

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: 00116550
Inacom Communications, Inc.
10810 Farnam Drive
Omaha, NE 68154

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee November 10, 1995

IN RE: CASE NUMBER: 95-03356

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.


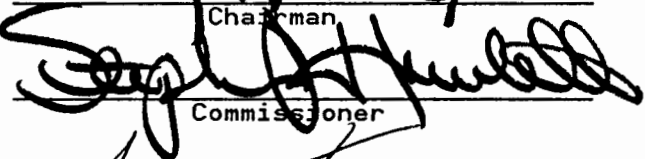

---ORDER---

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 November 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
Office


Chairman

Commissioner

Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
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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: Inacom Communications, Inc.
Address: 10810 Farnam Drive, Omaha,
State: Nebraska Zip Code: 68154
Telephone: (402) 392-3900 Facsimile: (402) 330-8566

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Mr. George DeSola	10810 Farnam Drive	Omaha	NE	68154
Mr. Michael Steffan	10810 Farnam Drive	Omaha	NE	68154
Mr. Gary Goldsberry	10810 Farnam Drive	Omaha	NE	68154

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

Name George DeSola, President of Inacom Communications, Inc.
Telephone: (402) 392-3900 Facsimile: (402) 330-8566

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

(800) 562-2745

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

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

95-3356

(To be filled out by PSC)
Company ID Number 116550
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.

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

Inacom is a customer of its underlying facilities based carrier. Inacom purchases AT&T Communications', Inc. ("AT&T") and Allnet Communications Services, Inc. ("Allnet") tariffed carrier services, which are in turn resold to End Users. Inacom intends to provide intrastate long distance telecommunications service over resold transmission facilities.

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

Inacom will bill customer either directly or through AT&T for the services Inacom will provide in Tennessee. A copy of the customers billing from is provided in **Exhibit I**. The services that Inacom will bill for directly are in the initial phase of start up, the billing structure is not yet complete. A copy of this bill will be forwarded to the Commission upon its completion.

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.

Inacom utilizes various agents listed on **Exhibit II** to market its services within the State of Tennessee. These agents are only involved in the initial contact and sale of Inacom's service to Tennessee customers.

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

Inacom utilizes a signed Letter of Agency ("LOA") for all customers requesting Inacom service. These LOA's are forwarded to the specific underlying carrier who then utilizes it to switch the customer with the local exchange carrier.

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

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

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. See **Exhibit III**.
- (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 **Exhibit 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. See **Exhibit IV**.

The company is providing a copy of its parent corporation, Inacom Corp.'s 1994 Annual Report as well as a 1995 2nd Quarter Interim Report as proof of the company's ability to provide service within Tennessee.

Part IV: Display Card

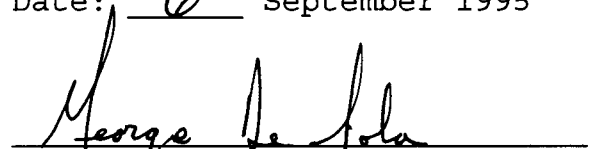
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds. Not applicable.

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, (Appendix III)
 - Understands the penalties for noncompliance, 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.

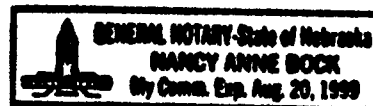
Date: 6 September 1995


George DeSola, President
Inacom Communications, Inc.

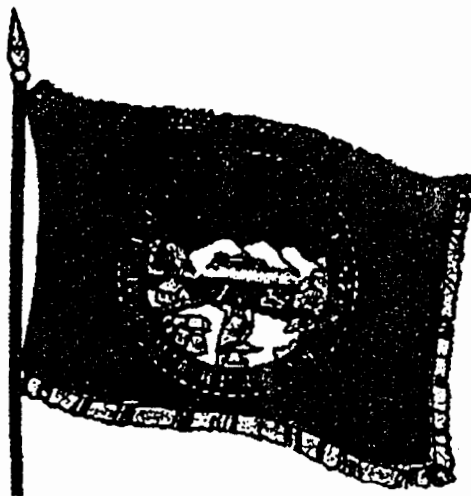
Subscribed and sworn before me this 6 day of September, 1995.


Notary Public

[seal]



STATE OF



NEBRASKA

I, Allen J. Beermann, Secretary of State of the
State of Nebraska do hereby certify that

STRATEGIC PRODUCTS AND SERVICES, INC.

with registered office located in Lincoln,
Nebraska, filed Articles of Amendment to
the Articles of Incorporation changing the
corporate name to

INACOM COMMUNICATIONS, INC.

as filed and recorded in this office on
August 12, 1994.

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska.

Done at Lincoln this

twelfth

day of August

in the year of our Lord, one thou-
sand nine hundred and ninety-four.

Allen J. Beermann
SECRETARY OF STATE
Ralph Engert
DEPUTY

STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

I, Allen J. Beermann, Secretary of State of the State of Nebraska
do hereby certify;

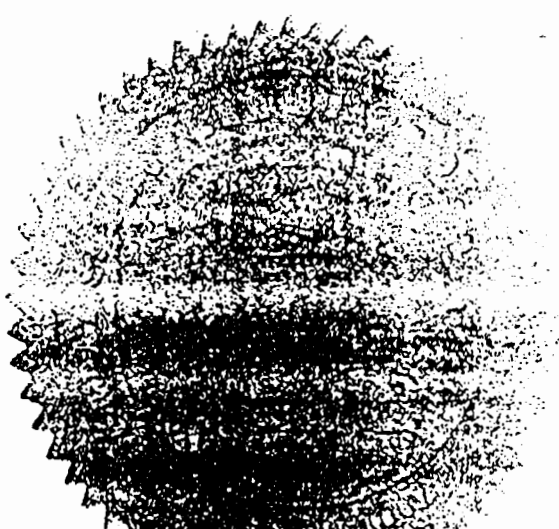
The attached is a true and correct copy of the Articles of Incorporation of
STRATEGIC PRODUCTS AND SERVICES, INC.

with its registered office located in LINCOLN, Nebraska,
as filed and recorded in this office on February 13, 1987.

