private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.

3. Repair and Maintenance:

Applicant understands the importance of effective customer service for local service customers. Applicant has made arrangements for its customers to call the company at its customer service number (901) 843-9300-local, (866)466-7733- toll free, via the Internet at support@worldspice.net , or customers may contact the company in writing at the headquarters address. The toll free number, physical address, and Internet Address will be printed on the customer's monthly billing statements. After hours and on holidays, customer calls will be forwarded automatically to an answering service for messaging and paging personnel as necessary.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by Applicant and indirectly, because Applicant's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

Small and Minority-Owned Telecommunications Business Participation Plan:
(65-5-112): See **Exhibit J**

Toll Dialing Parity Plan: See **Exhibit K**

Numbering Issues: Statement Provided in Exhibit L.

Specific Operational Notes: See Exhibit N.

Miscellaneous:

Regarding Consumer Deposits – the Applicant does not require deposits.

Applicant has not been denied authority for any of the services for which it seeks authority in this Application.

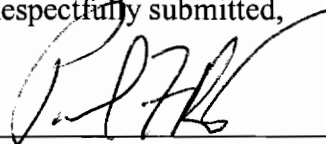
Applicant has/has not been the subject of any complaints to the TRA in Tennessee

VI. CONCLUSION:

Applicant respectfully requests that the Tennessee Regulatory Authority enter an order granting it a Certificate of Public Convenience and Necessity to provide facilities based and resold local exchange and interexchange service to both business and residential

customers throughout the state, in competition with any ILEC that does not enjoy a rural exemption under Section 251 of the Telecommunications Act of 1996. For the reasons stated herein, Applicant's entry into the market would serve the public interest by creating downward price pressure and increased pressure to innovate throughout the industry.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'P. F. Rice', written over a horizontal line.

Paul F. Rice, Attorney for Worldspice
Communications, Inc.

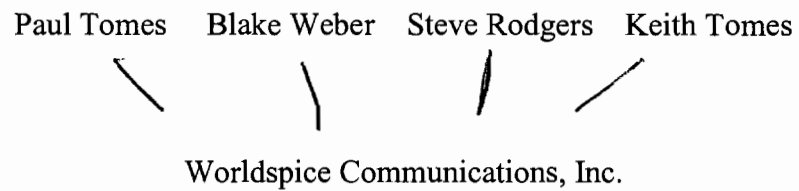
BPR 011114

PO Box 1692

Jackson, TN 38302-1692

(731) 554-9235

EXHIBIT A
ORGANIZATION CHART



Backoffice- Blake Weber

Technology- Paul and Keith Tomes

Finance and accounting- Steve Rodgers

EXHIBIT B
ARTICLES OF INCORPORATION and By Laws

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

DATE: 04/18/06
REQUEST NUMBER: 5771-1183
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/18/06 0932
EFFECTIVE DATE/TIME: 04/18/06 0932
CONTROL NUMBER: 0518427

TO:
WORLDSPICE COMMUNICATIONS INC
5050 POPLAR AVE
SUITE 170
MEMPHIS, TN 38157

RE:
WORLDSPICE COMMUNICATIONS, INC.
CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. 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 DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - FOR PROFIT

ON DATE: 04/18/06

FROM:
WEBNET MEMPHIS, INC.
PO BOX 111368

	FEES	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

MEMPHIS, TN 38111-0000

RECEIPT NUMBER: 00003924007
ACCOUNT NUMBER: 00280234



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

RECEIVED
STATE OF TENNESSEE

CHARTER OF
WORLDSPICE COMMUNICATIONS, INC.

APR 18 AM 9:32

The undersigned, acting as the incorporator under the Tennessee Business Corporation Act, adopts the following Articles of Incorporation.

JOHN H. WELLS
SECRETARY OF STATE

1. The name of the corporation is:

WORLDSPICE COMMUNICATIONS, INC.

2. The maximum number of shares that the corporation is authorized to issue is two thousand (2,000) common shares having no par value. Such shares are of one class and collectively shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution of the corporation.

3. The initial registered agent and office address for the corporation is:

Paul A. Tomes
5050 Poplar Ave.
Suite 170
Memphis, Tennessee 38157
Shelby County

4. The name and address of the incorporator is:

Paul A. Tomes
5050 Poplar Ave.
Suite 170
Memphis, Tennessee 38157

5. The street address of the principal office of the corporation is 5050 Poplar Ave., Suite 170, Memphis, Tennessee 38157.

6. The corporation is for profit.

7. The corporation elects to have preemptive rights.


8. No director of the corporation shall have any personal liability to the corporation or to its shareholders for monetary damages for any breach of the fiduciary duty as a director; provided, however, this provision shall not eliminate nor limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) any acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law; nor (iii) any vote or assent to a distribution made in violation of the Tennessee Business Corporation Act,

5774.4103

unless the director complies with the standards of conduct required of a director under the Tennessee Business Corporation Act.

9. The Board of Directors of the corporation shall consist of two (2) members.
10. The Bylaws of WORLDSPICE COMMUNICATIONS, INC. are attached hereto and were adopted by the Incorporator, Paul Tones, pursuant to Section 48-12-106 of the Tennessee Business Corporation Act.
11. The effective time and date of this document is to be upon the filing by the Secretary of State.

Executed this 13 day of April, 2006.


Paul A. Tones, Incorporator



Secretary of State Business Information Search

[Secretary of State Web Site](#)[Instructions](#)**Name****I.D. Number**

WORLDSPICE COMMUNICATIONS, INC.

0518427

Business Type*: CORPORATION
Profit/Nonprofit: FOR PROFIT
Status*: ACTIVE
Date of Formation/Qualification: 04/18/2006
Domestic/Foreign: DOMESTIC
Place of Incorporation/Organization: SHELBY
Duration: PERPETUAL
FYC(Fiscal Year Closing) Month: DECEMBER

Principal Office:

Address Line 1: 5050 POPLAR AVE.
Address Line 2: SUITE 170
City: MEMPHIS
State: TN
Zip: 38157

Other than USA:**Registered Agent:**

Name: PAUL A. TOMES
Address Line 1: 5050 POPLAR AVE.
Address Line 2: SUITE 170
City: MEMPHIS
State: TN
Zip: 38157

Business Filing History

* Important Note: Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status.

Note: This information is current as of three working days prior to today's date.

[Search Again](#)[Report a Technical Issue](#)

EXHIBIT C
CONTACT INFORMATION FOR PRINCIPAL OFFICERS
& KEY PERSONNEL

Paul A. Tomes – President/Chief Executive Officer/Chief Technical Officer
WorldSpice Communications, Inc.
5050 Poplar
Suite #170
Memphis, TN 38157

Blake A. Weber – Chief Operating Officer
WorldSpice Communications, Inc.
5050 Poplar
Suite #170
Memphis, TN 38157

Steve A. Rodgers – Secretary/Treasurer
Insurance Consulting Group
795 Ridge Lake Blvd.
Suite #201
Memphis, TN 38120

EXHIBIT D BIOGRAPHIES

Paul A. Tomes – Owner/President/Chief Executive Officer/Chief Technical Officer

As President, Chief Executive Officer and Chief Technical Officer of WorldSpice Communications, Inc., Paul's primary responsibilities include managing the ongoing strategic direction of the company, overseeing new product development, and researching strategies for new areas of growth. He's also influential in assisting in the development of these new, cutting-edge, high-tech business solutions.

In 1996, Paul was a key member of a team of avid internet entrepreneurs who formed the West Tennessee ISP Association. Paul is also a member of FISPA (Federation of Internet Solution Providers of the Americas), a national ISP association.

Prior to co-founding WorldSpice Communications, Inc. in 2006, Paul held various engineering positions with Dover Elevator Corporation for 15 years. The last position that he held was Senior Software Engineer.

Paul left Dover Elevator in 1996 to form his own internet service company, WorldSpice. In 2000 Paul merged his company with WebNet to form WebNet Memphis, Inc. He is currently a co-owner, President, Chief Executive Officer and Chief Technical Officer for WebNet Memphis, Inc.

Paul earned a Bachelor of Science in Computer Science from the University of Memphis, as well as degrees in Electrical and Computer Engineering Technology from State Technical Institute.

