

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



DAVID WADDELL, EXECUTIVE SECRETARY

Company ID: 00124710
U S West Long Distance, Inc.
1801 California
31st Floor
Denver, CO 80202

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee April 1, 1997

IN RE: CASE NUMBER: 96-01536

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 of telecommunications / operator service provider in Tennessee. The TRA considered this application at a Conference held on March 18, 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.

Lynn Greer / pm
Chairman

Sara Kyle
Director

ATTEST:

KT Waddell
Executive Secretary

John J. Malone
Director

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: **U S WEST Long Distance, Inc.**

Address **1801 California, 31st Floor, Denver**
State: **Colorado** Zip Code: **80202** Phone No. **(303) 672-1021**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Richard Coleman, Jr.	1801 California, 31st Floor	Denver	CO	80208
Kathy R. Stephens	1801 California, 31st Floor	Denver	CO	80208
Paul A. Lit	1801 California, 31st Floor	Denver	CO	80208
Brenda G. Jennings	1801 California, 31st Floor	Denver	CO	80208
Robert D. Tregemba	1801 California, 31st Floor	Denver	CO	80208
Todd J. Burnett	1801 California, 31st Floor	Denver	CO	80208

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

Name **Robin Terry**
Phone No. **(303) 672-8382** Fax No. **(303) 294-9932**

(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 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.

Customer Service: (800) 487-9378

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

 X Resell Interexchange long distance services
 X 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.

Response: Not applicable.

(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 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

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

Response: New Jersey and Michigan
No certification required in Iowa, Montana, Utah or
Virginia.

H. List any states that you have been denied authority to provide service.

Response: None

I. Areas in Tennessee to be served.

Response: 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.

Response: The Company does not allow a property imposed fee.

- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Response: 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

Response: USWLD proposes to offer operator assisted service, direct dial service, inbound 800 service and travel card services to business and residential Customers.

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

Response: USWLD does not have a 10XXX or 800 access code at this time.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

Response: No. USWLD proposes to operate as a switchless reseller.

- P. What facility-based network will the applicant be reselling?

Response: The Company will utilize the network services of AT&T, MCI and Sprint.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?

Response: Customers will be billed through the local exchange carrier.

- 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.

Response: USWLD intends to market primarily through direct sales contacts and sales agents.

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.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Response: USWLD obtains a written letter of agency from its Customers and submits PIC changes to the LEC from these letters of agency. Customers may also contact the LEC directly to switch to USWLD.

- 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.

Response: 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.

Response: 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

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.

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.

U S WEST Long Distance, Inc.

Kathy R. Stephens
Kathy R. Stephens,
Vice President/Treasurer

Date: 10/1/96

Subscribed and sworn
before me this 1st day of October, 1996

Candace A. Mowers
Notary Public

SEAL

Candace A. Mowers

My Commission Expires

April 13, 1998

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

FILED COPY

ARTICLES OF INCORPORATION
OF

U S WEST SOLUTIONS CORPORATION

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Business Corporation Act, as amended, adopts the following Articles of Incorporation:

ARTICLE ONE. The name of the corporation is U S WEST Solutions Corporation.

ARTICLE TWO. The corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of Colorado; provided, however, that the corporation shall not engage in any act or activity which could violate the Modification of Final Judgment entered August 24, 1982, in United States v. Western Electric, et al., Case No. 82-0192, United States District Court, District of Columbia, as amended, modified, supplemented or interpreted by a court of competent jurisdiction from time to time. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The Corporation may conduct part or all of its business in any part of Colorado, the United States, or the world and may hold, purchase, mortgage, lease, and convey real and personal property in any of such places.

ARTICLE THREE. (a) The aggregate number of shares of stock which the corporation shall have authority to issue is one (1) share of common stock without par value. The share of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation Act. The share of this class of common stock shall also be entitled to receive the net assets of the corporation upon dissolution.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors, each shareholder shall have as many votes for each share held by him as there are directors to be elected and for whose election the shareholder has the right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

(c) Unless otherwise ordered by a court of competent jurisdiction, at all meetings of the shareholders, one-third of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

ARTICLE FOUR. The address of the corporation's initial registered office in the State of Colorado is 1675 Broadway, Denver, Colorado 80202. The name of the corporation's initial registered agent at such address is The Corporation Company

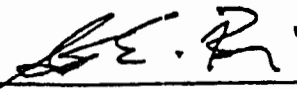
ARTICLE FIVE. The address of the corporation's initial principal office is 1801 California Street, Denver, Colorado 80202.

751137284 C \$50.00
SECRETARY OF STATE
11-14-95 11:44

ARTICLE SIX. The provisions as to the management of the business and the conduct of the affairs of the corporation shall be set forth in the Bylaws of the corporation or as approved by the Board of Directors of the corporation from time to time, and the same shall be in furtherance of and not in limitation or exclusion of the powers conferred by the law.

ARTICLE SEVEN. The name and address of the incorporator is Stephen E. Brilz at 7800 East Orchard Road, Englewood, Colorado 80111.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 13th day of November, 1995.



Stephen E. Brilz

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

Before me, Terry K. Stephens, a Notary Public in and for said County and State, personally appeared Stephen E. Brilz, who acknowledged before me that he signed the foregoing Articles of Incorporation as the incorporator and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November, 1995.



My Commission Expires: March 16, 1999



Notary Public

Secretary of State

Corporations Section

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

DATE: 07/24/96
REQUEST NUMBER: 3196-1763
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 07/24/96 1106
EFFECTIVE DATE/TIME: 07/24/96 1106
CONTROL NUMBER: 0312124

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

RE:
U S WEST LONG DISTANCE, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - PROFIT

ON DATE: 07/24/96

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

DENVER, CO 80202-0000

	FEE	
RECEIVED:	\$10.00	\$10.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00001988927
ACCOUNT NUMBER: 00000004



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE