

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Company ID: 00072294
Time Warner AxS of Tennessee, L.P.
5450 Winchester Rd.
Memphis, TN 38115

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee June 30, 1996

IN RE: CASE NUMBER: 96-00999

Application for Authority for Operator services and/or Resell
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 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.

* Steve Hewlett
Chairman

* Sara Kyle
Commissioner

* Melvin Malone
Commissioner

* As indicated above, the Commission voted to approve this application in a 3-0 vote at the TPSC Conference held on June 25, 1996. The record of the Commission's vote is evidenced in the Conference transcript of that date.

FARRIS, MATHEWS, GILMAN, BRANAN & HELLEN, P.L.C.

ATTORNEYS AT LAW

NASHVILLE CITY CENTER

511 UNION STREET, SUITE 2400

NASHVILLE, TENNESSEE 37219

FAX (615) 726-1776

PHONE (615) 726-1200

WILLIAM W. FARRIS
HARLAN MATHEWS
RONALD LEE GILMAN
HOMER BOYD BRANAN, III
TIM WADE HELLEN
EDWIN DEAN WHITE, III
CHARLES B. WELCH, JR.
G. RAY BRATTON
JOHN MICHAEL FARRIS
O. DOUGLAS SHIPMAN
D. EDWARD HARVEY
REBECCA PEARSON TUTTLE
EUGENE STONE FORRESTER, JR.

EXECUTIVE DIRECTOR
OFFICE OF THE
CLERK OF THE
PUBLIC
830

G. COBLE CAPERTON
DEBBIE BRITTENUM, JR.
BARRY F. WHITE
PAUL E. PERRY
BRIAN L. KILLEN
BRYAN K. SMITH
GREGORY W. O'NEAL
STEVEN C. BRAMMER
RICHARD J. MYERS
HAROLD W. DONVILLE, II
FRED D. (TONY) THOMPSON, JR.
LANE SOUTHERN
OF COUNSEL
HENRY H. HANCOCK

May 15, 1996

Marcia Givens, CPS
Executive Assistant
Public Service Commission
460 James Robertson Parkway
Nashville, TN 37243-0505

**Re: Application of Time Warner Integrated Services Co.
Our File No.: 1764-40**

Dear Marcia:

Please find enclosed a check in the amount of \$25.00 for the balance of filing the Application, which Tony filed yesterday.

Thank you for your time and consideration. If you have any questions, please give me a call.

Very truly yours,

**FARRIS, MATHEWS, GILMAN,
BRANAN & HELLEN, P.L.C.**


Christina Dorsey
Paralegal

/cd

Enclosure

C:\DATA\CHRISTIN\LETTERS\GIVENS.Y15

FARRIS, MATHEWS, GILMAN, BRANAN & HELLEN, P.L.C.

ATTORNEYS AT LAW

NASHVILLE CITY CENTER

511 UNION STREET, SUITE 2400

NASHVILLE, TENNESSEE 37219

FAX (615) 726-1776

PHONE (615) 726-1200

WILLIAM W. FARRIS
HARLAN MATHEWS
RONALD LEE GILMAN
HOMER BOYD BRANAN, III
TIM WADE HELLEN
EDWIN DEAN WHITE, III
CHARLES B. WELCH, JR.
G. RAY BRATTON
JOHN MICHAEL FARRIS
O. DOUGLAS SHIPMAN
D. EDWARD HARVEY
REBECCA PEARSON TUTTLE
EUGENE STONE FORRESTER, JR.

G. COBLE CAPERTON
DEDRICK BRITTENUM, JR.
BARRY F. WHITE
PAUL E. PERRY
BRIAN L. KUHN
BRYAN K. SMITH
GREGORY W. O'NEAL
STEVEN C. BRAMMER
RICHARD J. MYERS
HAROLD W. FONVILLE, II
FRED T. THOMPSON, JR.
LANE SOUTHERN
OF COUNSEL:
HENRY H. HANCOCK

EXECUTIVE DIRECTOR

OFFICE OF THE

PM 5 04

REC'D. PUBLIC
SERVICE COM.

May 14, 1996

Mr. Eddie Roberson
Executive Director
Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Application of Time Warner Integrated Services Co.

Dear Mr. Roberson:

Please find enclosed for filing the original and ten (10) copies of the above-referenced Application together with a check for \$25.00 for the filing fee. If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely yours,

**FARRIS, MATHEWS, GILMAN,
BRANAN & HELLEN, P.L.C.**

Charles B. Welch, Jr.
Charles B. Welch, Jr.

CBWjr/cd
Enclosures

cc: All Counsel of Record
C:\DATA\TIMEWARN\INTEGRAT\ROBERSON.Y14

**BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF TIME WARNER
INTEGRATED SERVICES CO., d/b/a
TIME WARNER CONNECT FOR A
CERTIFICATE TO RESELL LOCAL
EXCHANGE TELECOMMUNICATIONS
SERVICES WITHIN THE STATE OF
TENNESSEE**

NO.: _____

REC'D TN. PUBLIC
SERVICE COMM.
MAY 14 PM 5 04
OFFICE OF THE
EXECUTIVE DIRECTOR

APPLICATION OF TIME WARNER INTEGRATED SERVICES CO.

Time Warner Integrated Services Co., d/b/a Time Warner Connect, ("Applicant"), respectfully request that the Commission grant Applicant a Certificate to Resell Local Exchange Telecommunications Services within the State of Tennessee pursuant to the authority of Tennessee Code Annotated Title 65, Chapters 4 and 5 and 47 U.S.C. 252 as a non-facilities based provider. In support of this application, Applicant submits the following information:

1. Applicant's name is Time Warner Integrated Services Co., d/b/a Time Warner Connect. Applicant's principal address is 75 Rockefeller Plaza, New York, New York, 10019. Applicant's telephone number is (212) 484-8000. Applicant's principal corporate officer is Gary Lane, President, 160 Inverness Drive W., Englewood, Colorado 80112; telephone number (303) 754-6154. The Applicant's address in Tennessee is 6555 Quince Road, Suite 400, Memphis, Tennessee 38119. Applicant is a general partnership organized under the laws of the State of New York (a copy of this partnership agreement is attached hereto as Exhibit A) and is qualified to transact business within the State of Tennessee. Applicant's owners are Time Warner Service

Holdings I, L.P., a Delaware Limited Partnership, and Time Warner Service Holdings II, L.P., a Delaware Limited Partnership. Time Warner Service Holdings I & II are owned by Time Warner, Inc., 75 Rockefeller Plaza, New York, New York, 10019, (212) 484-8000. Time Warner, Inc., located at same address as these affiliates, is one of the largest entertainment companies in the world and owns these limited partnerships. The Applicant will be able to draw upon the telecommunications experience and expertise of the personnel of the Time Warner family of companies. Within the State of Tennessee, officials of Time Warner Communications, Time Warner AxS of Tennessee, L.P., and Time Warner Cable (each of which are affiliated with Time Warner Connect through common ownership by Time Warner, Inc.) will be available to assist Applicant and Applicant's customers to the extent necessary and appropriate. The officers which will assist the Applicant's Tennessee operations and are located at its principal address in Tennessee are Peter Meyer, Bob Rogalski, and Don Shackelford. They are available and authorized to respond to Commission inquiries Monday through Friday at (901) 369-5001 (fax number - (901) 369-4543). Applicant's agent for service of process in Tennessee is Prentice Hall Corp. System, Inc., 500 Tallon Building, 2 Union Square, Chattanooga, Tennessee 37402.

2. The Applicant's business plan anticipates providing services primarily to customers in Memphis and Shelby County, Tennessee. The customer service number is (901) 369-5000 and can be accessed by all customers within the proposed service area at no charge. Until the service area is expanded, it will not be necessary to provide a toll-free customer service number.

3. Applicant intends to resell local exchange telecommunications services, but does not intend to provide operator services directly. Operator services will be available through the Local Exchange Company from which the applicant purchases services.

4. The Applicant or its affiliated companies are currently authorized or have applied for authority to operate in California, Florida, Hawaii, Indiana, New York, North Carolina, Ohio, South Carolina, and Texas. The Applicant has not been denied authority to provide services in any state.

5. Applicant proposes to offer services in Memphis, Tennessee metropolitan area which includes Shelby County and portions of Tipton and Fayette Counties.

6. The Applicant will serve business and residential customers.

7. The Applicant does not allow a property imposed fee ("PIF") to be added to the price of intraLATA phone calls.

8. The types of services and prices that the Applicant will be offering in Tennessee will be described in an informational tariff before services are offered. Applicant's affiliates have or plan to have telecommunications facilities, such as switches and fiber lines, located in Tennessee.

9. The Applicant will be reselling the facility based network of Time Warner AxS of Tennessee, L.P., BellSouth Telecommunications, Inc. and other Local Exchange Carriers.

10. The Applicant will be billing its customers direct. Applicant has developed and deployed an advanced system for order processing, billing, and customer information management which will support service in Tennessee. This system will be operated by well trained customer service and technical support personnel located in local service offices in

Tennessee. A sample bill is attached hereto as Exhibit B. All billing and collection for operator services will be provided by the Local Exchange Carrier reselling the local exchange service to the Applicant.

11. The Applicant intends to market its services through the leasing or sales agents of residential cluster communities such as apartment complexes, condominiums, dormitories and military bases. All telemarketing will be conducted by the Applicant through its authorized agents and/or employees.

12. A customer's preferred local exchange service provider will be switched by the Applicant only after a verbal order or the receipt of a signed order form and service agreement. A sample document is attached as Exhibit C. Applicant has the ability and agrees to honor the form of call blocking that its customers have subscribed to with their previous telephone company.

13. Applicant agrees and does hereby give permission to any local telephone company to provide the Commission with periodic reports of its reseller transaction for the purpose of auditing its reseller rates to assure that they are equal to or below the dominant carrier's tariffed rates.

14. A copy of Time Warner, Inc.'s form 10-K filed with the Security Exchange Commission for the fiscal year ending December 31, 1995 is attached hereto as Exhibit D. The applicant is a wholly owned subsidiary of Time Warner, Inc. As a part of Time Warner, Inc.'s nationwide telecommunications business operation plan to enter all telecommunications service markets in virtually every geographic region of the country through the deployment of state-of-the-art technology, Applicant is financially qualified to provide the services subject to this

application. Time Warner, Inc. is a New York Stock Exchange company and capable of financing growth and expansion in areas critical to the deployment of its telecommunications operations.

15. Applicant agrees to adhere to all state and federal laws and any and all applicable Commission or Federal Communications Commission rules, policies and orders in the conduct of its business. Applicant submits that it has employed highly qualified, regulatory and technical personnel charged with the responsibility of monitoring operations for the purpose of ensuring compliance with any and all rules and regulations which are currently in effect or may be later promulgated.

WHEREFORE, Applicant prays that:

1. Proper notice of all proceedings conducted in conjunction with this Application be given to all appropriate parties;
2. The Commission grant a Certificate authorizing Time Warner Integrated Services Co. to resell local exchange telecommunications services throughout the State of Tennessee in all geographic locations permitted by law; and
3. The Commission grant Applicant such other, further, and general relief as it might be entitled.

Dated this 14th of May, 1996.

Respectfully submitted,

**FARRIS, MATHEWS, GILMAN,
BRANAN & HELLEN, P.L.C.**

By: Charles B. Welch, Jr.

Charles B. Welch, Jr., No. 5593
Attorney for Time Warner Integrated
Service Co.

511 Union Street, Suite 2400
Nashville, Tennessee 37219
(615) 726-1200

Applicant's Address:

6555 Quince Road
Suite 400
Memphis, Tennessee 38119

CERTIFICATION

I, Gary Lane, President of Time Warner Integrated Services Co., do hereby certify that I have read the foregoing Application and that all the information contained therein is true and accurate to the best of my knowledge, information and belief.

Gary Lane
GARY LANE

STATE OF Colorado
COUNTY OF Arapahoe

Sworn to and subscribed before me this 13th day of May, 1996.

Deanna Glenn
NOTARY PUBLIC

My Commission Expires:

9-19-98

C:\DATA\TIMEWARN\INTEGRAT\APPLICAT.MY6

CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., attorney for Time Warner does hereby certify that I have this 14th day of May, 1996, mailed by United States Mail, postage prepaid, true and correct copies of the foregoing Application to the following:

Mr. Eddie Roberson
Executive Director
Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37243-0505

Mr. Charlie Howorth
333 Commerce St.
Nashville, TN 37201-3300

Bennett L. Ross, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201-3300

Fred J. McCallum, Esq.
BellSouth Telecommunications, Inc.
675 W. Peachtree Street N.E., Suite 4300
Atlanta, GA 30875

James Wright, Esq.
United Telephone-Southeast
14111 Capitol Boulevard
Wake Forest, NC 27587

T.G. Pappas, Esq.
Coalition of Small LEC
2800 First American Center
Nashville, TN 37238

Richard M. Tettelbaum
Citizens Telecom
Suite 500
1400 - 16th Street N.W.
Washington, DC 20036

B. Billye Sanders, Esq.
Waller, Landen, Dortch & Davis
511 Union Street, Suite 1200
Nashville, TN 37209

Carolyn Roddy, Esq.
Sprint Communications Company, L.P.
3100 Cumberland Circle
Atlanta, GA 30339

Jon E. Hastings, Esq.
Boult, Cummings, Connors & Berry
Suite 1600, 414 Union Street
Nashville, TN 37219

Martha P. McMillin, Esq.
MCI
780 Johnson Ferry Road, Suite 700
Atlanta, GA 30342

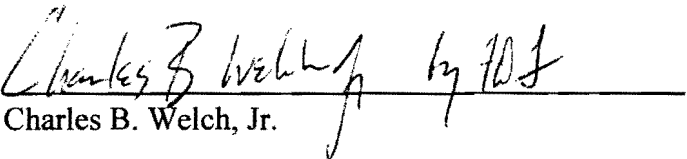
Don Baltimore, Esq.
3354 Perimeter Hill Drive, Suite 112
Nashville, TN 37211

David Yates, Esq.
Consumer Advocate Division
404 James Robertson Parkway
Nashville, TN 37219

M. Elizabeth Berry
P.O. Box 198528
Nashville, TN 37219-8528

Roger Briney, Esq.
AT&T
Room 4068
1200 Peachtree Street N.E.
Atlanta, GA 30309

Knox Walkup
AT&T
230 Fourth Avenue N.
P.O. Box 198888
Nashville, TN 37219-8888


Charles B. Welch, Jr.