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RETIRED  
E. GERALD TREMBLAY  
LLOYD T. SMITH, JR.

June 21, 1996

**VIA FEDERAL EXPRESS**

Mr. Scott Trout  
Tennessee Public Service Commission  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

**RE: 360° COMMUNICATIONS COMPANY**  
**Application by 360° Long Distance, Inc.**  
**for certificate to provide resell interexchange**  
**telecommunication services**

Dear Mr. Trout:

Please find enclosed an application by 360° Long Distance, Inc. for a certificate to provide resell interexchange telecommunication services in Tennessee, with the required attachments, and a check for the application fee in the amount of \$50.00.

Please call me if you have any questions concerning the application or need further information.

Best regards.

Very truly yours,



Heidi Parker

HP/rlw  
Enclosures

# 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 360° Long Distance, Inc.  
Address O'Hare Plaza, 8725 Higgins Road, Suite 330, Chicago  
State IL Zip Code 60631 Phone No. ( ) - -

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
360° Communications Company	O'Hare Plaza 8725 Higgins Rd. Suite 330	Chicago	IL	60631

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.  
Gary Williams (423) 239 - 4143 (423) 239 - 6824  
Name AL Brown 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. 1-888-360-0360

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.

G. List the state(s) you are authorized to operate in at this time. Virginia, Ohio,  
Iowa, Indiana

(To be filled out by PSC)  
Company ID Number 96-1081  
Date Approved 12/24/83  
Evaluator \_\_\_\_\_

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.

Entire state

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 \_\_\_\_\_ \*\* depending on distance of call

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>.

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

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? \_\_\_\_\_  
Sprint Communications, L.P.

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

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.

1) Independent telemarketer: Martin Direct, 4413 Cox Rd., Glen Allen, VA 23060

2) In-house sales representatives

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will sign letter of authorization; once 360° Long Distance, Inc., receives the authorization letter, the service will be switched.

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

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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.

360 Communications Company

6-18-96

Company Name

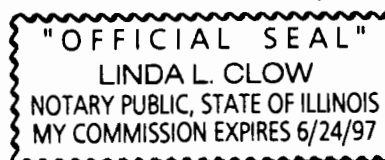
Date

Kevin C. Gallagher  
Company Official

Senior Vice President - General Counsel  
Title

Subscribed and sworn  
before me this 18 day  
of JUNE, 1996

Linda L. Clow  
Notary Public



seal

## Appendix I

<u>Reseller Name</u>	<u>Address</u>	<u>Contact Person</u>
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Not applicable

## Appendix II Informational Tariff Sheet

<u>Description of Service</u>	<u>Applicant proposed Price change to consumer</u>	<u>Dominant Carriers<sup>4</sup> Price for similar service</u>
1. Direct dial	Peak: \$.20/minute Off peak: \$.20/minute	**
2. Calling card	\$.36 surcharge per call Peak: \$.20/minute Off peak: \$.20/minute	AT&T: \$.80 surcharge per call South Central Bell: \$.70 surcharge per call
3. Residential 888 and 800	Maintenance fee \$3.60/month Peak: \$.25/minute Off peak: \$.25/minute	** (rates)  N/A

\*\* As applicant's proposed prices are flat rates and dominant carriers' prices are mileage based, it is difficult to make a rate comparison. Whether applicant's proposed rates are equal to or less than the dominant carriers' rates depends on the distance of the call.

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<sup>4</sup>Dominant Carrier (South Central Bell or AT&T, whichever is appropriate). A copy of these companies' rates are found on Appendix V.

# Secretary of State

## Corporations Section

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

DATE: 05/20/96  
REQUEST NUMBER: 3173-1905  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 05/20/96 1421  
EFFECTIVE DATE/TIME: 05/20/96 1421  
CONTROL NUMBER: 0312322

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

RE:  
360 LONG DISTANCE, 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: 05/20/96

FROM:  
C T CORPORATION SYSTEM (CHICAGO, IL.)  
208 S LASALLE ST

CHICAGO, IL 60604-0000

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

RECEIPT NUMBER: 0000196601  
ACCOUNT NUMBER: 00000592



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



ARTICLES OF AMENDMENT OF  
the Articles of Incorporation of  
L. J. Systems Corp.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provision of the Iowa Business Corporation Act, Section 493B.1006, the undersigned corporation hereby amends its Articles of Incorporation,

1. The name of the corporation is L. J. Systems Corp.
2. On March 29, 1996 the corporation adopted the following amendment(s) of its Articles of Incorporation:

The Articles of Incorporation of the Company be amended by changing Article I thereof to read as follows:

L

The name of the corporation is 360° Long Distance, Inc.

3. The manner, if not set forth in the amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: N/A
4. Complete either a or b, whichever is applicable, with an [X]:

[X]

- a. Amendment(s) adopted by shareholder action.

At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstand-ing Shares	Number of Votes Entitled To Be Cast	Number of Votes Represented at the Meeting	Number of shares voted FOR	Undisputed AGAINST
Common Stock	1,000	1,000	1,000	1,000	- 0 -

[ ]

- b. The amendment(s) (was) (were) duly adopted by the incorporators or board of directors without shareholder approval, as shareholder action is not required.

5. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State: Effective Immediately Upon Filing.

Dated: March 29, 1996 L. J. Systems Corp.

By: 

Kevin C. Gallagher  
Senior Vice President

360° LONG DISTANCE, INC.  
BYLAWS  
ADOPTED DECEMBER 6, 1988

ARTICLE I  
MEETING OF SHAREOWNERS

Section 1. Annual Meeting. An annual meeting of shareowners shall be held on the last Thursday of April in each year or as soon thereafter as may be convenient for the election of directors and for the transaction of such other business as may properly be brought before the meeting. The meeting shall be held at such time and place as shall be stated in the notice of the meeting or in a duly executed waiver of notice. If the time and place for any meeting are not stated in the notice, then the meeting shall be held at 2:00 p.m. at the Company's office in Chicago, Illinois.

Section 2. Special Meetings. Special meetings of the shareowners may be called by the Board of Directors, the President of the Company, or as otherwise provided by law, to be held at such time and place as it or he shall determine or as shall be stated in the notice of the meeting or a duly executed waiver of notice.

Section 3. Notice of Meetings. Unless otherwise required by law, written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered, either personally or by mail, to each shareowner of record entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the date of any meeting of shareowners. If mailed, notice is given when deposited in the United States mail, postage prepaid, in a sealed envelope addressed to the shareowner at his address as it appears on the records of the Company. At any meeting of shareowners, action may be taken upon any subject which is either stated in the notice of the meeting or is not stated in the notice of the meeting and is not by law required to be stated in the notice of the meeting.

Whenever any notice is required to be given to any shareowner, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in the waiver, shall be deemed equivalent to the giving of such notice; and attendance of a shareowner at any meeting shall constitute a waiver of notice of the meeting unless such attendance is for the sole purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened. No notice of an adjourned meeting of shareowners need be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken, unless the adjournment is for a period

greater than (30) days or unless after the adjournment a new record date is fixed for the adjourned meeting.

Section 4. List of Shareowners. The Secretary shall prepare, before every meeting of shareowners, a complete list of the shareowners entitled to vote at the meeting, arranged in alphabetical order, showing the address of each and the number of shares registered in the name of each shareowner. Such list shall be open to the examination of any shareowner, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, at a place within the city where the meeting is to be held, which place, if other than the place of the meeting, shall be specified in the notice of the meeting. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any shareowner who is present in person thereat.

Section 5. Quorum. At all meetings of shareowners, a quorum for the transaction of any business shall consist of the holders of such number of shares, represented in person or by proxy, as shall be entitled to cast a majority of the votes which might be cast by the holders of all the shares of the Company issued, outstanding and entitled to be voted upon such business. In the absence of a quorum, the shareowners entitled to vote thereat and represented at the meeting or at any adjournment thereof, may adjourn the meeting from time to time without notice other than by announcement of the time and place of the adjourned meeting at the meeting at which the adjournment is taken (subject to the provisions of the last sentence of Section 3 of this Article I) until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 6. Voting. At any meeting of shareowners when a quorum is present, the vote of the holders of a majority of the shares having voting power, present in person or represented by proxy, shall decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws. Shareowners are not entitled to cumulative voting upon the election of directors. Unless otherwise provided in the Certificate of Incorporation, all elections of directors shall be by written ballot.

Section 7. Proxies. Any shareowner entitled to vote at any meeting of shareowners may vote either in person or by proxy, but not proxy which is dated more than three (3) years before the meeting at which it is offered shall be accepted unless the proxy shall provide for a longer period. Every proxy shall be in writing, signed by the shareowner or his duly

authorized agent and dated, but need not be sealed, witnessed or acknowledged. A proxy received in the form of a datagram, telegram or other written communication which identifies the shareowner and evidences the shareowner's intent to submit a proxy may be accepted, although not manually signed.

Section 8. Action by Consent. Unless otherwise provided in the Certificate of Incorporation, any action required by law to be taken at any annual or special meeting of shareowners, or any action which may be taken at any annual or special meeting of such shareowners, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

## ARTICLE II BOARD OF DIRECTORS

Section 1. Number and Powers. The number of directors shall be from one (1) to fifteen (15) and at any time shall be such number as the Board of Directors shall most recently have fixed. The business and affairs of the Company shall be managed by or under the direction of the Board of Directors which may exercise all of the powers of the Company except such as are by law, the Certificate of Incorporation or these Bylaws conferred upon or reserved to other persons.

Section 2. Organization Meeting. Immediately after each meeting of shareowners at which directors shall have been elected, the Board of Directors shall meet for the purpose of organization or otherwise at the place of the shareowners' meeting, and no notice of such meeting of the Board of Directors shall be necessary.

Section 3. Regular and Special Meetings. Meetings of the Board of Directors may be called by the President or the Secretary, and shall be called by the Secretary upon the written request of one (1) director. The Board of Directors may hold its meetings at such place or places as it may determine or as may be designated by the person calling the meeting.

Section 4. Notice of Meeting. Except as provided in Section 2 of this Article II, notice of the place, day and hour of every meeting shall be given to each director at least two (2) days before the meeting by delivering such notice to him personally, either orally or in writing, or by sending notice to him by telegraph, or by leaving a notice at his residence or

usual place of business or, in the alternative, upon five (5) days notice by mail. If mailed, notice is given when deposited in the United States mail, postage prepaid, in a sealed envelope addressed to the director at the address furnished to the Company for such purpose and, if telegraphed, notice is given when it is delivered to the telegraph company for transmission to the director at the address furnished to the Company for such purpose. A written waiver of notice signed by the director entitled to notice and filed with the records of the meeting either before or after the holding thereof, waives such notice; and attendance of a director at any meeting shall constitute a waiver of notice of the meeting unless the attendance is for the sole purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened. No notice of adjourned meetings of the Board of Directors need to be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken, unless the adjournment is for a period greater than thirty (30) days. The notice need not specify the business proposed to be transacted at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Certificate of Incorporation or these Bylaws. In the absence of a quorum, the directors present, by majority vote, may adjourn the meeting without notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction between the Company and one or more of the directors or officers of the Company or a company or organization in which one or more of the directors or officers of the Company are directors or officers or have a financial interest.

Section 6. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of its proceedings.

Section 7. Conference Call Meetings. The Board of Directors may participate in a meeting by means of a conference

telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at the meeting of any director so participating.

Section 8. Vacancies. If any vacancy occurs in the Board of Directors or any new directorship is created by an increase in the number of directors, a majority of the directors then in office, though less than a quorum may elect a successor or fill the newly created directorship, and any director so elected shall hold office until the next election of directors and until a successor shall be duly elected and qualified.

Section 9. Compensation and Indemnification. Directors shall be entitled to receive such compensation for their services as directors and as members of committees of the Board of Directors as may be fixed by the Board of Directors, and shall be reimbursed for expenses of attendance at meetings of the Board of Directors and any committees thereof. Directors may act as officers of or serve the Company in any other capacity and receive compensation therefor.

Directors shall be entitled to indemnification to the fullest extent permitted by law, the Certificate of Incorporation and any written agreement with the Company.

### ARTICLE III OFFICERS

Section 1. Principal Officers. The principal officers of the Company shall be a President, one or more Vice Presidents (one or more of whom may be designated as an Executive Vice President, a Senior Vice President or such other designation as may be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Company may also have such other officers as may be elected or appointed as provided in these Bylaws. Subject to Section 11 of this Article III, the elected officers of the Company shall serve at the pleasure of the Board of Directors or until they have resigned by writing filed with the Secretary of the Company.

Section 2. President. The President shall have general charge and supervision of the business of the Company and shall perform all duties incident to the office of a president of a company and such other duties as may be assigned to him by the Board of Directors. The President may sign with the Secretary, Treasurer, Assistant Secretary or Assistant Treasurer, certificates of stock of the Company; and sign and execute, in the name of the Company, all authorized deeds, mortgages, bonds,

contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Company.

Section 3. Vice President. Each Vice President shall perform such duties as may be assigned to him by the Board of Directors or the President. At the request of the President, or in his absence or disability at the request of the Board of Directors, any Vice President may perform all of the duties of the President and when so acting shall have the powers of the President. Any Vice President may sign, with the Secretary or Treasurer, or Assistant Secretary or Assistant Treasurer, certificates of stock of the Company; sign and execute, in the name of the Company, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Company; and, in general, assist the President and perform all duties incident to the office of a vice president of a company.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings of the shareowners, of the Board of Directors and of any committee of the Board of Directors in books provided for the purpose; cause notices to be given in accordance with the provisions of these Bylaws or as required by law; be custodian of the stock ledger and records and of the corporate seal of the Company; see that the corporate seal is affixed to all documents, the execution of which, on behalf of the Company, under its seal, is duly authorized, and when it is so affixed attest the same; sign, with the President or any Vice President, certificates of stock of the Company; and, in general, perform all duties incident to the office of a secretary of a company, and such other duties as may be assigned to him by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Company, and shall deposit or cause to be deposited, in the name of the Company, all moneys or other valuable effects in such banks, trust companies or other depositories as shall be authorized by the Board of Directors. He shall render to the President and to the Board of Directors whenever requested, an account of the financial condition of the Company. The Treasurer may sign, with the President or a Vice President, certificates of stock of the Company; and, in general, he shall perform all of the duties incident to the office of a treasurer of a company, and such other duties as may be assigned to him by the Board of Directors.

Section 6. Assistant Officers. The Board of Directors may elect one or more Assistant Secretaries and one or more



Assistant Treasurers who, in the absence or disability of the Secretary or Treasurer, or at the request of the Secretary or Treasurer, as the case may be, shall have the powers and duties of such office. Each Assistant Secretary and Assistant Treasurer shall have such additional authorities and perform such additional duties as may be assigned to him by the Board of Directors.

Section 7. Appointed Assistant and Subordinate Officers. The Board of Directors may appoint such subordinate officers as it may deem desirable and prescribe their powers and duties. In addition, the President may appoint and, subject to Section 11 of this Article III, remove such assistant officers and such subordinate officers as he may deem desirable and prescribe their powers, duties and compensation, subject to the limits fixed by the Board of Directors pursuant to Section 10 of this Article III of the Bylaws.

