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October 26, 2009

Hon. Sara Kyle, Chairman
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

filed electronically in docket office on 10/26/09

In Re: Application of CoreTel Tennessee, Inc. for Certificate of Convenience
Docket No. 09-00081

Dear Chairman Kyle:

Attached is an updated, more complete application of CoreTel Tennessee, Inc. for a certificate of convenience and necessity to offer intrastate telecommunications services. Please substitute this application for the one originally filed in this docket. To the extent the application is still missing some items, such as a corporate signature on the Minority and Small Business Plan, the carrier understands that the sixty-day period for consideration of this application will begin when all exhibits have been filed.

Respectfully submitted,

BRADLEY ARANT BOULT CUMMINGS LLP

By:


Henry Walker

HW/mkc

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

October 26, 2009

*In re: Application of CoreTel Tennessee, Inc.)
for a Certificate of Public Convenience and)
Necessity as a Competing Telecommunications)
Service Provider)*

Docket No. 09-00081

APPLICATION OF CORETEL TENNESSEE, INC.

Pursuant to T.C.A. § 65-4-201 et seq., CoreTel Tennessee, Inc. (“CoreTel” or “the Company” or “Applicant”) hereby applies for a certificate of public convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee. CoreTel intends to provide telecommunications services, including, but not limited to, local exchange and exchange access services, on a resale and facilities-based basis throughout the State of Tennessee. Granting the Company’s application will increase competition and will provide Tennessee consumers additional telecommunications options, furthering the goals of the Tennessee Regulatory Authority (“TRA”) and the Telecommunications Act of 1996. Therefore, CoreTel respectfully requests that the TRA grant it statewide authority, subject to rural service limitation, to operate as a competing telecommunications service provider.

In support of its Application, the Company provides the following information:

I. Names and Addresses

The name and physical address of the Applicant is:

CoreTel Tennessee, Inc.
209 West Street, Suite 302
Annapolis, Maryland 21401
Tel: (410) 216-9865
Fax: (410) 216-9867

Correspondence or communications pertaining to this Application should be directed to Applicant's attorney of record:

Henry Walker
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, TN 37203
Tel: (615) 252-2363
Fax: (615) 252-6363

CoreTel is a corporation organized under the laws of the State of Tennessee. Exhibit A depicts the Applicant's corporate organization. CoreTel is a domestic corporation and Exhibit B is a copy of the Company's Certificate of Formation. Attached as Exhibit C are the names and addresses of the officers of the Company.

II. Qualifications

T.C.A. § 65-4-201 requires an applicant for a certificate of public convenience and necessity to show that it possesses sufficient managerial, financial, and technical abilities to provide the applied-for services. CoreTel satisfies each of these requirements.

A. Managerial Ability

CoreTel is well qualified managerially to provide the facilities-based and resold competitive local exchange and access telecommunications services for which authority is requested in this Application. The Company's management team has substantial experience in successfully developing and operating CoreTel's subsidiaries since the Company's formation in August of 1997.

CoreTel has the internal management resources to support its Tennessee operations. The CoreTel management team, which manages CoreTel and its affiliates in other states, has over ten years of experience in taking CoreTel from a brand new company in 1997 to a profitable enterprise. CoreTel's customer base includes approximately a hundred local, regional, and national ISPs, as well as other enhanced service provider end users. CoreTel provides these business customers tailored telecommunications services to suit their specific needs. CoreTel's network runs from New York to Philadelphia to Baltimore to Richmond, and currently as far west as Pittsburgh and Erie. Core Communications, a CoreTel affiliate, has been certificated in Maryland since July 1999 and has gradually expanded its network and its business to meet the needs of its expanding customer base.

CoreTel affiliates are currently operating in four states, Maryland, Pennsylvania, New York, and Virginia. CoreTel affiliates are certificated to provide service in a total of fourteen states, the four operational states, as well as Massachusetts, Delaware, Kentucky, West Virginia, Florida, Kansas, Georgia, Alabama, Wisconsin, and New Jersey.

The Core management team is therefore well qualified to construct, operate and manage the expansion of its local exchange network in Tennessee. Specific details of the business and technical experience of Applicant's management team are provided below.

Bret Mingo, President & CEO

Mr. Mingo has extensive experience managing and consulting with respect to

telecommunications provisioning on behalf of leading IT companies in the northeastern United States. His services proved essential to IT industry success stories, including ISPs, as these companies cannot succeed without a firm grip of the technical and financial aspects of provisioning high volume telecommunications facilities from local and long distance carriers.

As CEO, Mr. Mingo has capitalized on his experience as a manager and consultant, by directing Core Communications, Inc.'s ("Core") facilities-based interconnection with the ILECs in Maryland, Pennsylvania, Virginia, and New York, and Core's subsequent rollout of local exchange services in those states.

Prior to founding Core in 1997, Mr. Mingo performed consulting work for an ISP, Toad Computers, Inc., assisting with the implementation of a data collection system, as well as telecommunications consulting, both technical and administrative. Between 1992 and 1997, Mr. Mingo formed and headed Syzygy Electronics, Inc., a computer component export company. Among his other managerial and technical achievements, Mr. Mingo wrote custom telecommunications switch software for the purpose of efficiently queuing and switching inbound calls to Syzygy operators, using a combination of digital and analog interfaces.

Mr. Mingo is a graduate of the University of Maryland with a B.A. in Economics.

Chris Van de Verg, General Counsel

Mr. Van de Verg is an attorney and member of the Maryland and New York bars. He has extensive experience with governmental affairs at the federal and state levels, and also with regulatory law, litigation, and rulemaking proceedings. He has served as General Counsel of Core Communications, Inc., and CoreTel's other affiliates, since January 1998.

In his capacity as General Counsel, Mr. Van de Verg has monitored the status of key telecommunications regulatory initiatives, counseled the Company on issues important to the

successful functioning of a competitive local exchange carrier, and been instrumental in negotiating interconnection agreements with ILECs. He has also coordinated the work of outside corporate and telecommunications counsel.

Prior to working for CoreTel, Mr. Van de Verg was a consultant to ISPs, negotiating corporate structuring, employment, and other commercial agreements. He holds a B.A., with Distinction, in History from the University of Virginia and a J.D. from the University of Maryland Law School.

Douglas Osborne, Vice President of Area Operations

As Vice President of Area Operations, Mr. Osborne oversees CoreTel's Mid-Atlantic operations, including staff management, equipment installation, budgetary control, network monitoring, and network recovery. He brings to Core over 23 years of experience in the areas of network and data center operations and management.

Before joining CoreTel, Mr. Osborne was Director, CTE Network Management and CLEC Central Office Operations at Commonwealth Telephone Enterprises, Inc., which is now Frontier Communications Solutions, a Citizens Communications Company. Since 1996, he has held a series of positions of increasing responsibility with Commonwealth Telephone. Prior to that, Mr. Osborne was with Telemedia Cable Company.

Mr. Osborne started his career in the U.S. Navy where he held supervisory roles in electronics and the Radio Control Center. He has completed Leadership Training at Penn State, as well as several technical and supervisory programs.

B. Technical Ability

The Applicant possesses the technical qualifications to provide data and voice telecommunications services in Tennessee. As described above, key technical individuals with the Company have over ten years of technical, engineering, design, and maintenance experience in the telecommunications industry. They have worked with and helped deploy both voice and data switching networks in other states.

CoreTel is currently offering service in four states, Maryland, Pennsylvania, New York, and Virginia. CoreTel markets in these four states vary from very large cities to medium and smaller cities, including: Baltimore, Annapolis, Salisbury, Easton, Mount Airy, and Damascus in Maryland; Philadelphia, Harrisburg, Pittsburg, Erie, Altoona, and Wilkes-Barre in Pennsylvania; Norfolk, Richmond, and Ashburn in Virginia; and New York, New York. The CoreTel services offered in these states are also the same services, and the same customer base, that CoreTel will offer and develop in Tennessee.

In its current four states, CoreTel Tennessee offers a variety of dedicated and switched services including, but not limited to: 1) Local Exchange Service, providing a managed port interface for businesses to place and receive local telephone calls; and 2) Switched Access Service, originating and terminating traffic between a Customer premise and an interexchange carrier point of presence via shared local trunks using a local switch.

CoreTel's primary product offering, managed port service, provides managed ports that allow Internet service providers (ISPs) to expand their service offerings to new markets with no telecommunications infrastructure investment on their part. CoreTel's facilities-based managed port infrastructure meets the specialized telecommunications needs of its ISP and other enhanced service provider (ESP) customers. CoreTel allows ISPs and ESPs to port their existing numbers and offers billing on a per port or per hour basis. As a result, ISP and ESP customers can

manage their requirements more cost effectively and focus on other business challenges.

CoreTel also seeks authority to provide exchange access services, including dedicated and switched point-to-point services over a variety of transmission protocols, including ATM and IP protocol.

In each of the four states where CoreTel now offers these services, CoreTel has approximately 100 Internet service provider and enhanced service provider customers.

C. Financial Ability

CoreTel is affiliated with Core Communications, Inc., the company that has been operating in Maryland and Pennsylvania for the last several years. Applicant files as part of confidential Exhibit D the financial statements of its affiliate Core Communications, Inc. as evidence of its financial qualifications to provide service in Tennessee. As such, the attached financial statements are statements relating to Core Communications, Inc. A letter of credit is included in Exhibit D as required by T.C.A. § 65-4-125.

III. Service Offerings

CoreTel intends to offer a variety of dedicated and switched services including, but not limited to: 1) Local Exchange Service, providing a managed port interface for businesses to place and receive local telephone calls; and 2) Switched Access Service, originating and terminating traffic between a Customer premise and an interexchange carrier point of presence via shared local trunks using a local switch.

CoreTel's primary product offering, managed port service, provides managed ports that allow Internet service providers (ISPs) to expand their service offerings to new markets with no

telecommunications infrastructure investment on their part. CoreTel's facilities-based managed port infrastructure meets the specialized telecommunications needs of its ISP and other enhanced service provider (ESP) customers. CoreTel allows ISPs and ESPs to port their existing numbers and offers billing on a per port or per hour basis. As a result, ISP and ESP customers can manage their requirements more cost effectively and focus on other business challenges. CoreTel also seeks authority to provide exchange access services, including dedicated and switched point-to-point services over a variety of transmission protocols, including ATM and IP protocol.

IV. Small and Minority-Owned Telecommunications Business Participation Plan

The Applicant has attached, as Exhibit E, its small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212.

V. Notice to Incumbent Providers

Exhibit F is the list of incumbent providers to whom notice has been provided.

VI. Toll Dialing Parity Plan

The Toll Dialing Parity Plan is included as Exhibit G.

VII. Numbering Issues

The Applicant addresses numbering issues in Exhibit H.

VIII. Tennessee-Specific Operational Issues

Tennessee-specific operational issues are addressed in Exhibit I.

IX. Prefiled Testimony

CoreTel has provided prefiled testimony in **Exhibit J.**

X. Miscellaneous

A. Authority in Other States

As described above, CoreTel has authority to provide telecommunications services in thirteen other states. The Company has not been denied authority in any state.

B. Customer Complaints

At this time, CoreTel has no pending customer complaints.

C. Maintenance Information

David Dombek will possess ultimate responsibility for monitoring and overseeing the Applicant's maintenance and repair systems. He may be contacted at 866-744-3652.

D. Policies, Rules, and Orders

CoreTel will comply with all applicable statutes, rules and orders concerning the provision of telecommunications services in Tennessee.

XI. Public Interest and Necessity

The grant of a certificate of public convenience and necessity to CoreTel to provide telecommunications services within Tennessee will benefit the public. The Company will offer

technologically advanced services that will help increase competition, expand consumer choice, lower prices, and increase development of innovative products. The foregoing demonstrates that the Company's Application is in the public interest.

CONCLUSION

CoreTel respectfully requests that the TRA (1) grant the Company a certificate of public convenience and necessity as a competing telecommunications service provider to provide data and voice local exchange, exchange access, and interexchange telecommunications services throughout Tennessee on a facilities-based and resale basis and (2) grant such other relief the TRA deems necessary and proper.

Respectfully submitted,

BRADLEY ARANT BOULT CUMMINGS LLP

By: _____

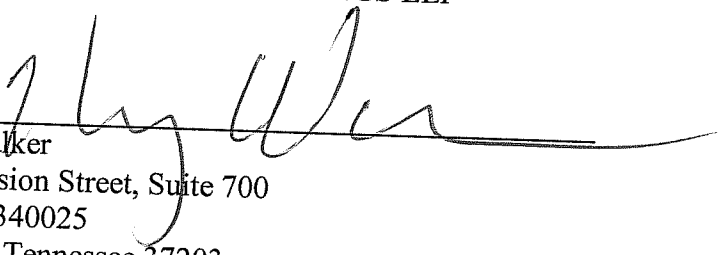
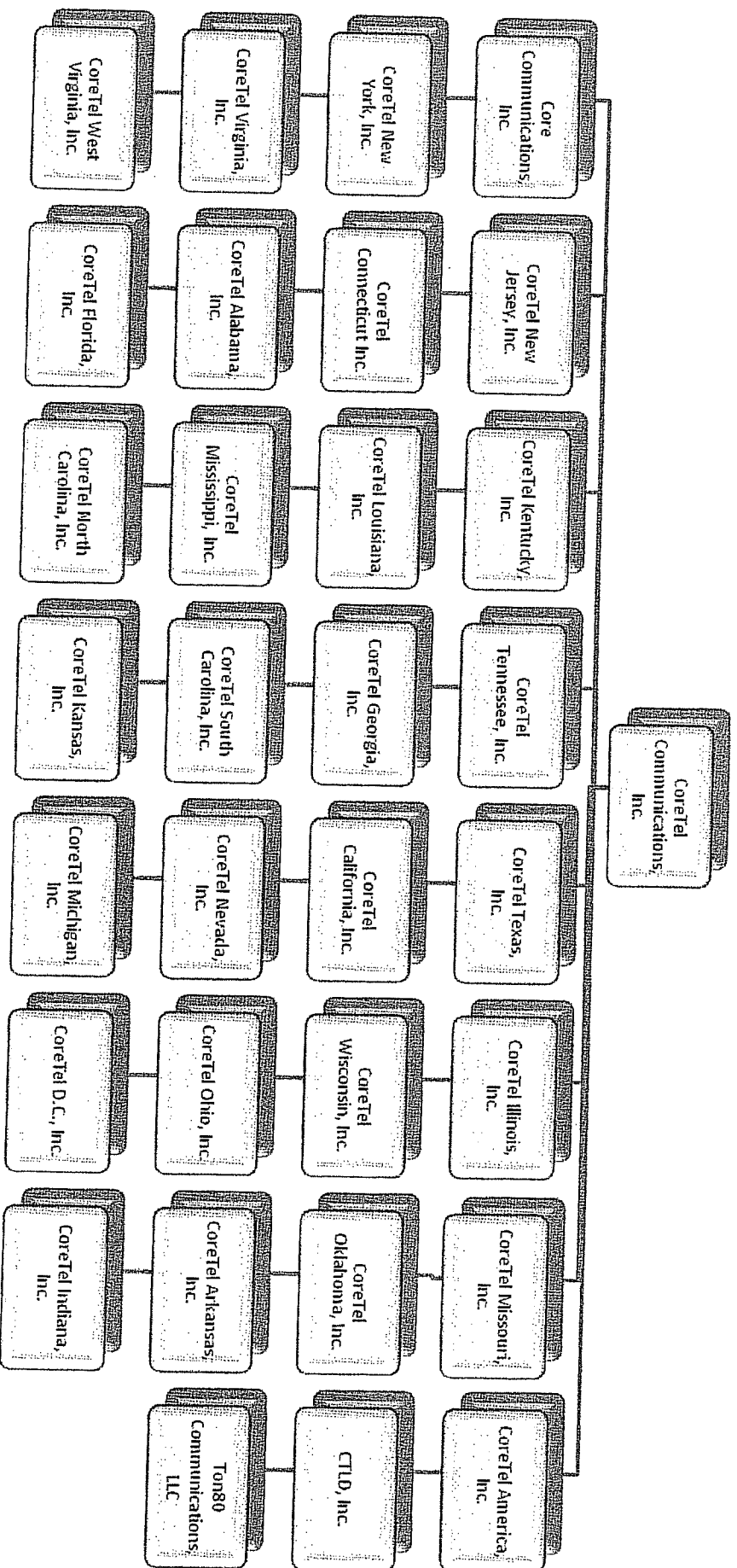

Henry Walker
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203
(615) 252-2363

EXHIBIT A
CORPORATE ORGANIZATION CHART



* All affiliates are subsidiaries of the single parent company CoreTel Communications, Inc. Subsidiaries are stacked in columns for display purposes only, and not to show additional parent subsidiary relationships.

EXHIBIT B
AUTHORITY TO TRANSACT BUSINESS IN TENNESSEE

Secretary of State
Division of Business Services
312 Eighth Avenue North
5th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 04/26/05
REQUEST NUMBER: 5441-1206
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/25/05 0930
EFFECTIVE DATE/TIME: 04/25/05 0930
CONTROL NUMBER: 0492435

O:
FIFTH FLOOR PARTNERS, LLC
300 MONTGOMERY AVE
SUITE 305
BETHESDA, MD 20814

E:
CORETEL TENNESSEE, 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: 04/25/05

FROM:
FIFTH FLOOR PARTNERS LLC
4300 MONTGOMERY AVE
SUITE-305
BETHESDA, MD 20814-0000

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

RECEIPT NUMBER: 00003712556
ACCOUNT NUMBER: 00442829



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

CHARTER
(For-Profit Corporation)

FILED

For Office Use Only

RECEIVED
STATE OF TENNESSEE
15 APR 25 AM 9:30

SECRETARY OF STATE

The undersigned acting as incorporator(s) of a for-profit corporation under the provisions of the Tennessee Business Corporation Act adopts the following Articles of Incorporation.

1. The name of the corporation is:

CoreTel Tennessee, Inc.

[NOTE: Pursuant to Tennessee Code Annotated § 48-14-101(a)(1), each corporation name must contain the words corporation, incorporated, or company or the abbreviation corp., inc., or co.]

2. The number of shares of stock the corporation is authorized to issue is: 1,000 shares, par value \$0.01/share

3. The name and complete address of the corporation's initial registered agent and office located in the State of Tennessee is:

CT Corporation System

(Name)

530 Gay Street

(Street Address)

Knox

Knoxville

(City)

TN 37902

(State/Zip Code)

(County)

4. List the name and complete address of each incorporator:

Bret L. Mingo 209 West Street, Suite 302, Annapolis, MD 21401

(Name)

(Include: Street Address, City, State and Zip Code)

(Name)

(Street Address, City, State and Zip Code)

(Name)

(Street Address, City, State and Zip Code)

5. The complete address of the corporation's principal office is:

209 West Street, Suite 302, Annapolis, MD, Anne Arundel County, 21401

(Street Address)

(City)

(State/County/Zip Code)

6. The corporation is for profit.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are:

Date

Time

(Not to exceed 90 days.)

8. Other provisions:

Signature Date

4/19/05

Incorporator's Signature

Bret L. Mingo

Incorporator's Name (typed or printed)

EXHIBIT C

CORETEL TENNESSEE, INC. OFFICERS

	<u>Title</u>	<u>Name</u>	<u>Address</u>
1	Chief Executive Officer	Bret Mingo	CoreTel Tennessee, Inc. 209 West St., Ste. 302 Annapolis, MD 21401
2	General Counsel	Chris Van de Verg	CoreTel Tennessee, Inc. 209 West St., Ste. 302 Annapolis, MD 21401

EXHIBIT E

SMALL AND MINORITY BUSINESS PLAN

EXHIBIT E

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, CoreTel Tennessee, Inc. ("CoreTel") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. CoreTel is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. CoreTel 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 procurement process, CoreTel will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to CoreTel of such opportunities. CoreTel's representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, CoreTel 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. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business. Minority-owned business shall mean 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 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).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

CoreTel's Plan 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 CoreTel's full efforts to provide equal opportunities for small and minority-owned

businesses. The Administrator of the Plan will be:

Norman Trace CoreTel, Inc. 7500 Lakewood Drive Riverton, Wyoming 47600-0700 Telephone: 304-777-1026 Facisimile: 304-777-1030

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing 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 of required annual updates.
- (4) Serving as the primary liaison to and 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 businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating 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 CoreTel and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

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 technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

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

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

CoreTel, Inc.

By: _____

Dated: _____

EXHIBIT F

NOTICE TO INCUMBENT PROVIDERS

NOTICE

The following carriers have been provided a copy of the filing of an Application for a Certificate of Convenience and Necessity by CoreTel. I certify that such Notice of the Application has been served upon the following carriers via U.S. mail:

Ardmore Telephone Company, Inc.
P.O. Box 549
517 Ardmore Avenue
Ardmore, Tennessee 38449

BellSouth
333 Commerce Street
Nashville, Tennessee 37201-3300

Century Telephone of Adamsville
P.O. Box 405
116 N. Oak Street
Adamsville, Tennessee 38310

Century Telephone of Claiborne
P.O. Box 100
507 Main Street
New Tazewell, Tennessee 37825

Century Telephone of Ooltewah-Collegedale, Inc.
P.O. Box 782
5616 Main Street
Ooltewah, Tennessee 37363

Citizens Communications Company of Tennessee
P.O. Box 770
300 Bland Street
Bluefield, West Virginia 24701

Citizens Communications Company
of The Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, West Virginia 24701

Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, Tennessee 38469

Millington Telephone Company, Inc.
P.O. Box 429
4880 Navy Road
Millington, Tennessee 38083-0429

Sprint-United
112 Sixth Street
Bristol, Tennessee 37620

TDS Telecom-Concord Telephone Exchange, Inc.
P.O. Box 22610
701 Concord Road
Knoxville, Tennessee 37933-0610

TDS Telecom-Humphreys County
Telephone Company
P.O. Box 552
203 Long Street
New Johnsonville, Tennessee 37134-0552

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, Tennessee 37385-0009

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, Tennessee 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, Tennessee 37061

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, Tennessee 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, Tennessee 37034

TDS Telecom – Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

This 1 day of November, 2008.

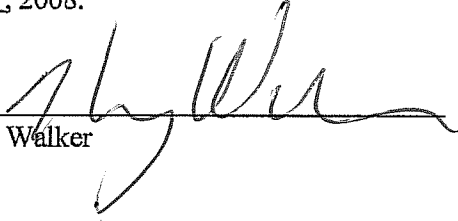

Henry Walker

EXHIBIT G
TOLL DIALING PARITY PLAN

EXHIBIT G

INTRALATA TOLL DIALING PARITY IMPLEMENTATION PLAN

Pursuant to the Federal Communications Commission ("FCC") Order 99-54 in CC Docket No. 96-98 (Implementation of the Local Competition Provisions of the Telecommunications Act of 1996) CoreTel, LLC ("CoreTel" or the "Company") hereby submits its IntraLATA Toll Dialing Parity (1+ presubscription) Implementation Plan ("Plan").

I. Objective/Purpose

CoreTel seeks authority from the TRA to provide telecommunications services within the State of Tennessee as a competing local provider ("CLP").

The Company's Implementation Plan would enable customers to route intraLATA toll calls (intraLATA 1+ and 0+ calls), plus directory assistance (1+ area code + 555-1212), without the use of access codes, to the customer's pre-selected interexchange carrier (1KG).

II. Geographic Availability

IntraLATA presubscription ("ILP") is available in all LATAs where CoreTel will provide its facilities-based telecommunications services within the State of Tennessee. ILP will be available in all exchanges where CoreTel provides services.

III. Implementation Schedule

CoreTel intends to offer dialing parity for intraLATA toll calls upon the later of: (i) 30 days after the TRA approves the Company's Plan; or (ii) the commencement of the provision of local exchange service. CoreTel will be offering exchange services as a facilities-based provider, and will provide intraLATA toll dialing parity. Accordingly, the Company's retail customers may choose any IXC that has established itself as an access customer.

IV. Carrier Selection Process

CoreTel will implement full 2-PIC ("Primary Interexchange Carrier") capability for interLATA and intraLATA presubscription. The full 2-PIC methodology allows customers to presubscribe to one carrier for intraLATA toll calls, and to the same or a different carrier for interLATA toll calls.

CoreTel will ensure that new customers have the opportunity to choose their intraLATA toll carrier. Company employees who communicate with the public, accept orders and serve in customer service capacities will explain the availability of 2-PLC equal access and intraLATA toll dialing parity. Such employees will also assist customers in making an initial PIC choice, or in changing a PIC choice for intraLATA and interLATA toll calls.

A. Existing Customers

CoreTel has no existing local exchange customers in Tennessee.

B. New Customers

A new customer contacting CoreTel to request new local telephone exchange service will be advised of the opportunity to choose both an intraLATA and interLATA toll provider. If requested by the customer, CoreTel will provide a competitively neutral list of participating telecommunications carriers that provide intraLATA toll service in the customer's exchange. A new customer who does not select an intraLATA toll carrier will be identified as "no-PIC," and will not be automatically defaulted to a carrier. A "no-PIC" customer will be unable to make intraLATA toll calls on a 1+ or 0+ dialed basis, and will be required to dial the access code of a carrier (1011XXXX) to place intraLATA toll calls until the customer chooses an intraLATA toll carrier.

V. Carrier Notification

IXCs will be notified via letter that they must contact CoreTel directly if an end-user using the Company's facilities-based services desires to change to that IXC. CoreTel will obtain a list of current D(C)s from the TRA for mailing to all currently certificated IXCs. Should CoreTel provide access services as a facilities-based provider, the Company's access carrier customers will be informed of the availability of dialing parity.

VI. PIC Change Charges

The charge for a PIC change will be stated in the Company's tariff and will be filed with the TRA.

EXHIBIT H

EXHIBIT H
NUMBERING ISSUES

NUMBERING ISSUES

Numbering Issues

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

CoreTel's expected demand for NXXs within a year of approval of its application is 60 to 80 NXXs per NPA.

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

CoreTel estimates it will request 60 NXXs from NANPA upon the establishment of its service footprint.

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

CoreTel expects to establish its initial service footprint in the 615 and 931 NPAs immediately upon certification.

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

CoreTel will sequentially assign numbers within NXXs if it is required by TRA rules and regulations. In other jurisdictions customer requirements have dictated the non-sequential assignment of telephone numbers.

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

CoreTel will follow NANPA guidelines and TRA regulations and assign numbers accordingly.

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 be initiated?**

When ordering NXXs for growth, CoreTel follows the forecasting guidelines set by NANPA and the state regulatory body.

EXHIBIT I

EXHIBIT I
OPERATIONAL ISSUES

OPERATIONAL ISSUES

Tennessee Specific Operational Issues

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

The company will follow industry standard guidelines in complying with the toll-free countywide calling requirement in TCA §65-21-114. Specifically, the company is developing an internal Operational Support System (OSS) that will measure all basic and local toll free calls by length of call, time of day call is placed, and distance called. This data will be collected and compiled along with the CDR (Call Detail Records) and the data in the company's pre-loaded database containing Tennessee Countywide Calling information, and then processed by the internal billing mediation systems to determine the billable calls. In Tennessee, countywide calls will not be assessed a toll charge.

- 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?**

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

- 3. How does your company intend to provide metro area toll-free calling ("MAC") around Memphis, Nashville, Knoxville and Chattanooga?**

The company's practice has been to establish toll-free local calling scopes which meet or exceed the toll-free local calling scopes of the incumbent LEC serving in the same market area. The company anticipates following this practice for its Tennessee networks.

- 4. Is the company aware of the MAC database maintained by BellSouth and the process and procedures to enter your telephone numbers on the database?**

As part of the interconnection implementation process, the company will coordinate with BellSouth to identify and follow applicable procedures for entry of the company's telephone numbers into the MAC database.

- 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.**

The individual in charge of responding to customer complaints will be Dave Dombek. The toll-free number for customer complaints is 866-744-3652.

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 TCA § 65-4-401 *et seq.* and Chapter 1220-4-11?

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

7. CoreTel will offer White Page listings to retail customers through arrangements with incumbent providers. CoreTel will also offer to retail customers free access to 911 emergency service, free blocking of 900/976 type calls, Lifeline and Link Up services to eligible customers, educational discounts as required by state law, and free access to the Telecommunications Relay Center.

EXHIBIT J
PRE-FILED TESTIMONY

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Testimony of
Chris Van de Verg, General Counsel
on behalf of CoreTel Tennessee, Inc.

Q. Please state your name, title and business address.

A. Chris Van de Verg, General Counsel, CoreTel Tennessee, Inc., 209 West Street, Suite 302, Annapolis, MD 21401.

Q. On whose behalf are you testifying in this proceeding?

A. I am testifying on behalf of CoreTel Tennessee, Inc. ("CoreTel").

Q. What is your position and responsibilities with CoreTel Tennessee, Inc.?

A. I am General Counsel of CoreTel Tennessee, Inc. I am responsible for all legal and regulatory matters for the Company.

Q. Please describe your previous professional experience.

A. As described in the Application, I have been General Counsel of Core Communications, Inc. ("Core"), an affiliate of CoreTel Tennessee operating in four states, since January 1998.

Q. What is the purpose of your testimony?

A. The purpose of my testimony is to present evidence describing the technical, managerial and financial fitness of CoreTel to provide telecommunications services in Tennessee. This testimony will also describe the services proposed by the Company. Finally, the purpose of my testimony is to show that the public interest will be served by approval of the application of CoreTel for a certificate of public convenience and necessity.

Q. Are all Statements in CoreTel's application true and correct to the best of your knowledge, information and belief?

- 1 A. Yes. I have reviewed the complete application package and believe it to be true and
2 correct to the best of my knowledge, information and belief.
- 3 **Q. Is CoreTel Tennessee, Inc. authorized to do business in Tennessee?**
- 4 A. Yes. CoreTel Tennessee, Inc. was incorporated in Tennessee in 2005. A copy of the
5 Certificate of Incorporation is included in the Company's application.
- 6 **Q. Please describe the authority for which CoreTel has applied in Tennessee.**
- 7 A. CoreTel is asking that the Authority issue a Certificate of Public Convenience and
8 Necessity authorizing the Company to provide telecommunications services, including
9 local exchange and exchange access services in Tennessee.
- 10 **Q. In what geographic area does CoreTel request authority to provide local exchange
11 services?**
- 12 A. CoreTel requests authority to offer statewide service subject to rural service area
13 limitations as described in the Application.
- 14 **Q. Please describe CoreTel's managerial qualifications.**
- 15 A. As described in the Application, the members of the Company's senior management team
16 have extensive management and telecommunications experience.
- 17 **Q. Please describe CoreTel's technical qualifications.**
- 18 A. As described in the Application, CoreTel affiliates are currently providing service in four
19 states to several hundred ISP customers.
- 20 **Q. Is CoreTel financially qualified to provide the local exchange services it proposes
21 within Tennessee?**
- 22 A. Yes. CoreTel Tennessee, Inc. has ample capital to provide the services for which
23 authority is requested. This information is attached to the Company's Application.
- 24 **Q. Please describe the types of services that CoreTel will offer in Tennessee.**

1 A. CoreTel's primary product offering, managed port service, provides managed ports that
2 allow Internet service providers (ISPs) to expand their service offerings to new markets with no
3 telecommunications infrastructure investment on their part. CoreTel's facilities-based managed
4 port infrastructure meets the specialized telecommunications needs of its ISP and other enhanced
5 service provider (ESP) customers. CoreTel allows ISPs and ESPs to port their existing numbers
6 and offers billing on a per port or per hour basis. As a result, ISP and ESP customers can
7 manage their requirements more cost effectively and focus on other business challenges.
8 CoreTel also seeks authority to provide exchange access services, including dedicated and
9 switched point-to-point services over a variety of transmission protocols, including ATM and IP
10 protocol. These services may become a more integral part of the CoreTel Tennessee business
11 plan as CoreTel develops its VOIP network.

12
13 **Q. Will CoreTel offer service to all consumers within its service area?**

14 A. The Company will primarily serve internet service providers and other enhanced service
15 providers.

16 **Q. Will CoreTel's proposed local exchange tariff contain all material terms and**
17 **conditions applicable to its provisioning of local exchange services?**

18 A. Yes. All applicable terms, including those required by the Authority, will be set forth in
19 the Company's tariff. CoreTel understands that it will be necessary for it to obtain
20 Authority approval of its local exchange tariff prior to providing such services in
21 Tennessee.

22 **Q. What facilities will CoreTel use to provide its proposed services?**

23 A. CoreTel services will offer services through its own equipment and through agreements
24 with other competitive and incumbent local and interexchange carriers.

25 **Q. Does CoreTel currently offer service in Tennessee?**

1 A. No.

2 **Q. How will CoreTel handle customer service matters?**

3 A. The Company will provide comprehensive support services to its customers. Customer
4 service is available 24 hours a day, 7 days per week through trained representatives. The
5 toll free telephone number is 1-866-744-3652.

6 **Q. Does CoreTel currently offer service in other jurisdictions?**

7 A. Yes. As described in the Application, CoreTel's affiliates hold certificates in fourteen
8 states.

9 **Q. Does CoreTel plan to offer local exchange telecommunications services in areas
10 served by any incumbent local exchange telephone company with fewer than
11 100,000 access lines?**

12 A. Not at this time.

13 **Q. Briefly describe how approval of this Application is in the public interest.**

14 A. Granting CoreTel's application will introduce a telecommunications service provider
15 committed to providing high quality, innovative, and technologically advanced services
16 that will further increase telecommunications competition within the State of Tennessee.
17 CoreTel will utilize state-of-the art technology. The Company's service offerings will
18 increase consumer choice, improve the quality and efficiency in telecommunications
19 services and will likely lead to the reduction of consumer costs, as well as stimulate
20 development of additional services by providing competitive incentives to other
21 providers. Thus, granting the Company's application is in the public interest.

22 **Q. Has any state ever denied or revoked CoreTel's authorization to provide intrastate
23 service?**

24 A. No.

25 **Q. Has CoreTel ever been investigated or sanctioned by any regulatory authority for
26 service or billing irregularities?**

1 A. No.

2 **Q. Does CoreTel intend to comply with all TRA rules, statutes, and orders pertaining**
3 **to the provision of telecommunications services in Tennessee, including those for**
4 **disconnection and reconnection of service?**

5 A. Yes. The Company intends to comply with all TRA rules, statutes and orders pertaining
6 to the provisioning of telecommunications services in Tennessee, including those for
7 disconnection and reconnection of service.

8 **Q. Who is knowledgeable about CoreTel's operations and will serve as the company's**
9 **regulatory contact?**

10 A. I will.

11 **Q. Does this conclude your testimony at this time?**

12 A. Yes.

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

Chris Van de Verg, General Counsel
CoreTel Tennessee, Inc.

State of _____)
County of _____)

Subscribed and sworn to before me,

this _____ day of _____, 2009.

NOTARY PUBLIC

My Commission Expires: _____