

BEFORE THE TENNESSEE REGULATORY AUTHORITY
January 11, 2000 Nashville, Tennessee

In Re: Cfl, Inc.
for Cancellation of Authority to Provide) Docket No. 97-00365
Resold Telecommunication) Co. ID: 125873
Services In Tennessee)


ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request Cfl, Inc. to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on January 11, 2000.

WHEREFORE, having considered the request of Cfl, Inc. to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

- 1) That the request of Cfl, Inc. to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 97-00365 is hereby granted; and
- 2) That this docket is herewith closed.


Chairman Melvin Malone


Director Sara Kyle


Director Lynn Greer

ATTEST:


K. David Waddell

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: 00125873
Calls for Less, Inc. d.b.a. CfL, Inc.
9915 South 148th Street
Omaha, NE 68138

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee April 17, 1997

IN RE: CASE NUMBER: 97-00365

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 April 15, 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:

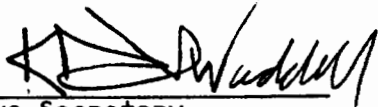
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with 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 REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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Chairman


Director


Director

ATTEST:


Executive Secretary

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

ORIGINAL

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 I. General Information

- A. Name of Applicant: **Calls for Less, Inc dba Cfl, Inc.**
Address: **9915 South 148th Street**
City/State/Zip: **Omaha, NE 68138**
Telephone Number: **(800) 211-5848**
- B. Owner, Partners, or Corporate Officer(s):
- | | | | |
|--------------------------|----------------------------|-----------------------------|------------------------|
| William D. Sapp | Timothy P. Jones | Kathleen S. Jones | Allan J. Marsh |
| President | Vice President | Secretary | Treasurer |
| 102 Nobel Drive | RR 1, Box 615 | 1040 River Drive | P.O. Box 37305 |
| Ashland, NE 68003 | Jefferson, SD 57038 | Sioux City, IA 51109 | Omaha, NE 68137 |
- C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Contact Name: **Corporation Service Company dba CSC**
Tennessee Phone No.: **(615)321-2050**
Fax No.:
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments: **800-354-5377**
- E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ Resell Interexchange long distance services
☐ Operator services
☒ Other (describe below)
Debit Cards, COCOT (application sent), and Operator Services are to be provided by AT&T
- 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. **N/A**
- G. List the state(s) you are authorized to operate in at this time: **attached - Exhibit A**

(To be filled out by the TRA)
Company ID Number 97-365
Date Approved 125873
Evaluator _____

Mail the completed application and a check for \$5.00 to: Tennessee Regulatory Commission, P.O. Box 3412, Nashville, TN 37219-0412. 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. **Entire state**
- J. What type of customers will the company serve?
a. Business **X**
b. Residential **X**
c. Aggregators **X**
(e.g. Hotels, Payphones)
d. Other (specify) **Debit cards**
- 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 the amount. **No**
- L. Are 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. **(See attached)**
- N. What is the applicant's 10XXX or 800 access code? **N/A**
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee? **No**
- P. What facility-based network will the applicant be reselling? **WilTel and MCI**
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? **Direct Billing - Exhibit B**
- 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.
Through sales agents; no telemarketers will be used
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. **Company will obtain a signed Letter of Agency (LOA) explaining the switch cost and who the new carrier will be.**

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.

² A 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

Exhibit C

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

Exhibit D

Part III. Financial Information

- A. Attach a current financial statement showing in detail 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.

Exhibit E

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.

Exhibit F

³ It 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:

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

Calls for Less, Inc.

(Company Name)

3-13-97

(Date)

Dathleen Jones

(Company Official)

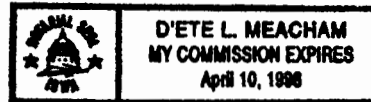
Sec.

(Title)

Subscribed and sworn
before me on this 13th day
of March, 1997.

D'Ete L. Meacham

(Notary Public)



seal

SEP 16 1994

STATE OF NEBRASKA } 99
SECRETARY'S OFFICE } 12406
Received and filed for
record and recorded on
film roll 917 at page 80
Allen J. Beermann
Secretary of State
By 90412 pd

ARTICLES OF INCORPORATION
OF
CALLS FOR LESS, INC.

The undersigned acting as incorporator of a corporation under the Nebraska Business Corporation Act, Sections 21-2001 through 21-20,147, R.R.S. Nebraska, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: Calls for Less, Inc.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

- (a) To acquire, own and operate any and all lawful business enterprises, and to deal in property of all kinds, including the owning of real estate, personal property, franchises, and the conducting of business as principal, agent or otherwise;
- (b) To generally pursue any course of conduct which corporations organized under the laws of the State of Nebraska can pursue to engage generally in lawful business activity.

ARTICLE IV

The corporation shall have and exercise all of the powers and rights conferred upon corporations organized and existing under the Nebraska Business Corporation Act, and any enlargements of such powers conferred by subsequent legislative acts, and in addition thereto, the corporation shall have and exercise all the powers and rights as are necessary, suitable,

FILED FOR RECORD IN SARPY COUNTY NEBR September 19 1994 AT 10:00 O'CLOCK A M
AND RECORDED IN BOOK 37 OF FIMS PAGE 108 Dana J. Trautman COUNTY CLERK #2006 pd

Section 2. No outside director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, this provision shall not eliminate the liability of the director for:

- a. Any act or omission not in good faith which involves intentional misconduct or a knowing violation of law;
- b. Any transaction from which the director derived an improper direct or indirect financial benefit;
- c. Paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act;
- d. Any act or omission which violates a declaratory or injunctive order obtained by the corporation or its stockholders; and
- e. Any act or omission occurring prior to the date this provision becomes effective.

As used herein, the term "outside director" shall have the meaning set forth in §§21-2035 of the Nebraska Business Corporation Act.

The foregoing provision shall not limit the corporation from providing any other indemnification permitted by law nor shall it be deemed inclusive of any other rights to which the director may be entitled under any by-law, agreement, or vote of stockholders. The corporation may purchase and maintain insurance on behalf of any person who is or was a director of the corporation against any liability asserted against him or incurred by him in such capacity or arising out of his status as a director whether the corporation would have the power to