

BEFORE THE TENNESSEE REGULATORY AUTHORITY
August 21, 2001 **Nashville, Tennessee**

In Re: **EqualNet Corporation**
 for Cancellation of Authority to Provide **) Docket No. 95-02493**
 Resold Telecommunication **) Co. ID: 111440**
 Services In Tennessee

ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES


This matter is before the Tennessee Regulatory Authority upon the request of EqualNet Corporation to cancel their authority to provide Telecommunications Services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on August 21, 2001.

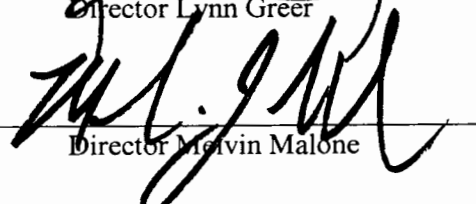
WHEREFORE, having considered the request of **EqualNet Corporation** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

- 1) That the request of EqualNet Corporation to cancel their authority to provide Resold Telecommunications services in Tennessee, Docket No. 95-02493, is hereby granted; and,
- 2) That this docket is herewith closed.


Chairman Sara Kyle


Director Lynn Greer


Director Melvin Malone

ATTEST:


K. David Waddell

Erudite Communications, Inc.

Debtor-in-Possession Under Case No. 00-37351-H4-11

1250 Wood Branch Park Drive

Houston, TX 77079

REGULATORY AUTH.

01 JUL 31 PM 1 15

OFFICE OF THE
EXECUTIVE SECRETARY

July 27, 2001

K. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: EqualNet Corp.
Company ID 111440

92-02493

On April 3, 2001, EqualNet Corp. sold all its operating assets to CCC GlobalCom Corp. in a transaction approved by the bankruptcy court with jurisdiction over the EqualNet Corp. chapter 11 administration. EqualNet Corp. no longer operates in the state of Tennessee.

By this letter, EqualNet Corp. requests the withdrawal of its certification in the state of Tennessee in order to be relieved of continuing regulatory requirements such as reporting and bonding. Please advise of any further action required to finalize this request.

To further supplement your records, I enclose a certification received from the Delaware secretary of state approving the name change of EqualNet Corp. to Erudite Communications, Inc.

Sincerely,

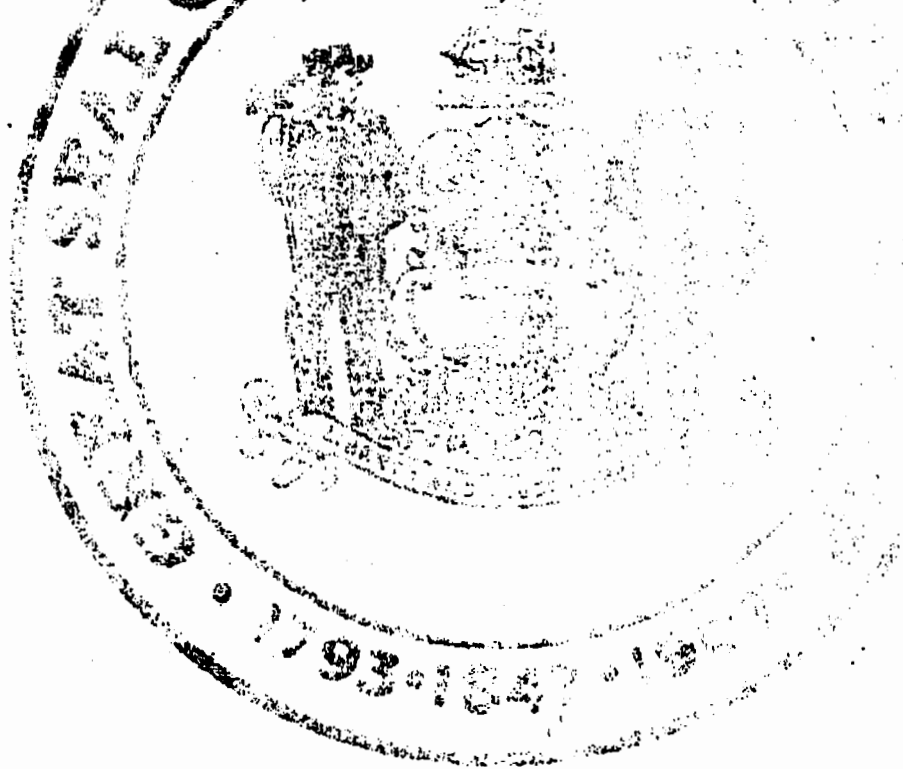
Steven R. Friedrich

Cc: Mark Lammert

I talked to
Steven & he does
not need to be
certified in the
state of TN under
any name
PS

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE COURT ORDERED CERTIFICATE OF AMENDMENT OF "EQUALNET CORPORATION", CHANGING ITS NAME FROM "EQUALNET CORPORATION" TO "ERUDITE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2480051 8100

AUTHENTICATION: 1141175

010235375

DATE: 05-18-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/11/2001
010178204 - 2480031

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
EQUALNET CORPORATION**

Pursuant to the provisions of Sections 103 and 303 of the Delaware General Corporation Law (the "DGCL"), EqualNet Corporation, a corporation duly organized and existing under the DGCL (the "Corporation"), does hereby certify that:

- I. The amendment to the Corporation's Certificate of Incorporation set forth below was authorized and ordered to be made by the United States Bankruptcy Court for the Southern District of Texas, Houston Division, in the Case of *In re: EqualNet Corporation* (Case No. 00-37351-H4-11) by Court order dated March 23, 2001.
- II. Article ~~First~~ of the Certificate of Incorporation of the Corporation is deleted and replaced in its entirety as follows:

~~"First:~~ The name of the corporation is Erudite Communications, Inc. (the "Corporation")."

In WITNESS WHEREOF, the Corporation has caused this certificate to be executed by its duly authorized officer on this the 3rd day of April, 2001.

EQUALNET CORPORATION

By: 

Name: Mitchell H. Badian
Title: President

J0DMAFCD00ND0003437113

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00111440
EqualNet Corporation
P.O.Box 441085
Houston, TX 77244-108

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee August 2, 1995

IN RE: CASE NUMBER: 95-02493

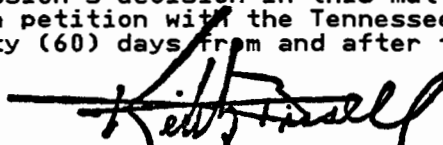
Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.
---ORDER---


This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on July 18, 1995 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

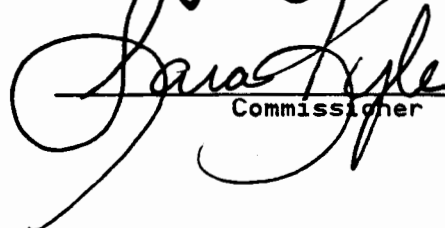
IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.


Executive Director





Commissioner


Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
TO RESELL INTEREXCHANGE TELECOMMUNICATIONS SERVICES
IN TENNESSEE
[RULE 1220-4-2-57]**

SECTION A

Part I: General Information

A. **Name of Applicant** EqualNet Corporation
 Address P. O. Box 441085
 State/Zip Code Texas, 77244-1085
 Phone Number (713) 556-4600 or 1 (800) 725-5575

B. **Owners, Partners, or Corporate Officer**

NAME	ADDRESS	CITY	STATE	ZIP CODE
Zane Russell, Chmn. & CEO	P. O. Box 441085	Houston	TX	77244-1085
Marc R. Smith, Pres. & COO	P. O. Box 441085	Houston	TX	77244-1085
Byron A. Russell, Sr. V. P. & Sec.	P. O. Box 441085	Houston	TX	77244-1085
Dean H. Fisher, Sr. V. P. & Asst. Sec.	P. O. Box 441085	Houston	TX	77244-1085
Michael L. Hlinak, Sr. V. P. & CFO	P. O. Box 441085	Houston	TX	77244-1085

C. **Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.**

Applicant has no office in Tennessee. Commission inquiries may be addressed to Dean H. Fisher at (713) 556-4648 or Iretha Corkran at (713) 556-4689.

D. **List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.** 1 (800) 525-9510

E. **Check the type of telecommunication services you plan to provide in Tennessee.**

 X Resale of Interexchange long distance services

F. **If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix 1.**

Operator services will be provided by the Company's underlying carriers.

11/14/00
95-2493

G. List the state(s) you are authorized to operate in at this time.

AL, AZ, AR, CA, CO, CT, DE, D.C., FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TX, UT, VT, VA, WA, WV, WI, WY. In Tennessee authorization was received from Sec. Of State on 11-30-92.

H. List any states that you have been denied authority to provide service.

None

I. Areas in Tennessee to be served.

Throughout the state of Tennessee.

J. What type of Customers will the company serve?

a. Business

K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount.

Not applicable.

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Generally they are, but not in all cases. As a reseller of services purchased from the major carriers, EqualNet, like its competitors, must apply a markup to cover its costs of overhead, payroll, commissions, liability for unpaid receivables, etc. Sometimes our cost of service from the underlying carrier is the same price as that charged to the end user customers. Consequently, for EqualNet to provide these same services while including a margin for profit, billing bad debt and covering administrative expenses, our cost to the end user is higher.

M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II.

See Appendix II.

N. What is the applicant's 10XXX or 800 access code?

Applicant has no access code of its own. The applicant's underlying carrier access codes are 10288, 10732 and 10333.

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

No.

P. What facility-based network will the applicant be reselling?

Currently, the applicant resells AT&T and Sprint services.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?**

Applicant will bill customers directly through its contractor billing service.

- R. Describe briefly how the applicant plans to market its services in Tennessee? If an independent telemarketer is going to be used, state company name and address.**

Applicant utilizes the services of many independent contractor marketing agents. The terms of the contracts do not permit disclosure of the identities of these contractors.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.**

When sales orders are received from independent contractor marketing agents, these orders are independently verified by either calling the prospective customer or sending a welcome packet which includes a postage paid reply card for verification. Once verified, these orders are sent to the underlying carrier for provisioning. The underlying carrier undertakes to notify the prospective customer's local exchange carrier of the change in primary interexchange carrier (PIC).

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.**

Yes.

- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.**

Yes.

Part II: Organization Structure

- A. Type of Organization**

Corporation

- B. If partnership and/or Non-resident**

- (1) Attach a copy of Articles of Incorporation and current by-laws.**
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.**

See attachments 1 and 2.

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

See Attachment 3.

Part IV: Display Card

Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57, B), which includes a toll-free number consumers can call for service problems and refunds.

Not applicable.

PART V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations. (Appendix III)
- Understands the penalties for non-compliance and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5206. (Appendix IV)
- That all information provided in the attached registration document is true to the best of my knowledge.

EqualNet Corporation

Company Name

6/6/95
Date

[Signature]

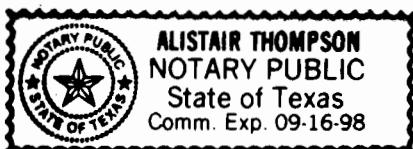
Company Official

V.P.

Title

Subscribed and sworn before me

this 6th day of June, 1995



Alistair Thompson
Notary Public