Section 8. Additional Authorities and Duties and Restrictions Thereon. The Board of Directors may, at any time, for a limited or unlimited period, grant to or impose upon any officer (including any assistant or subordinate officers) authorities or duties additional to those hereinabove specified. The Board of Directors may also, at any time for a limited or an unlimited period, restrict the authorities and duties otherwise appurtenant to any office.

Section 9. Officers Holding Two or More Offices. Any number of the above offices may be held by the same person, except for the offices of President and Secretary, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 10. Compensation. The Board of Directors shall fix the compensation of officers and employees receiving compensation exceeding such limit as shall be fixed by the Board of Directors.

Officers shall be entitled to indemnification to the fullest extent permitted by law, the Certificate of Incorporation and any written agreement with the Company.

Section 11. Removal. Any elected officer may be removed, with or without cause, by vote of a majority of the entire Board of Directors at a meeting called for that purpose. Any appointed officer may be removed, with or without cause, by the Board of Directors, or the President.



ARTICLE IV  
SHARES

Section 1. Certificates. Each shareowner shall be entitled to a certificate or certificates certifying the number and kind of shares owned by him, signed by the President or a Vice President, and by the Secretary or an Assistant Secretary or by the Treasurer or an Assistant Treasurer, and sealed with the seal of the Company. The signatures of the officers upon a certificate may be a facsimile when the certificate is countersigned by a Transfer Agent or registered by a Registrar other than the Company itself or an employee of the Company. The seal of the Company may be a facsimile thereof. Share certificates shall be in such form, not inconsistent with law or the Certificate of Incorporation, as shall be approved by the Board of Directors.

Section 2. Transfer of Shares and Additional Authority. Except as otherwise provided by law or these Bylaws, the transfer of shares and certificate representing shares of stock shall be governed by the Uniform Commercial Code - Investment Securities, Iowa Code Ann. Sections 554.8101-8406, Article 8. Shares of stock shall be transferable only on the books of the Company by the holder thereof, in person or by duly authorized attorney, upon the surrender of the certificate representing the shares to be transferred, properly endorsed. A person in whose name shares of stock stand on the books of the Company shall be deemed the owner thereof as regards the Company. The Board of Directors may make such additional rules and regulations and take such action as it may deem expedient concerning the issue, reissue, transfer, registration and cancellation of certificates representing shares of stock of the Company.

Section 3. Transfer Agents and Registrars. The Company shall, if and whenever the Board of Directors shall so determine, maintain one or more transfer offices or agencies, each in charge of a Transfer Agent designated by the Board of Directors, where the shares of any of the stock of the Company shall be directly transferable, and may also have one or more registered offices, each in charge of a Registrar designated by the Board of Directors, where such shares of stock shall be registered, and no certificate for shares of stock of the Company in respect of which a Transfer Agent shall have been designated shall be valid unless countersigned by such Transfer Agent and, if a Registrar shall have been designated, unless registered by such Registrar.

Section 4. Record Dates. In order that the Company may determine the shareowners entitled to notice of or to vote at any meeting of shareowners or any adjournment thereof, or to express consent to corporate action in writing without a meeting,

or to receive payment or any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of shares or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record ate, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action.

If no record date is fixed, the provisions of applicable law shall govern the fixing of a record date.

A determination of shareowners of record entitled to notice of or to vote at a meeting of shareowners shall apply to any adjournment of the meeting, except that the Board of Directors may fix a new record date for the adjourned meeting.

#### ARTICLE V MISCELLANEOUS PROVISIONS

Section 1. Offices. The Company shall maintain such registered offices and registered agents as may be required by law. The Company may have such other offices at such other places as the Board of Directors may from time to time appoint or as the business of the Company may require and, subject to the provisions of the laws of the State of Iowa, may keep the books of the Company outside of said state and at such place as may be designated by the Board of Directors or pursuant to these Bylaws.

Section 2. Seal. The corporate seal of the Company shall bear the name of the Company and the words "Corporate Seal, Iowa". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced. If deemed advisable by the Board of Directors, a duplicate seal or duplicate seals may be provided and kept for the purposes of the Company.

Section 3. Books and Records. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the Board of Directors may determine whether and, if allowed, when and under what conditions and regulations the books and records of the Company, or any of them, shall be opened to the inspection of shareowners, and the rights of shareowners in this respect are and shall be limited accordingly. Under no circumstances shall any shareowner have the right to inspect any book or record or receive any statement for an improper or illegal purpose.

Section 4. Fiscal Year. The fiscal year of the Company shall begin on the first day of January in each year and end on the last day of December in each year.

Section 5. Voting of Stock in Other Companies. Any shares in other companies which may be held by the Company may be represented and voted at any meeting of shareowners of such other company by the President or any Vice President of the Company or by proxy executed in the name of the Company by the President or any Vice President.

Section 6. Amendments. Except to the extent otherwise provided by law, the Board of Directors is expressly authorized to make, amend, alter, change, add to or repeal these Bylaws without any action on the part of the shareowners, Bylaws made by the Board of Directors may, however, be amended, altered, changed, added to or repealed at any meeting of the shareowners called for the purpose at which a quorum is present by the holders of a majority of each class of shares entitled to vote thereat.

## 360° Long Distance, Inc.

360° Long Distance is a wholly owned subsidiary of Chicago-based 360° Communications Company, which provides wireless voice and data service to more than 1.6 million customers in nearly 100 markets across 14 states.

In May 1996, 360° began test marketing residential long distance service to its existing cellular customers in Norfolk, Virginia, and in Mansfield, Ohio. The long distance market tests will help 360° determine how it can leverage its local customer service and distribution channels to enhance revenue opportunities. Lester Buczek, formerly vice president of strategic planning for 360° Communications, is vice president and general manager of 360° Long Distance.

360° has always been at the forefront of providing valuable products and services to its customers. 360° Communications has a proven track record of success with its cellular service and it has a strong presence in the markets it operates. The company believes it can enhance service to its customers by offering them the convenience of having one company serve their cellular and residential long distance needs.

360° Communications is the second largest stand-alone wireless communications company in the country. The company has enjoyed growth at or near the top of the industry and is committed to being a leader in wireless communications into the next century.

360° recently reported record earnings for the first quarter of 1996, with revenue of \$239.7 million and operating income of \$46.4 million. The company's customer base has grown at a rate of about 40 percent a year since 1992, making 360° one of the fastest growing cellular carriers in the country.

The company was originally founded in 1984 as Centel Cellular, a division of Centel Corporation. In 1993, Centel merged with Sprint and the cellular division became Sprint Cellular. 360° became an independent company and began trading on the New York, Pacific and Chicago stock exchanges in March 1996 after its spinoff from Sprint Corporation.

###

BILLING DATE: JUN 19, 1996  
ACCOUNT NO: [REDACTED]

DUE DATE: JUL 9, 1996

PAGE 1

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## LONG DISTANCE ACCOUNT SUMMARY

Previous Balance	0.00
Total Of Payments Applied	0.00
Total Of Adjustments Applied	0.00
Past Due Balance	0.00
Total Current Charges And Credits	0.07

**TOTAL AMOUNT DUE BY JUL 9, 1996**

**0.07**

ACCOUNT DETAIL ON PAGE 2

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## BULLETIN BOARD

Welcome to the 360° Communications Long Distance Network.

By choosing 360° Communications to provide your residential long distance service, you are assured of competitive rates which are easy to understand combined with a tradition of high quality communications services.

360° has a long standing commitment to superior customer service. You will now enjoy the benefits of that same high quality customer care with your long distance service.

(MESSAGE CONTINUED ON PAGE 3)

8725 W. HIGGINS RD M/S 0103  
CHICAGO, IL 60631

BILLING DATE: JUN 19, 1996  
ACCOUNT NO: NZ00104

\$ AMOUNT PAID: \_\_\_\_\_

TOTAL DUE: 0.07  
DUE DATE: JUL 9, 1996

|||||  
PAY 360° COMMUNICATIONS  
TO: P.O. BOX 96019  
CHARLOTTE, NC 28296-0019

8 00001727 NZ001040 000000000075 8

BILLING DATE: JUN 19, 1996  
ACCOUNT NO: [REDACTED]

DUE DATE: JUL 9, 1996

PAGE 2

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## DETAIL OF ACCOUNT SUMMARY

Previous Balance			0.00
Detail Of Payments Applied			
<b>TOTAL PAYMENTS APPLIED</b>			<b>0.00</b>
Detail Of Adjustments Applied			
<b>TOTAL ADJUSTMENTS APPLIED</b>			<b>0.00</b>
Detail Of Current Charges & Credits			
TOTAL OF MONTHLY SERVICE		5.00CR	
TOTAL USAGE CHARGES AND CREDITS		4.92	
FEDERAL TAX	0.15		
TOTAL TAX		0.15	
<b>TOTAL CURRENT CHARGES AND CREDITS</b>			<b>0.07</b>
<b>TOTAL AMOUNT DUE</b>			<b>0.07</b>

BILLING DATE: JUN 19, 1996  
ACCOUNT NO: [REDACTED]

DUE DATE: JUL 9, 1996

PAGE 3

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## BULLETIN BOARD (Continued)

Remember, off-peak calling starts at 6:30 pm, one-half hour earlier than most other long distance providers. You will see extra savings at our lowest rates while enjoying the added convenience and flexibility of our extended off-peak period.

360° Communications. We're making a difference by making things simpler. Thank you for letting us serve you and your family in these exciting new ways.

Quality customer service is very important to us. If you have questions or concerns about your 360° residential long distance bill, please contact a customer service specialist toll free at 1-888-360-0360.

BILLING DATE: JUN 19, 1996  
ACCOUNT NO: [REDACTED]

DUE DATE: JUL 9, 1996

PAGE 4

CHARGES FOR RESIDENTIAL 804-426-0341

DETAIL OF SERVICE

1. RESIDENTIAL PLAN WAIVE FEE	5.00CR
SUBTOTAL SERVICE	5.00CR

DETAIL OF USAGE, CHARGES AND CREDITS

2. LD PEAK INTERSTATE 3 MIN @ .20/MIN	0.60
3. LD OFFPEAK INTERSTATE 36 MIN @ .12/MIN	4.32
SUBTOTAL USAGE, CHARGES AND CREDITS	4.92

DETAIL OF TAXES

4. FEDERAL TAXES	0.15
SUBTOTAL OF TAXES	0.15

TOTAL CHARGES FOR RESIDENTIAL 804-426-0341	0.07
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DETAIL OF RESIDENTIAL FOR 804-426-0341

ITEM	DATE	TIME	CALL DESTINATION	MINUTES	TYPE	RATE	CHARGE
1.	MAY 25	0948P	NEW YORK NY 212-289-3509	8	LDO2	0.12	0.96
2.	MAY 29	0551P	POMPANOBECHFL 305-726-1219	1	LDP2	0.20	0.20
3.	MAY 29	0618P	POMPANOBECHFL 305-726-1219	1	LDP2	0.20	0.20
4.	MAY 29	0636P	POMPANOBECHFL 305-726-1219	1	LDO2	0.12	0.12
5.	MAY 29	0817P	POMPANOBECHFL 305-726-1219	10	LDO2	0.12	1.20
6.	MAY 29	0957P	OMAHA NE 402-597-6250	1	LDO2	0.12	0.12
7.	MAY 30	0604P	NEW YORK NY 212-289-3509	1	LDP2	0.20	0.20
8.	JUN 02	0530P	POMPANOBECHFL 305-726-1219	7	LDO2	0.12	0.84
9.	JUN 02	0550P	NEW YORK NY 212-289-3509	9	LDO2	0.12	1.08
TOTAL PEAK RATE INTERSTATE LD				3			0.60
TOTAL OFFPEAK RATE INTERSTATE LD				36			4.32



Company ID: 122423  
360 Long Distance, Inc. d/b/a ALLTEL/360  
One Allied Drive  
Little Rock, AR 72203-2177

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN April 6, 1999

IN RE: CASE NUMBER: 99-00204

360 Long Distance, Inc. d/b/a ALLTEL/360 name Change from 360 Communications Company.

---ORDER---

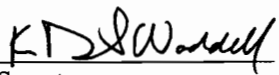
This matter is before the Tennessee Regulatory Authority upon the petition of 360 Communications Company to change its company name. The TRA considered this request at their regularly scheduled Conference held on April 6, 1999 and concluded that the applicant has met all the TRA requirements for changing their name.

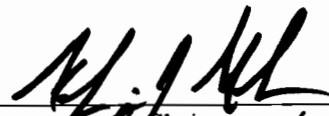
Pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

1. That the petition of 360 Communications Company to change its name to 360 Long Distance, Inc. d/b/a ALLTEL/360 is approved.
2. That 360 Long Distance, Inc. d/b/a ALLTEL/360 is authorized as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:

  
Executive Secretary

  
Chairman

  
Director

  
Director

ALLTEL COMMUNICATIONS

One Allied Drive  
Little Rock, AR 72202  
P.O. Box 2177, 72203-2177

**Larry R. Whipkey**

Staff Manager  
Local Rates & Tariffs

501-905-5053  
501-905-5679 fax



October 14, 1998

Mr. Scot Trout  
Telecommunications Section  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

RE: Price List Changes

Dear Mr. Trout:

The purpose of this letter is twofold. First, we would like to notify you [REDACTED] In a letter to you, dated July 13, 1998, the TRA was informed that ALLTEL Corporation and 360° Communications, Inc. had entered into an agreement and a plan of merger. The merger has been completed and the corporate name of the entity operating in the state of Tennessee will be 360° Long Distance, Inc., d/b/a ALLTEL/360° effective immediately. Attached you will find the Application for Registration of Assumed Corporate Name that was submitted to the Secretary of State on or about September 8, 1998.

Secondly, we would like to begin offering service to business accounts. To this end, you will find attached, a revised Appendix II, Informational Tariff Sheet. This revision reflects the addition of a Business Offering which will become effective on October 19, 1998. Up until now, we have only provided Long distance service to residence accounts. With this filing, we will be able to provide service to all customers in Tennessee.

If you have any questions about this filing or this service, please call Bob Priebe at 501-905-8144.

Sincerely

A handwritten signature in black ink, appearing to read "Larry R. Whipkey", written over a horizontal line.

Larry R. Whipkey

LRW:BP

cc: John Dreher  
Debi Nobles  
Bob Priebe

## APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is 360° Long Distance, Inc.

2. The state or country of incorporation is Iowa

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

ALLTEL/360°

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

September 8, 1998

Signature Date

Senior Vice President

Signer's Capacity

360° Long Distance, Inc.

Name of Corporation

Kevin C. Gallagher

Signature

Kevin C. Gallagher

Name (typed or printed)

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**SEPTEMBER 21, 1999**

<b>IN RE:</b>	)	
<b>APPLICATION OF ALLTEL COMMUNICATIONS, INC.</b>	)	<b>DOCKET NO. 99-00149</b>
<b>FOR A CERTIFICATE OF PUBLIC CONVENIENCE</b>	)	
<b>AND NECESSITY TO PROVIDE INTRASTATE</b>	)	
<b>TELECOMMUNICATIONS SERVICES</b>	)	

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**ORDER GRANTING CERTIFICATE OF  
CONVENIENCE AND NECESSITY**

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On May 18, 1999, this matter came before the Tennessee Regulatory Authority ("Authority") upon the Application of Alltel Communications, Inc. ("ACI") for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services (the "Application"). The Application was made pursuant to Tenn. Code Ann. § 65-4-201 *et seq.*

**LEGAL STANDARD FOR GRANTING CCN**

ACI's Application was considered in light of the criteria for granting a certificate of public convenience and necessity ("CCN") as set forth in applicable statutes. Tenn. Code Ann. § 65-4-201 provides, in part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . . .

**FILE**

\* \* \*

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

An authority order, including appropriate findings of fact and conclusions of law, denying or approving, with or without modification, an application for certification of a competing telecommunications service provider shall be entered no more than sixty (60) days from the filing of the application.

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.

In addition, pursuant to Tenn. Code Ann. § 65-5-212, competing telecommunications providers are required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

#### INTERVENORS

Public notice of the hearing in this matter was made by the Authority's Executive Secretary, pursuant to Tenn. Code Ann. § 65-4-204. No interested persons sought intervention prior to hearing.

## ACI'S HEARING

ACI's Application was uncontested. At the hearing held on May 18, 1999, ACI was represented by Donald Scholes, Esq. of Branstetter, Kilgore, Stranch and Jennings, 227 Second Avenue North, Fourth Floor, Nashville, Tennessee 37201. In addition, Lawrence J. Krajci, Staff Manager-Regulatory Matters of ACI, Inc. presented testimony and was subject to examination by the Authority's Directors. Upon ACI's conclusion of the proof in its case, the Authority granted ACI's Application based upon the following findings of fact and conclusions of law:

### **I. APPLICANT'S QUALIFICATIONS**

1. ACI was incorporated in August of 1995 under the laws of the State of Delaware and received its Certificate of Authority to transact business in the State of Tennessee on September 22, 1997.

2. The street address of ACI's principal place of business is One Allied Drive, Little Rock, Arkansas 72202. The phone number is (501) 905-8000 and fax number is (501) 905-5679. ACI's counsel is Donald Scholes, Esq. of Branstetter, Kilgore, Stranch and Jennings, 227 Second Avenue North, Fourth Floor, Nashville, Tennessee 37201.

3. The Application and supporting documentary information existing in the record indicate that ACI has the requisite technical and managerial capabilities necessary to provide facilities-based and resold local exchange, exchange access and interexchange telecommunication services throughout the State of Tennessee.

4. ACI has the necessary capital and financial capability to provide the services it proposes to offer.

5. ACI represented that it will adhere to all applicable policies, rules and orders of the Authority.

## **II. PROPOSED SERVICES**

1. In addition to providing business customers with local exchange telecommunication services, ACI intends to compete in the exchange access and interexchange markets throughout the State of Tennessee. ACI seeks statewide authority so that it may expand into other service areas as market conditions warrant. Initially, ACI plans to install switches in Nashville and/or Memphis and will operate as a switch-based reseller, and then over the next five years, ACI will expand into other markets in Tennessee.

2. Except as may be authorized by law, ACI does not intend to serve any areas currently being served by an incumbent local telephone company with fewer than 100,000 total access lines where local exchange competition is prohibited pursuant to Tenn. Code Ann. § 65-4-201(d).

## **III. PERMITTING COMPETITION TO SERVE THE PUBLIC CONVENIENCE AND NECESSITY**

Upon a review of the Application and the record in this matter, the Authority finds that approval of ACI's application would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets within the State and by fostering the development of an efficient technologically advanced statewide system of telecommunications services.

**IV. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN & BUSINESS ASSISTANCE PROGRAM**

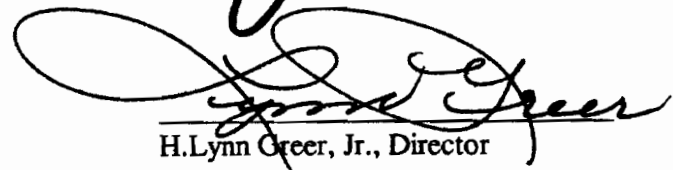
1. Pursuant to Tenn. Code Ann. § 65-5-212 and the Authority's Rules, ACI has filed a satisfactory small and minority-owned telecommunications business participation plan.

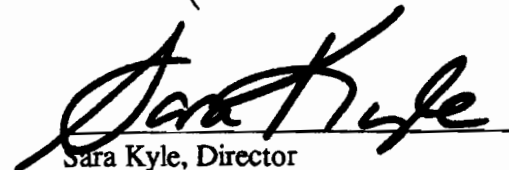
2. ACI has acknowledged its obligation to contribute to the funding of the small and minority-owned telecommunications business assistance program, as set forth in Tenn. Code Ann. § 65-5-213.

**IT IS THEREFORE ORDERED THAT:**

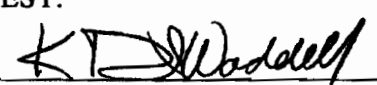
1. The Application of ACI as applied for is approved.
2. Any party aggrieved with the Authority's decision in this matter has the right to judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.

  
Melvin J. Malone, Chairman

  
H. Lynn Greer, Jr., Director

  
Sara Kyle, Director

ATTEST:

  
K. David Waddell, Executive Secretary



BEFORE THE TENNESSEE REGULATORY AUTHORITY AT

NASHVILLE, TENNESSEE

December 21, 2000

IN RE:

APPLICATION OF ALLTEL CORPORATION	)	
FOR APPROVAL OF A MERGER OF ITS	)	
SUBSIDIARY, 360 LONG DISTANCE, INC.,	)	DOCKET NO. 00-01093
WITH AND INTO ITS SUBSIDIARY, ALLTELL	)	
COMMUNICATIONS, INC.	)	

---

INITIAL ORDER APPROVING MERGER

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This matter came before the Tennessee Regulatory Authority ("Authority") upon the Application of ALLTELL Corporation ("ALLTELL") for authority to merge one of its subsidiaries, 360 Long Distance, Inc. ("360 Long Distance") with and into another of its subsidiaries, ALLTELL Communications, Inc. ("ACI"). The Application was filed on November 8, 2000.

**ALLTELL's Application**

In its Application, ALLTELL requests that the Authority approve, pursuant to Tenn. Code Ann. § 65-4-112, a merger of its subsidiary 360 Long Distance with and into its subsidiary, ACI. This merger is intended to be executed on December 31, 2000. The Application states that ALLTELL is a Delaware corporation with two direct subsidiaries, ALLTELL Mobile Communications, Inc., and 360 Long Distance Communications Company. ACI is a subsidiary of ALLTELL Mobile Communications, Inc. and 360 Long Distance is a subsidiary of 360 Communications Company. ALLTELL acquired 360 Communications Company, and its subsidiary 360 Long Distance, on July 1, 1998 via a stock purchase. Since then, 360 Long Distance has been reselling long distance services to Tennessee customers under the name "ALLTELL."

ACI is a Delaware corporation with its principal place of business located in Little Rock, Arkansas. ACI requested and, by Order dated September 21, 1999 in Authority

Docket No. 99-00149, was granted certification to provide intrastate long distance service in Tennessee, as both a resale and facilities-based provider. ALLTELL has determined that it is in its best interest as well as that of its customers to merge 360 Long Distance with and into ACI. According to the Application, merging 360 Long Distance into ACI will allow ALLTELL to take advantage of operational efficiencies that better serve the public and enable ALLTELL to be more competitive and react quickly to changes in the long distance marketplace in Tennessee. The Application states that customers of 360 Long Distance will be transferred to ALLTELL as of December 31, 2000. The transaction, however, will be entirely transparent to the customers.<sup>1</sup> There will be no change in the subscribers' carrier ("ALLTELL"), and there will be no change to the customers' rates.

#### **Requirement of Approval by the Authority**

Authority approval of a merger involving public utilities holding certificates of public convenience and necessity is required under Tenn. Code Ann. § 65-4-112(a), which provides as follows:

No lease of its property, rights, or franchises, by any such public utility, and no merger or consolidation of its property, rights, and franchises by any such public utility with the property, rights and franchises of any other such public utility of like character shall be valid until approved by the authority, even though power to take such action has been conferred on such public utility by the state of Tennessee or by any political subdivision of the state.

#### **Findings**

After careful consideration of the Application and of the entire record in this matter, the Hearing Officer finds and concludes:

1. That the Authority has jurisdiction over the Application pursuant to Tenn. Code Ann. § 65-4-112;
2. That the merger will be consummated through an internal reorganization to take place on December 31, 2000;

---

<sup>1</sup> In addition to seeking approval of the merger, ALLTELL requests permission to transfer the customer base of 360 Long Distance to ACI. Because, as the Application states, "there will be no change in the subscribers' carrier ("ALLTELL"), and there will be no change to the customers' rates," Tennessee Regulatory Authority Rule 1220-4-2-.56, Verification of Orders for Changes of Long Distance Carriers, does not apply.

3. That both 360 Long Distance and ACI are authorized to provide and have been engaged in the business of providing telecommunications services in Tennessee;
4. That the entire assets and liabilities of 360 Long Distance will be transferred to ACI; and
5. That the proposed transfer is reasonable, does not violate the public interest, and should be approved.

**IT IS THEREFORE ORDERED THAT:**

1. The merger of 360 Long Distance, Inc. with and into ALLTELL Communications, Inc. is approved;
2. ALLTELL Communications, Inc. is authorized to assume the obligations and liabilities of 360 Long Distance, Inc. in order to effect this merger;
3. The certificate of public convenience and necessity granted to 360 Long Distance, Inc. will be cancelled as of December 31, 2000;
4. Any party aggrieved by this initial decision may file a Petition for Reconsideration with the Tennessee Regulatory Authority within fifteen (15) days from and after the date of this Order;
5. Any party aggrieved by the decision of the Executive Secretary in this matter may file a Petition for Appeal pursuant to Tenn. Code Ann. § 4-5-315 with the Tennessee Regulatory Authority within fifteen (15) days from and after the date of the Order. If the Tennessee Regulatory Authority or any of the parties herein do not seek review of this Initial Order within the time prescribed by Tenn. Code Ann. § 4-5-315, this Initial Order shall become a Final Order pursuant to Tenn. Code Ann. § 4-5-318(f).

A handwritten signature in black ink, appearing to read "K. David Waddell", is written over a horizontal line.

K. David Waddell, Hearing Officer