

Company ID: 126536  
United Services Telephone, LLC  
475 Metroplex Drive, Suite 106  
Nashville, TN 37211

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN December 15, 1998

IN RE: CASE NUMBER: 97-01412

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

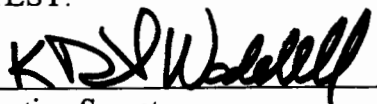
---ORDER---

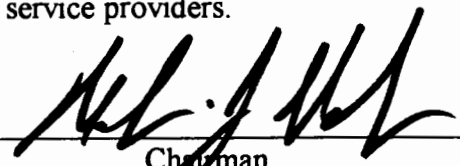

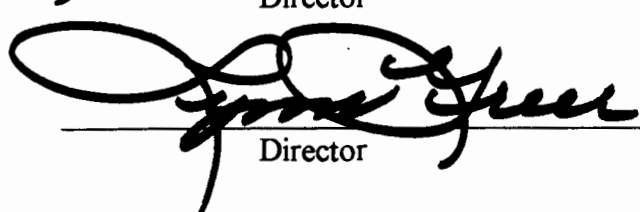
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on December 15, 1998 and concluded that the 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.

ATTEST:

  
Executive Secretary

  
Chairman  
  
Director  
  
Director

# 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]

SECTION A

Part 1: General Information

A. Name of Applicant **United Services Telephone, LLC**  
Address **475 Metroplex Drive, Suite 106** City **Nashville**  
State **Tennessee** Zip Code: **37211** Phone No. **(615) 833-4797**

B. Owner, Partners, or Corporate Officer

| NAME                                   | ADDRESS                        | CITY      | STATE | ZIP CODE |
|--|--------------------------------|-----------|-------|----------|
| Steve T. Bleser, President             | 475 Metroplex Drive, Suite 106 | Nashville | TN    | 37211    |
| Josan, L.L.C.                          | 475 Metroplex Drive, Suite 106 | Nashville | TN    | 37211    |
| John D. Henry, Chief Financial Officer | 475 Metroplex Drive, Suite 106 | Nashville | TN    | 37211    |
|  |                                |           |       |          |
|  |                                |           |       |          |
|  |                                |           |       |          |

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

Name **Steve T. Bleser** Phone No. **(615) 833-4797** Fax No. **(615) 833-4840**  
or  
Name **Connie Wightman** Phone No. **(407) 740-8575** Fax No. **(407) 740-0613**

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-247-6687

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. United Services Telephone, LLC is registered in Kentucky, New Jersey, Texas and Wyoming. The Applicant has applications pending in Arkansas, Idaho, Illinois, Kansas, and New York

(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 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 II<sup>1</sup>
- N. What is the applicant's 10XXX or 800 access code? 1-888-878-8585
- 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? BN1 Quest
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct<sup>2</sup>?  
Company will use third-party clearinghouse for Billing - Currently IntegreTel.
- 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.  
United Services Telephone, intends to market through agents and printed advertising
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.  
United Services Telephone obtains a written letter of agency from its Customers and submits PIC changes to the LEC from these letters of agency.

<sup>1</sup>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.

<sup>2</sup>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 (Limited Liability Company)  
     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.

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.

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)<sup>3</sup>, which includes a toll-free number consumers can call for service problems and refunds.

Not applicable. UST does not offer operator assisted calling.

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<sup>3</sup>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.

United Services Telephone, LLC

Steve T. Bleser  
Steve T. Bleser  
President

Date: August 6, 1997

Subscribed and sworn  
before me this 6th day of August, 1997

David L. Killey  
Notary Public

SEAL

**MY COMMISSION EXPIRES  
ON 2/22/2000**

FILED

ARTICLES OF ORGANIZATION

BOOK 10125 PAGE 383

OF

U.S. TELECONNECT, LLC

The undersigned natural person, having capacity to contract and acting as the organizer of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, Section 48A-2-101 et seq., adopts the following Articles of Organization:

1. The name of the Professional Limited Liability Company is: U.S. TELECONNECT, LLC.

2. The name and address of the Professional Limited Liability Company's initial registered office in Tennessee is:

Rudick J. Murphy, II  
The Ramparts of Brentwood  
155 Franklin Road, Suite 155  
Brentwood, TN 37027

3. The name and address of the organizer is:

Rudick J. Murphy, II  
The Ramparts of Brentwood, Suite 155  
155 Franklin Road  
Brentwood, TN 37027

4. At the date and time of formation there are two (2) or more members. Number of members: Four (4).

5. The Limited Liability Company will be member managed. (Circled ?)

6. Number of members at the date of filing. Four (4).

7. This document is to be effective upon the date of filing.

8. The complete address of the Professional Limited Liability Company's principal office is:

475 Metroplex Drive  
Suite 106  
Nashville, Tennessee 37211  
Davidson County

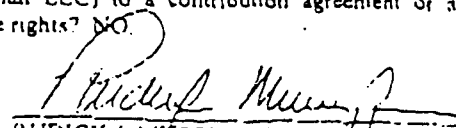
9. The Limited Liability Company has the power to expel a member. (Circled ?)

10. Period of Duration: The term of the LLC shall continue until December 31, 2024 unless earlier terminated in accordance with the provisions of the LLC's Operating Agreement.

11. Other Provisions: None.

12. Do the members, parties (other than LLC) to a contribution agreement or a contribution allowance agreement, have preemptive rights? NO.

DATE 7/13/96

  
RUDICK J. MURPHY, II  
Organizer/Manager authorized to sign by and  
on behalf of the Limited Liability Company

Secretary of State

Corporations Section

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

DATE: 07/18/96  
REQUEST NUMBER: 3194-2672  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 07/18/96 1142  
EFFECTIVE DATE/TIME: 07/18/96 1142  
CONTROL NUMBER: 0315125

TO:  
BLACKARD AND MURPHY  
155 FRANKLIN RD.  
BRENTWOOD, TN 37027

BOOK 10125 PAGE 382

PICK-UP

RECEIVED  
DAVISON COUNTY, TN

96 JUL 18 PM 12:14

1095012

RE:  
U.S. TELECONNECT, L.L.C.  
ARTICLES OF ORGANIZATION -  
LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

5731 07/18 0101 03CHECK 5.00

FOR: ARTICLES OF ORGANIZATION -  
LIMITED LIABILITY COMPANY

ON DATE: 07/18/96

FROM:  
BLACKARD & MURPHY  
155 FRANKLIN RD. 142  
RAMPARTS OF BRENTWOOD  
BRENTWOOD, TN 37027-0000

RECEIVED, \$300.00 \$0.00  
TOTAL PAYMENT RECEIVED, \$300.00

RECEIPT NUMBER: 00001987141  
ACCOUNT NUMBER: 00233721



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE