

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

May 12, 1997

IN RE:	Avis Rent A Car System, Inc.)	
	Request for Cancellation of)	Docket No.
	application for Authority to Resell)	96-01738
	Telecommunications Services)	
	in Tennessee)	

**ORDER GRANTING CANCELLATION
OF APPLICATION TO PROVIDE OPERATOR SERVICES/
RESELL TELECOMMUNICATIONS SERVICES**

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of Avis Rent A Car System, Inc. (hereafter "Avis") to cancel its application for Authority to Resell Telecommunications Services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on April 29, 1997.

Avis filed the above-mentioned application with the Authority on December 24, 1996.

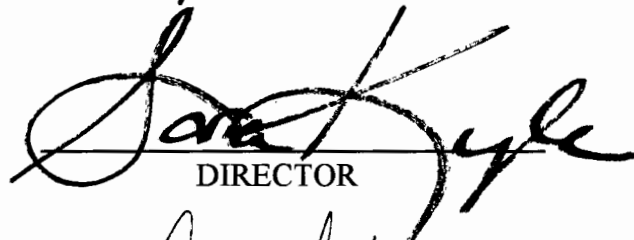
WHEREFORE, having considered the request of Avis Rent A Car System, Inc. to cancel its pending application, the Authority finds that such a cancellation should be granted.

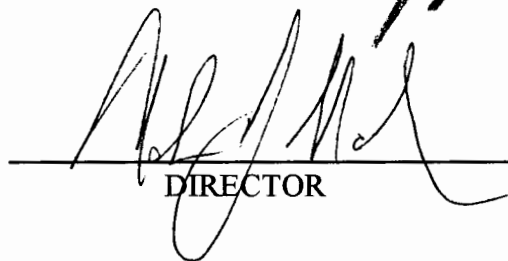
IT IS THEREFORE ORDERED:

1) That the request of Avis Rent A Car System, Inc. to cancel its application to resell telecommunications services in Tennessee, Docket No. 96-1738, is hereby granted; and

- 2) That this docket is herewith closed.


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



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 Avis Rent A Car System, Inc. ("Avis Rent A Car")
Address 900 Old Country Road
City Garden City State New York Zip Code 11530 Phone No. (516) 222-3000

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Avis, Inc.	900 Old Country Road	Garden City	New York	11530

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

None () - () -
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 adjustment. 800/368-2847

E. Check the type of telecommunications 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. Applicant has been authorized to operate in Massachusetts and North Dakota and currently has applications pending in California; Georgia; Illinois; Maine; Maryland; Missouri; New Hampshire; New York; Pennsylvania; Vermont and Wisconsin. Applicant intends to apply for operating authority in twenty-five (25) additional jurisdictions and may operate in New Jersey and Texas.

(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 ☒
 - b. Residential ☒
 - 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. \$_____.

Avis Rent A Car does not provide 0+ service, therefore no property imposed fee is added to intrastate pricing.
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes _____ No _____

Avis Rent A Car does not provide 0+ service, therefore no property imposed fee is added to intrastate pricing.
- 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? None .

In order to use the Applicant's service the Customer dials direct.
- 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? Avis Rent A Car will be reselling the services of ATT.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Avis will be utilizing the services of Claremont Billing Systems, a third party billing agent.
- 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. Avis Rent A Car will market its services primarily through telemarketing and personal solicitation. Avis Rent A Car will utilize direct sales in certain instances where the size of a potential account justifies this approach.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. When a subscriber agrees to switch his or her service to Avis Rent A Car, the subscriber is requested to execute a Letter of Agency ("LOA") which authorizes Avis Rent A Car to be the subscriber's preferred interexchange carrier. The LOA explains that the subscriber is to select only one preferred interexchange carrier and that a fee may be charged by the local exchange company for switching.

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 ☒ 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.
Please see Exhibit A.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
Please see Exhibit B.

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.
Please see Exhibit C - Financial Statement and Exhibit D - Company Report.

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.

Not Applicable.

³It is the responsibility for 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.

Avis Rent A Car System, Inc.

Company Name

11/29/96

Date

David P. McNicholas

, Executive Vice President

David P. McNicholas
Company Official

Title

Subscribed and sworn before me this
29th day of November, 1996.

Maria Pavone

Notary Public



MARIA PAVONE
Notary Public, State of New York
Per # 4882478
Qualified in Nassau County
Commission Expires 2-28-98

seal

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AVIS RENT-A-CAR SYSTEM, INC.", CHANGING ITS NAME FROM "AVIS RENT-A-CAR SYSTEM, INC." TO "AVIS RENT A CAR SYSTEM, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 1972, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0504228 8100

960299384

AUTHENTICATION:

DATE:

8147085

10-15-96

AVIS RENT-A-CAR SYSTEM, INC.

RESTATED CERTIFICATE OF INCORPORATION

(Pursuant to Section 245 of the General
Corporation Law of the State of Delaware)

We, Winston V. Morrow, Jr. and David I. Schaffer,
Chairman and President, and Secretary, respectively, of
AVIS RENT-A-CAR SYSTEM, INC., a corporation existing under
the laws of the State of Delaware (the "Corporation"), do
hereby certify as follows:

FIRST: The name of the Corporation is AVIS RENT-
A-CAR SYSTEM, INC.

SECOND: The original Certificate of Incorporation
of the Corporation was filed with the Secretary of State of
Delaware on September 18, 1956.

THIRD: The amendments to the Certificate of
Incorporation of the Corporation and the Restatement of the
Certificate of Incorporation of the Corporation effected by
this Certificate have been duly adopted in accordance with
the provisions of Sections 242 and 245 of the General Corpora-
tion Law of the State of Delaware, by the consent of the holder
of all of the outstanding capital stock of the Corporation.

pursuant to Section 228 of the General Corporation Law of the State of Delaware. The capital of the Corporation will not be reduced under or by reason of the amendments effected hereby.

FOURTH: The text of the Certificate of Incorporation of the Corporation, as heretofore amended, is hereby restated, as further amended by this Certificate, to read in its entirety as follows:

AVIS RENT A CAR SYSTEM, INC.

RESTATED CERTIFICATE OF INCORPORATION

(Pursuant to Section 245 of the General Corporation Law of the State of Delaware)

FIRST: The name of the Corporation is AVIS RENT A CAR SYSTEM, INC. (hereinafter called the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 100 West Tenth Street, Wilmington, Delaware; and its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which

corporations may be organized under the General Corporation Law of the State of Delaware; and in addition to, and without limiting the generality of, the foregoing, the following:

(a) To deal in, sell, operate, let for hire, and lease automobiles, trucks, trailers and other vehicles, motorized and non-motorized, of every kind and nature and description, and boats and other means of transportation, and to apply for, or purchase, or otherwise acquire, and to grant licenses for the use of, and to sell, assign, or otherwise deal in patents, patent rights, privileges, licenses, trademarks, trade names, devices and processes of every sort and description, necessary and incident to these purposes.

(b) To engage in, carry on, conduct, and participate in research, experimental, manufacturing, assembling, building, designing, erecting, trading, buying, selling, collecting, distributing, wholesaling, retailing, importing, exporting, processing, compounding, producing, refining, synthesizing, mining, extracting, growing, liquidating, dismantling, demolishing, servicing, promoting, exhibiting and publishing activities, enterprises, ventures and businesses; and also any activities, enterprises, ventures and businesses similar or incidental to any of the foregoing.

(c) To create, acquire, hold and deal in and with, and dispose of, in any manner, any legal or equitable

interest in real property, chattels real and tangible and intangible personal property of all kinds (whether situated or located in the State of Delaware or elsewhere); and, without limiting the generality of the foregoing, to purchase, receive, take (by grant, gift, devise, bequest or otherwise), own, hold, employ, use, operate, manage, control, sell, assign, transfer, convey, exchange, lease, mortgage, encumber, construct, alter, modify, repair, improve and maintain (i) real property, whether improved or unimproved, and structures and improvements on real property, and also leaseholds, (ii) tangible and intangible personal property of any and every kind, and (iii) any other legal or equitable interests or rights in any of the foregoing.

(d) To engage in, carry on, conduct and/or participate in any general or specific branch or phase of the activities, enterprises, or businesses authorized in this Certificate in the State of Delaware or in any other state of the United States and in all foreign countries, and in all territories, possessions and other places, and in connection with the same, or any thereof, to be and act either as principal, agent, contractor or otherwise.

(e) To do everything necessary, suitable, convenient or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental or appurtenant to, growing out of or connected with, the purposes

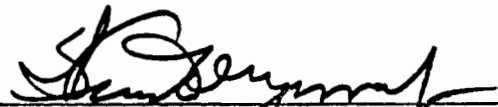
set forth in this Certificate, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations organized under the General Corporation Law of the State of Delaware (as the same may be amended from time to time) or any statute which may be enacted to supplement or replace it, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or a partnership, association, corporation or other entity, or any of them, might or could do; provided, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing, forbidden by law to a corporation organized under the General Corporation Law of the State of Delaware.

The foregoing provisions of this Article shall be construed as purposes, objects and powers, and each as an independent purpose, object and power, in furtherance, and not in limitation, of the purposes, objects and powers granted to the Corporation by the laws of the State of Delaware; and, except as otherwise specifically provided in any such provision, no purpose, object or power herein set forth shall be in any way limited or restricted by reference to, or inference from, any other provision of this Certificate.

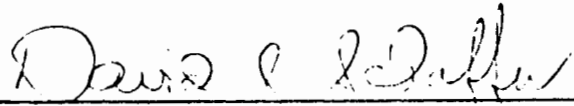
FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is ten thousand (10,000) shares, without par value, all of which shares shall be of a class designated Common Stock.

FIFTH: Members of the Board of Directors may be elected either by written ballot or by voice vote. The Board of Directors may from time to time make, alter or repeal the By-laws of the Corporation; provided, that any By-laws made, amended or repealed by the Board of Directors may be amended or repealed, and any By-laws may be made, by the stockholders of the Corporation.

IN WITNESS WHEREOF, this Certificate has been signed on this 27 day of July, 1972.



Winston V. Morrow, Jr.
Chairman and President



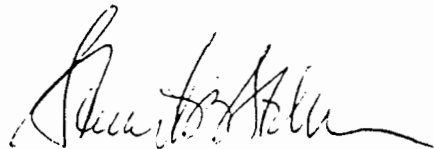
David I. Schaffer
Secretary

STATE OF NEW YORK)
 : ss.:
COUNTY OF NASSAU)

BE IT REMEMBERED, that on the 27 day of July ,
1972, before me, a notary public in and for the County and
State aforesaid, personally came Winston V. Morrow, Jr. and
David I. Schaffer, parties to the foregoing Restated
Certificate of Incorporation of AVIS RENT A CAR SYSTEM, INC.,
known to me personally to be parties thereto, and acknowledged
the said Certificate to be the act and deed of such signers,
and that the facts therein stated are true.

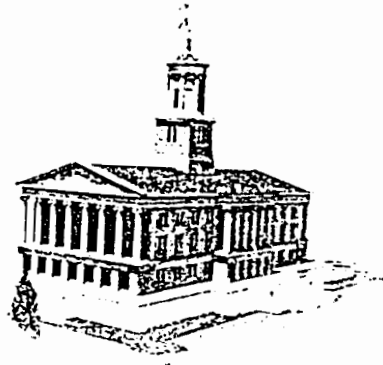
GIVEN under my hand and seal of office the day and
year aforesaid.

NOTARIAL SEAL



Notary Public

STUART B. STILLMAN
NOTARY PUBLIC, State of New York
No. 30-9198760
Qualified in Nassau County
Commission Expires March 30, 1974



AMENDED
CERTIFICATE OF AUTHORITY
of
AVIS RENT A CAR SYSTEM, INC.

(formerly: AVIS RENT-A-CAR SYSTEM, INC.)

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that an application of

AVIS RENT A CAR SYSTEM, INC.

for an amended certificate of authority to transact business or conduct affairs in this state, duly executed pursuant to the provisions of Section 48-1301 of the Tennessee General Corporation Act, has been received by this office, was found to conform to law and was duly filed by the undersigned, as Secretary of State, in accordance with the provisions of Section 48-1105.

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this amended certificate of authority to AVIS RENT A CAR SYSTEM, INC.

to transact business or conduct affairs in this State under the name of AVIS RENT A CAR SYSTEM, INC.

and attaches hereto the application for the certificate which was duly filed on this Twenty-Fifth day of August 1972.



John...