

Company ID: 00128162

Western Tele-Communications, Inc./
Retail Sales Group d/b/a People Link by TCI
5619 DTC Parkway
Englewood, CO 80111

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN September 1, 1998

IN RE: CASE NUMBER: 98-00352

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 September 1, 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.

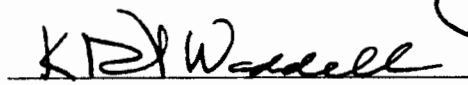
IT IS THEREFORE ORDERED:

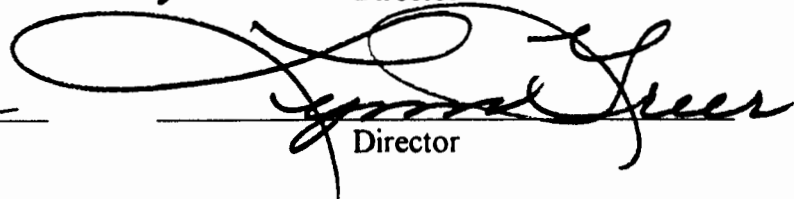
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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

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

Western Tele-Communications, Inc./Retail Sales

A. Name of Applicant Group d/b/a People Link by TCI
Address 5619 DTC Parkway City Englewood
State CO Zip Code 80111 Phone No. (303) 267 - 5699

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
	See Exhibit 1			

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Tiffany L. Russo, Esq. (303) 267 - 5699 (303) 488 - 3208
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. See Exhibit 2

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. N/A

G. List the state(s) you are authorized to operate in at this time. NV, ID, UT, MI, IA,
WY, MT, IN, NJ, PA, WA, KS, NE, OR, PA, ND, RI

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

128162
98-00352

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. 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 II¹.

N. What is the applicant's 10XXX or 800 access code? Not yet established.

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? Athena International, L.L.C. for prepaid calling cards; IXC Communications, Inc. for direct dial.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Applicant will use CSG Systems, Inc., as its third-party provider for billing and collections for LD service.

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 use its national sales force and marketing program located in Denver, Colorado, to promote its services in Tennessee.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. See Exhibit 3

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 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 Exhibit 4
(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 5

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 6**

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. N/A

³It 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.

Western Tele-Communications, Inc./
Retail Sales Group

Company Name _____ Date _____

Company Official _____ Title _____

Robert J. Lemming
Executive Vice-President

Subscribed and sworn
before me this 6th day
of May, 1998

E. Jean Reddy
Notary Public

My Commission Expires November 22, 1998
5619 DTC Parkway
Englewood, CO 80111



**ARTICLES OF INCORPORATION
OF**

WTCI OF WYOMING, INC.

The undersigned incorporator, a natural person, desires to form a body corporate under the laws of the State of Colorado and does execute, sign, acknowledge, file, record, and deliver in duplicate to the Colorado Secretary of State these Articles of Incorporation:

ARTICLE I - NAME

951129044 0 \$50.00
SECRETARY OF STATE
10-19-95 13:01

The name of this Corporation shall be: **WTCI of Wyoming, Inc.**

ARTICLE II - INITIAL PRINCIPAL OFFICE

The address of the initial principal office of this Corporation is 5619 DTC Parkway, Englewood, Colorado 80111.

ARTICLE III - REGISTERED AGENT AND OFFICE

The address of the registered office of this Corporation is 5619 DTC Parkway, Englewood, Colorado 80111. The name of the registered agent at such address is Stephen M. Brett.

ARTICLE IV - CAPITAL

The aggregate number of shares of capital stock which this Corporation shall have authority to issue is 10,000 shares, with a par value of \$1.00 each. The shares of this class of common stock shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution. Cumulative voting shall not be allowed in the election of directors of this Corporation or otherwise.

ARTICLE V - DIRECTORS

The governing body of this Corporation shall be a board of directors. The number of directors may, from time to time, be increased or decreased in such manner as shall be provided by the bylaws of this Corporation. The powers of the board shall commence upon the acceptance for filing of these Articles of Incorporation by the Colorado Secretary of State.

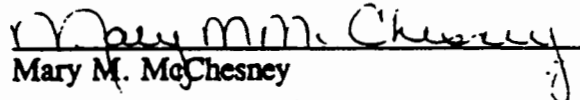
The initial board of directors of this Corporation shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Stephen M. Brett	5619 DTC Parkway Englewood, Colorado 80111
John C. Malone	5619 DTC Parkway Englewood, Colorado 80111
Larry E. Romrell	5619 DTC Parkway Englewood, Colorado 80111


ARTICLE VI - INCORPORATOR

<u>Name</u>	<u>Address</u>
Mary M. McChesney	5619 DTC Parkway Englewood, Colorado 80111

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation on October 18, 1995.


Mary M. McChesney

Stephen M. Brett hereby consents to the appointment as the initial registered agent for
WTCI OF WYOMING, INC.



Stephen M. Brett
Initial Registered Agent



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

WTCI OF WYOMING, INC.
(COLORADO CORPORATION)

file # 951129044 was filed in this office on OCTOBER 19, 1995, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: OCTOBER 19, 1995

Victoria Buckley

SECRETARY OF STATE

Secretary of State

Corporations Section

ames K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/20/98
REQUEST NUMBER: 3475-0382
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 03/20/98 0950
EFFECTIVE DATE/TIME: 03/20/98 0950
CONTROL NUMBER: 0347696

TO:
WESTERN TELE-COMMUNICATIONS, INC/RETAIL
5619 DTC PKWY

ENGLEWOOD, CO 80111

RE:
WESTERN TELE-COMMUNICATIONS, INC./RETAIL SALES GROUP
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: 03/20/98

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

NASHVILLE, TN 37212-0000

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

RECEIPT NUMBER: 00002272568
ACCOUNT NUMBER: 00000499



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Western Tele-Communications, Inc/Retail Sales Group

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 Western Tele-Communications, Inc/Retail Sales Group

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 Colorado

3. The date of its incorporation is October 19, 1995 (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

5619 DTC Parkway, Englewood, CO 80111

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in this state is

500 Tallan Building,

Street	City/State	County	Zip Code
<u>Two Union Square,</u>	<u>Chattanooga, Tennessee</u>	<u>Hamilton</u>	<u>37402-2571</u>

The name of its registered agent at that office is
The Prentice-Hall Corporation System, Inc.

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

See attached officers/directors rider

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

See attached officers/directors rider

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).

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

Western Tele-Communications, Inc/Retail Sales Group

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 Western Tele-Communications, Inc/Retail Sales Group

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 Colorado

3. The date of its incorporation is October 19, 1995 (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

5619 DTC Parkway, Englewood, CO 80111

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in this state is

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