

**In Re: Innovative Telecom Corporation)
For Cancellation of Authority to Provide)
Resold Telecommunication Services in Tennessee)**

ORDER GRANTING REQUEST FOR CANCELLATION OF AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES IN TENNESSEE

WHEREFORE, having considered the request of Innovative Telecom Corporation, the Authority finds that such cancellation should be granted.

- 1) The request of Innovative Telecom Corporation to cancel its authority to provide resold telecommunication services in Tennessee, Docket No. 96-00901, is hereby granted; and
- 2) This docket is hereby closed.

Director Lynn Greer.

ATTEST:

K. David Waddell

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

H. LYNN GREER, JR., DIRECTOR
SARA KYLE, DIRECTOR
MELVIN J. MALONE, DIRECTOR



Company ID: 00121907
Innovative Telecom Corporation
Two Harrison St.
Nashua, NH 03060

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee August 13, 1996

IN RE: CASE NUMBER: 96-00901,


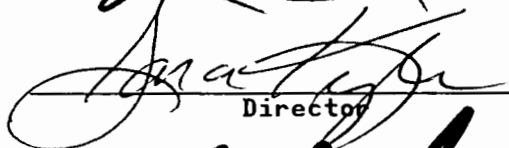

Application for Authority for Operator Services and/or Resell
Telecommunications Service and/or Telecommunications Operator Services
Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at its regularly scheduled Commission Conference held on August 13, 1996 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of 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 a 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 TRA 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 TRA'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 TRA'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.


Chairman

Director

Director

Executive Secretary

TENNESSEE PUBLIC SERVICE COMMISSION
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

**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: **Innovative Telecom Corporation**
Address: **Two Harrison Street** City: **Nashua**
State: **New Hampshire** Zip Code: **03060** Phone No.: **(603) 889-8411**

B. Owner, Partners, or Corporate Officers:

NAME	ADDRESS	CITY	STATE	ZIP
Mark Tubinis President, Director	Two Harrison Street	Nashua	NH	03060
Arthur Butt Vice President, Secretary and Treasurer	Two Harrison Street	Nashua	NH	03060
Jack Mead Chief Financial Officer and Assistant Treasurer	Two Harrison Street	Nashua	NH	03060
Timothy P. Bass General Counsel and Assistant Secretary	Two Harrison Street	Nashua	NH	03060

(To be filled out by PSC) 96-901
Company ID Number 21907
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.

B. Owner, Partners, or Corporate Officers (cont.):

NAME	ADDRESS	CITY	STATE	ZIP
Frank Alix Director	N.H. Business Dev. Corp. 1001 Elm Street	Manchester	NH	03101
Gordon B. Baty Director	Zero Stage Capital Co., Inc. 101 Main Street	Cambridge	NH	02142
John Boatwright Director (Chair)	Merrimack County Telephone	Contookook	NH	03229
Brian Boyle Director	Boston Communications Group One McKinley Square	Boston	MA	02210
Gregory E. Muzzy Director	Schooner Liberty, Inc. 66 Long Warf	Boston	MA	02210
Joseph Turchyn Director	The Armand Group 200 Rector Place	New York	NY	10280

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

Applicant respectfully requests a waiver of naming a Tennessee contact person at this time. Applicant submits the name of its General Counsel, Timothy P. Bass, Esq., and the following telephone number where he may be contacted: 603-889-8411.

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

Applicant's toll-free telephone number for customer service is: 1-800-688-7171.

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

☒ Resell Interexchange long distance services
☐ Operator Services
☒ Other (describe below)

Applicant, a non-facilities based carrier, intends to offer intrastate, long distance telecommunications services, including its prepaid calling card service, between points within the State of Tennessee. Applicant's prepaid calling card and other long distance service offerings will provide new calling options to consumers in the

State of Tennessee, thereby increasing competition in the long distance service market.

- 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.

Applicant does not offer or provide operator services.

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

Applicant is authorized to provide common carrier telecommunications service in New Hampshire, New York, Virginia, Michigan, Texas, Colorado, Massachusetts, Montana and New Jersey. Applicant has filed applications to provide telecommunications service in Arkansas, California, Florida, Kansas, Maine and Vermont.

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

Applicant has not been denied authority to operate as an interexchange carrier by any state regulatory authority, and has never had regulatory penalties imposed upon it for violations of federal or state statutes, rules or regulations, or unfair business practices (e.g., "slamming").

- I. Areas in Tennessee to be served.

Applicant intends to serve the entire State of Tennessee.

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

- a. Business XX
- b. Residential XX
- 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.

Applicant does not permit a property imposed fee to be added to the price of intrastate telecommunications services.

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

Yes _____ No _____ **Not applicable.**

- 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

Applicant's proposed tariff, which describes rates, terms and conditions of service in the State of Tennessee, is attached hereto at Exhibit "A".

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

Applicant's carrier identification code is 10020.

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

Currently, Applicant neither operates, nor intends to operate, any facilities within the State of Tennessee.

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

Applicant resells the services of certificated facilities-based common carriers (e.g., AT&T Corp., MCI Telecommunications Corp., and Sprint Communications Company, L.P.) for the purpose of providing switchless intrastate, interLATA voice communications services, including its prepaid calling card, to customers in the State of Tennessee. At this time, Applicant's underlying carrier is MCI Telecommunications Corp.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?²

Initially, Applicant intends only to market and to provide its prepaid calling card services in the State of Tennessee. Applicant does not render monthly customer billing statements for such service.

In the future, when Applicant offers other intrastate, long distance telecommunications resale services, Applicant's bills will include Applicant's name, a toll-free customer service telephone number (1-800-688-7171) and an address for inquiries and complaints. Prior to offering such additional services, Applicant will enter into a billing agreement with a non-affiliated billing contractor. The billing contractor will bill for Applicant's services through its existing billing and collection agreements with local exchange companies in the State of Tennessee or third party billing companies. Any disputes regarding customer charges will be addressed by Applicant or its billing contractor in accordance with established regulations. Prior

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.

to engaging in such billing practices, Applicant shall submit a copy of a bill to the Tennessee Public Service Commission.

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

Applicant intends to market its telecommunications services through employee sales and marketing personnel.

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

Upon receipt of a customer's executed "Letter of Agency", Applicant shall switch the customer's preferred interexchange carrier. Applicant does not accept verbal requests to switch a customer's preferred interexchange carrier.

- 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 XX 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 XX No

Part II: Organization Structure

- A. Type of Organization

 Individual XX 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.

Applicant's Articles of Incorporation and By-laws are attached hereto at Exhibit "B".

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

Applicant's Certificate of Authority to engage in business in the State of Tennessee is attached hereto at Exhibit "C".

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.

Applicant, a Delaware corporation, is a wholly-owned subsidiary of Innovative Holding Corporation, a closely-held Delaware corporation. Applicant's most current financial statements are attached hereto at 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),³ which includes a toll-free number consumers can call for service problems and refunds.

Applicant does not offer operator services within the State of Tennessee.

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 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.

Respectfully submitted this 3 day of May, 1996.

INNOVATIVE TELECOM CORPORATION

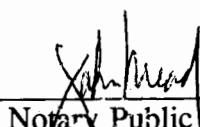
By:



Timothy P. Bass, Esq.
General Counsel

Subscribed and sworn before me
this 3rd day of May, 1996.

SEAL



Notary Public

My Commission Expires
11/10/2001

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 04/09/96
REQUEST NUMBER: 3156-2141
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 04/04/96 1125
EFFECTIVE DATE/TIME: 04/04/96 1125
CONTROL NUMBER: 0310099

TO:
CAPITAL FILING SERVICES, INC.
7051 HWY 70 S.
#333
NASHVILLE, TN 37221

RE:
INNOVATIVE TELECOM CORPORATION
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: 04/09/96

FROM:
C T CORPORATION SYSTEM (BOSTON, MA.)
2 OLIVER STREET

BOSTON, MA 02109-0000

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

RECEIPT NUMBER: 00001947132
ACCOUNT NUMBER: 00000012



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

31 35 21 41 11 41
APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Innovative Telecom Corporation

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 Innovative Telecom Corporation

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 November 8, 1995 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

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

2 Harrison Street, Nashua, New Hampshire 03060

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

C/O C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox

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.)

Mark A. Tubinis, 2 Harrison Street, Nashua, New Hampshire 03060, President

Arthur Butt, 2 Harrison Street, Nashua, New Hampshire 03060, Vice President, Secretary, Treasurer

John Mead, 2 Harrison Street, Nashua, New Hampshire 03060, Assistant Treasurer

Timothy Bass, 2 Harrison Street, Nashua, New Hampshire 03060, Assistant Secretary

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

See attached list of directors

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

N/A, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[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 corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

March 26, 1996
Signature Date

Vice President
Signer's Capacity

Innovative Telecom Corporation
Name of Corporation

Arthur Butt
Signature

Arthur Butt
Name (typed or printed)



Office of the Secretary of State

RECEIVED
STATE
04-02-96 11:25RILEY PARSELL
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNOVATIVE TELECOM CORPORATION" 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 SECOND DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7892015

04-02-96

2559919 8300

960095049

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 AGREEMENT OF MERGER, WHICH MERGES:

"INNOVATIVE TELECOM CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "INNOVATIVE HOLDING CORPORATION" UNDER THE NAME OF "INNOVATIVE TELECOM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 1996, AT 4:29 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2559919 8100M

960067661

AUTHENTICATION:

7857137

DATE:

03-07-96