I further certify that said corporation is in good standing as of this date.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on August 12
in the year of our Lord, one thousand
nine hundred and ninety-four.



Allen J. Beermann

SECRETARY OF STATE

DEPUTY

001556

374 119 AUG 12 1994

RECEIVED
THOMAS F. CAVANAUGH
TERRY/COMPTROLLER
NICHOLAS O. HILL

AUG 12 11 45 AM '94

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

STRATEGIC PRODUCTS AND SERVICES, INC.

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }

Received and filed for
record and recorded on
film roll 104-15 at page 178

Allen J. Beermann
Secretary of State
By: [Signature] 18⁰⁰ pd

The undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation in accordance with Sections 21-2056 through 21-2062 of the Nebraska Business Corporation Act:

ARTICLE I

NAME

The name of the corporation is STRATEGIC PRODUCTS AND SERVICES, INC.

ARTICLE II

AMENDMENT

The Articles of Incorporation shall be amended to change the name of the corporation to INACOM COMMUNICATIONS, INC.

ARTICLE III

DATE OF ADOPTION

The date of adoption of the Amendment to the Articles of Incorporation by the shareholders was August 8, 1994.

ARTICLE IV

CONSENT

Consent in writing has been given by all of the directors and by the holders of all of the shares of stock entitled to vote on such Amendment.

DATED this 8th day of August, 1994.

ATTEST:

STRATEGIC PRODUCTS AND SERVICES, INC.
A Nebraska Corporation

By: [Signature]

MICHAEL A. STEFFAN
Secretary

By: [Signature]

GEORGE DESOLA,
President

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SPECIAL PRODUCTS AND SERVICES, INC.

MAR 27 1987
STATE OF NEBRASKA
SECRETARY'S OFFICE
Received and filed for record
at _____
No. 493
at page 493
Secretary of State
lmm
66827 \$18.00

The undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation in accordance with Sections 21-2056 through 21-2063 of the Nebraska Business Corporation Act:

ARTICLE I

NAME

The name of the corporation is SPECIAL PRODUCTS AND SERVICES, INC.

ARTICLE II

AMENDMENT

The Articles of Incorporation shall be amended to change the name of the corporation to STRATEGIC PRODUCTS AND SERVICES, INC.

ARTICLE III

DATE OF ADOPTION

The date of adoption of the Amendment by the shareholders was
March 1, 1987.

ARTICLE IV

CONSENT

Consent in writing has been given by all of the directors and by the holders of all of the shares of stock entitled to vote on such Amendment.

DATED this 1st day of March, 1987.

ATTEST:

SPECIAL PRODUCTS AND SERVICES, INC.
A Nebraska Corporation

By: Michael A. Steffan

MICHAEL A. STEFFAN,
Secretary

By: Bill L. Fairfield

BILL L. FAIRFIELD, President

EB 17 8:57 AM '81
DOUGLAS COUNTY CLERK
OMAHA, NEBR.
FEB 17 8:57 AM '81

307-428
FEB 17 1987

RECEIVED B. S. S. S. } SS 64473
FILED FOR RECORD
and recorded on file roll No. 87-5 at page 279

ARTICLES OF INCORPORATION
OF
SPECIAL PRODUCTS AND SERVICES, INC.
By JK 46.00 pd.
Secretary of State
Allen J. Boermann

ARTICLE I

NAME

The name of the corporation is SPECIAL PRODUCTS AND SERVICES, INC.

ARTICLE II

DURATION

The period of the corporation's duration is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Nebraska Business Corporation Act.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares of common stock and the par value of each of said shares shall be \$1.00.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is: Suite 1100, One Central Park Plaza, 222 South Fifteenth Street, Omaha, Nebraska 68102. The name of its initial registered agent at such address is: DAVID J. NIELSEN.

ARTICLE VI

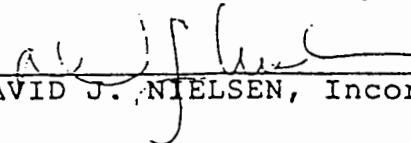
NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator is: DAVID J. NIELSEN. The street address of the incorporator is: Suite 1100, One Central Park Plaza, 222 South Fifteenth Street, Omaha, Nebraska 68102.

10-00

Articles of Incorporation of
SPECIAL PRODUCTS AND SERVICES, INC.
Page Two

DATED this 12th day of February, 1987.



DAVID J. NIELSEN, Incorporator

Feb 17 87 8:57 AM
THOMAS F. CANNIBUCH, BOULDER COUNTY CLERK

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 06/08/95

REQUEST NUMBER: 3018-1612

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 06/08/95 1138

EFFECTIVE DATE/TIME: 06/08/95 1138

CONTROL NUMBER: 0295853

TO:
CAPITAL FILING SERVICE, INC.
NO. 199
214 OLD HICKORY BLVD
NASHVILLE, TN 37221

RE:
INACOM COMMUNICATIONS, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. 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 REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

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

RECEIVED
CONSUMER SERVICES DIV.

OCT 06 1995

TN PUBLIC SERVICE COMM.

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 06/08/95

FROM:
C T CORPORATION SYSTEM (CHICAGO, IL.)
208 S LASALLE ST
CHICAGO, IL 60604-0000

	FEE	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00001814635	
ACCOUNT NUMBER:	00000592	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE