

Company ID: 00128080  
Telelobe USA, Inc.  
1751 Pinnacle Dr., Suite 1600  
McLean, VA 22102

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN July 13, 1998

IN RE: CASE NUMBER: 98-00032

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

—ORDER—

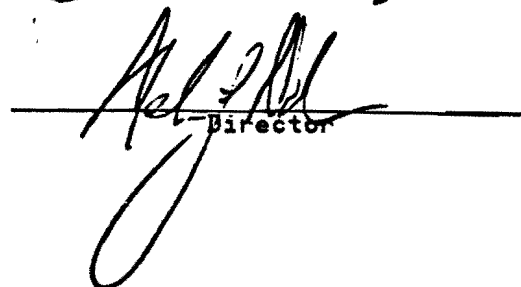
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on April 7, 1998 and concluded that the applicant 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:

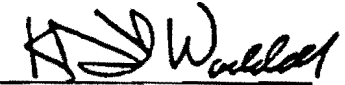
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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

  
Director

ATTEST:

  
Executive Secretary

ORIGINAL

REC'D TN  
TELEGLOBE  
'98 JAN 12 PM 12 24  
OFFICE OF THE  
EXECUTIVE SECRETARY

January 9, 1998

VIA UPS  
(615) 741-2904

K. David Waddell, Executive Secretary  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

Re:     TeleglobE USA Inc.  
        Application for Certificate to Resell Telecommunications Service in Tennessee

Dear Mr. Waddell:

TeleglobE USA Inc. (TUSA) hereby submits for filing an original and three (3) copies of its application for Certificate to resell telecommunications services in Tennessee. A \$50.00 check, payable to the Tennessee Regulatory Authority is attached, to cover the required filing fee.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed, self addressed, stamped envelope. Please direct all questions and correspondence regarding this filing directly to the undersigned.

Very truly yours,



Dorota A. Smith  
Senior Analyst, Regulatory and Tariffs  
(703) 610-5628

RECEIVED  
TELECOMMUNICATIONS DIVISION  
TENNESSEE REGULATORY AUTHORITY

JAN 11 1997

RECEIVED  
TELECOMMUNICATIONS DIVISION  
TENNESSEE REGULATORY AUTHORITY

JAN 12 1997

# 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 Teleglobe USA, INC.  
Address 1751 Pinnacle Drive, Ste. 160 City McLean  
State VA Zip Code 22102 Phone No. (703) 714-6600

B. Owner, Partners, or Corporate Officer See Attachment A

NAME	ADDRESS	CITY	STATE	ZIP CODE

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.  
Dorota Smith (703) 610-5628 (703) 610-5608  
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. 1-800-920-9224

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. CA, CO, CT, DC, FL  
IL, IA, MA, MD, MI, NJ, NY, NE, PA, VA, UT, TX

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

128080

98-00032

H. List any states that you have been denied authority to provide service.

none

I. Areas in Tennessee to be served.

Throughout the 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) carriers

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 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? 10609

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? Applicant will be reselling facility-based networks of other authorized long distance carriers, including AT&T, MCI, Sprint, Worldcom and others.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct<sup>2</sup>? Applicant plans to utilize local company's billing system.

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 plans to market its services through its in-house sales force and through independent marketers. At this time, Applicant does not have agreements with specific independent marketers to sell services in Tennessee

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. When the applicant requests its long distance service to be presubscribed to the Applicant, such customers will be required to sign a letter of Agency or verify its request verbally with a third party authorized by Teleglobe to conduct such verifications on behalf of Teleglobe.

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       

<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 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. See attachment B  
(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 attachment C

**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. See attachment D

**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. N/A

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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.

Teleglobe USA, Inc.

Company Name

Date

Chuck Tievsky

Company Official

Title

Assistant Vice President  
Regulatory Affairs

Subscribed and sworn  
before me this 9<sup>th</sup> day  
of January, 1998

Carroll J. Jander

Notary Public

My Comm. Exps. 5/31, 2000

seal

**TELEGLOBE USA INC.**  
**Application for Certificate**

**ATTACHMENT A**

**Ownership and Corporate Officers**

TUSA is wholly owned by its parent corporation, Teleglobe International Corporation, which in turn is ultimately owned by Teleglobe Inc., a publicly traded corporation headquartered in Montreal, Quebec. The three biggest shareholders include BCE Inc., with 21.88% minority ownership interest (23.15% fully diluted); Telesystem Telecom Ltd., with 19.83% (16.27% fully diluted); and Caisse de depot et placement du Quebec, with 14.17% (11.63% fully diluted). All three companies are headquartered in Canada.

Names and addresses of Applicant's officers and directors are as follow:

**Directors:**

Paolo Guidi	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
Claude Séguin	1000 rue de la Gauchetière ouest Montreal, Quebec H3B 4X5

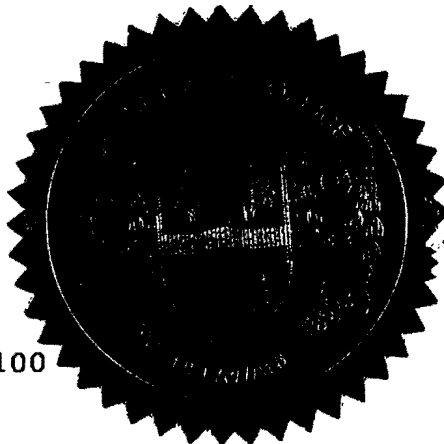
**Officers:**

Paolo Guidi, President and Chief Executive Officer	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
John Cahill, Vice President and General Manager	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
Philip M. Walker, Vice President	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
Marc Van Doorn, Vice President, Finance and Treasurer	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
Denis Richard, Vice President, Law and Secretary	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
Dominique Jacquet, Vice President, Global Network and Chief Information Officer	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
A. Kieran Bustamante - Assistant Secretary	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102
Andrea Bondi - Corporate Controller	1751 Pinnacle Drive, 16 <sup>th</sup> Floor McLean, Virginia 22102

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 AMENDMENT OF "TELEGLOBE INTERNATIONAL (U.S.) INC.", CHANGING ITS NAME FROM "TELEGLOBE INTERNATIONAL (U.S.) INC." TO "TELEGLOBE USA INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 1995, AT 4:30 O'CLOCK P.M.



*Edward J. Freel, Secretary of State*

AUTHENTICATION:

2455505 8100

DATE: 7871027

960074743

03-19-96



CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF

TELEGLOBE INTERNATIONAL (U.S.) INC.

Teleglobe International (U.S.) 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 the Sole Stockholder and all of the members of the Board of Directors of Teleglobe International (U.S.) Inc., by written consent, filed with the minutes of the Corporation resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED: That Article FIRST of the Certificate of Incorporation of the Corporation be amended so that, as amended, said Article FIRST shall be and read in its entirety as follows:

"FIRST. The name of the Corporation is Teleglobe USA Inc."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 103 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Teleglobe International (U.S.) Inc. has caused this Certificate of Amendment to be signed by Richard Teller, its Assistant Secretary, this 19th day of June, 1995.

TELEGLOBE INTERNATIONAL (U.S.) INC.

