

Nashville, Tennessee

ORDER GRANTING CANCELLATION OF AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES

K. David Waddell

Company ID: 128112

FaciliCom International, LLC
1401 New York Avenue, N.W., 8th Floor
Washington, DC 20005

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN January 12, 1999

IN RE: CASE NUMBER: 98-00122

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 January 12, 1999 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.

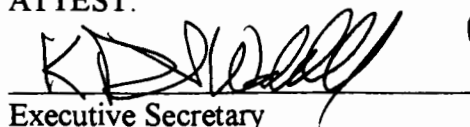
IT IS THEREFORE ORDERED:

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

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, CHAIRMAN
Sara Kyle, COMMISSIONER
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 FaciliCom International, L.L.C. ("FCI")
Address 1401 New York Avenue, N.W., 8th Floor
State Washington, D.C. Zip Code 20005 Phone No. (202) 496-1100
- B. Owner, Partners, or Corporate Officers See Exhibit 1.

NAME	ADDRESS	CITY	STATE	ZIP CODE

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

FCI will conduct its Tennessee operations from its headquarters in Washington, D.C. The contact person is:

<u>Linda Jacobsen</u>	<u>(202) 496-1100</u>	<u>(202) 496-1109</u>
Name	Tennessee 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. Consumers may contact Harvey Stolze by calling 1-800-272-4828 or writing to him at FCI's above address.
- E. Check the type of telecommunications 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.
FCI will not be providing operator services at this time.
- G. List the state(s) you are authorized to operate in at this time. See Exhibit 2.

(To be filled out by TRA)
Company ID Number 128112
Date Approved _____
Evaluator [Signature]

98-00122

- H. List any states that you have been denied authority to provide service.
FCI has not been denied authority in any jurisdiction in which it intends to provide service
- 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, Pay phones)
d. Other (specify) Carrier
- 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.^{1/}
- N. What is the applicant's 10XXX or 800 access code N/A
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? FCI intends to provide interexchange services through the resale of services provided by other carriers' facilities and has no plans at this time for constructing or installing facilities in Tennessee.
- P. What facility-based network will the applicant be reselling? FCI has not yet made this determination. FCI will, however, use only certificated carriers. FCI will make its selection based upon its analysis of cost, suitability, and quality of service.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{2/} Customers will either be billed directly by FCI or its intermediary, or charges will be incurred on the subscriber's regular home or business telephone bill pursuant to billing and collection agreements established by FCI or its intermediary with the applicable telephone company. See Exhibit 3 for sample bill.
- 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. See Exhibit 4
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. FCI provides its services primarily on a wholesale basis with its customers' requests for services documented by contract. The company's retail customers access its network via prepaid or post-paid calling cards.
- 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 _____

^{1/} 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.

^{2/} A copy of a bill is required if the applicant is going to bill the customer direct.

Part II: Organization Structure

A. Type of Organization

_____ Individual _____ Corporation
_____ Partnership X Other (Explain on separate sheet) See **Exhibit 5**.

B. If partnership and/or Non-resident See Exhibit 6.

- (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 7**.

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)^{2/}, which includes a toll-free number consumers can call for service problems and refunds.

Not applicable. Applicant will not be providing operator services to call aggregators.

^{2/} 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.

FaciliCom International, L.L.C.

Company Name

January , 1998

Date

Jeffrey J. Goy
Company Official

Title

Vice-President

Subscribed and sworn before me
this 2nd day of February, 1998.

Sheron E. Bowman
Notary Public

My Commission Expires
on _____

SHERON E. BOWMAN
Notary Public, State of Tennessee
My Commission Expires October 14, 2001

seal

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 "FACILICOM INTERNATIONAL, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF APRIL, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2504594 8300

971131624

AUTHENTICATION:

8433320

DATE:

04-23-97

State of Tennessee



Department of State
Corporation Section

APPLICATION FOR
CERTIFICATE OF AUTHORITY

For Office Use Only
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97 APR 24 AM 11:23
FILED
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR: FaciliCom International, L.L.C.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48A-45-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: FaciliCom International, L.L.C.

If different, the name under which the certificate of authority is to be obtained is:

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48A-7-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48A-7-101(1D).

2. The state or country under whose law it is formed is: Delaware

3. The date of its organization is: May 5, 1995 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

1401 New York Avenue, N.W., Suite 800 Washington, DC 20005

Street

City/State

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

500 Tallan Building,
Two Union Square, Chattanooga, Tennessee

Hamilton

37402-2571

Street

City/State

County

Zip Code

The name of its registered agent at that office is: Corporation Service Company

6. Please insert the number of members at the date of filing 2

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

April 17, 1997

Signature Date

Manager

Signer's Capacity

FaciliCom International, L.L.C.

Name of Limited Liability Company

Kirby J. Campbell

Signature

Kirby J. Campbell
Name (typed or printed)

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 LIMITED LIABILITY COMPANY OF
"FACILICOM INTERNATIONAL, L.B.C." FILED IN THIS OFFICE ON THE
FIFTH DAY OF MAY, A.D. 1995, AT 9 O'CLOCK A.M.



2504594 8100
971099555


Edward J. Freel, Secretary of State

AUTHENTICATION: 8401538
04-02-97

DATE:

CERTIFICATE OF FORMATION

OF

**FACILICOM INTERNATIONAL, L.L.C.
A LIMITED LIABILITY COMPANY**

FIRST: The name of the limited liability company is:

FACILICOM INTERNATIONAL, L.L.C.

SECOND: Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 5th day of May, A.D. 1995.

Shrak Thomas
Authorized Person