

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

STEVE HEWLETT, CHAIRMAN
SARA KYLE, COMMISSIONER
MELVIN J. MALONE, COMMISSIONER



Company ID: 00119066
Starlink Communications, LLC
1200 Fifth Ave.
Ste. 1301
Seattle, WA 98101

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

IN RE: CASE NUMBER: 95-04082

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 May 24, 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.

A handwritten signature in cursive script, appearing to read "Eddie Robinson".

Executive Director

A handwritten signature in cursive script, appearing to read "Steve Hewlett".
Chairman
A handwritten signature in cursive script, appearing to read "Sara Kyle".
CommissionerA handwritten signature in cursive script, appearing to read "Melvin J. Malone".
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 Starlink Communications, LLC
Address 1200 Fifth Avenue, Suite 1301, Seattle
State WA Zip Code 98101 Phone No. (206) 622-7100

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
George F. Holland President and CEO	1200 Fifth Avenue Suite 1301	Seattle	WA	98101
Dana Pierson Secretary	900 Capital Services, Inc. 601 Gateway Blvd. #260	S. San Francisco	CA	94080

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. 1-800-644-3939

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 provide services in this time. Applicant is in the process of obtaining authority provided resell telecommunications services throughout the United States.

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TN PUBLIC SERVICE COMM.

(To be filled out by PSC)
Company ID Number 119066
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.
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.^{1/}
- N. What is the applicant's 10XXX or 800 access code? 10718
- 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? Frontier Communications of Rochester
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{2/} Applicant anticipates that it will utilize direct billing and an industry accepted billing and collection agency. Starlink will have Integretell of San Jose, California act as its billing and collection agent.
- 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 Starlink's services.

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DEC 15 1995

^{1/} Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will result in the applicant's application being 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 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 ____ Corporation

____ Partnership X Other (Explain on separate sheet) **See Part II Attachment**

B. If partnership and/or Non-resident

(1) Attach a copy of Articles of Organization and current operating agreement. **See Exhibit 1.**

(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing the Applicant'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)^{3/}, which includes a toll-free number consumers can call for service problems and refunds.

Not Applicable.

^{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, (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.

Starlink Communications, LLC
Company Name

Nov. 16, 1995
Date

George F. Holland

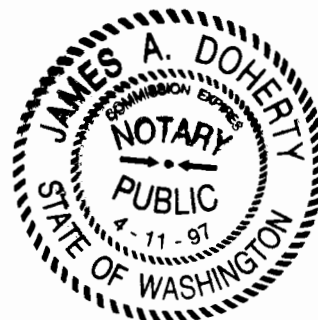
George F. Holland
President and CEO

Subscribed and sworn before me this 16 day of November, 1995.

James A. Doherty
Notary Public

My Commission Expires on

4/11/97



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TN PUBLIC SERVICE COMM.

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

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

STARLINK COMMUNICATIONS, 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: STARLINK COMMUNICATIONS, 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: CALIFORNIA

3. The date of its organization is: MARCH 17, 1995 (must be month, day and year)

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

1200 FIFTH AVENUE, SUITE 1301 SEATTLE WA 98101
Street City/State Zip Code

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

258 HARDING PLACE NASHVILLE TN DAVIDSON 37205
Street City/State County Zip Code

The name of its registered agent at that office is: HIQ CORPORATE SERVICES, INC.

6. Please insert the number of members at the date of filing 2

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.

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/16/95

REQUEST NUMBER: 3065-0325

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 10/16/95 0918

EFFECTIVE DATE/TIME: 10/16/95 0918

CONTROL NUMBER: 0301656

TO:

HIO CORPORATE SERVICES INC.

% RD MONIODIS

516 N CHARLES ST 501

BALTIMORE, MD 21201

RE:

STARLINK COMMUNICATIONS, LLC

APPLICATION FOR CERTIFICATE OF AUTHORITY -

LIMITED LIABILITY COMPANY

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

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

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

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 10/16/95

FROM:

HIO CORPORATE SERVICES

516 N CHARLES ST

SUITE 501

BALTIMORE, MD 21201-0000

RECEIVED: FEES \$300.00

\$0.00

TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 0000185942

ACCOUNT NUMBER: 00137567



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of California

SECRETARY OF STATE'S OFFICE



CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 17th *day of* March, 19 95,

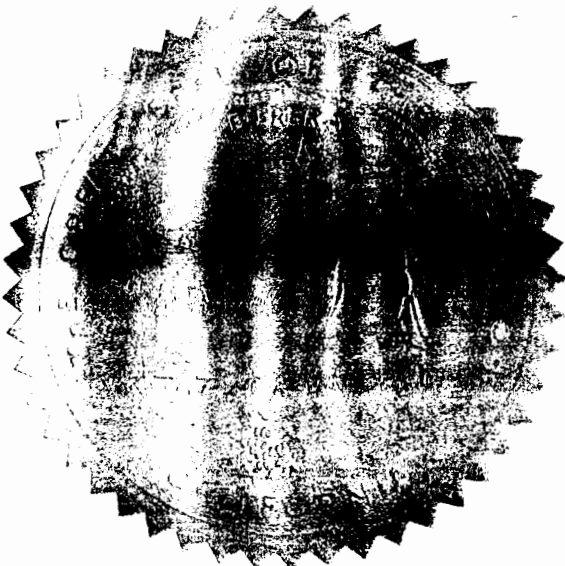
STARLINK COMMUNICATIONS, LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
6th day of October, 1995

Bill Jones
Secretary of State