

Company ID: 00122619

PNG Telecommunications, Inc.
7908 Cincinnati-Dayton Rd., Suite Q
West Chester, OH 45069

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN January 23, 1998

IN RE: CASE NUMBER: 96-01114

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

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on October 21, 1997 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity 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.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. 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.



Chairman

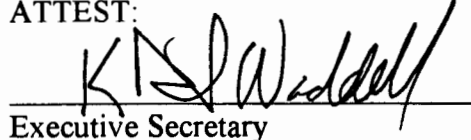


Director



Director

ATTEST:


Executive Secretary

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



122619
96-01114



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 PNG Telecommunications, Inc.
Address 7908 Cincinnati-Dayton Rd., Suite Q
State Ohio Zip Code 45069 Phone No. (513) 777-2850
- B. Owner, Partners, or Corporate Officer

| NAME | ADDRESS | CITY | STATE | ZIP CODE |
|-----------------------|-----------------|--------------|-------|----------|
| Bernie Stevens, Pres. | 8116 Timbertree | West Chester | OH | 45069 |
| | | | | |
| | | | | |
| | | | | |

- C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Bernie Stevens (513) 777 - 2850 (513) 777 - 3890
Name Tennessee Phone No. Fax No.
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. (800)860-9495
- 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.
PNG will not provide operator services.
- G. List the state(s) you are authorized to operate in at this time. Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Massachusetts, Montana, New York, Ohio, Oregon, Texas, Wisconsin, West Virginia.
Applications pending: Alabama, Arizona, California, Connecticut, Kentucky, Minnesota, North Carolina, South Carolina, Pennsylvania.

(To be filled out by PSC)
Company ID Number
Date Approved
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.

Statewide

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 PIF is added.

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes X No _____

M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

N. What is the applicant's 10XXX or 800 access code? 10432

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? LCI International

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? PNG will bill its customers directly.

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.
PNG will use independent marketing agents. PNG's marketing approach primarily utilizes printed fliers distributed in airports, motels, trailer parks and other public venues.
Some sales agents may make cold calls on businesses.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. PNG's marketing agents procure signed Letters of Agency from subscribers and transmit the information necessary for switching service to PNG. PNG then transmits the information to its underlying carrier who orders the LEC to switch the customer's service.

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

²A copy of a bill is required if the applicant is going to bill the customer direct.

- 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 X 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 X No _____

Part II: Organization Structure

A. Type of Organization

_____ Individual X 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.

ENG's application for a Certificate of Authority is in process. A copy of the certificate will be forwarded to the Commission upon issuance.

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)³, which includes a toll-free number consumers can call for service problems and refunds.


³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

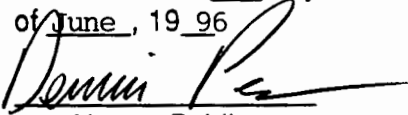
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
- That all information provided in the attached registration document is true to the best of my knowledge.

PNG Telecommunications, Inc. 6/27/96
Company Name Date

 President
Company Official Title

Subscribed and sworn
before me this 27th day
of June, 19 96


Notary Public

DENNIS M. PACKER, Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration Date
Section 147.03

seal

PRIORITY MAIL.

'97 OCT 3 PM 4 19

Docket No. 96-1114

Applicant's Supplemental Filing

ant's Supplemental Filing

In response to a request by Staff, PNG Telecommunications hereby files a certified copy of its Articles of Incorporation and a copy of its Certificate of Authority issued by the Tennessee Secretary of State.

Respectfully submitted,

Devan R

Dennis M. Packer
Counsel for PNG Telecommunications, Inc.
4555 Lake Forest Drive
Suite 650
Cincinnati, OH 45242
(513)563-3090



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43260-2116
Form ABF (December 1990)

Approved: _____
Date: 10/18/93
Fee: \$75

10-15-1024

Chandler

ARTICLES OF INCORPORATION

(Under Chapter 1701 of the Ohio Revised Code)
Profit Corporation

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Ohio Revised Code, do hereby state the following:

FIRST. The name of said corporation shall be Chandler's Home Care, Inc.

SECOND. The place in Ohio where its principal office is to be located is _____

West Chester Union Township BUTLER County, Ohio.
(city, village or township)

THIRD. The purpose(s) for which this corporation is formed is:

Rescue or Long Distance Services



Prescribed by
 Bob Taft, Secretary of State
 35 East Broad Street, Room 1100
 Columbus, Ohio 43260-4416
 Form AGO (August 1992)

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of UNIVERSITY INC
 (name of corporation)
KEENE STEVEN
 (name of agent) to be statutory agent

process, notice or demand required or permitted by statute to be served upon it
 be served. The complete address of the agent is:

912 TIMBER TREE
 (street address)
WEST CHESTER
 (city) Ohio

NOTE: P.O. Box addresses are not acceptable.

[Signature]
 (incorporator)

 (incorporator)

 (incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, [Signature] KEENE STEVEN
UNIVERSITY INC
 (name of corporation) hereby acknowledges

appointment of statutory agent for said corporation

[Signature]
 Statutory Agent

INSTRUCTIONS

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment form, R.C. 1701.07(B), 1702.06(B).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio or a foreign profit corporation licensed in Ohio which has a business address in Ohio and is authorized by its articles of incorporation to act as a statutory agent, R.C. 1701.07(A), 1702.06(B).
- 3) An original appointment of agent form must be signed by at least a majority of the incorporators, R.C. 1701.07(B), 1702.06(B). Those signatures must be the same as the signatures on the articles of incorporation.

* As of October 8, 1992, R.C. 1701.07(B) will be amended to require the acknowledgment and signature of the statutory agent.

by appoint
 from any
 then may

(zip code)

statutory agent for
 hereby accepts the

agent R.C.

who corpora-
 is explicitly
 corporation.
 incorporation
 appointed

FOURTH. The number of shares which the corporation is authorized to have outstanding is _____.
(Please state whether shares are common or preferred, and their par value, if any. Shares will be recorded as common with no par value unless otherwise indicated.)

IN WITNESS WHEREOF, we have hereunto subscribed our names, this 9th day of SEPT., 19 92.

By: B. Stevens Incorporator
BERNARD STEVENS

By: _____ Incorporator

By: _____ Incorporator

Print or type Incorporators' names below their signatures.

INSTRUCTIONS

1. The minimum fee for filing Articles of Incorporation for a profit corporation is \$75.00. If Article Fourth indicates more than 750 shares of stock authorized, please see Section 111.16 (A) of the Ohio Revised Code or contact the Secretary of State's office (614-466-3910) to determine the correct fee.
2. Articles will be returned unless accompanied by an Original Appointment of Statutory Agent. Please see Section 1701.07 of the Ohio Revised Code.

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

PNG TELECOMMUNICATIONS INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is PNG TELECOMMUNICATIONS 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 Ohio3. The date of its incorporation is October 19, 1992 (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 _____

7908 Cin-Day Rd., Ste. Q, West Chester, Ohio 45069

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is _____

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

Street City/State County Zip Code

The name of its registered agent at that office is _____

C T Corporation System

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

Roberta D. Stevens, P. O. Box 1848, West Chester, Ohio 45071-1848,Secretary/TreasurerBernard D. Stevens, P. O. Box 1848, West Chester, Ohio 45071-1848, President

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

Roberta D. Stevens, P. O. Box 1848, West Chester, Ohio 45071-1848Bernard D. Stevens, P. O. Box 1848, West Chester, Ohio 45071-1848Larry Moses, 7908 Cin-Day Rd., Ste. Q, West Chester, Ohio 45069

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

Secretary

Signer's Capacity

PNG TELECOMMUNICATIONS INC.

Name of Corporation

Signature

Roberta D. Stevens

Name (typed or printed)



SS-4431 (Rev. 7/93)

(TENN. - 1452 - 11/14/95)

RDA 1678