

Company ID: 00126450
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN July 2, 1998

IN RE: CASE NUMBER: 97-01304

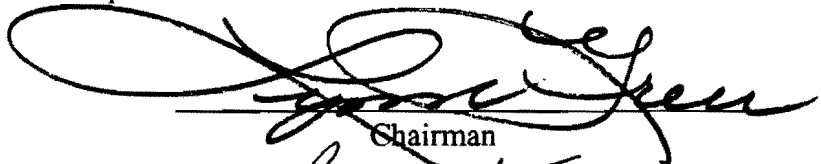
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

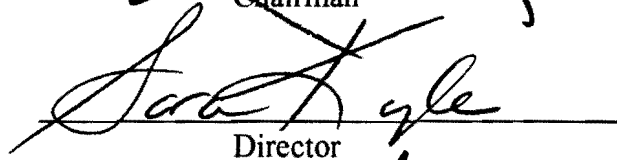
---ORDER---

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 April 21, 1998 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:

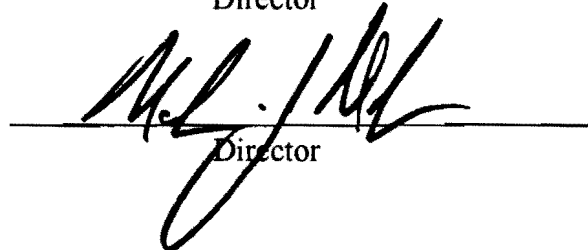
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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

KLEIN, ZELMAN, ROTHERMEL & DICHTER, L.L.P.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 935-6020

FAX (212) 753-8101

e-mail: kzrd@legal.org

FRED C. KLEIN
ANDREW E. ZELMAN
JOAN EBERT ROTHERMEL
JOEL R. DICHTER
JANE B. JACOBS
NANCY B. SCHESS

JEFFREY M. SCHLOSSBERG
DAVID O. KLEIN

STEPHEN B. HANSBURG
OF COUNSEL

June 27, 1997

VIA FEDERAL EXPRESS

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Quintelco Inc.'s Application for a Certificate of Public Convenience to
Provide Local and Long Distance Telecommunications Service

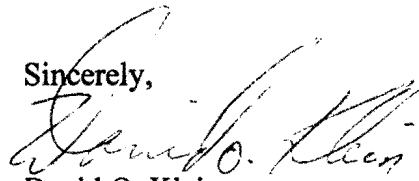
Dear Mr. Waddell:

Enclosed please find an original and one (1) copy of Quintelco, Inc.'s Application for a Certificate of Convenience to provide local and long distance telecommunications services in the State of Tennessee.

At your earliest convenience; please date stamp the extra copy of this cover letter and return it to me in the enclosed postage prepaid envelope.

If you have any questions, or require any other additional information, please do not hesitate to contact me.

Sincerely,


David O. Klein

TENNESSEE REGULATORY AUTHORITY

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



97 JUN 30 AM 11 02

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

EXECUTIVE SECRETARY

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

SECTION A

Part 1: General Information

A. Name of Applicant Quintelco, Inc.

Address 1 Blue Hill Plaza City Pearl River
State NY Zip Code 10965 Phone No. (914) 620-1212

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Attached Hereto as Exhibit #1				

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

Rosalee Klein (914) 620-1212 (914) 620-1717
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) 532-3940

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. Authorized to resell services in California, Delaware, Georgia, Illinois, Kansas, and New York, applying nationwide.

(To be filled out by TRA)

Company ID Number 97-1304

Date Approved _____

Evaluator _____

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 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 II¹.

N. What is the applicant's 10XXX or 800 access code? None

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? All local exchange services and interexchange services.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Direct billing and local exchange carrier billing.

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.

No marketing plans are available at this time.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. The company will obtain customers written authorization then the company will inform its underlying carrier to route traffic through the company's network.

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 _____

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

Attached hereto as Exhibit Two.

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. Attached Hereto as Exhibit Three.

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.

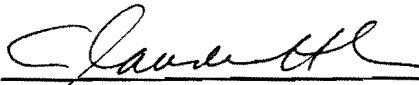
³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

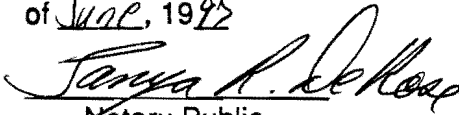
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and 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.

Quintelco, Inc. June 23, 1997
Company Name Date

 6-25-97
Company Official Title

Subscribed and sworn
before me this 23rd day
of June, 1997


Notary Public

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973858
Qualified in New York County
Commission Expires Nov. 19, 1998

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 "QUINTELCO, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2619528 8100

960126707

AUTHENTICATION: 7930455

DATE: 05-02-96