

Company ID: 128118  
Net2000 Group, Inc.  
8614 Westwood Center Drive, Suite 700  
Vienna, VA 22182

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

IN RE: CASE NUMBER: 98-00164

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

---ORDER---

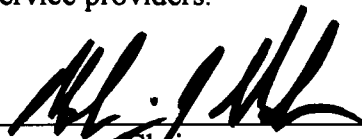

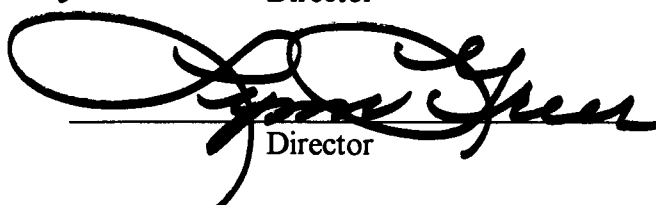
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on December 15, 1998 and concluded that the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

**FILED****APPLICATION FOR CERTIFICATE OF AUTHORITY FOR**

Net2000 Group, Inc.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation 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 corporation is Net2000 Group, Inc.

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 corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).)

2. The state or country under whose law it is incorporated is Delaware3. The date of its incorporation is 10/1/97 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_4. The complete street address (including zip code) of its principal office is \_\_\_\_\_  
8614 Westwood Center Dr., Ste. 700, Vienna, VA 22182

Street	City	State/Country	Zip Code
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5. The complete street address (including the country and zip code) of its registered office in this state is

<u>500 Taltan Building, Two Union Square</u>	<u>Chattanooga, TN</u>	<u>Hamilton</u>	<u>37402-2571</u>
Street	City/State	County	Zip Code

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

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

<u>Clayton Thomas, Pres./Secy.</u>	<u>8614 Westwood Ctr. Dr., Ste. 700, Vienna, VA 22182</u>
<u>Bruce Bednarski, V.P./Treas.</u>	<u>8614 Westwood Ctr. Dr., Ste. 700, Vienna, VA 22182</u>
<u>Peter Callowhill, V.P.</u>	<u>8614 Westwood Ctr. Dr., Ste. 700, Vienna, VA 22182</u>
<u>Corlyn Marsan, V.P.</u>	<u>8614 Westwood Ctr. Dr., Ste. 700, Vienna, VA 22182</u>

7. The names and complete business addresses (including Zip code) if its current board of directors are: (Attach separate sheet if necessary.)

<u>Clyde Heintzelman</u>	<u>8614 Westwood Center Dr., Ste. 700, Vienna, VA 22182</u>
<u>Eric Geis</u>	<u>8614 Westwood Center Dr., Ste. 700, Vienna, VA 22182</u>
<u>Reid R. Miles</u>	<u>8614 Westwood Center Dr., Ste. 700, Vienna, VA 22182</u>

8. The corporation is a corporation for profit.

~~9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is~~

\_\_\_\_\_, 19\_\_\_\_ (date), \_\_\_\_\_ (time).

(NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.)

## State of Delaware

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## Office of the Secretary of State

19 JUL 27 1998

SECRET I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NET2000 GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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981227855



9135467

06-12-98

*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

(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 corporate records in the state or country under whose law it is incorporated. The Certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.)

July 15, 1998  
Signature Date

President  
Signer's Capacity

Net2000 Group  
Name of Corporation

[Signature]  
Signature

CA Thomas, Jr.  
Name (typed or printed)

SS-4431 (Rev. 7/93)

**TENNESSEE PUBLIC SERVICE COMMISSION**

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN  
STEVE HEWLETT, COMMISSIONER  
SARA KYLE, COMMISSIONER



**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL INTEREXCHANGE  
TELECOMMUNICATION SERVICES IN TENNESSEE  
[RULE 1220-4-2-.57]**

REC'D TN  
REGULATORY AUTH.  
98 FEB 23 AM 10 30  
OFFICE OF THE  
EXECUTIVE SECRETARY

**SECTION A**

Part 1: General Information

A. Name of Applicant Net2000 Group, Inc.  
Address 8614 Westwood Center Drive, Suite 700, Vienna  
State VA Zip Code 22182 Phone No. (703) 848-8800

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

NAME	ADDRESS	CITY	STATE	ZIP CODE

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.  
Not applicable ( ) - ( ) -  
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. (800) 220-6382

E. Check the type of telecommunication services you plan to provide in Tennessee.  
☒ Resell Interexchange long distance 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. Georgia,  
Massachusetts and Maryland

(To be filled out by PSC)  
Company ID Number 128118  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

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

- H. List any states that you have been denied authority to provide service.  
None.
- I. Areas in Tennessee to be served.  
Statewide.
- 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 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'.  
\_\_\_\_\_
- N. What is the applicant's 10XXX or 800 access code? None
- 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? The Applicant has not yet determined which underlying carrier's services it will resell.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?<sup>2</sup> The applicant will bill customers directly.  
(See Exhibit B).
- 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.  
Net2000 will market through in-person calls, phone solicitation, television, print and radio.  
\_\_\_\_\_  
\_\_\_\_\_
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. In compliance with FCC rules, Net2000 will verify PIC change requests using a Letter of Authorization or an independent third party agent.  
\_\_\_\_\_  
\_\_\_\_\_

<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 tarified rates. Yes        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 Exhibit C

(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 D  
(To be late-filed)

## 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 E.

## 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.

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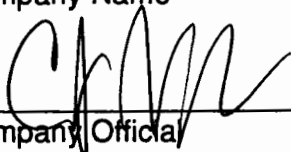
<sup>3</sup>It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

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 Public Service Commission's (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 TPSC Interexchange Reseller Rules and all other applicable Commission 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.

Net2000 Group, Inc.      2/19/98  
Company Name      Date

      President  
Company Official      Title

Subscribed and sworn  
before me this \_\_\_\_ day  
of \_\_\_\_\_, 19\_\_

\_\_\_\_\_  
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 "NET2000 GROUP, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 1997, AT 4:30 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:

8681930

DATE:

10-01-97