

# 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: 00117805  
ATCALL, Inc.  
1100 North Glebe Rd. Ste. 700  
Arlington, VA 22201

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

IN RE: CASE NUMBER: 95-03737

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.


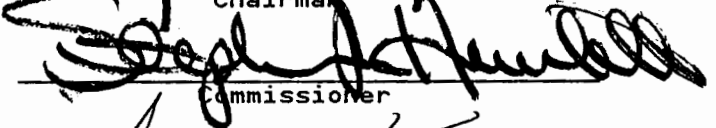

---ORDER---

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**  
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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 1: General Information**

A. Name of Applicant ATCALL, Inc.  
Address 1100 North Glebe Road, Suite 700, Arlington  
State VA Zip Code 22201 Phone No. (703) 522-5252

B. Owner, Partners, or Corporate Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
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*KAH*  
Khaled Alhegelan - Chairman and CEO  
Amer A. Mardam-Bey - Executive Vice President  
Ibrahim Mardam-Bey - Executive Vice President  
Hisham F. Alhegelan - Executive Vice President  
Bernardo T. De Albergaria - Director of Operations

(All individuals referenced  
may be reached at the  
address listed above)

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

N/A (See response to Item D)      ( ) -      ( ) -  
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. 1-800-607-0070

E. Check the type of telecommunications 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.

G. List the state(s) you are authorized to operate in at this time. Applicant is in the process of obtaining authority provide resold telecommunications services throughout the United States.

(To be filled out by PSC)  
Company ID Number 117005/15/3731  
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 all states that you have been denied authority to provide service.  
None.
- I. Areas in Tennessee to be served.  
Applicant requests statewide authority.
- J. What type of customers will the company serve?  
a. Business X  
b. Residential X  
c. Aggregators \_\_\_\_\_  
(e.g. Hotels, Pay phones)  
d. Other (specify) \_\_\_\_\_
- 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.
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes XXX 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? 800-281-5757
- 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? \_\_\_\_\_  
IXC Long Distance, Inc.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?<sup>2/</sup> Applicant anticipates that it will utilize direct billing and an industry accepted billing and collection agency. ATCALL has not yet finalized its contract with its billing and collection agency.
- 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.  
  
Applicant's marketing program is not yet finalized; however, applicant expects that its initial marketing vehicles will include direct mail and limited print advertising.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will obtain a Letter of Authorization before seeking to switch a customer to ATCALL's services.

<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.

- 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 XXX 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 XXX No

**Part II: Organization Structure**

**A. Type of Organization**

       Individual                    XXX 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 1.**

(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 2.**

**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 3.**

**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)<sup>2/</sup>, which includes a toll-free number consumers can call for service problems and refunds.

**Not Applicable.**

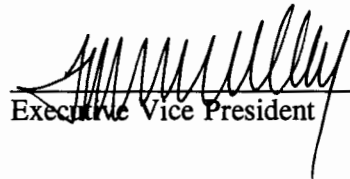
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<sup>2/</sup> It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

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, (Appendix III).
  - 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.

ATCALL, Inc. Aug. 7  
July, 1995  
Company Name Date

  
Executive Vice President

Subscribed and sworn before me this 7 day of August 1995.

  
Notary Public

My Commission Expires on My Commission Expires August 31, 1995

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ATCALL, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2510835 8100

DATE: 7530881

950125994

06-07-95

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ATCALL, INC.**

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**FIRST:** The name of the corporation is ATCALL, Inc.

**SECOND:** The registered office of the corporation in the State of Delaware shall be located at 15 East North Street, Dover, Delaware 19901, County of Kent. The name of its registered agent shall be HIQ Corporate Services, Inc.

**THIRD:** The purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock, \$.01 par value per share.

**FIFTH:** The name and mailing address of the sole incorporator is as follows:

Andrew M. Ray                      3000 K Street, N.W., Suite 300  
Washington, D.C. 20007

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, in the manner provided in the Bylaws of the corporation, to make, alter, amend and repeal the Bylaws of the corporation in any respect not inconsistent with the laws of the State of Delaware or with this Certificate of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, this Certificate of Incorporation and the Bylaws of the corporation.

Any contract, transaction or act of the corporation or of the directors or any committee which shall be ratified by the holders of a majority of the shares of stock of the corporation present in person or by proxy and voting at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by this Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of the corporation.

**SEVENTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders, of this corporation as the case may be, and also on this corporation.

**EIGHTH:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors shall be eliminated or limited to the full extent authorized by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**NINTH:** The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Election of directors need not be by ballot unless the Bylaws of the corporation shall so provide.

**TENTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts stated are true, and accordingly, have hereunto set my hand this 6th day of June, 1995.

Andrew M. Ray  
Andrew M. Ray

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

DATE: 09/19/95  
REQUEST NUMBER: 3054-1613  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 09/19/95 0941  
EFFECTIVE DATE/TIME: 09/19/95 0941  
CONTROL NUMBER: 0300492

TO:  
HIO CORPORATE SERVICES  
SUITE 501  
516 N CHARLES ST.  
BALTIMORE, MD 21201

RE:  
ATCALL, 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.

FOR: APPLICATION FOR CERTIFICATE OF  
AUTHORITY - FOR PROFIT

ON DATE: 09/19/95

FROM:  
HIO CORPORATE SERVICES  
516 N CHARLES ST  
SUITE 501  
BALTIMORE, MD 21201-0000

RECEIVED: **FEE** \$300.00 \$300.00  
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00001849772  
ACCOUNT NUMBER: 00137567



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE