

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: 00115553
C-Net Communications
31075 John R
Madison Heights, MI 48071

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee September 20, 1995

IN RE: CASE NUMBER: 95-03233


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 19, 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

TENNESSEE PUBLIC SERVICE COMMISSION460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER
PAUL ALLEN, EXECUTIVE DIRECTOR**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 Cellnet Telecommunications L.L.C. of Michigan, d/b/a C-Net Communications
Address 31075 John R
City Madison Heights State MI Zip Code 48071 Phone No. (810) 616-0550

- B. Owner, Partners, Or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Richard Goldsmith, President	31075 John R	Madison Heights	MI	48071
Russell Kohlman, Chief Executive Officer	31075 John R	Madison Heights	MI	48071
Debbie Hoder, Vice President, Operations	31075 John R	Madison Heights	MI	48071
William F. DeJohn, Vice President, Finance	31075 John R	Madison Heights	MI	48071

- C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Alan G. Heinig (810) 616-0550 (810) 616-0510
Name Tennessee Phone No. Fax No.
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. (800) 832-6712
- E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ 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 Applicant is not an operator services provider.
- G. List the state(s) you are authorized to operate in at this time. Colorado, Michigan, Montana, New Jersey, Utah, and Virginia.

(To be filled out by PSC) 95-3233
15553Company ID Number _____
Date Approved _____
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.

- 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 ✓
b. Residential _____
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____
- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over you network? If yes, specify amount. N/A
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes___ No___ **N/A Competitive Services**
- 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? N/A
- 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? Teledial America, Inc.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? **Bill direct. Sample bill is attached hereto at Appendix III.**
- 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.
Services will be marketed directly by the company and through independent sales agents.
- S. Describe the procedures the applicant will use to switch a customer's preferred interexchange service. **The Applicant will obtain a signed Letter of Agency in compliance with F.C.C. guidelines.**

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

² A 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___ N/A
Applicant is a switchless reseller. Call blocking is controlled by the LEC.
- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the resellers 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) **L.L.C.**

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of incorporation and current by-laws.
- (2) Attach a copy of Certificate 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 customers can call for service problems and refunds.

N/A. All services are only available to presubscribed customers.

³ It 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 understands 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 (Appendix IV).
- That all information provided in the attached registration document is true to the best of my knowledge.

Cellnet Telecommunications L.L.C. of Michigan
d/b/a C-Net Communications

Company Name

Date



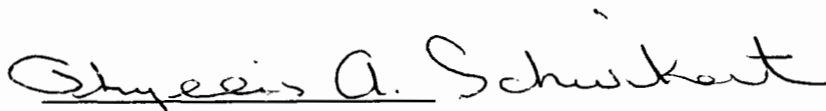
Company Official

Vice President, Finance

Title

Subscribed and sworn
before me this 29th day
of August, 19 95

PHYLLIS A SCHWIKERT
Notary Public, Oakland County, MI
My Commission Expires Sept. 22, 1997



Notary Public

seal

741245741 1205 CRG&FI \$50.

CLS 700 (Rev. 5/83)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

DEC 05 1994

(FOR BUREAU USE ONLY)

FILED

DEC 07 1994

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Name	Larry A. Weingarden Esq. Weingarden & Bauer, P.C.		
Address	30100 Telegraph Rd., Suite 221		
City	State	Zip Code	
Bingham Farms, MI		48025	

EFFECTIVE DATE

Document will be returned to the name and address you enter above.

ARTICLES OF ORGANIZATION

For use by Domestic Limited Liability Companies

(Please read information and instructions on last page)

Pursuant to the provisions of Act 22, Public Acts of 1993, the undersigned execute the following Articles:

ARTICLE I

The name of the limited liability company is:

CELINET TELECOMMUNICATIONS, L.L.C. ✓

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan. Including but not limited to the resale of long distance telephone services and to sell and otherwise promote and deal in the same and on related products, services and to purchase and acquire the tools, materials and equipment reasonably necessary for such business.

ARTICLE III

The duration of the limited liability company is: Perpetual

ARTICLE IV

1. The address of the registered office is:

31075 John R Madison Heights Michigan 48071
(Street Address) (City) (State) (Zip Code)

2. The mailing address of the registered office if different than above:

Michigan (City) (State) (Zip Code)

3. The name of the resident agent at the registered office is: Richard Goldsmith

Signed this 30th day of November 1994

By

(Signature)

Russell Kohlman

(Type or Print Name)

(Signature)

Richard Goldsmith

(Type or Print Name)

(Signature)

(Type or Print Name)

CLS 715 (Rev. 5/93)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU											
Date Received MAY 16 1995		(FOR BUREAU USE ONLY) FILED MAY 17 1995 <i>Administrator</i> MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau EFFECTIVE DATE: _____									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3" style="padding: 5px;">Name Weingarden & Hauer, P.C.</td> </tr> <tr> <td colspan="3" style="padding: 5px;">Address 30100 Telegraph Road, Ste. 221</td> </tr> <tr> <td style="padding: 5px;">City Bingham Farms,</td> <td style="padding: 5px;">State MI</td> <td style="padding: 5px;">Zip Code 48025</td> </tr> </table>			Name Weingarden & Hauer, P.C.			Address 30100 Telegraph Road, Ste. 221			City Bingham Farms,	State MI	Zip Code 48025
Name Weingarden & Hauer, P.C.											
Address 30100 Telegraph Road, Ste. 221											
City Bingham Farms,	State MI	Zip Code 48025									
Document will be returned to the name and address you enter above →											

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION
For use by Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is:
Cellnet Telecommunications, L.L.C.

2. The identification number assigned by the Bureau is:

LIC 41-13115

3. The date of filing of its original articles of organization was: December 7, 1994

4. The location of its registered office is:

31075 John R

Madison Heights

Michigan

48071

Street Address

(City)

Zip Code

5. Article I of the Articles of Organization is hereby amended to read as follows:

The name of the limited liability company is:
Cellnet Telecommunications of Michigan, L.L.C.

The foregoing amendment to the Articles of Organization was duly adopted on the 3rd day of May, 1995 as required by Section 502 of the Act by at least a majority vote of the members or by such other vote as required by the articles of organization or the operating agreement.

Signed this 11th day of May, 1995

By Richard Goldsmith

Richard Goldsmith

Member

Type or Print Name

Type or Print Title

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY

For Office Use Only

95 AUG 25 AM 10:29
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

Cellnet Telecommunications of Michigan, L.L.C.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48A-45-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Cellnet Telecommunications of Michigan, L.L.C.

If different, the name under which the certificate of authority is to be obtained is:

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48A-7-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48A-7-101(1D).

2. The state or country under whose law it is formed is: Michigan

3. The date of its organization is: 12-7-94 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

<u>31075 John R</u>	<u>Madison Heights, MI</u>	<u>48701</u>
Street	City/State	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

<u>1912 Hayes Street</u>	<u>Nashville, TN</u>	<u>37203</u>
Street	City/State	Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.

6. Please insert the number of members at the date of filing 2.

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR REGISTRATION
OF ASSUMED
LIMITED LIABILITY COMPANY NAME

For Office Use Only

FILED

10:29

Pursuant to the provisions of § 48A-7-101 (d) of the Tennessee Limited Liability Company Act, the under-
signed Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is:

Cellnet Telecommunications of Michigan, L.L.C.

2. The state or country of organization is: Michigan

3. The Limited Liability Company intends to transact business under an assumed Limited Liability
Company name.

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

C-Net Communications

NOTE: The assumed Limited Liability Company name must meet the requirements of § 48A-7-101 of the
Tennessee Limited Liability Company Act.

August 23, 1995

Signature Date

Manager

Signer's Capacity

Cellnet Telecommunications of Michigan, L.L.C.
Name of Limited Liability Company

Signature

William DeJohn

Name (typed or printed)