

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 Americatel Corporation, d/b/a 10 123 Americatel
and 1010 123 Americatel*
Address 4045 N.W. 97th Avenue City Miami
State FL Zip Code 33178 Phone No. (305) 716-8700

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
See Exhibit A				

- C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Walter P. Jacob, Esq. (202) 429-8970 (202) 293-7783
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. 1-888-801-0123
- 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.
Not applicable
- G. List the state(s) you are authorized to operate in at this time. Massachusetts,
California, New York, Montana, New Jersey, and Rhode Island.

*Americatel has been assigned the number 123 as its three-digit Carrier Identification Code ("CIC"). Until such time as the use of three-digit CICs is discontinued in the United States by order of the Federal Communications Commission, Americatel intends to conduct business in the State of Tennessee under either or both of the fictitious business names 10 123 Americatel and 1010 123 Americatel. Once the use of three-digit CICs has been discontinued, Americatel may cease conducting business under the fictitious business name 10 123 Americatel.

(To be filled out by TRA)
Company ID Number 128084
Date Approved _____
Evaluator _____

98-00065

H. List any states that you have been denied authority to provide service.
None.

I. Areas in Tennessee to be served.

Americatel proposes to provide services throughout the State of Tennessee. See Appendix II.

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 _____ No _____ Not applicable.

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. Please see attached.

N. What is the applicant's 10XXX or 800 access code? 10 123 and 1010 123

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Not at this time.

P. What facility-based network will the applicant be reselling? Americatel is in the process of selecting an interexchange carrier whose services it will resell.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? See Exhibit A

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.
Americatel's target market is US Hispanics, both residential and business customers. Americatel intends to market its services through mass media (print, TV, radio and billboards) to reinforce code usage and price savings.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Not applicable. Americatel will not be providing pre-subscribed services. Americatel will only offer 10XXX services.

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 ☒ 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 ☒ No ☐

Part II: Organization Structure

A. Type of Organization

☐ Individual ☒ Corporation

☐ Partnership ☐ Other (Explain on separate sheet)

B. If partnership and/or Non-resident See Exhibit B.

(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. See Exhibit C.

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.

* Americatel is controlled by Entel Chile, a corporation organized under the laws of Chile. In Chile, a corporation's Articles of Incorporation and By-laws are one and the same document, and thus Exhibit B only contains the By-laws for Entel Chile.

³It 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 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.

Americatel Corp. 1/12/98
Company Name Date
[Signature]
Company Official Title

Subscribed and sworn
before me this 12th day
of Jan., 1998

[Signature]
Notary Public



Ralph R Dyer
My Commission CC661934
Expires July 8, 2001

seal

<u>Shareholder</u>	<u>Citizenship</u>	<u>Address</u>	<u>Principal Business</u>	<u>% of Shares Held</u>
Samsung Chile Holding Limitada	Chile	Puerta Del Sol 55 Oficina 11 Las Condes, Chile	Investments	12.4729

(iii) Seaquins Investments S.A. ("Seaquins") owns 10 percent of Americatel. Seaquins is organized under the laws of the British Virgin Islands, and its address is Quebrada Honda 11721, Santiago, Chile. Its principal business is investments.

II. Officers

Below are the titles, names, and business addresses of the corporate officers of Americatel Corporation.

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
Chief Executive Officer	Jorge Asecio	4045 N.W. 97th Avenue Miami, Florida 33178
Vice President of Corporate and Legal Affairs, Secretary	Alejandro Vargas	4045 N.W. 97th Avenue Miami, Florida 33178
Vice President of Finance and Administration	Daniel Contreras	4045 N.W. 97th Avenue Miami, Florida 33178
Vice President of Engineering and Sales	Roberto Oyarzun	4045 N.W. 97th Avenue Miami, Florida 33178
Vice President of Customer Service and Management Information Systems	Justo Valladares	4045 N.W. 97th Avenue Miami, Florida 33178
Vice President of Long Distance Services	Jose Navarro	4045 N.W. 97th Avenue Miami, Florida 33178
Vice President of Marketing	Matias Arentsen	4045 N.W. 97th Avenue Miami, Florida 33178

III. Directors

Below are the names and business addresses of the directors of Americatel Corporation.

<u>Name</u>	<u>Business Address</u>
Richard Buchi	4045 N.W. 97th Avenue Miami, Florida 33178
Felipe Ureta (Chairman)	4045 N.W. 97th Avenue Miami, Florida 33178
Rene Kreutzberger	4045 N.W. 97th Avenue Miami, Florida 33178
Konrad Burchardt	4045 N.W. 97th Avenue Miami, Florida 33178
Ricardo Cruzat	4045 N.W. 97th Avenue Miami, Florida 33178

Question Q

Americatel contracts with OAN Services, Inc., a billing clearinghouse which provides billing and collection services through a network of billing and collection arrangements with Local Exchange Carriers throughout North America. Customers will receive their bills for Americatel services directly from the Local Exchange Carrier.

Americatel Corporation
Application to Provide
Telecommunications Service
Exhibit B

(1) Americatel's Articles of Incorporation as Amended and Current By-laws

(2) Entel Chile's Current By-Laws

(3) Certificate of Authority (Tennessee)

CERTIFICATE OF INCORPORATION
OF

AMERICATEL CORPORATION

FIRST. The name of the Corporation is:

AmericaTel Corporation

SECOND. 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.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is as follows:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares of Common Stock, \$.01 par value per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

FIFTH. The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ho-Il Kim	Hale and Dorr 60 State Street Boston, MA 02109

SIXTH. In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot.
2. The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

SEVENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH. Except to the extent that the General Corporation Law of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

NINTH. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines

and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

TENTH. 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 this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

EXECUTED at Boston, Massachusetts, on April 29th, 1992.


Incorporator

State of Delaware
Office of the Secretary of State PAGE 1

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 "AMERICATEL CORPORATION", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2296121 8100
971157765

AUTHENTICATION: 8466000
05-14-97
DATE:

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
AMERICATEL CORPORATION**

AmericaTel Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that:

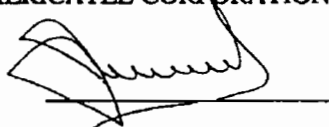
1. The name of the corporation is AmericaTel Corporation.
2. The Certificate of Incorporation of the Corporation is hereby amended by replacing the first sentence of ARTICLE FOURTH with the following sentence in its place:

"The total number of shares of stock which the Corporation shall have authority to issue is 150,000 shares of Common Stock, \$0.01 par value per share."
3. The amendment to the Certificate of Incorporation set forth above has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
4. The effective time of the amendment herein certified shall be the date of filing in accordance with Section 103 of the General Corporation law of the State of Delaware.

Executed and acknowledged this 15th day of May, 1996.

AMERICATEL CORPORATION

By


Enrique Yunis,
President

ATTEST:


Secretary

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 11/13/97
REQUEST NUMBER: 3407-2383
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 11/13/97 1000
EFFECTIVE DATE/TIME: 11/13/97 1000
CONTROL NUMBER: 0340495

TO:
AMERICATEL CORPORATION
4045 NW 97TH AVENUE

MIAMI, FL 33178

RE:
AMERICATEL CORPORATION
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: 11/13/97

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

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

RECEIPT NUMBER: 00002204922
ACCOUNT NUMBER: 00000499



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

BEFORE THE

Tennessee Regulatory Authority

In the Matter of)
)
AMERICATEL CORPORATION)
Petition for a Certificate of Public)
Convenience and Necessity to Operate)
as a Reseller of Telecommunications Services)
Under Chapter 1220-4-2 of the Regulations)
for Telephone Companies of the Tennessee)
Public Service Commission Rules)

ADDITIONAL CERTIFICATION OF COMPLIANCE WITH APPLICABLE LAWS

Americatel Corporation, d/b/a 10 123 Americatel and 1010 123 Americatel,
("Americatel") hereby petitions the State of Tennessee Public Service Commission ("TPSC") for
the issuance of a Certificate of Public Convenience and Necessity, pursuant to Rule 1220-4-2-.57
of the TPSC Regulations for Telephone Companies. In support thereof, Americatel is submitting
an Application for Certificate to Provide Operator Services and/or Resell Telecommunications
Services in Tennessee and the following additional certification:

As applicant for a Certificate of Public Convenience and Necessity from the TPSC,
Americatel hereby affirms that it is operating in compliance with all the applicable federal and
state laws and all applicable rules of the Federal Communications Commission.

Respectfully submitted,

AMERICATEL CORPORATION

By: 

Title: Chief Exec. Officer

Date: 1/12/98



RECEIVED

AUG 30 2010

TN REGULATORY AUTHORITY
UTILITIES DIVISION

August 24, 2010
Via U.S. Mail

Ms. Sharla Dillon, Dockets & Records Manager
Utilities Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**Re: Notification of Address Change for
AmericaTel Corporation**

Dear Ms. Dillon:

The purpose of this letter is to advise the Commission of a change to AmericaTel Corporation's address and telephone number. Please adjust your records to reflect this information should you need to contact the Company.

The new Contact information is:

AmericaTel Corporation
433 East Las Colinas Boulevard, Suite 400
Irving, Texas 75039
Telephone: (214) 432-1453

If you have any questions regarding the enclosed material, please call me at (407) 740-3001 or by e-mail at tforte@tminc.com. Thank you for your assistance in this matter.

Sincerely

Thomas M. Forte
Consultant to AmericaTel Corporation

TMF/mp

cc: Scott Klopach – AmericaTel (e-mail)
file: AmericaTel - TN

ORIGINAL

LAW OFFICES
LEVENTHAL, SENTER & LERMAN P.L.L.C.

SUITE 600
2000 K STREET, N.W.
WASHINGTON, D.C. 20006-1809

January 26, 1998

NORMAN P. LEVENTHAL
MEREDITH S. SENTER, JR.
STEVEN ALMAN LERMAN
RAUL R. RODRIGUEZ
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BRIAN M. MADDEN
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ROSS G. GREENBERG
JOHN D. POUTASSE
MATTHEW H. BRENNER

TELEPHONE
(202) 429-8970

TELECOPIER
(202) 293-7783

WWW.LSL-LAW.COM

WRITER'S DIRECT DIAL
202-416-6751

WRITER'S E-MAIL
WJACOB@LSL-LAW.COM

VIA FEDERAL EXPRESS

Mr. Scott Trout
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**Re: Application of Americatel Corporation for Certificate to Resell
Telecommunications Services Within the State of Tennessee**

Dear Mr. Trout:

On behalf of Americatel Corporation, d/b/a 10 123 Americatel and 1010 123 Americatel ("Americatel"), enclosed herewith please find an original and one (1) copy of Americatel's Application for Certificate to Resell Telecommunications Services Within the State of Tennessee. Also enclosed is a check for \$50.00, made payable to Tennessee Regulatory Authority, to cover the fee associated with this filing.

Please note the following:

1. It is Americatel's understanding that a reseller who is not offering operator services is permitted to submit a tariff with its application, and an original and one (1) copy of Americatel's Tennessee Tariff No. 1 are therefore enclosed herewith. The enclosed tariff bears no issued or effective dates, as Americatel has not yet been granted authority to provide service in

LEVENTHAL, SENTER & LERMAN P.L.L.C.

Mr. Scott Trout
January 26, 1998
Page -2 -

Tennessee. Upon receiving such grant, Americatel will file a tariff bearing those dates.

2. Americatel is currently in the process of seeking authorization to do business in Tennessee under the names "10 123 Americatel" and "1010 123 Americatel."

Please date-stamp the enclosed "Return Copy" of this filing and return it in the stamped, self-addressed envelope enclosed for that purpose.

Please direct any questions regarding this matter to the undersigned.

Respectfully yours,

A handwritten signature in black ink, appearing to read "Walter P. Jacob", with a long horizontal flourish extending to the right.

Walter P. Jacob

Enclosures