

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



Company ID: 00118810
Primus Telecommunications, Inc.
8180 Greensboro Drive Ste 1100
MCLean, VA 22102

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee February 29, 1996

IN RE: CASE NUMBER: 95-03981

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 February 20, 1996 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

SWIDLER
&
BERLIN

CHARTERED

November 14, 1995

REC'D TN. PUBLIC
SERVICE COMM.
'95 NOV 15 PM 1 11
OFFICE OF THE
EXECUTIVE DIRECTOR

VIA OVERNIGHT DELIVERY

Paul Allen, Executive Director
Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Primus Telecommunications, Inc.

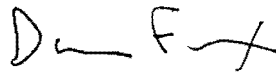
Dear Mr. Allen:

On behalf of Primus Telecommunications, Inc. ("Primus"), please find enclosed Primus' Application for Certificate to Resell Interexchange Telecommunications Services in the State of Tennessee. Also enclosed is a check in the amount \$50.00 in payment of the requisite filing fee.

Please date stamp the attached duplicate of this filing and return it in the enclosed self-addressed stamped envelope.

Should any questions arise concerning this application, please do not hesitate to contact the undersigned.

Respectfully submitted,



Dana Frix
Michael C. Wu

Counsel for
Primus Telecommunications, Inc.

Enclosures

cc: Mr. K. Paul Singh

143002.1

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 Primus Telecommunications, Inc.
Address 8180 Greensboro Drive, Suite 1100, McLean
State Virginia Zip Code 22102 Phone No. (703) 848 - 4626

B. Owner, Partners, or Corporate Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
K. Paul Singh - President and Chief Executive Officer				(all individuals referenced may be reached at the address listed above)
John Melick - Vice President				
John F. DePodesta - Executive Vice President				
George E. Mattos - Vice President - Operations				
George A. Filippides - Vice President - Sales and Marketing				

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

Applicant will not have a Tennessee contact person. Primus will conduct its Tennessee operations from its headquarters in McLean, Virginia.

N/A (See response to Item D)
Name _____ Tennessee Phone No. _____ Fax No. _____

(To be filled out by PSC)
Company 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.

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 1-800-877-4687
- E. Check the type of telecommunications services you plan to provide in Tennessee.
XXX 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 currently authorized to provide resold telecommunications services in the States of Delaware, Florida, Massachusetts, Maryland, Michigan, Minnesota, New Jersey, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Washington and West Virginia.
- H. List any 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 XXX
b. Residential ____
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.^{1/}
- N. What is the applicant's 10XXX or 800 access code? 1-800-877-4687 (for travel card service access).
- 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? Applicant proposes to provide interexchange service, utilizing resold transmission services purchased from other certificated carriers. At least initially, Applicant intends to purchase transmission service from carriers such as Wiltel, LCI, Sprint and MCI. Applicant has not yet finalized its arrangements with its underlying carrier(s).

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?^{2/} Primus will bill customers directly, utilizing the services of EDS, Inc., an industry accepted 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 intends to market its long distance telecommunications services to a broad range of organizations and companies, including national retail chains, non-profit organizations, multi-national organizations, foundations, local small businesses and/or community service agencies. Applicant's marketing program is not finalized; however, Applicant expects that its marketing campaign initially will include direct mail, multimedia response advertising as well as authorized sales agents.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Primus requires signed contracts from potential customers requesting its services and authorizing Primus to notify their existing telephone company to change their primary interexchange carrier to Primus. If the customer makes the request via telephone, Primus makes a separate call to the customer at a later time to confirm the customer's authorization to switch its preferred interexchange service to Primus.
- 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. **Primus is a wholly-owned subsidiary of Global Telecommunications, Inc. ("GTI"). Primus will therefore rely upon GTI's financial statement which is attached hereto as Exhibit 3.**

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

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. Applicant does not provide operator services.

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.

Primus Telecommunications, Inc.

Company Name

K. Paul Singh
K. Paul Singh, President

Subscribed and sworn before me this 14th day of August, 1995.

[Signature]
Notary Public

My Commission Expires on August 1, 1999.

PENELOPE YAO
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 5, 1995 (PY)
August 1, 1999

Appendix I

Reseller Name

Address

Contract Person

NOT APPLICABLE

Appendix II
Informational Tariff Sheet

<u>Description of Service</u>	<u>Applicant proposed Price charge to consumer</u>	<u>Dominant Carriers^{4/} Price for similar service</u>
Message Telecommunications Service ("MTS")	\$0.210 per minute	\$0.050-0.220
Post-paid travel cards	\$0.250 per minute (No surcharge)	\$0.060-0.240 (Plus \$0.80-3.00 surcharge)
Prepaid debit cards	\$0.60-0.25 per minute	N/A
Directory Assistance	No charge	No charge

^{4/} Dominant Carrier (South Central Bell or AT&T, whichever is appropriate). A copy of these companies' rates are found on Appendix V.

EXHIBIT 1

Articles of Incorporation

State of Delaware
Office of the Secretary of State

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 "PRIMUS TELECOMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

24527001 8100

245212650

AUTHENTICATION: 7305242

DATE: 11-16-94

CERTIFICATE OF INCORPORATION
OF
PRIMUS TELECOMMUNICATIONS, INC.

FIRST. The name of this corporation shall be:

PRIMUS TELECOMMUNICATIONS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

1,500 shares without par value

FIFTH. The name and address of the incorporator is as follows:

K. Paul Singh
Corporation Service Company
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for 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) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this day of , A. D. 199 .

K. Paul Snigh, CEO & President
Incorporator

EXHIBIT 2

Certificate of Authority to Transact Business

Corporations Section
s K. Polk Building, Suite 1800
shville, Tennessee 37243-0306

DATE: 10/02/95
REQUEST NUMBER: 3059-2058
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 09/29/95 1007
EFFECTIVE DATE/TIME: 09/29/95 1007
CONTROL NUMBER: 0301091

TO:
CORPORATION SERVICE COMPANY
SARAH THOMAS
013 CENTRE ROAD
WILMINGTON, DE 19805-1297

FROM:
PRIMUS TELECOMMUNICATIONS, 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: 10/02/95

FROM:
CSC NETWORKS (BOX 591)
P.O. BOX 591
WILMINGTON, DE 19899-0591

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

RECEIPT NUMBER: 00001854420
ACCOUNT NUMBER: 00187747

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