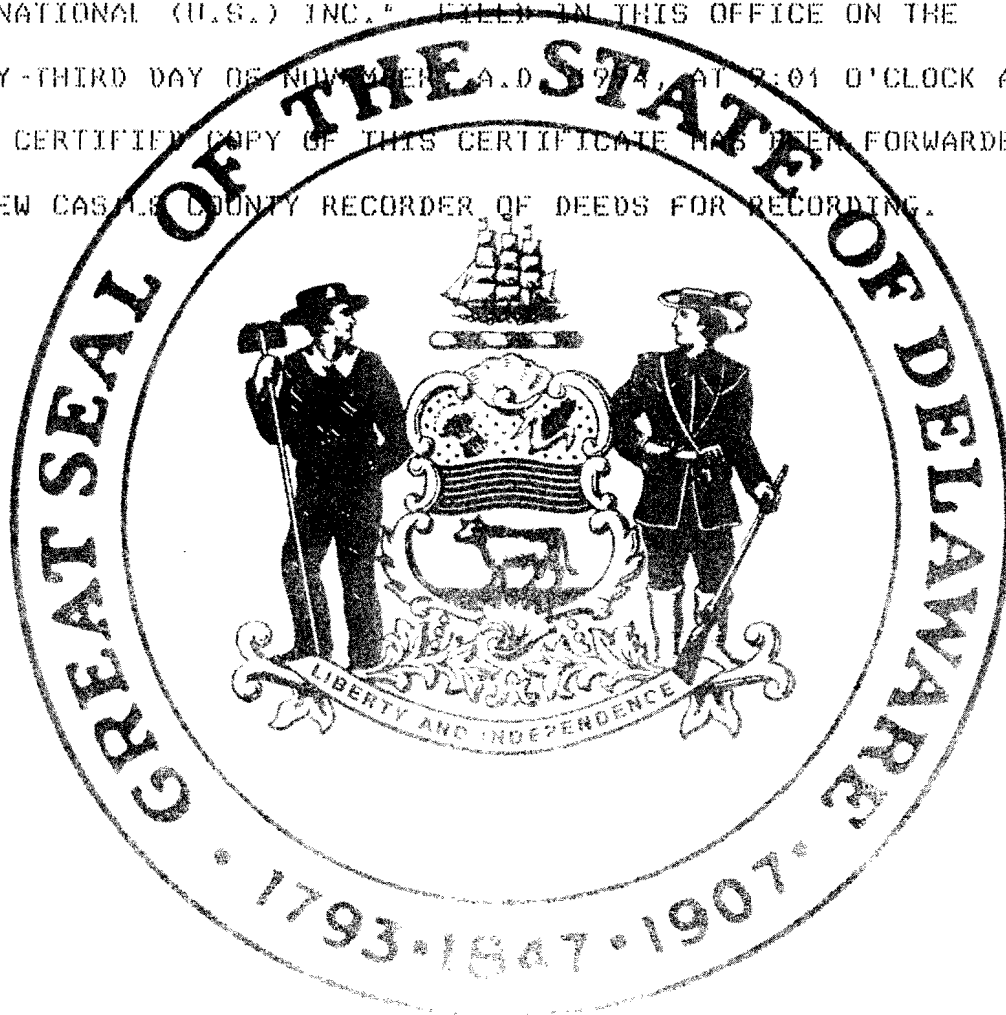
By RT  
Richard Teller, Assistant Secretary

## State of Delaware

## 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 "TELEGLOBE INTERNATIONAL (U.S.) INC." FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER A.D. 1974, AT 7:01 O'CLOCK A.M.

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



2455505 8100

944227223

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7313594

11-23-94

CERTIFICATE OF INCORPORATION  
OF  
TELEGLOBE INTERNATIONAL (U.S.) INC.

1. The name of the Corporation is Teleglobe International (U.S.) Inc.

2. The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is Corporation Service Company.

3. The nature of the business and purposes to be conducted or promoted are as follows:

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 capital stock which the Corporation shall have authority to issue is 1,000 shares; all of such shares shall be common stock without par value.

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

<u>Name</u>	<u>Mailing Address</u>
Richard Teller	Sullivan & Worcester One Post Office Square Boston, MA 02109

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 by-laws of the Corporation.

8. Meetings of the stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provisions 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 by-laws of the Corporation. Written ballots shall not be required for any vote taken by the stockholders of the Corporation.

9. No director shall have personal liability for monetary damage for breach of fiduciary duty as a director to the Corporation or its stockholders, provided that the foregoing shall not eliminate or limit the liability of a director (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, and (iv) for any transaction from which the director derived an 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.

IN WITNESS WHEREOF, I have hereunto set my hand on this 21st day of November, 1994.

  
\_\_\_\_\_  
Richard Teller  
Sole Incorporator

F:\JUE\TEL9\INTERCER.MAS:11/21/94

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/02/98  
REQUEST NUMBER: 3431-0255  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 01/02/98 1112  
EFFECTIVE DATE/TIME: 01/02/98 1112  
CONTROL NUMBER: 0343142

TO:  
TELEGLOBE USA, INC  
1751 PINNACLE DR  
SUITE 1600  
MCLEAN, VA 22102

RE:  
TELEGLOBE USA, 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.

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FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 01/02/98

FROM:  
CSC/USC (1090 VERMONT)  
1090 VERMONT AVE NW  
SUITE 430  
WASHINGTON, DC 20005-0000

	FEES	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00002222893  
ACCOUNT NUMBER: 00265173



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE