

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: 00112298
Tel-Save, Inc.
22 Village Square, Ste. 22
New Hope, PA 18938

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee September 12, 1995

IN RE: CASE NUMBER: 95-02758

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 September 7, 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

Chairman
Commissioner
Commissioner



210 N. Park Ave.
P.O. Drawer 200
Winter Park, FL
32790-0200

August 22, 1995
Overnight
Transmittal No. TN95000a

Tel: 407-740-8575
Fax: 407-740-0613

Commission Secretary
ATTENTION: PAT DODSON
Tennessee Public Service Commission
460 James Robertson Parkway
P.O. Box 3412
Nashville, Tennessee 37219-0412

Reference: Application of Tel-Save, Inc. d/b/a Network
Services of New Hope

Dear Ms. Dodson:

Pursuant to your request, please find enclosed the additional information required to process the application of Tel-Save, Inc. d/b/a Network Services of New Hope ("Tel-Save") for a Certificate to Provide Resell Interexchange Telecommunications Services in the state of Tennessee. Included is the requested sample Tennessee bill and a revised Attachment II.

Please acknowledge receipt of these items by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Please contact me at (407) 740-8575 should you have any questions. Thank you for your assistance in this matter.

Sincerely,

Ann-Marie Kemp
Consultant to Tel-Save, Inc.

cc: T. Schaefer, Tel-Save
Tel-Save - TN

RECEIVED
CONSUMER SERVICES DIV.

AUG 23 1995

TN PUBLIC SERVICE COMM.



210 N. Park Ave.
P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613

July 18, 1995
Overnight
Transmittal No. TN95000

RECEIVED
CONSUMER SERVICES DIV.
JUL 19 1995
TN PUBLIC SERVICE COMM.

Commission Secretary
Tennessee Public Service Commission
460 James Robertson Parkway
P.O. Box 3412
Nashville, Tennessee 37219-0412

Reference: Application of Tel-Save, Inc. d/b/a Network
Services of New Hope

Dear Secretary:

Enclosed for filing is the application of Tel-Save, Inc. d/b/a Network Services of New Hope ("Tel-Save") for a Certificate to Provide Resell Interexchange Telecommunications Services in the state of Tennessee. Also enclosed is a check for the amount of \$50.00 to cover the filing fee.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Please contact me at (407) 740-8575 should you have any questions. Thank you for your assistance in this matter.

Sincerely,

Ann-Marie Kemp
Consultant to Tel-Save, Inc.

cc: T. Schaefer, Tel-Save
to file: TLSV-TN

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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SARA KYLE, COMMISSIONER

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

SECTION A

Part 1: General Information

A. Name of Applicant: Tel-Save, Inc. d/b/a Network Services of New Hope
Address: 22 Village Square, Suite 22, New Hope
State: Pennsylvania Zip Code: 18938 Phone No. (215) 862-1500

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Daniel M. Borislow, President and CEO	22 Village Square, Suite 22	New Hope	PA	18938
Emanuel J. DeMaio, Vice President and Chief Operations Officer	Same as above			
Gary W. McCulla, Vice President and Director of Marketing	Same as above			
Joseph M. Morena, Vice President and Chief Financial Officer and Treasurer	Same as above			
Peter K. Morrison, Director of Information Services	Same as above			

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

Bel
Name Tina Schaefer
Tennessee Phone No. (215) 862-1500 Fax No. (215) 862-1515

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.

(800) 728-3288

To be filled out by PS60
Company ID Number 112218
Date Approved 95-228
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

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

X Resell Interexchange long distance services
 Operator Services
 Other (describe below)

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 I.

N/A -- Tel-Save, Inc. does not provide operator services.

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

Tel-Save is currently authorized to operate in all states except Indiana, Connecticut, Maryland, Oklahoma, Rhode Island, Wyoming, Vermont. Authority is pending in California and authorization is not required in Colorado, Montana, Michigan, Utah or Virginia.

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

None

I. Areas in Tennessee to be served.

Entire State

J. What type of customers will the company serve?

a. Business X
b. Residential X
c. Aggregators
 (e.g. Hotels, Payphones)
d. Other (specify) Other Resellers

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.

No. Tel-Save, Inc. does not currently offer services to aggregators at this time.

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

Yes X No

Please see Tel-Save's response to Question K. regarding PIFs.

M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹

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

Not applicable.

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

Tel-Save, Inc. does not have any telecommunications facilities in Tennessee nor does the company have any plans to install such facilities.

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

Currently, Tel-Save uses AT&T for its underlying transmission facilities.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²?

Tel-Save is not billing through the LEC, but will be utalizing the billing services of another company.

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

Tel-Save plans to market its services via other resellers. Tel-Save is not represented by any independent telemarketers.

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

All changes are submitted to AT&T who will follow its internal procedures.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

²A copy of a bill is required if the applicant is going to bill the customer direct.

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 ☒ No ☐

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 ☒ No ☐

Part II: Organization Structure

A. Type of Organization

☐ Individual ☒ Corporation

☐ Partnership ☐ Other (Explain on separate sheet)

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.

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.

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)³, which includes a toll-free number consumers can call for service problems and refunds.

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

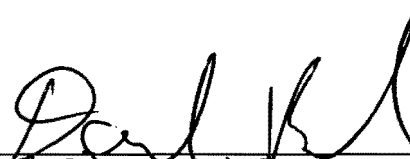
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations.
- 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 65-5-206.
- That all information provided in the attached registration document is true to the best of my knowledge.

Tel-Save, Inc.

d/b/a Network Services of New Hope

July 17, 1995

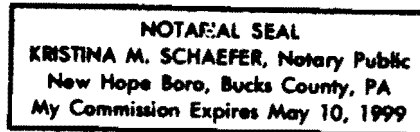


Daniel M. Borislow

President and Chief Executive Officer

Subscribed and sworn
before me this 17th day
of July, 1995.

Kristina M. Schaefer
Notary Public



seal

COMMONWEALTH OF PENNSYLVANIA



April 10, 1992
Department of State

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and corporate records of this department, it appears that on May 17, 1989 Articles of Incorporation were filed by a Pennsylvania corporation entitled

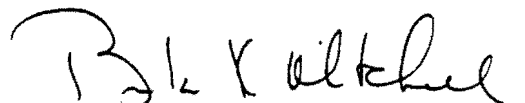
"TEL-SAVE, INC."

I DO FURTHER CERTIFY, That no proceedings in dissolution adversely affecting the corporate existence of the foregoing have subsequently been filed.

WHEREFORE, It appears that this corporation remains a presently subsisting corporation as of the date hereof.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.


Secretary of the Commonwealth

dp

Commonwealth of Pennsylvania



Department of State CERTIFICATE OF INCORPORATION

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, UNDER THE PROVISIONS OF THE LAWS OF THE COMMONWEALTH, THE SECRETARY OF THE COMMONWEALTH IS AUTHORIZED AND REQUIRED TO ISSUE A "CERTIFICATE OF INCORPORATION" EVIDENCING THE INCORPORATION OF AN ENTITY.

WHEREAS, THE STIPULATIONS AND CONDITIONS OF THE LAW HAVE BEEN FULLY COMPLIED WITH BY
TEL-SAVE, INC. (A CLOSE CORPORATION)

THEREFORE, KNOW YE, THAT SUBJECT TO THE CONSTITUTION OF THIS COMMONWEALTH, AND UNDER THE AUTHORITY OF THE LAWS THEREOF, I DO BY THESE PRESENTS, WHICH I HAVE CAUSED TO BE SEALED WITH THE GREAT SEAL OF THE COMMONWEALTH, DECLARE AND CERTIFY THE CREATION, ERECTION AND INCORPORATION OF THE ABOVE IN DEED AND IN LAW BY THE NAME CHOSEN HEREINBEFORE SPECIFIED.

SUCH CORPORATION SHALL HAVE AND ENJOY AND SHALL BE SUBJECT TO ALL THE POWERS, DUTIES, REQUIREMENTS, AND RESTRICTIONS, SPECIFIED AND ENJOINED IN AND BY THE APPLICABLE LAWS OF THIS COMMONWEALTH.



GIVEN UNDER MY HAND AND THE GREAT SEAL OF THE COMMONWEALTH, AT THE CITY OF HARRISBURG, THIS 17TH DAY OF MAY IN THE YEAR OF OUR LORD ONE THOUSAND NINE HUNDRED AND EIGHTY-NINE AND OF THE COMMONWEALTH THE TWO HUNDRED THIRTEENTH.

James J. Hays

SECRETARY OF THE COMMONWEALTH

KATZ MURPHY D'ANIELLO & FARRELL
ATTN: RICHARD B MORELL
43 EAST MARSHALL ST
NORRISTOWN, PA 19401-0000

1507863
08937
0698-0700

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 04/28/95

REQUEST NUMBER: 3004-2102

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 04/27/95 1003

EFFECTIVE DATE/TIME:

CONTROL NUMBER: 0253969

TO:

CT CORPORATION SYSTEM
7 PENN CENTER
1635 MARKET ST
PHILADELPHIA, PA 19103

RE:

NETWORK SERVICES OF NEW HOPE
ASSUMED NAME REGISTRATION

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: ASSUMED NAME REGISTRATION

ON DATE: 04/28/95

FROM:

C T CORPORATION SYSTEM (PHILADELPHIA, PA
1635 MARKET STREET
SEVEN PENN CENTER
PHILADELPHIA, PA 19103-0000

RECEIVED: FEES \$10.00 \$10.00

TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001801456
ACCOUNT NUMBER: 00000020



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE