

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: 00124990
McLeod Telemanagement, Inc.
221 Third Ave. S.E.
Town Centre, Ste. 500
Cedar Rapids, IA 52401

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee March 25, 1997

IN RE: CASE NUMBER: 96-01632

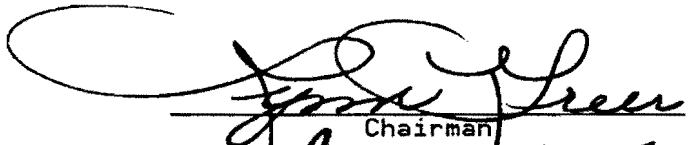
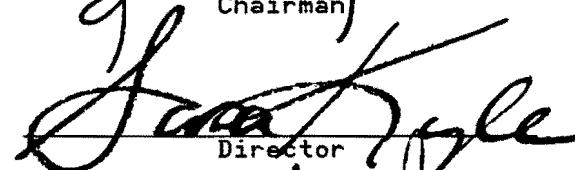
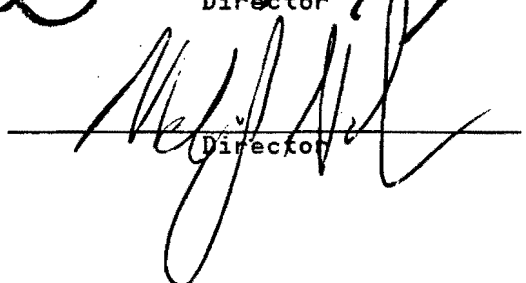
Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

--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.


Chairman

Director

Director

ATTEST:


Executive Secretary



97 JAN 3 PM 2 15
EXECUTIVE SECRETARY
97 JAN 3 PM 2 15
EXECUTIVE SECRETARY
December 30, 1996

Mr. Paul Allen, Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

Re: Pending Application for Long Distance Certification filed on or about November 26, 1996

Dear Mr. Allen:

Please be advised that McLeod Telemanagement, Inc., which has applied to the Tennessee Public Service Commission for a certificate to provide long distance telecommunications services in Tennessee, has filed the necessary documentation with the Iowa Secretary of State to effect a change in its corporate name to **McLeodUSA Telecommunications Services, Inc.** ("McLeodUSA") effective January 1, 1997. The change effective January 1, 1997 is strictly a change in the corporation's name. McLeodUSA will continue to be a wholly owned subsidiary of McLeod, Inc. Other corporate related information, such as corporate address, officers and directors, are unchanged.

After the name change becomes effective, McLeodUSA will file the necessary documentation with Secretary of State's office to amend the name on its certificate to conduct business in Tennessee. After the amended certificate has been issued by the Secretary of State, McLeodUSA will submit the necessary filings with your agency to effectuate the name change. If a particular format is required to effectuate a corporate name change, or if your agency requires additional information, please contact David Conn or William Haas at (319) 298-7065.

Sincerely,

Casey D. Mahon
Casey D. Mahon LAA
Senior Vice President and General Counsel

cc: Vincent Williams, Consumer Advocate Division
Grace Chiu



No. 00080351
Date: 10/25/1996

SECRETARY OF STATE

490 DP-000168002
MCLEOD TELEMAGEMENT, INC.
ATTN:BETH
221 3RD AVE SE
CEDAR RAPIDS, IA 52401

CERTIFICATE OF EXISTENCE

Name: MCLEOD TELEMAGEMENT, INC.
Begin date: 19930726
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.



SECRETARY OF STATE



Printed on
Recycled Paper

November 25, 1996

VIA OVERNIGHT DELIVERY

Paul Allen, Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

RECEIVED
NOV 26 AM 11 51
EXECUTIVE SECRETARY

Re: Application of McLeod Telemanagement, Inc.


Dear Mr. Allen:

Enclosed for filing on behalf of McLeod Telemanagement, Inc. ("McLeod") are an original and eight (8) copies of McLeod's Application for a Certificate to Resell Interexchange Telecommunications Services in the State of Tennessee. Also enclosed is a check in the amount \$50.00 in payment of the requisite filing fee.

Please date stamp the enclosed extra copy of this filing and return it in the self-addressed, postage prepaid envelope provided.

Should any questions arise concerning this filing, please do not hesitate to contact us.

Respectfully submitted,


Jean L. Kiddoo
Grace R. Chiu

Counsel for McLeod Telemanagement, Inc.

cc: William A. Haas, Esq.

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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

PAUL ALLEN, EXECUTIVE DIRECTOR

**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 McLeod Telemanagement, Inc.
Address Town Centre, Suite 500, 221 Third Avenue S.E.
State Cedar Rapids Zip Code 52401 Phone No. (319) 298-7000

B. Owner, Partners, or Corporate Officer
NAME ADDRESS CITY STATE ZIP CODE

**Clark E. McLeod, Chief Executive Officer
Stephen C. Gray, President and Chief Operating Officer
Casey D. Mahon, Secretary and General Counsel
Blake O. Fisher, Treasurer and Chief Financial Officer
James L. Cram, Chief Accounting Officer**

The above-listed corporate officers may be reached at the address given in Part 1.A.

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

**McLeod will conduct its Tennessee operations from its headquarters in Cedar Rapids, Iowa.
The contact person is:**

Ms. Casey D. Mahon (319) 298 - 7000 (319) 298 - 7008
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) 593-1177

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

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Other (describe below) _____

96-1632
(To be filled out by PSC)
Company ID Number 124990
Date Approved _____
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615)741-3939.

- 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.

McLeod is authorized to provide resold interexchange telecommunications services, by virtue of certification or registration or on an unregulated basis, in twenty states, including: Arizona, California, Colorado, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Montana, Nebraska, New Jersey, North Dakota, Ohio, South Dakota, Texas, Utah, Wisconsin, and Wyoming. In addition to its interexchange resale authority, McLeod is authorized to provide resold local exchange service in Illinois, Iowa, Minnesota, North Dakota, South Dakota, and Wisconsin.

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

None.

- I. Areas in Tennessee to be served.

Applicant intends to provide service to and from all points in the State of Tennessee.

- 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 _____

- 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.^{1/}

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

Applicant will use WilTel, Inc. as its underlying carrier for interexchange services. WilTel's PIC code is 10-555.

- 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? WilTel, Inc.

^{1/} 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.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{2/}

McLeod will bill its customers directly, using industry-accepted methods of billing and collection. See sample McLeod bill attached hereto as Exhibit A.

- 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.

McLeod will market its telecommunications services using the ★McLeodUSA service mark. In Tennessee, McLeod will market its services primarily to "multiple-location customers" that have locations served by McLeod in its primary markets of the upper-Midwest and Rocky Mountain states. McLeod may engage in a limited amount of direct telemarketing to interexchange customers located in Tennessee. To the extent that McLeod conducts telemarketing in Tennessee, it will comply with the Federal Communications Commission's rules governing PIC change orders generated by telemarketing.

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

After the customer requests service from McLeod, McLeod's implementation department sends a PIC request change to WilTel via Electronic Data Entry (EDE). WilTel submits a PIC change order to the customer's local exchange company requesting a PIC change to 10-555, WilTel's PIC code. After notification to McLeod that the PIC change order has been submitted, McLeod instructs the customer to call the PIC verification number ((700)-555-4141). McLeod contacts the customer to verify the correct PIC code is provided to the customer.

- 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.

See Exhibit B.

(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

See Exhibit C.

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.

See Exhibit D.

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)², which includes a toll-free number consumers can call for service problems and refunds.

Not applicable. Applicant will not be providing operator services to call aggregators.

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 Regulatory Authority's (TRA) 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 TRA Interexchange Reseller Rules and all other applicable T.R.A. 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.

McLeod Telemanagement, Inc.

Company Name

11/22/96

Date

David R. Conn

David R. Conn, Assistant Secretary

Subscribed and sworn
before me this 22 day
of November
1996

Steven A. Scott
Notary Public

My Commission Expires: 3/14/98

seal

Secretary of State**Corporations Section**

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

DATE: 01/17/97
REQUEST NUMBER: 3264-3121
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 01/17/97 1119
EFFECTIVE DATE/TIME: 01/17/97 1119
CONTROL NUMBER: 0320856

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

RE:
MCLEODUSA TELECOMMUNICATIONS SERVICES, 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: 01/17/97

FROM:
C T CORPORATION SYSTEM (CHICAGO, IL.)
208 S LASALLE ST
CHICAGO, IL 60604-0000

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

RECEIPT NUMBER: 00002054699
ACCOUNT NUMBER: 00000592



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State

Corporations Section

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

DATE: 11/18/96
REQUEST NUMBER: 3242-2632
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 11/18/96 1027
EFFECTIVE DATE/TIME: 11/18/96 1027
CONTROL NUMBER: 0320856

TO:
MCLEOD TELEMAGEMENT ORGANIZATION
TOWN CENTRE, S500
221 THIRD AVE., SE
CEDAR RAPIDS, IA 52401

RE:
MCLEOD TELEMAGEMENT, 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: 11/18/96

FROM:
MCLEOD TELEMAGEMENT ORGANIZATION
TOWN CENTRE, S500
221 THIRD AVE., SE
CEDAR RAPIDS, IA 52401-0000

	FEES	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00002032808	
ACCOUNT NUMBER:	00248868	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

McLeod Telemanagement, 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 McLeod Telemanagement, 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 Iowa

3. The date of its incorporation is July 26, 1993 (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 _____

221 Third Ave SE, Suite 500, Cedar Rapids, IA 52401

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.)

See Attached Sheet

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

See Attached Sheet

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 _____, 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

President

Signer's Capacity

McLeod Telemanagement, Inc.

Name of Corporation

Signature

Stephen C. Gray
Name (typed or printed)



SS-4431 (Rev. 7/93)

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

RDA 1678