

**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: 00116290  
Central Payphone Services, Inc.  
1150 Northmeadow Parkway  
Suite 118  
Roswell, GA 30076

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION  
Nashville, Tennessee      October 13, 1995

IN RE: CASE NUMBER: 95-03333

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 October 11, 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

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

SECTION A

**Part I: General Information**

A. Name of Applicant: Central Payphone Services, Inc. ("CPS")  
Address: 1150 Northmeadow Parkway  
Suite 118  
Roswell  
State: Georgia Zip Code: 30076 Phone: (404) 442-7300 / Fax: (404) 442-7321

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	ST	ZIP CODE
Communications Central Inc.	1150 Northmeadow Parkway Suite 118	Roswell	GA	30076

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

Ms. Jeanie Ray, Coordinator - Legal and Regulatory Affairs  
Phone: (404) 442-7300  
Fax: (404) 442-7321

(To be filled out by PSC)

Company ID Number 116290/95-03533

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.

- For rate information (number posted on telephones): 1-800-790-6015  
For billing inquiries (number printed on LEC bills): 1-800-456-7587  
For service and complaints (CPS Customer Service): 1-800-883-4227

- |               |   |
|---------------|---|
| <u>  X  </u>  | Resell Interexchange Long Distance Services |
| <u>  X  </u>  | Operator Services                           |
| <u>      </u> | Other (describe below)                      |

- The company does not provide wholesale operator services to other carriers within Tennessee.**

- Currently CPS is authorized to provide service by virtue of direct authorization, certification or registration with regulatory commissions in the states of Alabama, Arkansas, Florida, Georgia, Idaho, Iowa, Kansas, Kentucky, Louisiana, Maryland, Missouri, Mississippi, North Dakota, Ohio, Pennsylvania, Rhode Island, South Carolina, South Dakota, Washington and Wyoming. The Company also operates in New Jersey where it is registered with New Jersey Bell as a Reseller and Alternative Operator Service provider. Certification by the New Jersey state regulatory commission is not required. Applications are currently pending in more than 10 additional state jurisdictions, not including the State of Tennessee.

- None.**

- The entire state.**

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

- No. A property imposed fee is not charged for calls placed through Tennessee aggregators.**

- 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     

- 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<sup>1</sup>.

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

Central Payphone Services, Inc.'s access code is 10039. However, CPS will not offer service via access code within the State of Tennessee.

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

No. Central Payphone Services, Inc. does not have any telecommunications facilities within Tennessee nor does the company have any plans to install such facilities.

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

Wiltel and US Sprint

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct<sup>2</sup>?

Yes. Calls will be billed through local exchange companies.

- 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.

CPS will initially market its direct dial and operator assisted services to subscribers through its own in-house sales force. The Company prepares individual proposals which are customized to meet the unique needs or interests of each customer. CPS is currently reviewing the effectiveness of other sales channels, including the use of agents or distributors, as possible enhancements to its marketing program.

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

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

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

CPS obtains signed letters of agency ("LOAs") from all customer's who subscribe to its direct dial services. Contract's between the company and aggregators subscribing CPS operator services contain authorization for the company to route operator assisted calls to its network. Letters of agency and aggregator contracts provide Central Payphone Services, Inc. with written authorization from each customer or aggregator for whom a Primary Interexchange Carrier change order will be issued. Such written authorization is obtained as part of CPS's application for service and confirms the customer's or aggregator's decision to change their PIC to Central Payphone Services, Inc.

- 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 X 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 X No     

## **Part II: Organization Structure**

- A. Type of Organization

     Individual                      X 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.

See Appendix III.

## **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.

Central Payphone Services, Inc. possesses sufficient financial resources to provide the proposed services properly and continuously. The company is a wholly-owned subsidiary of Communications Central Inc. ("CCI"). Consolidated financial information for Central Payphone Services, Inc. and its parent company is included in a copy of CCI's 1994 Annual Report provided as Appendix IV to this application.

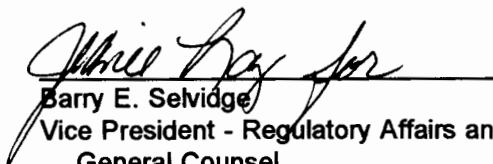
#### **Part IV: Display Card**

- A. 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)<sup>3</sup>, which includes a toll-free number consumers can call for service problems and refunds.

See Appendix V.

#### **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.

  
Barry E. Selvidge  
Vice President - Regulatory Affairs and  
General Counsel  
Central Payphone Services, Inc.

Subscribed and sworn before me this  
12<sup>th</sup> day September, 1995.

  
Notary Public

Notary Public, Fulton County, Georgia  
My Commission Expires September 6, 1998

seal

<sup>3</sup>It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregators telephones.

FILED

RECEIVED  
STATE OF TENNESSEE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

CENTRAL PAYPHONE SERVICES, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation 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 corporation is CENTRAL PAYPHONE SERVICES, INC.

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 corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Georgia

3. The date of its incorporation is 7/31/86 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

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

1150 Northmeadow Parkway, Suite 118, Roswell, GA 30076

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

530 Gay Street, Knoxville, Tennessee County of Knox 37902

Street City/State County Zip Code

The name of its registered agent at that office is

CT CORPORATION SYSTEM

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See Attached Rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See Attached Rider

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

\_\_\_\_\_, 19\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[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 corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

June 12, 1992

Signature Date

Secretary

Signer's Capacity

SS-4431 (Rev. 8/89)

CENTRAL PAYPHONE SERVICES, INC.

Name of Corporation

Deborah H. Reisert

Signature

Deborah H. Reisert

Name (typed or printed)

Filing Fee: \$300.00

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 933510674  
CONTROL NUMBER : 8611708  
JURISDICTION : GEORGIA  
DATE INC/AUTH/FILED: 07/31/1986  
PRINT DATE: : 12/17/1993  
FORM NUMBER : 215

CT CORPORATION SYSTEM  
GWENDOLYN ANDREWS  
1201 PEACHTREE STREET, N.E.  
ATLANTA, GEORGIA 30361

**CERTIFIED COPY**

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**CENTRAL PAYPHONE SERVICES, INC.**  
a domestic profit corporation

said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE



DUPLICATE DUPLICATE



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

"CENTRAL PAYPHONE SERVICES, INC."

has been duly incorporated under the laws of the State of Georgia on the 31st  
day of July, 1986 by the filing of articles of incorporation in the office of the  
Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true  
copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and  
affixed the seal of my office, at the Capitol, in the City of  
Atlanta, this 31st day of July in the year  
of our Lord One Thousand Nine Hundred and Eighty  
Six and of the Independence of the United States  
of America the Two Hundred and Eleven

*Max Cleland*

SECRETARY OF STATE  
CORPORATION COMMISSIONER

ARTICLES OF INCORPORATION  
OF  
CENTRAL PAYPHONE SERVICES, INC.

I.

The name of the corporation is: Central Payphone Services, Inc.

II.

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized for the following purposes:

(a) To maintain, service, upgrade, replace, support, install and remove privately owned pay telephones pursuant to contracts for such services;

(b) To generally carry on, conduct, promote, operate and undertake any business transaction or operations commonly carried on, conducted, promoted, operated or undertaken by companies engaged in the privately owned pay telephone industry;

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Georgia Business

Corporation Code, by other law, or by these Articles of Incorporation; and

(d) To enter into any other business for any other lawful purpose not specifically prohibited to corporations under the laws of this State.

V.

The corporation shall have authority to issue not more than 1,000,000 shares of common stock of ten cent (\$.10) par value each.

VI.

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

VII.

The initial registered office of the corporation shall be at Harkleroad & Hardy, A Professional Corporation, 2500 Cain Tower - Peachtree Center, 229 Peachtree Street, N.E., Atlanta, Georgia 30043. <sup>Fulton</sup> The initial registered agent of the corporation at such address shall be Rhys T. Wilson.

VIII.

The initial Board of Directors shall consist of five (5) members whose names and address are:

James M. Reary  
Charles R. Bergmann  
Richard C. Bowen  
Terry L. Colbert  
Hugh H. Durden  
1216 Mount Vernon Road, N.E.  
Atlanta, Georgia 30338

IX.

The name and address of the incorporator is:

Charles R. Bergmann  
1216 Mount Vernon Road, N.E.  
Atlanta, Georgia 30338

IN WITNESS WHEREOF, the undersigned executes these  
Articles of Incorporation, the 30th day of July, 1995.

James A. Harkleroad  
For: HARKLEROAD & HARDY,  
A PROFESSIONAL CORPORATION

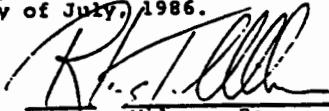
Attorneys for the Incorporator

/bbc  
32MS10

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max L. Cleland  
Secretary of State  
Ex-Officio Corporation  
Commissioner  
State of Georgia

I, Rhys T. Wilson, Esq. do hereby consent to serve as  
registered agent for the corporation Central Payphone  
Services, Inc. This 29th day of July, 1986.

  
Rhys T. Wilson, Esq.

Address of registered agent:

Harkleroad & Hardy,  
A Professional Corporation  
2500 Cain Tower - Peachtree Center  
229 Peachtree Street, N.E.  
Atlanta, Georgia 30043

39MS10