

Company ID: 125913
Global Telephone Corporation
8 Newbury St.
Boston, MA 02116

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

April 7, 1998

IN RE: CASE NUMBER: 97-00358

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

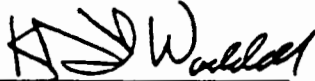
---ORDER---

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 9/23/97, 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.

ATTEST:


Executive Secretary


Chairman


Director


Director

TENNESSEE REGULATORY AUTHORITY
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: Global Telephone Corporation
Address: 8 Newbury Street, 6th Floor
City: Boston
State: Massachusetts Zip Code: 02116
Telephone: (617) 267-5500 Facsimile: (617) 267-5505
- B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Mr. Craig Hill	8 Newbury Street, 6th Floor	Boston	MA	02116

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

Name: Craig S. Hill, President
Telephone: (617) 267-5500 Facsimile: (617) 267-5505

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

(800) 600-8960

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

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

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

Presently, Global Telephone Corporation is in the process of filing for certifications on a nationwide basis. The company will be providing service in Colorado, Michigan, Montana, New Jersey, Utah and Virginia in the near future.

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

Not applicable.

I. Areas in Tennessee to be served.

The entire 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.

Not applicable.

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? GTC customers can utilize the companies "1015047" access code.
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

No, the company does not plan to have any telecommunications facilities in Tennessee.

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

GTC is a switchless reseller of interexchange telecommunications services. GTC originates calls via feature group D purchased by GTC from the local exchange carrier. The calls are routed over switched access facilities to the nearest underlying carrier's point of presence. The underlying carrier transports the calls to its switch and terminates calls over its own terminating network (feature group or leased facilities).

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

Initially GTC will bill customer utilizing the local telephone company's for the services GTC will provide in Tennessee. In the future the company may utilize an in-house billing format.

- 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.

GTC will utilize direct mail and in-house telemarketing agents to market its services within the State of Tennessee. These employees are only involved in the initial contact and sale of GTC's service to Tennessee customers.

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

GTC utilizes a signed Letter of Agency ("LOA") for all customers requesting GTC service. These LOA's are used to inform the local exchange carrier it to switch the customer to GTC 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. See **Exhibit I**.
- (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 II**.

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 III**.

The company is providing its Year End 1996
Financial Statement as proof of its ability to
provide service within Tennessee.

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.

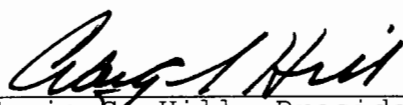
Not applicable.

³It is the responsibility 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 understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for noncompliance, 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.

Date: 11 March 1997



Craig E. Hill, President
Global Telephone Corporation

Subscribed and sworn before me this 11 day of March, 1997.



Notary Public

[seal]

D

The Commonwealth of Massachusetts

Office of the Secretary of State

Michael J. Connolly, Secretary

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

GLOBAL TELEPHONE CORPORATION

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To market and provide consulting and advising services to corporate and individual customers in connection with the provision of long distance telecommunications service and equipment. To employ independent agents and consultants for the purpose of engaging in the aforementioned activities.

To carry on any business or activity permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B.

To carry on every kind of business or activity not prohibited by law to the same extent and with all rights, powers and privileges as natural persons might do or could do, without exception, and to exercise all the powers conferred upon business corporations organized under the laws of the Commonwealth of Massachusetts.

93-181031

C ☐
P ☒
M ☐
A. ☐

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

CONTINUATION SHEET 6A

The Board of Directors of the corporation may make, amend, or repeal the by-laws of the corporation, in whole or in part, except with respect to any provision thereof which, by law, the Articles of Organization, or the by-laws, require action exclusively by the stockholders entitled to vote thereon; but any by-law adopted by the Board of Directors may be amended or repealed by the stockholders.

All meetings of stockholders of the corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States.

Notwithstanding any provision of law imposing such liability, no Director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty by such Director as a Director; provided, however, that this Paragraph shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under sections sixty-one or sixty-two of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this Paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

This corporation may be a general or limited partner in any business enterprise which said corporation would have power to conduct by itself.

Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, unless and until filled by the stockholders, may be filled by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

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 GLOBAL TELEPHONE CORPORATION

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 Massachusetts

3. The date of its incorporation is 6-30-93 (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 _____

8 Newbury Street, Sixth Floor, Boston, MA 02116

Street	City	State/Country	Zip Code
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5. The complete street address (including the county and the zip code) of its registered office in this state is _____

1912 Hayes St., Nashville, TN

Davidson

37203

Street	City/State	County	Zip Code
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The name of its registered agent at that office is _____

National Registered Agents, Inc.

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

SEE ATTACHED ADDENDUM

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

SEE ATTACHED ADDENDUM

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 one (1) month prior to the date the application is filed in this state.]

7-24-93
Signature Date

President
Signer's Capacity

GLOBAL TELEPHONE CORPORATION

Name of Corporation

Craig S. Hill
Signature

Craig S. Hill
Name (typed or printed)

600.00
Filing Fee: \$600.00