

# TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00119621  
Athena International, L.L.C.  
701 Poydras St. Ste. 675  
New Orleans, LA 70139

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

IN RE: CASE NUMBER: 96-00047

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---

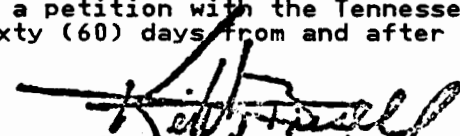
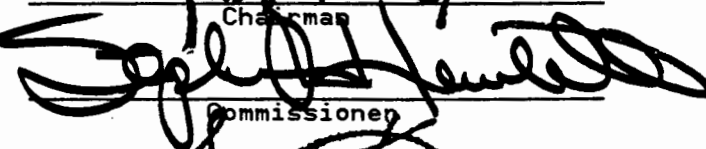

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled 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.

  
Eddie Robinson

Executive Director

  
Chairman  
  
Commissioner  
  
Commissioner

EARLY, LENNON, PETERS & CROCKER, P.C.

ATTORNEYS AT LAW

900 COMERICA BUILDING  
KALAMAZOO, MICHIGAN 49007-4752  
TELEPHONE (616) 381-8844  
FAX (616) 349-8525

GEORGE H. LENNON  
JOHN T. PETERS, JR.  
DAVID G. CROCKER  
HAROLD E. FISCHER, JR.  
LAWRENCE M. BRENTON  
GORDON C. MILLER

BLAKE D. CROCKER  
ROBERT M. TAYLOR  
CORENN I. WRIGHT  
PATRICK O. CROCKER  
ANDREW J. VORBRICH

OF COUNSEL  
VINCENT T. EARLY  
HON. C.H. MULLEN  
THOMPSON BENNETT

JOSEPH J. BURGIE  
(1926 - 1992)

January 9, 1997

Mr. Scott Trout  
Tennessee Public Service Commission  
460 James Robertson Parkway  
Nashville, Tennessee 37243

RE: ATHENA INTERNATIONAL, LLC

Dear Mr. Trout:

Pursuant to our telephone conversation, enclosed herewith for filing, please find an original and three (3) copies of the above captioned corporation's Application page 33.

Should you have any questions, please contact me.

Very truly yours,

EARLY, LENNON, PETERS & CROCKER, P.C.

Patrick D. Crocker

PDC/ldt

Enclosures

**TENNESSEE PUBLIC SERVICE COMMISSION**  
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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]**

REC'D TN. PUBLIC  
SERVICE COMM.  
.96 JUN 9 AM 11 12  
OFFICE OF THE  
EXECUTIVE DIRECTOR

**SECTION A**

**PART 1: General Information**

**A. Name of Applicant** Athena International, L.L.C.  
**Address** 701 Poydras Street, Ste. 675, New Orleans  
**State** LA **Zip Code** 70139 **Phone No.** (800) 497-5619

**B. Owners/Partners/Officers:**

William F. Cooper, III  
Michael T. Landers  
P. Scott Muller  
Thomas W. Wilson

**C. Name and telephone number of Tennessee Contact Person authorized to respond to Commission inquiries Monday through Friday.**

*PD Crocker*  
Patrick D. Crocker  
EARLY, LENNON, PETERS & CROCKER, P.C.  
900 Comerica Building  
Kalamazoo, MI 49007-4752  
(616) 381-8844

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

1-800-818-9893

(To be filled out by PSC) Company ID Number 119621/ 96-47

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

**B. (1) Attach a copy of Articles of Organization.**

Please see Exhibit B.

**(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.**

Please see Exhibit C.

**PART III: Financial Information**

Applicant attaches a copy of its most recent financial statements as Exhibit D.

**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), which includes a toll-free number consumers can call for service problems and refunds.**

**Not Applicable**

**Tennessee.**

  X   Resell Interexchange long distance services

  X   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.**

Please see Exhibit A.

**H. List any states that you have been denied authority to provide service.**

Applicant has not been denied authority to operate in any state.

**I. Areas in Tennessee to be served.**

Applicant will provide service in all equal access areas within Tennessee.

**J. What type of customers will the company serve?**

a. Business   X  

b. Residential   X  

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 your network? If yes, specify amount.**

Not Applicable

**L. Are your prices for intrastate services plus and PIF equal to or less than the dominant carriers price for similar services?**

Not Applicable

**M. Describe the type of services and prices that Applicant will be offering in Tennessee on the International Tariff found in Appendix II.**

**N. What is the applicant's 10XXX or 800 access code?**

Applicant utilizes the carrier identification code of the underlying network provider AT&T, LCI and Sprint.

- 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 will utilize the underlying networks provided by AT&T, LCI and Sprint.

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

Applicant will utilize the local telephone company's billing system, and bill customers direct.

- R. Describe briefly how the applicant plans to market their service in Tennessee? If an independent telemarketer is going to be used state company name and address.**

Applicant will market services through sales representatives employed directly by the Applicant, along with independent agents.

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

Applicant will confirm the order to change long distance services by following one of the four confirmation procedures followed by the FCC.

- 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?**

  X   Yes                             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.**

  X   Yes                             No

**PART II: Organization Structure**

- A. Type of Organization**

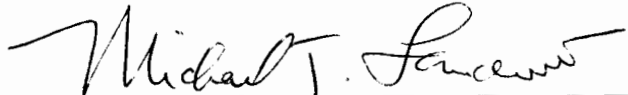
Individual \_\_\_\_\_ Corporation \_\_\_\_\_

Partnership   X   Other (Explain on separate sheet) \_\_\_\_\_

**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.

1/5/96  
Athena International, L.L.C. Date

  
Michael T. Landers

Subscribed and sworn before me this 5<sup>TH</sup> day  
of JANUARY, 1996

  
Notary Public

KRYSTIL B. COOK  
NOTARY PUBLIC  
Parish of Jefferson, State of Louisiana  
My Commission is issued for Life.

**ARTICLES OF ORGANIZATION OF  
ATHENA INTERNATIONAL, L.L.C.**

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The undersigned, a person of the full age of majority, pursuant to Chapter 22 of Title 12 of the Louisiana Revised Statutes Annotated, does hereby form, effective October 11, 1994, a limited liability company under such law and for such purposes does hereby adopt the following Articles of Organization.

**ARTICLE I: NAME**

The name of this Limited Liability Company (hereinafter, the "Company") shall be: Athena International, L.L.C.

**ARTICLE II: PURPOSE**

The purpose of the Company is to engage in any lawful activity for which limited liability companies may be formed under the Limited Liability Company Law of Louisiana.


**ARTICLE III: OPERATING AGREEMENT**

The operation of the Company shall be governed by a written operating agreement (hereinafter, the "Operating Agreement").

**ARTICLE IV: MANAGEMENT**

The Company shall be managed by a manager, as provided for in the Operating Agreement. The Operating Agreement shall contain restrictions on the authority of the manager and on the authority of the members to bind the Company.

Thus executed on October 11, 1994.

  
Joseph C. Mandarino  
Organizer



ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, that on this 11th day of October, 1994, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Joseph C. Mandarino, to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument of his own free will, as his own act and deed, for the uses, purposes and benefits therein expressed.

WITNESSES:

Marie Celina

Jean H. Peterson

Joseph C. Mandarino  
Joseph C. Mandarino

Vivian B. Crane  
NOTARY PUBLIC

**NOTICE OF CHANGE  
OF REGISTERED OFFICE AND OF MANAGER OF  
ATHENA INTERNATIONAL, L.L.C.**

Whereas, the Articles of Organization and Initial Report of Athena International, L.L.C., a Louisiana Limited Liability Company ("Athena"), the taxpayer identification number of which is 72-1280-590, were filed with the Secretary of State of Louisiana on October 11, 1994.

Whereas, in the Initial Report, the location of the Registered Office of Athena is listed as 1621 Jefferson Avenue, New Orleans, Louisiana, 70115, and the manager is listed as Advantage Capital Partners Limited Partnership.


And Whereas, the members of Athena International, L.L.C., have selected a new location for their Registered Office and have selected new managers to replace Advantage Capital Partners Limited Partnership as manager.

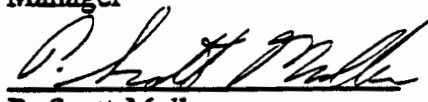
Therefore, notice is hereby given of Athena's change in location of Registered Office and change in managers.

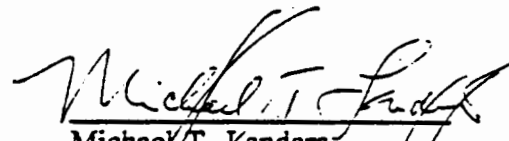
I. **New Location of Registered Office** -- The new location of the Registered Office is 2230 LL&E Tower, 909 Poydras Street, New Orleans, Louisiana, 70112.

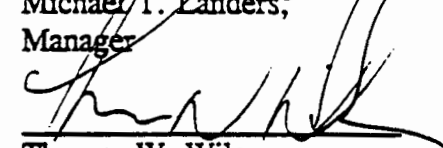
II. **New Managers** -- The names and addresses of the new Managers of Athena are: William F. Cooper, III, 2230 LL&E Tower, 909 Poydras Street, New Orleans, Louisiana, 70112; Michael T. Landers, 2230 LL&E Tower, 909 Poydras Street, New Orleans, Louisiana, 70112; P. Scott Muller, 2230 LL&E Tower, 909 Poydras Street, New Orleans, Louisiana, 70112; and Thomas W. Wilson, 2230 LL&E Tower, 909 Poydras Street, New Orleans, Louisiana, 70112.

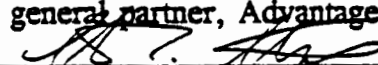
Thus executed on October 28, 1994.

  
William F. Cooper, III,  
Manager

  
P. Scott Muller,  
Manager

  
Michael T. Landers,  
Manager

  
Thomas W. Wilson,  
Manager

Advantage Capital Partners Limited Partnership,  
by its general partner, Advantage Capital Corporation  
By:   
Steven T. Stull, President, Advantage Capital Corporation