

Company ID: 00121930

Ameritech Communications International, Inc.  
9525 West Bryn Mawr, Suite 600  
Rosemont, IL 60018BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN July 2, 1998

IN RE: CASE NUMBER: 97-07510


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 May 19, 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:

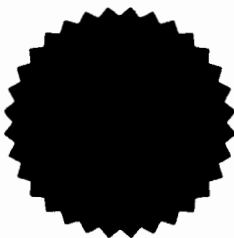
  
Executive Secretary  
Director

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "AMERITECH COMMUNICATIONS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2614174 8100

AUTHENTICATION: 2171648

020799445

DATE: 12-26-02

**CERTIFICATE OF DISSOLUTION  
OF  
AMERITECH COMMUNICATIONS INTERNATIONAL, INC.**

**AMERITECH COMMUNICATIONS INTERNATIONAL, INC.,** a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That dissolution was authorized on December 26 , 2002.

**SECOND:** That dissolution has been authorized by the sole stockholder of the corporation entitled to vote on a dissolution in accordance with the provisions of subsection (c) of Section 275 of the General Corporation Law of the State of Delaware.

**THIRD:** That the names and addresses of the directors and officers of  
**Ameritech Communications International, Inc.** are as follows:

**DIRECTOR**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Steven Grimm	5850 West Las Positas, Pleasanton, CA 94588

**OFFICERS**

<b><u>NAMES</u></b>	<b><u>ADDRESSES</u></b>
Steven Grimm President	5850 West Las Positas, Pleasanton, CA 94588
John di Bene Vice President, General Counsel and Secretary	5850 West Las Positas, Pleasanton, CA 94588
Bill McCracken Vice President	5850 West Las Positas, Pleasanton, CA 94588
Richard T. Solt Treasurer	175 East Houston Street, San Antonio, Texas 78205
Thomas S. Clemons Assistant Treasurer	175 East Houston Street, San Antonio, Texas 78205

TOTAL P.05

IN WITNESS WHEREOF, the sole stockholder of AMERITECH  
COMMUNICATIONS INTERNATIONAL, INC. has executed this certificate this 26th  
day of December 2002.

**SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.**  
The sole stockholder of  
Ameritech Communications International, Inc.

By:



Steven Grimm  
President

# 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: Ameritech Communications International, Inc.  
Address: 9525 West Bryn Mawr, Suite 600  
State: Rosemont, Illinois Zip Code: 60018 Phone No. (847) 928-3273

- B. Owners, Partners, or Corporate Officers:

Applicant is a wholly-owned subsidiary of Ameritech Communications, Inc., a wholly-owned subsidiary of Ameritech Corporation. Applicant's sole director is Patrick J. Earley, and its officers are as follows:

NAME	ADDRESS	CITY	STATE	ZIP CODE
William Kohl, Vice President	9525 West Bryn Mawr, Suite 600	Rosemont	Illinois	60018
Leander R. Valent Vice President - General Counsel & Assistant Secretary	9525 West Bryn Mawr, Suite 600	Rosemont	Illinois	60018
Patrick J. Earley, President	9525 West Bryn Mawr, Suite 600	Rosemont	Illinois	60018
Donna H. Massey, Secretary	9525 West Bryn Mawr, Suite 600	Rosemont	Illinois	60018

- C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.  
Name: Jeffrey R. Lowe Phone No.: (847) 248-3370 Fax No.: (847) 248-3198

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. (800) 707-4444

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

121930

97-07510

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198709, Nashville, TN 37219-8709. Should you have any questions, call (615) 741-3939.

- 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.  
Applicant is authorized by registration, certification, or, where appropriate, on a deregulated basis, to provide interexchange and/or local telecommunications services in the following states: Alabama, Alaska, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee (long distance), Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wyoming.
- H. List any states that you have been denied authority to provide service.  
None
- I. Areas in Tennessee to be served.  
Applicant intends to provide local exchange telecommunications services throughout the State of Tennessee in those areas currently served by BellSouth and any other relevant incumbent facilities-based or other authorized local exchange carriers ("LECs"). To the extent this includes areas in Tennessee which are serviced by incumbent rural LECs that have obtained an exemption from the requirements of §251 of the Federal Telecommunications Act, Applicant does not seek to provide service in these areas.
- 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 your network? If yes, specify amount. N/A
- 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
- 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? 10113
- 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? BellSouth and any other relevant incumbent facilities-based or other authorized LECs.

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<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.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customer direct?<sup>2/</sup> Applicant will bill customers directly. Applicant is currently in the process of preparing a model bill, and will provide the Commission with a copy of such bill when it becomes available.
- 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. Applicant will market its telecommunication services through an in-house sales force.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. N/A
- 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 \_\_\_\_\_ N/A
- 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 carriers' tariffed rates. Yes \_\_\_\_\_ No \_\_\_\_\_ N/A

## 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 A attached hereto.**

- (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 B attached hereto.**

## 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 from 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 C attached hereto.**

## Part IV: Display Card

Attach a copy of the display card to be placed on the aggregator's telephone showing 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. N/A

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<sup>2/</sup> A copy of a bill is required if the applicant is going to bill the customer direct.

<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 aggregators' telephones.

Part V: Rule Compliance Agreement

A. The Local 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.

Ameritech Communications International, Inc.  
Company Name

Leander R. Valent

Company Official  
Leander R. Valent

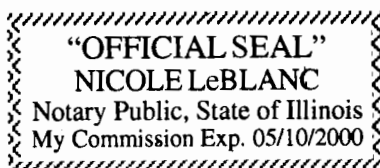
Title

VP and General Counsel

Date: 10/28/97

Subscribed and sworn  
before me this 28 Day  
of Oct, 19 97

Nicole LeBlanc  
Notary Public



Seal



*Office of the Secretary of State*

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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 "AMERITECH COMMUNICATIONS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 1996, AT 1:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7908914

04-16-96

# CERTIFICATE OF INCORPORATION

OF

## AMERITECH COMMUNICATIONS INTERNATIONAL, INC.

1. The name of the corporation is AMERITECH COMMUNICATIONS INTERNATIONAL, INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one (1) share of common stock of the par value of one dollar (\$1.00) per share.

5. The name and mailing address of the incorporator is as follows:

Donna Harris Massey  
Ameritech Corporation  
30 South Wacker Drive  
Chicago, Illinois 60606

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

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9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (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 Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of April, 1996.

  
Donna Harris Massey

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