Blake A. Weber – Owner/Chief Operating Officer

As Chief Operating Officer, Mr. Weber oversees the Business Services segment of WorldSpice Communications, Inc. by managing the day-to-day functional operations. He also supervises the development of processes and daily workflow in order to optimize

the ongoing delivery of products and services. An ongoing focus is expanding WorldSpice's customer support solutions.

At the onset of the Internet rage in 1997, Mr. Weber founded WebNet, a full-service ISP. WebNet merged with WorldSpice in 2000 to form WebNet Memphis, Inc. He is a co-owner and Chief Operating Officer for WebNet. Before that, Blake worked in the insurance industry, as well as estate and financial planning.

Mr. Weber graduated from the University of Arkansas with a B.S. in Business Administration. Since then he has served as a volunteer in many areas. He helped form the West Tennessee ISP Association and currently serves as President of FISPA (Federation of Internet Solutions Providers of the Americas), a national ISP association. He currently lobbies state representatives for better and competitive services for all Tennesseans.

Steve A. Rodgers – Owner/Secretary/Treasurer

Steve Rodgers is a prominent businessman in Memphis, Tennessee. Steve began his business career in 1979 with Prudential Ins. In 1986, he began work on the formation of Insurance Consulting Group, Inc. ("ICG"), which he incorporated in 1999. Now, ICG is one of the largest benefits only firms in the Mid-South.

One of Steve's goals is the development of technology. To achieve this goal, ICG not only develops technology tools, but Steve also co-owns several technology based companies. One such company is WebNet Memphis, Inc., one of the largest independent Internet Service Providers in the Memphis market. He is not only an owner of WebNet, but also the Secretary and Treasurer. In addition, Steve is an owner of WorldSpice Communications, Inc. and serves as its Secretary and Treasurer.

Steve also uses his business skills to help the community. He serves as Chairman of the Board for Eagle Projects International, a worldwide ministry that helps to build churches, orphanages, and medical facilities.

W. Keith Tomes – Owner/Engineering Manager

Keith Tomes, co-founder and owner of WebNet Memphis, Inc., and WorldSpice Communications, Inc., has almost twenty years of experience in IT- related businesses,

including integrated software/database design, e-commerce, and business continuity. Keith has held various positions with interactive design companies in the Mid-South, including Internet Services Manager at Towery Publishing in Memphis and Director of Technical Services for iXL Inc., of Atlanta, Georgia.

Currently, Keith holds positions at Hewlett-Packard as a Principal Architect and at FedEx as a Client Consultant on the Global Account Team.

Keith holds an AE in Computer Engineering Technology from State Technical Institute at Memphis, a BSBA in Telecommunications and Computer Information Systems from Christian Brothers University, and a MBA from Christian Brothers University.

EXHIBIT E

Managerial Ability

Although this is the first Application for CLEC status, Worldspice management is not a new player in telecommunications. WorldSpice is located adjacent to Webnet Memphis, Inc, in White Station Tower in the heart of Memphis. The ownership group manages the city's oldest locally owned ISP with thousands of customers and is a leading broadband access solutions company providing comprehensive high-speed Internet solutions to businesses through out the Mid-South. Its wide variety of Internet services include T3s, T1s, DSL, ISDN, wireless, frame relay, web hosting, and server co-location. Perhaps the best expression of the management abilities is a narrative of the slow and steady growth of the company and its product line:

1994- Paul and Keith Tomes start (a predecessor called) WorldSpice in a room in Paul's home in Midtown Memphis. At this time, they were pioneers of the Internet service provider market and were one of only two companies in Memphis that provided Internet service.

1995- Internet Connection Services (ICS) is started with 10 phone lines by Michael Powell in Cordova, TN. 1996- Blake Weber and Steve Rodgers purchased ICS and formed Webnet Memphis to fulfill the need for dependable Internet service in the greater Memphis area.

1997- Tomes and Weber meet on "Internet Talk," a local radio show, and soon after the two companies began sharing office space and bandwidth. At this time the companies move into a storefront space in White Station Tower. 1998 -Webnet Memphis forms the Memphis Regional Exchange Point to interconnect the Memphis Internet community.

1999- Webnet Memphis and WorldSpice begin to offer T3 connections via the Memphis Regional Exchange Point.

2000- In August of 2000, the two companies merge under the name of WorldSpice Technologies, Inc. Around that same time, WorldSpice adds office space on the 17th floor of the building.

2001- The company acquires 3 smaller ISP customers: T-Net, Vantek, and Synapse. At a time when other ISPs are struggling, WorldSpice continues to grow and prosper.

2002- WorldSpice introduced two new products. WorldSpice Spam and Virus Filtering system detects and diverts junk email and email-borne viruses before they reach your computer. This requires no new hardware or software. We also introduced GuestVelocity, our High Speed Internet Access solution for Hotels. Hotels in over 25 states are enjoying GuestVelocity high speed connectivity.

2003- Diverse Link, our latest high speed access solution, was introduced. This connectivity service offers high-speed Internet access using multiple T1 lines from two different T1 service carriers that are bonded together for higher speed access and redundancy through diverse networking.

2004- The WorldSpice brand celebrated its ten year anniversary as one of the Mid-South's leading Internet service providers. WorldSpice also had the distinct honor of being chosen as Memphis Regional Chamber's Internet Service partner.

2005- Three new Diverse Link products were introduced. Our Diverse Link packages fit any company that needs carrier diversity, but desires cost-effective redundancy.

2006- WorldSpice acquired Synergous, Inc., a local web design and hosting company. The acquisition combined another web and email hosting company with our expertise in high speed internet access, web and email hosting, server co-location and spam/virus filtering. WorldSpice began offering voice service as an information service and long distance through a joint venture with a CLEC, along with data services. The service

meets all E911, CALEA, and other similar requirements. Our GuestVelocity product, a high speed internet access service for hotels, grew to hotels in over 56 cities.

2007- In 2007, WorldSpice delivered its first phone system. We began offering local and long distance service and products in 2006, but wanted to perfect our voice offering and backoffice before offering actual phone equipment. We also renewed our lease in White Station Tower for another 6 years, doubled the size of our data center, and installed our company name on the building

2008- Worldspice continued to develop its skill set for voice service, while increasing its customer base.

2009 - Worldspice applies for Certificate of Convenience and Necessity to become a CLEC.

EXHIBIT F

TECHNICAL ABILITY

On this point the Applicant would point to the engineering backgrounds of the Toms and the track record of the entire ownership group reflected in the statement on Managerial Ability. In addition to the previous information, Worldspice weathered “Hurricane Elvis” without missing a beat. The WorldSpice backup generators kicked in immediately and clients enjoyed Internet service and business as usual. WorldSpice engineers worked with those businesses that did not have electricity to come up with creative solutions to keep their businesses running until their power was restored.

Perhaps most relevant, WorldSpice began offering voice service as an information service and long distance through a joint venture with a CLEC, along with data services. The service meets all E911, CALEA, and other similar requirements.

In 2007, WorldSpice delivered its first voice application system. We began offering local and long distance service and products in 2006, but wanted to perfect our voice offering and backoffice before offering actual equipment.

2008-2009 Worldspice has continued to develop its skill set for voice service, while increasing its customer base. Should Worldspice need regulated services to provide requested service to a customer, this will likely be a resale product for the foreseeable future. Worldspice possesses more than enough technical competence to handle this.

EXHIBIT G
FINANCIAL ABILITY

Due to the proprietary and competitive value of the information requested, Worldspice Communications, Inc. has claimed confidentiality of the information and has filed its **financial data under seal**.

WorldSpice employees have demonstrated corporate financial responsibility by participating in numerous fundraising events that made an impact on our local community, benefiting charitable organizations such as The Ronald McDonald House and the Children's Organ Transplant Association (COTA). Worldspice launched a company-wide effort to collect household items for local Hurricane Katrina evacuees.

Exhibit H

NOTICE TO OTHER CARRIERS.

