

Company ID: 126159
Southwestern Bell Communications Svcs., Inc.
1651 North Collins Blvd., Suite 220
Richardson, TX 75080

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN July 9, 1997

IN RE: CASE NUMBER: 97-0947


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 7/1/97, 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.

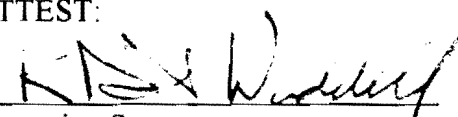
IT IS THEREFORE ORDERED:

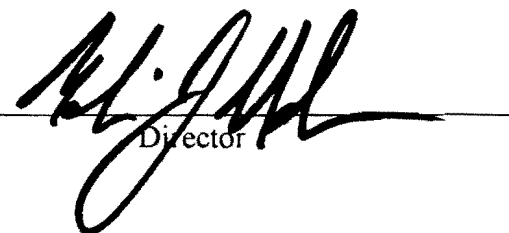
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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


Chairman


Director

ATTEST:


Executive Secretary


Director



Southwestern Bell
Communications Services, Inc.

April 18, 1997

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

97-00947

REC'D TN
REG. AUTH.
97 APR 22 AM 9 50
EXECUTIVE SECRETARY

Dear Sir:

Enclosed is the application of Southwestern Bell Communications Services, Inc. ("Applicant") for authority to resell interexchange services in the State of Tennessee and a check for \$50.00 payable to Tennessee Regulatory Authority. So that our records will be completed, please date stamp the extra copy of the transmittal letter and return in the envelop provided.

The Applicant plans to keep its books and records at Dallas, Texas. In the event that the Tennessee Regulatory Authority ("Authority") finds it necessary to review the Applicant's books and/or records, the requested information will be provided to Authority at its Nashville office or the Applicant will bear the expense of travel for Authority staff.

If you have any questions regarding this application or informational tariff, please contact our regulatory consultant Barbara Lowe, Vice President, Visiology, Inc., 16061 Carmel Bay Drive, Northport, Alabama 35475 who may be reached via telephone at (205) 330-1702.

Yours truly,

Karol Sweitzer

Vice President - Business Planning and Chief Financial Officer

Enclosures

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES
AND/OR RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-.57]**

EXCISE SECRETARY

97 APR 22 PM 9 50

REC'D TN
REG. AUTH.

SECTION A

Part 1: General Information

A. Name of Applicant Southwestern Bell Communications Services, Inc.
Address 1651 North Collins Blvd., Suite 220 City Richardson
State TX Zip Code 75080 Phone No. (972) 497-0152

B. Owner, Partners, Or Corporate Officer (See Exhibit 1.)

NAME	ADDRESS	CITY	STATE	ZIP CODE

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

Thomas A. Weckel (972) 733-5544 (972) 733-6101
Name 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) 235-5663

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

☒ Resell Interexchange long distance services
☐ Resell Local Exchange 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. Arizona, Illinois, Indiana, Maryland, Massachusetts, Michigan, Montana, New Jersey, New York, Ohio, Rhode Island, Utah, Virginia, and West Virginia.

(To be filled out by TRA) _____
Company ID Number _____
Date Approved _____
Evaluator _____

- 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 ✓
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 you network? If yes, specify amount. N/A Competitive Services
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes___ No___ N/A Competitive Services
- 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? The Applicant does not have a 10XXX code. The Applicant's 800 access code for calling card calls is (888) 972-3551.
- 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? Sprint
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? See Exhibit 2.
- 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.
Initially, the Applicant does not plan to market its services in Tennessee.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Initially, the Applicant does not plan to switch a consumer's preferred interexchange service. Section 3 of the proposed informational tariff attached at Appendix II describes the Applicant's initial service offerings which include calling card service and the associated operator services which are available via the calling card platform. When the Applicant offers service that requires a procedure to switch a consumer's preferred interexchange service, the Applicant will establish procedures in compliance with the F.C.C. guidelines.

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicants 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__ No__
Initially, the Applicant will operate as a switchless reseller. Call blocking is controlled by the LEC.
- U. Applicant gives permission to the local telephone company to provide the Authority 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. **A copy is attached at Exhibit 3.**
- (2) Attach a copy of Certificate of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **A copy is attached at Exhibit 4.**

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.
The Applicant is a wholly-owned subsidiary of SBC Communications, Inc. ("SBC"), a holding company of one of the Bell operating companies. SBC will provide all funds necessary for the operation of the Applicant. The ability of SBC to make this commitment is demonstrated by SBC's most recent SEC FORM 10-K and annual report which are attached at Exhibit 5.

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.

N/A. Initially, all services are only available to customers that subscribe to the Applicant's calling card service.

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:

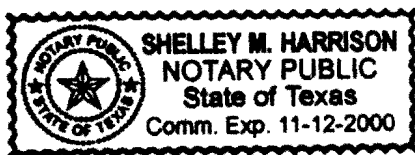
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III).
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TRA Interexchange Reseller Rules and all other applicable Authority 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.

Southwestern Bell Communications Services, Inc. April 18, 1997
Company Name Date

Karl M. Sweet Vice President - Business Planning and CFO
Company Official Title

Subscribed and sworn
before me this 21 day
of April, 19 97

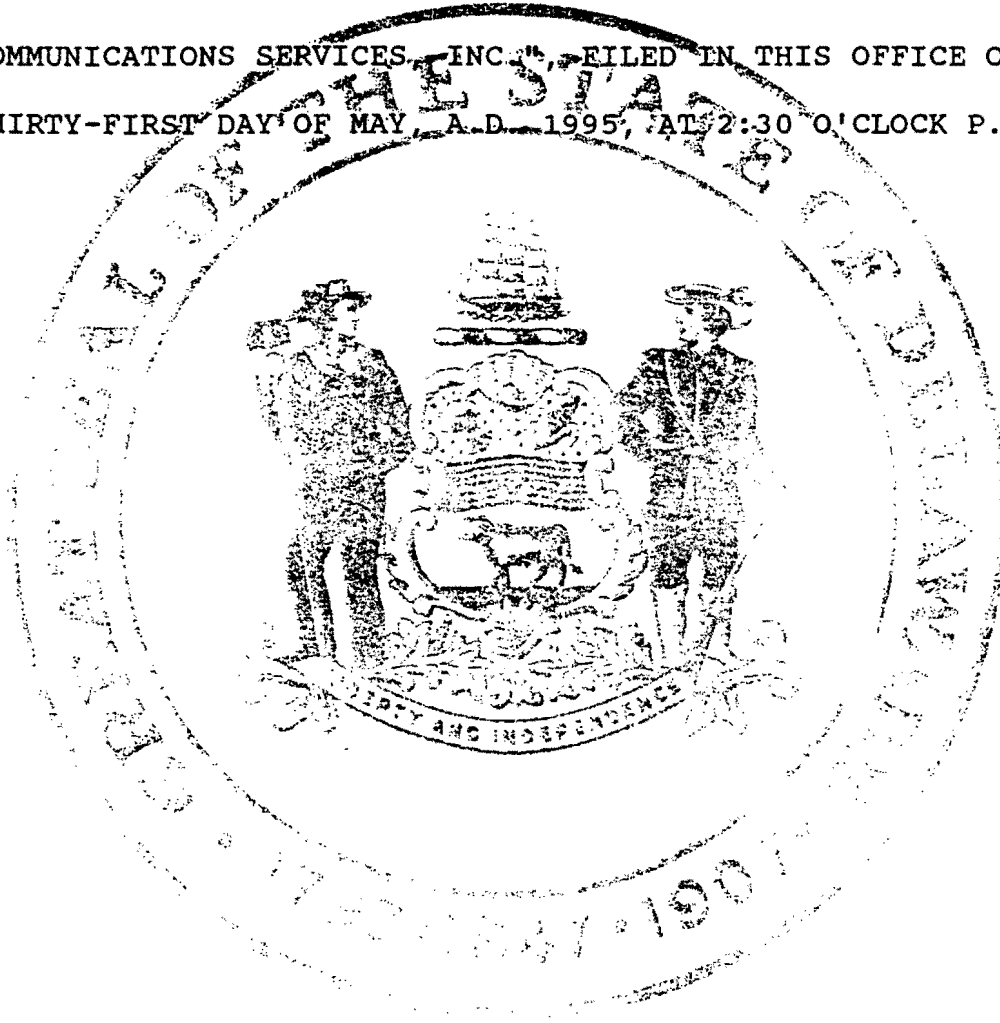
Shelley M. Harrison
Notary Public



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 CERTIFICATE OF INCORPORATION OF "SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 1995, AT 2:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2511836 8100

8110146

960271242

09-19-96

Secretary of State

Corporations Section

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

DATE: 06/12/95
REQUEST NUMBER: 3019-0182
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/12/95 0949
EFFECTIVE DATE/TIME: 06/12/95 0949
CONTROL NUMBER: 0296002

TO:
TSIO
P.O. BOX 120598
NASHVILLE, TN 37212

RE:
SOUTHWESTERN BELL COMMUNICATIONS SERVICES, 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: 06/12/95

FROM:
C T CORPORATION SYSTEM (HOUSTON, TX.)
811 DALLAS AVE
HOUSTON, TX 77002-0000

	FEE	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00001815440	
ACCOUNT NUMBER:	00000023	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED
RECEIVED
STATE OF TENNESSEE
APPLICATION FOR CERTIFICATE OF AUTHORITY FOR
-373-13 10-13-92
Southwestern Bell Communications Services, Inc.

95 JUN 12 11 09 49
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 Southwestern Bell Communications Services, 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 Delaware

3. The date of its incorporation is May 31, 1995 (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 _____

175 E. Houston, San Antonio, Texas 78205

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
c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street	City/State	County	Zip Code
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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 list of officers

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

James D. Ellis, 175 E. Houston, San Antonio, Texas 78205

Charles E. Foster, 175 E. Houston, San Antonio, Texas 78205

Donald E. Kiernan, 175 E. Houston, San Antonio, Texas 78205

James S. Kahan, 175 E. Houston, San Antonio, Texas 78205

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

N/A, 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.]

June 8, 1995
Signature Date

President

Signer's Capacity

SS-4431 (Rev. 8/89)

Southwestern Bell Communications Services,
Inc.

Name of Corporation

Virginia L. Vann
Signature

Virginia L. Vann

Name (typed or printed)

Filing Fee: \$300.00

RECEIVED
STATE OF DELAWARE

95 JUN 12 AM 9:50

RILEY DARNELL
SECRETARY OF STATE

Office of the Secretary of State

EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2511836 8300

950121633

AUTHENTICATION:

DATE:

7524727

06-01-95