

# TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00121994  
U S WEST Interprise America, Inc.  
1999 Broadway  
Ste. 700  
Denver, CO 80202

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION  
Nashville, Tennessee June 26, 1996

IN RE: CASE NUMBER: 96-00966

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 Public Service Commission upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on June 25, 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 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.

Handwritten signature of Steve Hewlett, Chairman.

Chairman

Handwritten signature of Sara Kyle, Commissioner.

Commissioner

Handwritten signature of Melvin J. Malone, Commissioner.

Commissioner

\_\_\_\_\_  
Executive Director

DOW, LOHNES & ALBERTSON

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

STEVEN F. MORRIS  
DIRECT DIAL 202-776-2710

WASHINGTON, D.C.  
1200 NEW HAMPSHIRE AVENUE, N.W. • SUITE 800 • WASHINGTON, D.C. 20036-6802  
TELEPHONE 202-776-2000 • FACSIMILE 202-776-2222

ONE RAVINIA DRIVE • SUITE 1600  
ATLANTA, GEORGIA 30346-2108  
TELEPHONE 770-901-8800  
FACSIMILE 770-901-8874

May 22, 1996

VIA FEDEX

Mr. Paul Allen  
Executive Director  
Tennessee Public Service Commission  
460 James Robertson Parkway  
Nashville, TN 37243

Re: Application of U S WEST Interprise America, Inc. for a Certificate of Public Convenience and Necessity to Provide Data Telecommunications Services in Tennessee

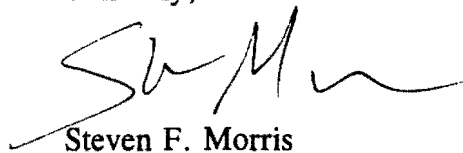
Dear Mr. Allen:

Enclosed for filing please find an original and 10 copies of the above-referenced application of U S WEST Interprise America, Inc. for a Certificate of Public Convenience and Necessity and a check for \$25.00 to cover the fee for this filing.

Please return a date-stamped copy of this filing in the enclosed return envelope.

Please do not hesitate to contact me should you have any questions with regard to this filing.

Sincerely,



Steven F. Morris

Enclosures

RECEIVED

JUN 4 1996

TN PUBLIC SERVICE COMM.  
UTILITY RATE DIVISION

**BEFORE THE  
TENNESSEE PUBLIC SERVICE COMMISSION**

Application of	)	
	)	
U S WEST Interprise America, Inc.	)	
	)	Docket No. _____
for a Certificate of Public	)	
Convenience and Necessity to Provide	)	
Data Telecommunications Services in	)	
Tennessee	)	

**APPLICATION**

U S WEST Interprise America, Inc., a Colorado corporation ("Interprise" or "Applicant"), by its attorneys and pursuant to Tenn. Code Ann. § 65-4-201, hereby files this Application for a Certificate of Public Convenience and Necessity to provide intrastate data telecommunications services using state-of-the-art fiber optic facilities to business customers, including other carriers, within the State of Tennessee. In support thereof, Applicant provides the following information:

1. **Legal Name and Address.** The legal name of the Applicant is U S WEST Interprise America, Inc. Applicant maintains its principal place of business at 1999 Broadway, Suite 700, Denver, CO 80202. Applicant's telephone number at this location is (303) 293-6326.

Applicant does not have an office in Tennessee at the present time. Before providing intrastate service in Tennessee, Interprise will provide the Commission with the name, address and telephone number of a Tennessee contact person knowledgeable about Interprise's Tennessee operation.

2. **Mailing Address.** Correspondence or communications pertaining to this Application should be directed to:

Richard J. Boyer  
Interprise America, Inc.  
1999 Broadway (Suite 700)  
Denver, CO 80202  
Tel. (303) 293-6326  
Fax (303) 293-9860

Copies of all correspondence also should be sent to undersigned counsel at the following address:

Leonard J. Kennedy  
Steven F. Morris  
Dow, Lohnes & Albertson  
1200 New Hampshire Avenue, N.W.  
Suite 800  
Washington, D.C. 20036  
Tel. (202) 776-2000  
Fax (202) 776-2222

3. **Ownership and Financial Information.** U S WEST Interprise America, Inc. is a wholly-owned subsidiary of U S WEST Communications Services, Inc., 1801 California Street, Denver, CO 80202 which is wholly owned by U S WEST Communications Group, Inc., 1801 California Street, Denver, CO 80202 which is, in turn, wholly owned by U S WEST, Inc., 7800 East Orchard Road, Englewood, CO 80111, all of which are Colorado Corporations. U S WEST, Inc., one of the Regional Bell Operating Companies created at the divestiture of AT&T, operates in 14 Western and mid-Western states. A copy of Interprise's articles of incorporation and its certificate of authority to do business in

Tennessee are attached as Exhibits A and B, respectively. A list of Applicant's corporate officers is attached as Exhibit C.

U S WEST, Inc. approved the formation of Interprise (then called Advanced Communications Services) in 1991 for the specific purpose of developing and marketing data network services. In 1994, Interprise began negotiating partnership agreements with companies, outside of the 14 state U S WEST region, who have existing fiber systems in place. Interprise brings the data communications interconnect expertise to the partnership to enhance utilization of the existing fiber networks.

Through its parent companies, Interprise has access to sufficient capital to fulfill any obligations it may undertake with respect to its Tennessee operations. The financial statements of U S WEST, attached as Exhibit D, demonstrate the ability of Interprise's corporate parent to fund the services Interprise proposes to offer.

**4. Service Offerings.** Interprise requests authority in this Application to provide the following intrastate data telecommunications services:

**Frame Relay Service**, a fast packet switching service using digital technology to provide high speed data communications access to and among Local Area Networks (LANs). Frame Relay Service will be offered by Interprise to customers in Tennessee to connect two or more customer locations in Tennessee for data communications.

**Transparent LAN Service**, a high speed shared fiber optic transport service for the interconnection of LANs. Transparent LAN Service will be offered by Interprise to customers in Tennessee to connect two or more LANs and serves as a basic LAN extension.

Interprise will provide service over networks operated by telecommunications carriers certificated by the Commission and will not construct its own facilities. Interprise will negotiate separate contracts for services with each customer. Each contract will be customized to the customer's technical specifications and other requirements. A portion of capacity in Interprise's network will be dedicated to the customer and priced based on the capacity and nature of services provided, regardless of actual use by the customer. Prices for customers will be specified in the tariff which Interprise will have on file with the Commission, but service will be provided on an Individual Case Basis (ICB) where special circumstances, as described in the tariff, exist.

Interprise will furnish the services by fiber optic cable (and associated wiring and electronic equipment) needed to transmit digitized data communications signals in the form of light. Service will be provided 7 days a week, 24 hours a day. Interprise anticipates that its initial customers in Tennessee will be IXCs and large end users, such as corporations, schools and government institutions. These services may be provided on an interexchange or intraexchange basis.

The services proposed in this Application are not basic local exchange telephone services as defined by Section 1220-4-8-.01(b) of the Commission's rules and Interprise will not be subject to the requirements contained in Section 1220-4-8-.04(3)(b) of the Commission's rules.

**5. Proposed Location.** Interprise plans to offer its services initially on the existing fiber network operated by AVR, L.P, d/b/a Hyperion of Tennessee, L.P, a certificated

telecommunications provider,<sup>1/</sup> in areas served by BellSouth Telecommunications in Davidson, Williamson, Maury, Rutherford, Wilson, Robertson, Cheatam and Sumner Counties. In the future, as Interprise enters into agreements with other facilities-based carriers, it will offer service in other parts of the state. Accordingly, this Application requests authority to provide intrastate data telecommunications services throughout the State of Tennessee.

**6. Technical and Managerial Qualifications.** Interprise has the technical and managerial qualifications necessary to operate the fiber optic network and provide customers in Tennessee with high quality services at reasonable rates. U S WEST provides local exchange and exchange access services, including the data services proposed here, in a 14 state area. In addition, Interprise has been certificated to provide data telecommunications services in California, Florida, New York and Ohio.

Interprise will lease fiber optic facilities from certificated carriers with existing fiber optic networks. The fiber optic networks to be used by Interprise are deployed in a ring configuration that provides route diversity and redundancy in the unlikely event that a cable is cut or some other event disrupts service. Interprise's network will be monitored from its service center in Minneapolis, Minnesota.

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*1/ Application of AVR, L.P., d/b/a Hyperion of Tennessee, L.P. For a Certificate of Public Convenience and Necessity to Provide Intrastate Point-to-Point and Telecommunications Access Services Within Davidson, Williamson, Maury, Rutherford, Wilson, and Sumner Counties, Tennessee, Docket No. 94-00661, Order (August 24, 1995). Interprise's initial offering will be limited to those service areas in which Hyperion of Tennessee is authorized to provide service.*

7. **Proposed Tariff.** Applicant's proposed tariff setting forth rates, charges and regulations for the services proposed herein, including a description of Interprise's initial service offerings, is attached as Exhibit E.

8. **Public Interest and Need.** On February 8, 1996, President Clinton signed the Telecommunications Act of 1996, the most comprehensive reform of the nation's telecommunications laws since the Communications Act of 1934. As with the telecommunications legislation passed by the Tennessee legislature in 1995,<sup>2/</sup> the primary goal of the Telecommunications Act of 1996 is to promote competition for all telecommunications services. Granting this Application is consistent with the Telecommunications Act of 1996 and is in the best interests of Tennessee consumers. The Commission previously has found that entry of competitive carriers into the intrastate telecommunications market is in the best interests of citizens of Tennessee. In this case, grant of this Application will further the public interest by expanding the availability of technologically advanced telecommunications services in the State of Tennessee. The digital fiber optic network to be used by Interprise will provide advanced data services with the security, survivability, redundancy and other features demanded by Tennessee consumers.

9. **Regulatory Compliance.** Pursuant to Section 1220-4-8-.04(1)(a) of the Commission's rules, Interprise is willing and able to comply with all Commission requirements applicable to competitive telecommunications providers.

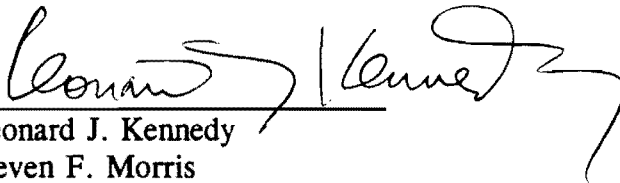
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<sup>2/</sup> See 1995 Acts, ch. 408, § 1.



Accordingly, Applicant respectfully requests that the Commission grant this Application for a Certificate of Public Convenience and Necessity to provide intrastate data telecommunications services in Tennessee.

Respectfully submitted,

  
Leonard J. Kennedy  
Steven F. Morris

Counsel for U S WEST Interprise  
America, Inc.

DOW, LOHNES & ALBERTSON  
A Professional Limited Liability Company  
1200 New Hampshire Avenue  
Suite 800  
Washington, D.C. 20036  
(202) 776-2000

May 22, 1996

# Secretary of State

## Corporations Section

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

DATE: 09/19/95

REQUEST NUMBER: 3054-2719

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 09/19/95 1003

EFFECTIVE DATE/TIME: 09/19/95 1003

CONTROL NUMBER: 0300503

TO:  
C T CORPORATION SYSTEM  
SCOT FERRARO  
1675 BROADWAY  
DENVER, CO 80202

RE:  
U S WEST INTERPRISE AMERICA, 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: 09/19/95

FROM:  
C T CORPORATION SYSTEM (DENVER, CO.)  
1675 BROADWAY

DENVER, CO 80202-0000

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

RECEIPT NUMBER: 00001849779  
ACCOUNT NUMBER: 00000004



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

U S WEST Interprise America, Inc.

STATE OF TENNESSEE  
95 SEP 19 AM 10:02  
FILED  
SECRETARY OF STATE

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 for that purpose set forth:

1. The name of the corporation is U S WEST Interprise America, 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 Colorado

3. The date of its incorporation is March 24, 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 \_\_\_\_\_

1999 Broadway, Suite 700, Denver, Colorado 80202

Street	City	State/Country	Zip Code
1999 Broadway	Denver	Colorado	80202

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 37902

Street	City/State	County	Zip Code
c/o C T Corporation System, 530 Gay Street	Knoxville, Tennessee	County of Knox	37902

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.)

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.]

Signature Date

8/28/95

Signer's Capacity

U S WEST Interprise America, Inc.

Name of Corporation

Jode Burnett

Signature



RECEIVED  
STATE OF TENNESSEE  
95 SEP 19 AM 10:03

RILEY C. GARNETT  
SECRETARY OF STATE

# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of  
Colorado hereby certify that

According to the records of this office

U S WEST INTERPRISE AMERICA, INC.  
(COLORADO CORPORATION)

file # 951039195 was filed in this office on MARCH 24, 1995,  
and has complied with the applicable provisions of the  
laws of the State of Colorado and on this date is in good  
standing and authorized and competent to transact business  
or to conduct its affairs within this state.

Dated: SEPTEMBER 1, 1995

*Victoria Buckley*

SECRETARY OF STATE