

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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

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: Bell Atlantic Communications, Inc.
Address 1320 N. Courthouse Road, 2nd Floor
State: Arlington Zip Code: 22201 Phone No. (703) 974-5128

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Alfred G. Binford, President and CEO	1320 N. Courthouse Rd 2nd Floor	Arlington	VA	22201
Barbara L. Connor Vice President/Treasurer	1717 Arch Street	Philadelphia	PA	19103
Michelle A. Arrington Secretary	1717 Arch Street	Philadelphia	PA	19103

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

Name: Dorothy Jones
Tennessee Phone No. (703) 974-3403 Fax No. (703) 974-3214

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

Billing inquiries for LEC-billed customers will be handled on behalf of the company by its billing agent, USBI whose toll free number is 800-460-0556. For direct billed calls, the billing inquiry number is 800-556-2355. The direct bill inquiry number will be staffed by the customer service department which is open twenty-four hours per day, seven days a week.

96-511
(To be filled out by PSC)
Company ID Number 120445
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.

E. Check the type of telecommunication services you plan to provide in Tennessee.

X	Resell Interexchange long distance services
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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.

Not applicable. BACI will resell operator services provided by its underlying carrier(s).

G. List the state(s) you are authorized to operate in at this time.

Not applicable. BACI has filed applications in North Carolina, South Carolina, Texas, Illinois and Florida. No service has been provided to date.

[illegible]

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

None

I. Areas in Tennessee to be served.

Statewide, to customers served by equal access end offices.

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.

No

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

Yes X 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 II¹

- N. What is the applicant's 10XXX or 800 access code? BACI does not intend to promote 10XXX calling, the company's CIC code 272.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

The Company does not currently have or plan to have any such facilities. The Company's underlying carrier will provide all aspects of call completion, including switching, routing and termination of calls for the foreseeable future.

- P. What facility-based network will the applicant be reselling?

BACI has not finalized its underlying carrier agreements, but will resell services of one or more carrier(s) authorized to provide service in Tennessee.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²?

Both. For LEC billed calls, the third party billing agent is USBI. Other calls will be billed directly by BACI.

- 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.

BACI is developing a telemarketing outsourcing program. After contracts are finalized, vendor names and addresses will be available. Marketing will also be handled by in-house marketing staff and may include a variety of direct sales methods.

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

The company will adhere to prescribed FCC and Tennessee procedures for PIC changes. The typical customer will initiate service by signing an LOA.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

²A 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 X 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 X No _____

Part II: Organization Structure

A. Type of Organization

_____ Individual X 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.
- (2) Attach a copy of Certification 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 consumers can call for service problems and refunds.

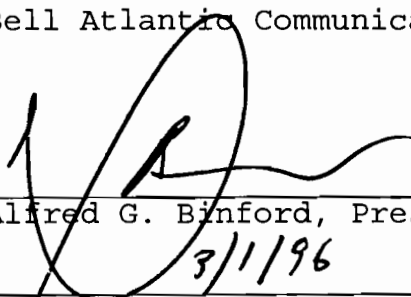
BACI does not propose to offer operator services to aggregator locations at this time. In the event that BACI serves that market in the future, BACI will develop signage consistent with Tennessee and FCC rules and regulations governing service at aggregator locations.

³It 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 understand 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.

Bell Atlantic Communications, Inc.



Alfred G. Binford, President

Date

3/1/96

Subscribed and sworn
before me this 1st day
of March, 1996



Notary Public

seal

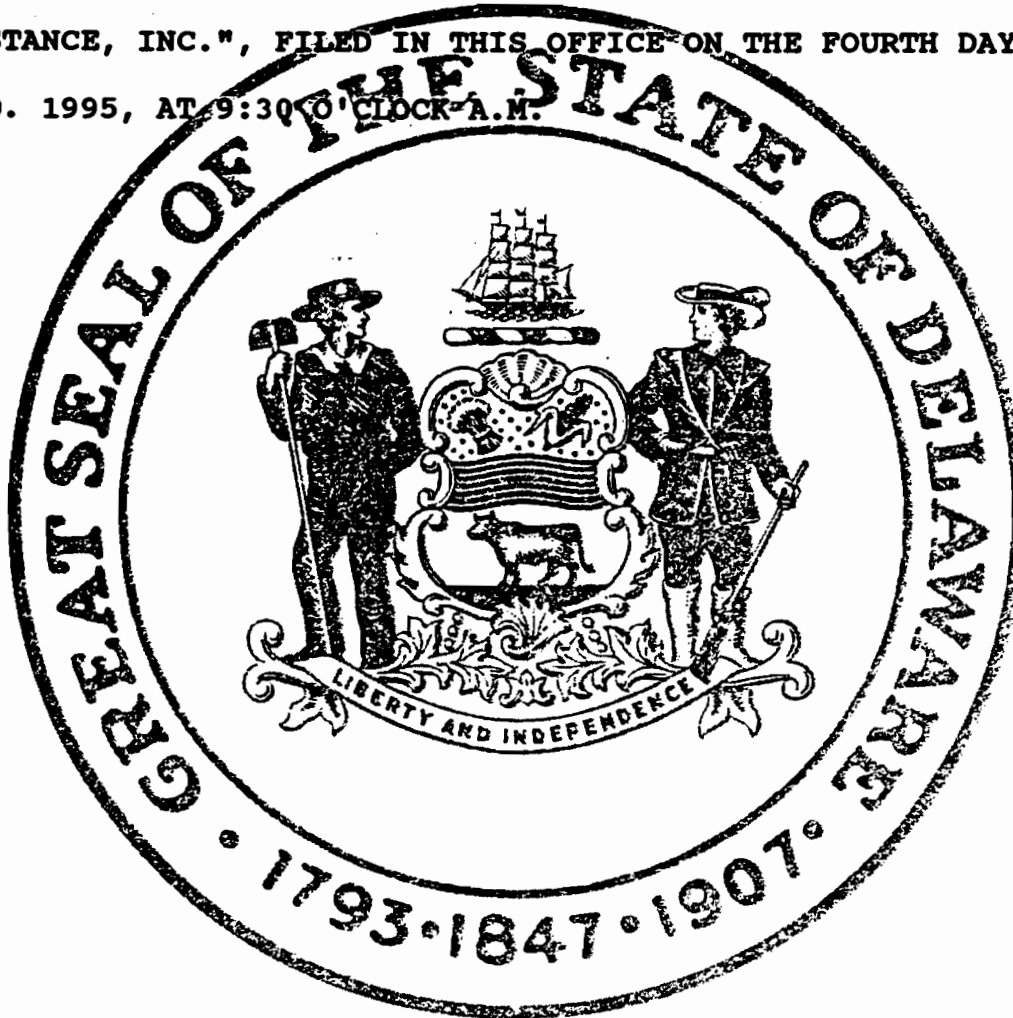
My Commission expires: February 28, 1999.

Attachment 1

BELL ATLANTIC COMMUNICATIONS, INC.
Articles of Incorporation and Bylaws

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 "BELL ATLANTIC LONG DISTANCE, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1995, AT 9:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2504193 8100

AUTHENTICATION:

7821887

960038750

DATE:

02-09-96

5-4-95

CERTIFICATE OF INCORPORATION
OF
BELL ATLANTIC LONG DISTANCE, INC.

1. The name of the corporation is Bell Atlantic Long Distance, Inc.
2. The address of its registered office in the State of Delaware is 1209 Orange Street in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of all classes of stock which the corporation shall have authority to issue is one share of Common Stock without par value.
5. The name and mailing address of the incorporator are as follows:

Barbara E. Grafton
1717 Arch Street, 32nd Floor South
Philadelphia, PA 19103
6. The business and affairs of the corporation shall be managed under the direction of the Board of Directors.

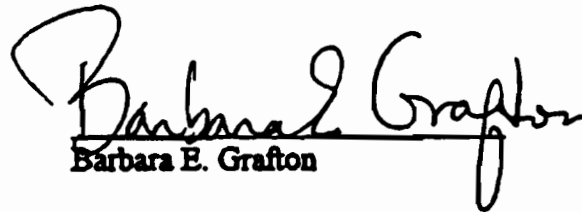
7. The Board of Directors is expressly authorized from time to time to make, alter or repeal the by-laws of the corporation.

8. Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. To the fullest extent that the General Corporation Law of the State of Delaware, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

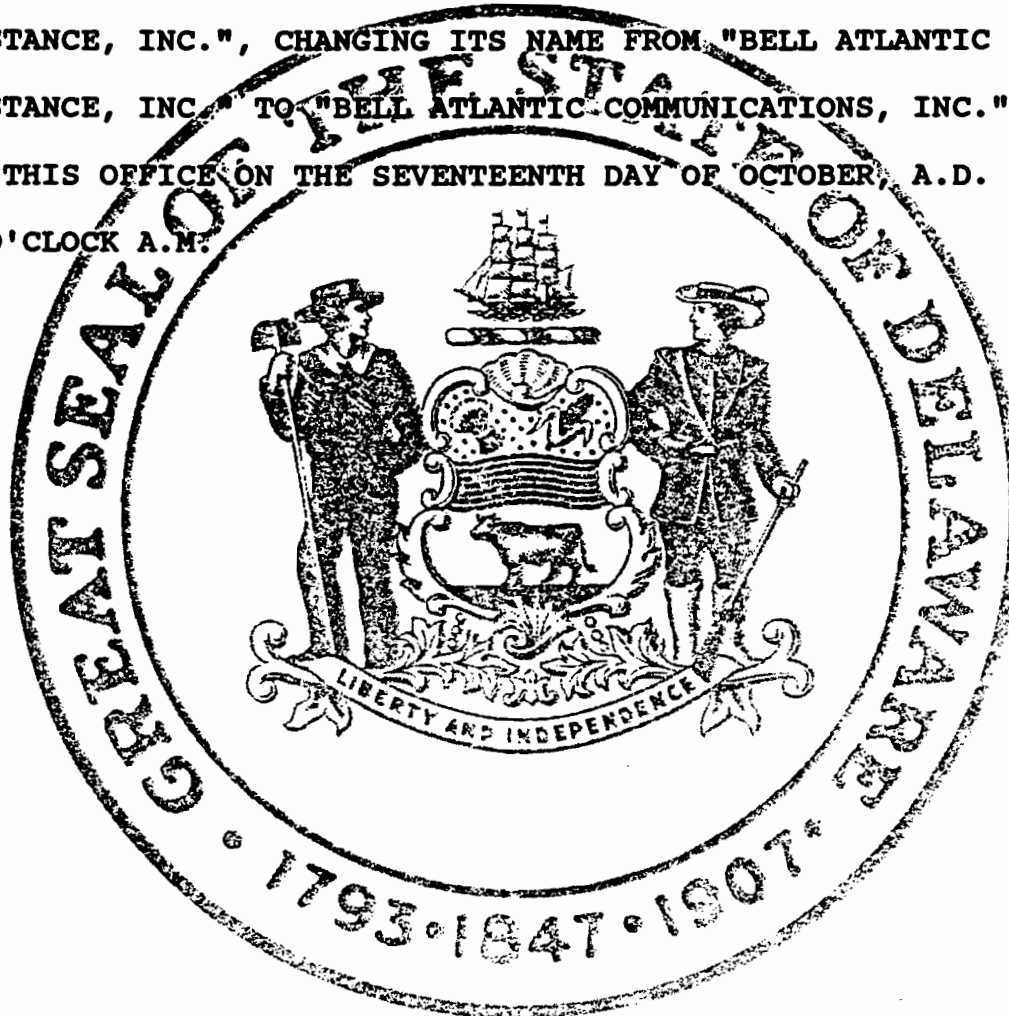
10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and accordingly has caused to be set hereunto her hand, this 4th day of May, 1995.


Barbara E. Grafton

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 AMENDMENT OF "BELL ATLANTIC LONG DISTANCE, INC.", CHANGING ITS NAME FROM "BELL ATLANTIC LONG DISTANCE, INC." TO "BELL ATLANTIC COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 1995, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2504193 8100

AUTHENTICATION:

7821888

960038750

DATE:

02-09-96

10-17-95

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BELL ATLANTIC LONG DISTANCE, INC.**

Bell Atlantic Long Distance, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that the amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by the Corporation's Board of Directors and Sole Stockholder was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking Article 1 in its entirety and replacing therefor:

- "1. The name of the Corporation is Bell Atlantic Communications, Inc."

IN WITNESS WHEREOF, Bell Atlantic Long Distance, Inc. has caused this Certificate to be signed and attested by a duly authorized officer this 8th day of October, 1995.

BELL ATLANTIC LONG DISTANCE, INC.

By: 

Barbara E. Grafton
Assistant Secretary

Attachment 2

BELL ATLANTIC COMMUNICATIONS, INC.
Tennessee Secretary of State Authority

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 11/29/95

REQUEST NUMBER: 3080-0992

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 11/29/95 1141

EFFECTIVE DATE/TIME: 11/29/95 1141

CONTROL NUMBER: 0303489

TO:
CAPITAL FILING SERVICE, INC.
NO. 333
7051 HWY 70 SO.
NASHVILLE, TN 37221

RE:
BELL ATLANTIC COMMUNICATIONS, 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: 11/29/95

FROM:
C T CORPORATION SYSTEM (PHILADELPHIA, PA
1635 MARKET STREET
SEVEN PENN CENTER
PHILADELPHIA, PA 19103-0000

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

RECEIPT NUMBER: 00001872429
ACCOUNT NUMBER: 00000020



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Bell Atlantic Communications, Inc.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation 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 corporation is Bell Atlantic Communications, Inc.

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 corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 5/4/95 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

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

1320 N. Court House Road Arlington Virginia, U.S.A. 22201
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

530 Gay Street, Knoxville, Tennessee County of Knox 37902
Street City/State County Zip Code

The name of its registered agent at that office is

C T CORPORATION SYSTEM

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Alfred G. Binford, 1320 N. Court House Road, Arlington, VA 22201 President
Barbara L. Connor, 1717 Arch Street, Philadelphia, PA 19103, Vice Pres.

Michelle A. Arrington, 1717 Arch Street, Philadelphia, PA 19103 Secretary
Barbara E. Grafton, 1717 Arch Street, Philadelphia, PA 19103, Assistant Secretary

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Alfred G. Binford, 1320 N. Court House Road

RECEIVED
STATE OF DE
Office of the Secretary of State

95 NOV 29 AM 11:41

RILEY DARNELL
SECRETARY EDWARD STAREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "BELL ATLANTIC COMMUNICATIONS, INC."
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR
AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY
OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



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

2504193 8300

AUTHENTICATION:

7723913

DATE:

950273643

11-27-95