

**TENNESSEE REGULATORY AUTHORITY**

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

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



*BOND?*

Company ID: 30121930  
Ameritech Communications International, Inc.  
9525 West Bryn Mawr  
Ste. 600  
Rosemont, IL 60018

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee August 27, 1996

IN RE: CASE NUMBER: 96-00915 \*

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 28, 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

ORIGINAL

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 Ameritech Communications International, Inc.  
 Address 9525 West Bryn Mawr, Suite 600  
 State Illinois Zip Code 60018 Phone No. (847) 928 - 3273

B. Owner, Partners, or Corporate Officer See Exhibit I.

NAME	ADDRESS	CITY	STATE	ZIP CODE

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

Jeffrey R. Lowe (312) 251 - 3487 (312) 251 - 0218  
 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. (800) 707-4444

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

☒ 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.

N/A

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

(To be filled out by PSC)  
 Company ID Number 121936  
 Date Approved 9-6-09  
 Evaluator 15

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 198709, Nashville, TN 37219-8709. 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.

Throughout the entire state

J. What type of customers will the company serve?

a. Business X

b. Residential X

c. Aggregators X  
(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 II<sup>1</sup>. A tariff is attached

N. What is the applicant's 10XXX or 800 access code? 113

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? LDDS Worldcom, Inc.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct<sup>2</sup>? Both

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 will market its services through an inhouse sales line and independent sales agents.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will utilize Letters of Agency and voice authorization, as permitted by FCC rules, to switch a consumer's interexchange carrier.

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

<sup>2</sup>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 ☒ 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 ☒ No ☐

## Part II: Organization Structure

### A. Type of Organization

☐ Individual      ☒ 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 III.
- (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 IV.

## 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 V.

## 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)<sup>3</sup>, which includes a toll-free number consumers can call for service problems and refunds.

See Exhibit VI

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<sup>3</sup>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.

Ameritech Communications International, Inc.

Company Name

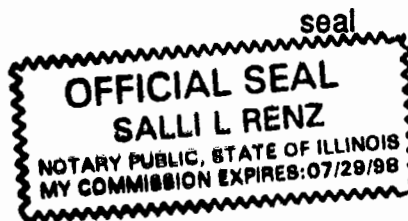
Date

[Signature]  
Company Official

VP - Gen Counsel  
Title

Subscribed and sworn  
before me this 24 day  
of May, 1996

[Signature]  
Notary Public



# Secretary of State

## Corporations Section

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

DATE: 05/09/96  
REQUEST NUMBER: 3170-1557  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 05/09/96 1126  
EFFECTIVE DATE/TIME: 05/09/96 1126  
CONTROL NUMBER: 0311806

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

RE:  
AMERITECH COMMUNICATIONS INTERNATIONAL, 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: 05/09/96

FROM:  
C T CORPORATION SYSTEM (DC/VERMONT AVE)  
1025 VERMONT AVE NW  
SUITE 400  
WASHINGTON, DC 20005-0000

	FEE	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00001962844	
ACCOUNT NUMBER:	00070922	



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**FILED**

**APPLICATION FOR CERTIFICATE OF AUTHORITY FOR**

Ameritech Communications International, 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 Ameritech Communications International, 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 April 16, 1996 (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 \_\_\_\_\_

9525 West Bryn Mawr, Suite 600, Rosemont, Illinois 60018

Street	City	State/Country	Zip Code
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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
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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.)

See attached list of officers

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

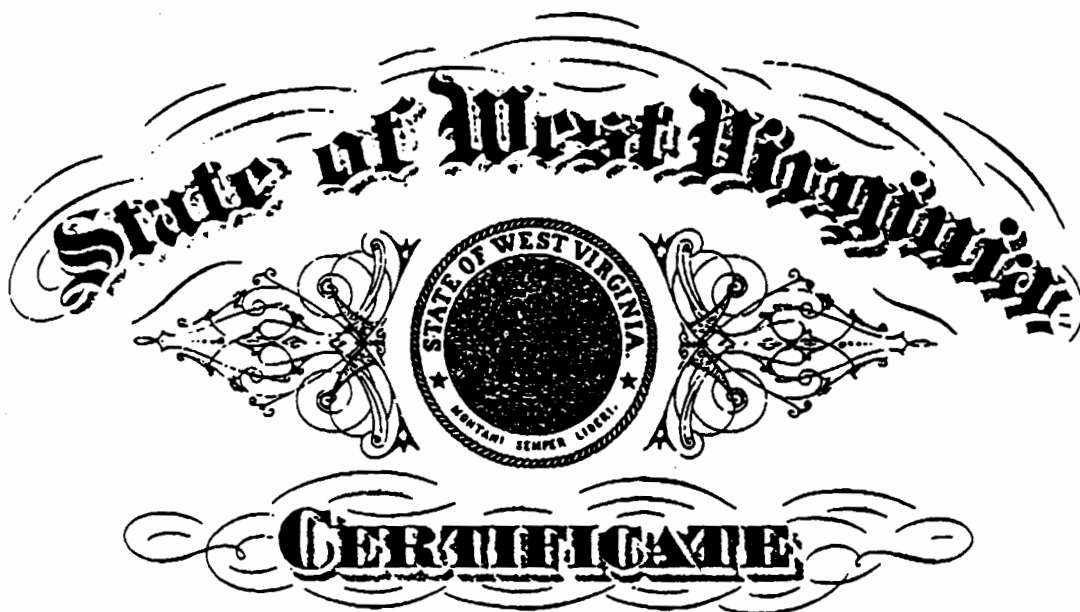
Steven P. Nowick, 9525 West Bryn Mawr, Suite 600, Rosemont, Illinois 60018

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.]



*I, Ken Fleckler, Secretary of State of the  
State of West Virginia, hereby certify that*

AMERITECH COMMUNICATIONS INTERNATIONAL, INC.,  
a corporation formed under the laws of DELAWARE  
has applied for a Certificate of Authority to transact business in West Virginia  
as required by the provisions of Chapter 3, Article 1, Sections 53 and 54 of  
the West Virginia Code. I further certify that the application conforms to law  
and is filed in my office.

THEREFORE, I issue this

**CERTIFICATE OF AUTHORITY**

to the corporation authorizing it to transact business in West Virginia under the  
name of AMERITECH COMMUNICATIONS INTERNATIONAL, INC.

and I attach to this certificate a duplicate original of the application.

*Given under my hand and the  
Great Seal of the State of  
West Virginia, on this*

TENTH day of  
MAY 1996

*Ken Fleckler*

*Secretary of State.*





*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERITECH COMMUNICATIONS INTERNATIONAL, 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 SEVENTH DAY OF MAY, A.D. 1996.

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



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

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2614174 8300

7935709

960131729

05-07-96

Office of the Secretary of State

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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 "AMERITECH COMMUNICATIONS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 1996, AT 1:30 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

2614174 8100

960109009

AUTHENTICATION:

DATE:

7908914

04-16-96

CERTIFICATE OF INCORPORATION  
OF  
AMERITECH COMMUNICATIONS INTERNATIONAL, INC.

1. The name of the corporation is AMERITECH COMMUNICATIONS INTERNATIONAL, INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 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 stock which the corporation shall have authority to issue is one (1) share of common stock of the par value of one dollar (\$1.00) per share.

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

Donna Harris Massey  
Ameritech Corporation  
30 South Wacker Drive  
Chicago, Illinois 60606

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

REC'D 10/10/96 00C