NOTICE OF APPLICATION

TO: Incumbent Local Exchange Carriers/Tennessee

FR: Paul Rice, Attorney

DA: April 22, 2009

**RE: Application of “Worldspice Communications, Inc”
for a Certificate of Convenience and Necessity to
Provide Facilities Based and Resold Local Exchange
and Interexchange Telecommunications Services
throughout the State of Tennessee.**

**This is to notify you that the above application has been
filed with the Tennessee Regulatory Authority on even
date. A copy of the filing can be obtained from the
Tennessee Regulatory Authority.**

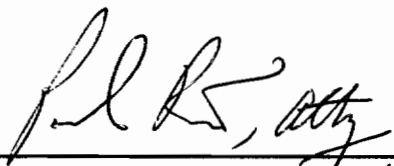
CERTIFICATE OF SERVICE

**I, Paul Rice, hereby certify that on this the 22 day of
April, 2009, a copy of the forgoing notice was served via
United States Mail on the following:**

- 1) **ARDMORE TELEPHONE COMPANY, INC.**
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
(205) 423-2131
(205) 423-2208 (Fax)
- 2) **BELL SOUTH**
333 Commerce Street
Nashville, TN 37201-3300
(615) 214-3800
(615) 214-8820 (Fax)
- 3) **CENTURY TELEPHONE OF ADAMSVILLE**
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310
(901) 632-3311
(901) 632-0232 (Fax)
- 4) **CENTURY TELEPHONE OF CLAIBORNE**
P.O. Box 100
507 Main Street
New Tazewell, TN 37825
(423) 626-4242
(423) 626-5224 (Fax)
- 5) **CENTURY TELEPHONE OF OOLTEWAH-COLLEGEDALE, INC.**
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363
(423) 238-4102
(423) 238-5699 (Fax)
- 6) **CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

- 7) **CITIZENS COMMUNICATIONS COMPANY OF THE VOLUNTEER STATE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
- 8) **LORETTO TELEPHONE COMPANY, INC.**
P.O. Box 130
Loretto, TN 38469
(931) 853-4351
(931) 853-4329 (Fax)
- 9) **MILLINGTON TELEPHONE COMPANY, INC.**
P.O. Box 429
4880 Navy Road
Millington, TN 38083-0429
(901) 872-3311
(901) 873-0022 (Fax)
- 10) **SPRINT-UNITED**
112 Sixth Street
Bristol, TN 37620
(423) 968-8161
(423) 968-3148 (Fax)
- 11) **TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.**
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610
(423) 966-5828
(423) 966-9000 (Fax)
- 12) **TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY**
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
(931) 535-2200
(931) 535-3309 (Fax)
- 13) **TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.**
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
(423) 671-4600
(423) 253-7080 (Fax)

- 14) **TDS TELECOM-TENNESSEE TELEPHONE COMPANY**
P.O. Box 18139
Knoxville, TN 37928-2139
(423) 922-3535
(423) 922-9515 (Fax)
- 15) **TEC-CROCKETT TELEPHONE COMPANY, INC.**
P.O. Box 7
Friendship, TN 38034
(901) 677-8181
- 16) **TEC-PEOPLE'S TELEPHONE COMPANY, INC.**
P.O. Box 310
Erin, TN 37061
(931) 289-4221
(931) 289-4220 (Fax)
- 17) **TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.**
P.O. Box 10
244 E. Main Street
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Paul Tones, CEO

EXHIBIT I

PRE-FILED TESTIMONY OF PAUL A. TOMES

I, Paul A. Tomes, do hereby testify as follows in support of the application of WorldSpice Communications, Inc. (WorldSpice) for a certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: Paul A. Tomes of WorldSpice Communications, Inc., located at 5050 Poplar, Suite 170, Memphis, Tennessee, 38157. I am the President, Chief Executive Officer, and Chief Technical Officer of WorldSpice Communications, Inc.

Q: Please briefly describe your duties.

A: Since April of 2006, I have served as President, Chief Executive Officer, and Chief Technical Officer of WorldSpice Communications, Inc. My duties include: managing the ongoing strategic direction of the company, overseeing new product development, researching strategies for new areas of growth, and assisting in the development of new, cutting-edge, high-tech business solutions.

Q: Please describe your business experience and educational background.

A: In addition to being a co-owner, President, CEO, and CTO of WorldSpice Communications, Inc., I am a co-owner, President, CEO and CTO of WebNet Memphis, Inc., an internet service provider. WebNet Memphis, Inc. has been in business for over ten years, providing high-speed internet access primarily in the Memphis metro area.

Prior to co-founding WebNet Memphis, Inc., I held various engineering positions with Dover Elevator Corporation for 15 years. My last position at Dover Elevator was Senior Software Engineer.

I hold a Bachelor of Science Degree in Computer Science from the University of Memphis, as well as degrees in Electrical and Computer Engineering Technology from State Technical Institute.

Q: Are all statements in WorldSpice Communication, Inc.'s application true and correct to the best of your knowledge, information and belief?

A: Yes, all statements in WorldSpice Communications, Inc.'s application are true and correct to the best of my knowledge, information and belief.

Q: Please describe the current corporate structure of WorldSpice Communications, Inc.

A: WorldSpice Communications, Inc. is a privately owned corporation, incorporated within the state of Tennessee.

Q: Does WorldSpice Communications, Inc. possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes, as outlined in WorldSpice Communications, Inc.'s Application for Certificate of Public Convenience and Necessity and the exhibits thereto, WorldSpice possesses the necessary managerial, financial, and technical capabilities to provide the services for which it has applied for authority.

Q: Please describe WorldSpice Communications, Inc.'s financial qualifications.

A: WorldSpice Communications, Inc. has 4 investors with personal assets sufficient to fund the start up of Worldspice. In priority to use of those assets, however, Worldspice is authorized to borrow from Webnet Memphis, Inc. (see financial information provided in Exhibit G). These resources are more than adequate for Worldspice's CLEC activities, which are expected to serve as a supplement or alternative to Webnet Memphis' information service applications.

Q: Please describe WorldSpice Communications, Inc.'s managerial and technical qualifications.

A: WorldSpice's interest in CLEC status is primarily to provide supplemental architecture for servicing customers that for technical reasons cannot receive cost effective, high quality, information services by other means. WorldSpice is managerially and technically qualified to provide services as a local exchange services provider. The key personnel of WorldSpice have extensive business experience, as evidenced in the biographies of the key personnel attached as an exhibit to the Application for a Certificate of Convenience and Public Necessity. As seen in the biographies of the key personnel, WorldSpice has a combined total of 25 plus years in the internet-side of the telecommunications industry as well as two years working with voice applications.

Q: What services will WorldSpice Communications, Inc. offer?

A: WorldSpice seeks authority to provide the full range of intrastate telecommunications services that may be lawfully offered pursuant to a telecommunications provider certificate in Tennessee. Initially, however, our plan is to negotiate or adopt an interconnection agreement with AT&T and to provide services through its platform as needed.

Q: Will WorldSpice Communications, Inc. offer service to all consumers within its service area?

A: Yes, WorldSpice will offer service to all consumers within its service area.

Q: Does WorldSpice Communications, Inc. plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: No, WorldSpice does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines.

Q: Will the granting of a certificate of convenience and necessity to WorldSpice Communications, Inc. serve the public interest?

A: Yes, the granting of a certificate of convenience and necessity to WorldSpice will serve the public interest. WorldSpice is positioning itself to provide facilities based voice and data services, be they regulated or unregulated, “telecommunication” or “information service”; so positioned, Worldspice will contribute to competition in the marketplace, driving pricing down and innovation up. Extending the company’s footprint will also facilitate deployment of resources to rural areas.

Q: Does WorldSpice Communications, Inc. intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes, WorldSpice intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunication services in Tennessee, including those for the disconnection and reconnection of service.

Q: Has any state ever denied WorldSpice Communications, Inc. or one of its affiliates authorization to provide intrastate service?

A: No, no state has ever denied WorldSpice authorization to provide intrastate service.

Q: Has any state ever revoked the certification of WorldSpice Communications, Inc. or one of its affiliates?

A: No, no state has ever revoked the certification of WorldSpice Communications, Inc.

Q: Has WorldSpice Communications, Inc. or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No, WorldSpice Communications, Inc. has never been investigated or sanctioned by any regulatory authority for service or billing irregularities.

Q: Who is knowledgeable about WorldSpice Communications, Inc.'s operations and will serve as WorldSpice Communications, Inc.'s regulatory and customer service contact?

A: Paul A. Tomes and Blake A. Weber are both knowledgeable about WorldSpice Communications, Inc.'s operations and will serve as WorldSpice's regulatory and customer service contacts.

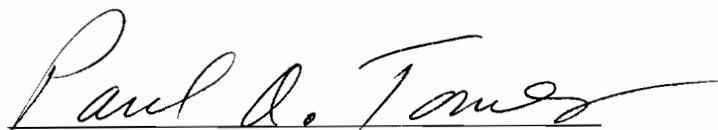
Q: Please explain in detail WorldSpice Communications, Inc.'s proposed procedures for responding to information requests from the TRA and its staff.

A: All requests for information from the TRA and its staff should be directed to me and/or Blake A. Weber, either in writing via facsimile, mail, or email or verbally via telephone. We will then work quickly and diligently to gather the requested information and then convey the necessary information via the same medium as the request.

Q: Does this conclude your testimony?

A: Yes, this concludes my testimony.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Paul A. Tomes
President/Chief Executive Officer
WorldSpice Communications, Inc.

Subscribed and sworn to me this 20th day of January, 2009.



Notary Public

State of Tennessee

County of Shelby

My Commission Expires September 28, 2010



EXHIBIT J

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

2009

Pursuant to 1995 Public Acts, ch. 408, Worldspice Communications, Inc. (“Worldspice”) submits this small and minority-owned telecommunications business participation plan (the “Plan”) as a Competing Telecommunications Service Provider in Tennessee.

I. Purpose

The purpose of Section 65-5-112 is to provide opportunities for small and minority owned businesses to provide goods and services to telecommunications service providers. Worldspice is committed to the goals of Section 65-5-112 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Worldspice will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurements process, Worldspice will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Worldspice of such opportunities. Worldspice will contact the Department of Economic and Community Development, the administrator of the small minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Worldspice will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. Definition

For purposes of Acts 1995, ch. 408, “minority business” means a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000). For purposes of Acts 1995, ch. 408, “small business” means a business with annual gross receipts of less than four million dollars (\$4,000,000).

[Acts 1995, ch. 408, § 16; T.C.A. § 65-5-212.]

III. Administration

The Worldspice plan for purchasing goods and services from small and minority telecommunications businesses and information on programs, if any, and to provide technical assistance to such businesses will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Worldspice’s full efforts to provide equal opportunities for small and minority-owned businesses. The administrator of the Plan will be:

Mr. Blake Weber

Worldspice Memphis, Inc.

5050 Poplar Ave., Suite 170

Memphis, TN 38157

Tel : (901)843-9300

Fax: (901)843-9301

The Administrator's responsibilities will include:

1. Maintaining and updated Plan in full compliance with Section 65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
2. Establishment and developing policies and procedures necessary for the successful implementation of the Plan.
3. Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing on the required annual updates.
4. Serving as the primary liaison to cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority owned businesses to locate and use qualified small and minority-owned business ad defined in Section 65-5-112.
5. Searching for and developing opportunities to use small and minority-owned business and encouraging such businesses to participate in a bid on contracts and subcontracts.
6. Providing records and reports and cooperation in any authorized surveys as required by the Tennessee Regulatory Authority.
7. Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
8. Providing information and educational activities to persons within Worldspice and training such persons to seek out, encourage, and promote the use of small and minority-owned business.

In performance of these duties, the Administrator will utilize a number of resources including:

- Chambers of Commerce
- The Tennessee Department of Economic and Community Development
- The United States Department of Commerce

Small Business Administration

Office of Minority Business

- The National Minority Supplier Development Counsel
- The National Association of Women Business Owners
- The National Association of Minority Contractors
- Historically Black Colleges, Universities, and Minority Institutions.

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with assistance in qualifying their bids or proposals for submission.

IV. Records and compliance reports

Worldspice will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Worldspice will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Worldspice will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Worldspice will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Blake Weber, Administrator
2009

EXHIBIT K

TOLL DIALING PARITY PLAN

Introduction:

Section 251 (b)(3) of the Telecommunications Act of 1996 (Act”) requires each local exchange carrier (“LEC”) to provide dialing parity to competing providers for telephone exchange service and telephone toll services. In order to ensure that each LEC is providing toll dialing parity, the Federal Communication Commission (“FCC”) regulations implementing the Act, 48 CFR 52.213, require each LEC to file a plan for providing toll dialing parity with this Authority or the FCC. Applicant hereby files, for review by the Tennessee Regulatory Authority (“TRA”) its proposed plan for providing toll dialing parity.

Technical Implementation:

Applicant will be offering dialing parity for all toll calls. Each customer requesting local exchange service will be given the opportunity to affirmatively select a presubscribed carrier for intraLATA toll and interexchange toll calls. Applicant will utilize 2-PIC capability so the customer can subscribe to one carrier for intraLATA calling and the same or another carrier for interLATA toll calls. Services will primarily be provided in the 468 LATA, and parity will be provided in any LATA served by the Applicant.

Business Office Practices:

Applicant’s staff will ensure that all customers are aware they have a choice of intraLATA, as well as interLATA, toll carriers. Applicant’s Letter of Agency clearly indicates that the customer has a choice of carriers for each service and contains blank spaces to be filled in with the carrier name(s). Processes are in place for a customer to later change their selection, and provisioning will be handled in a non-discriminatory manner regardless of what carrier is selected. All customers will have non-discriminatory access to phone numbers, directory assistance, operator services, and directory listings.

In responding to a communication from another intraLATA or interLATA carrier, Applicant’s customer care representative will use an industry standard CARE format to accept the required change. Such changes will be implemented only through this format to ensure that changes are not made without appropriate authorization. Any changes to a customer’s account are documented and delivered to the address-of-record for that customer as an additional safeguard against posturing.

Anti-Slamming

Applicant will comply with FCC and TRA anti-slamming rules and make a PIC freeze option available upon request to protect against unauthorized carrier changes. In addition, customers are notified after the fact of an account change under CPNI Rules.

Dialing Plan

The following matrix outlines the proposed routing of exchange calls:

If customer dials:

911

411

0

1+10 digits

101XXXX +

Call is routed as follows:

PSAP associated with line number

Directory Assistance

Webnet provided local operator service

Dial to presubscribed intraLATA toll provider
or interLATA, depending on the number

XXXX Carrier

Applicability

This plan for providing dialing parity is intended to apply to all dial-tone lines offered by Applicant. The Applicant will comply with all rules of the FCC and the TRA

EXHIBIT L

NUMBERING ISSUES

WORLDSPICE COMMUNICATIONS, INC. CLEC APPLICATION

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

A: WorldSpice Communications, Inc. expects its demand for NXX's per NPA to be less than 5,000 within a year of approval of its application. Thus, its demand is relatively small.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

A: WorldSpice anticipates that it may request up to three (2) NXX's from NANPA once the footprint is established. This number is subject to change, depending on whether or not problems appear with number portability, and depending on customer response.

3. When and in what NPA do you expect to establish your service footprint?

A: WorldSpice expects to establish its service footprint in the 468 lata within the next year and additional latas within the next five years, but this is subject to change.

4. Will the company sequentially assign telephone numbers within NXXs?

A: WorldSpice will sequentially assign telephone numbers within NXX's whenever possible.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

A: WorldSpice will conserve numbering resources by using existing telephone numbers through number portability and by reserving only those numbers it determines are necessary based on existing customer demand.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

A: The percentage of fill of an existing NXX will be eighty percent.

EXHIBIT M

TRA REQUIRED SURETY

EXHIBIT N

TENNESSEE SPECIFIC OPERATIONAL ISSUES

WORLDSPICE COMMUNICATIONS, INC. CLEC APPLICATION

- 1. How does the company intend to comply with T.C.A. §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.**

A: WorldSpice intends to establish its service areas and local calling areas in the Memphis metropolitan area in a manner such that each WorldSpice customer will have a local calling area that includes all portions of the county in which the customer is located and any other counties required by law and/or already established as local. WorldSpice's switch will be programmed consistent with this approach.

- 2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?**

A: As part of the interconnection implementation process, WorldSpice will coordinate with BellSouth to identify and follow applicable procedures for entry of WorldSpice's telephone numbers into the BellSouth's Tennessee County Wide Calling database.

- 3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?**

A: Yes, WorldSpice is aware of the local calling areas provided by the Incumbent Local Exchange Carriers.

- 4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.**

A: WorldSpice will charge a flat rate for all calls originating and terminating within the same MCA.

- 5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.**

A: The individual in charge of responding to customer complaints will be Blake A. Weber. He may be reached at 901-843-9300.

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in T.C.A. §65-4-401 et seq. and Chapter 1220-4-11?

A: WorldSpice does not currently have plans to telemarket its services in Tennessee. If however, these plans change, WorldSpice will conform any telemarketing practices to federal and Tennessee state statutes and regulations.