

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

IN RE:	Apollo Communications Services, LLC)	
	Request for Cancellation of)	Docket No.
	Authority to Resell)	95-03384
	Telecommunications Services)	
	in Tennessee)	

**ORDER GRANTING CANCELLATION
OF AUTHORITY TO PROVIDE OPERATOR SERVICES/
RESELL TELECOMMUNICATIONS SERVICES**

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of Apollo Communications Services, LLC, (hereafter "Apollo") to cancel its authority to resell telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on April 21, 1998.

WHEREFORE, having considered the request of Apollo to cancel its authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

1) That the request of Apollo Communications Services, LLC to cancel its authority to resell telecommunications services in Tennessee, Docket No. 95-03384, is hereby granted; and

- 2) That this docket is herewith closed.


CHAIRMAN


DIRECTOR


DIRECTOR

ATTEST:


EXECUTIVE SECRETARY

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: 00116748
Apollo Communications Services, LLC
4960 Mountain View Parkway
Birmingham, AL 35244

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

IN RE: CASE NUMBER: 95-03384

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

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

**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 Apollo Communication Services, LLC
Address 2550 W. Golf Road, Suite 900
City Rolling Meadows State IL Zip Code 60008 Phone No. (708) 427-7412

- B. Owner, Partners, Or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
See Appendix VIII				

- C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Bobbi Ferguson (205) 980-8526 FAX (205) 980-8549
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) 987-3227, 8-5pm, CST
- 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, Montana, Virginia.

(To be filled out by PSC) 95-3284

Company ID Number 116748
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? AT&T and MCI
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? 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) **Limited Liability 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 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:

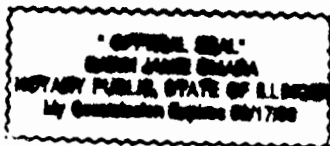
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations.
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules and all other 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.

Apollo Communication Services, LLC 9/18/95
Company Name Date

John McIntyre Vice President, Planning
Company Official Title

Subscribed and sworn
before me this 18th day
of September, 19 95

Dawn Jamie McPhee
Notary Public



seal

File Number 0001066-9

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STATE OF TENNESSEE

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MARK BARNELL
SECRETARY OF STATE

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

APOLLO COMMUNICATIONS SERVICES L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 24, 1994,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 29TH
day of AUGUST A.D., 19 95

George H. Ryan
SECRETARY OF STATE

Form **LLC-5.5**
January 1994

George H. Ryan
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 357, Howlett Building
Springfield, IL 62756

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

Illinois
Limited Liability Company Act
Articles of Organization

Filing Fee \$500.
SUBMIT IN DUPLICATE
Must be typewritten

This space for use by Secretary of State

Date 08-24-1994
Assigned File # 0001-0669
Filing Fee \$ 500.00
Approved: EB

This space for use by
Secretary of State

FILED

AUG 24 1994

LIMITED LIABILITY CO. DIV.
GEORGE H. RYAN
SECRETARY OF STATE

1. Limited Liability Company Name: APOLLO COMMUNICATIONS SERVICES L.L.C. ✓ **PAID**

AUG 24 1994

(The LLC name must contain the words limited liability company or L.L.C. and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. Transacting business under an assumed name ☐ Yes ☒ No.

If YES, a Form LLC-1.20 is required to be completed and attached to these Articles.)

3. The address, including county, of its principal place of business. (Post office box alone and c/o are unacceptable.) 2550 West Golf Road, Suite 900, Rolling Meadows, IL 60008

DuPage County

4. Federal Employer Identification Number (F.E.I.N.): Applied for

5. The Articles of Organization are effective on: (Check one)

a) ☒ the filing date, or b) _____ another date later than but not more than 60 days subsequent to the filing date: _____

(month, day, year)

6. The registered agent's name and registered office address is:

Registered agent:	<u>Audrey</u>	<u>H.</u>	<u>Rubin</u>
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Registered Office:	<u>2550 W. Golf Road</u>	<u>Suite 900</u>	
(P.O. Box alone and c/o are unacceptable)	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Rolling Meadows</u>	<u>60008</u>	<u>DuPage</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

7. Purpose or purposes for which the LLC is organized: Include the business code # (Form 1065)

(If not sufficient space to cover this point, add one or more sheets of this size.) The resale of telecommunications services as an FCC certified common carrier; management and operation of client's networks including installation, alterations, monitoring and performance reporting; network consulting services including network design, optimization analysis, training, project management and auditing of communications bills; and the transaction of any or all other lawful business for which limited liability companies may be organized under the Limited Liability Company Act. Form 1065 Business Code #4291.

8. The latest date the company is to dissolve December 31, 2042
(month, day, year)

And other events of dissolution enumerated on an attachment.

LLC-5.5

9. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment

☐ Yes ☒ No

10. a) Management is vested, in whole or in part, in managers ☒ Yes ☐ No

List their names and business addresses

Paul Blackney
Thomas O'Key

2550 W. Golf Road, Suite 900
2550 W. Gold Road, Suite 900

Rolling Meadows, IL 60008
Rolling Meadows, IL 60008

b) Management is retained, in whole or in part, by the members ☐ Yes ☒ No
List their names and addresses

The limited liability company has 2 or more members pursuant to Section 5-1 of the Illinois Limited Liability Company Act.

11. Name(s) & Address(es) of Organizer(s)

The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this articles of organization is to the best of my knowledge and belief, true, correct and complete.

Dated August 23 19 94

Signature and Name

1. Nancy L. Kasko
Signature
Nancy L. Kasko, Organizer
(Type or print name and title)
(Name if a corporation or other entity)
2. _____
Signature
(Type or print name and title)
(Name if a corporation or other entity)
3. _____
Signature
(Type or print name and title)
(Name if a corporation or other entity)

Business Address

1. 10 South Wacker Drive, Suite 4000
Number Street
Chicago
City/Town
IL 60606
State Zip Code
2. _____
Number Street
City/Town
State Zip Code
3. _____
Number Street
City/Town
State Zip Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

ATTACHMENT TO ITEM 8

(a) Upon the written agreement of members holding not less than 66-2/3% of the Percentage Interests (as defined in the Operating Agreement of the company) in the company held by all members;

(b) Upon the death, retirement, resignation, bankruptcy, court declaration of incompetence with respect to, or dissolution of, a member or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless within 90 days after the event there are at least 2 remaining members and all the remaining members agree to continue the business of the company;

(c) Entry of a decree of judicial dissolution under Section 35-5 of the Limited Liability Act; and

(d) Administrative dissolution under Section 35-25.

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

RECEIVED
STATE OF TENNESSEE

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RILEY DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

Apollo Communications Services, LLC

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: Apollo Communications Services, LLC

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: Illinois

3. The date of its organization is: 8-22-94 (must be month, day and year)

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

2550 W Golf Rd, Ste 900, Rolling Meadows, IL 60008
Street City/State Zip Code

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

1912 Hayes St, Nashville, TN Davidson 37203
Street City/State County 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 4.

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.

September 1, 1995
Signature Date

Vice President
Signer's Capacity

Apollo Communications Services, LLC
Name of Limited Liability Company

Audrey H. Rubin
Signature

Audrey H. Rubin
Name (typed or printed)