

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

NEW YORK, N.Y.

LOS ANGELES, CA.

MIAMI, FL.

CHICAGO, IL.

STAMFORD, CT.

PARSIPPANY, N.J.

BRUSSELS, BELGIUM

HONG KONG

AFFILIATED OFFICES

NEW DELHI, INDIA

TOKYO, JAPAN

EXECUTIVE SECRETARY

WRITER'S DIRECT LINE

(202) 955-9767

WRITER'S E-MAIL

apruitt@kelleydrye.com

June 30, 1998

VIA EXPRESS MAIL

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**RECEIVED
ADMINISTRATIVE**

JUL 01 1997

TN REGULATORY AUTHORITY

Re: Application of Affinity Network, Inc. for Authority to Provide
Resold Long Distance Service

Dear Mr. Waddell:

Enclosed for filing on behalf of Affinity Network Services, Inc., please find an original and 13 copies of an application to provide intrastate telecommunications services on a resale basis. Also enclosed is a check in the amount of \$50.00 to cover the requisite filing fee.

Finally, enclosed is a duplicate copy of this filing. Please date-stamp the duplicate and return in the envelope provided. If you have any questions regarding this filing, I can be reached at (202) 955-9767.

Sincerely,

Andrea D. Pruitt

Andrea D. Pruitt, Esq.

cc: Scott Troutt

VOUCHER NO. 177-100810

CH 04975 SRC. 281.03

AMT. REC. 50.00

DEPOSIT DATE 7/2/98

COID 115910
98-00453

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RECD TN

RECEIVED WASH.

JUN 1 11 3 00

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EXECUTIVE SECRETARY

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June 30, 1998

VIA EXPRESS MAIL

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
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Sincerely,

Andrea D. Pruitt

Andrea D. Pruitt, Esq.

cc: Scott Troutt

115910

98-00453

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 Affinity Network Inc.

Address 3550 Wilshire Boulevard, Suite 150 City Los Angeles
State CA Zip Code 90010 Phone No. (702) 547 - 8692

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Samuel P. Delug	4380 Boulder Hwy.	Las Vegas	NV	89121
Robert Lichtenstein	4380 Boulder Hwy.	Las Vegas	NV	89121

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Marlo Oliver (702) 547 - 8692 (702) 547 - 3413
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Andrea Pruitt (202) 955 - 9767 (202) 955 - 9792
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. 800-772-4667

E. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Resell local services

☐ Other (describe) _____

(To be filled out by TRA)

Company ID Number 78-00453

Date Approved _____

Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615)741-7489, ext. 163.

115910

- 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) that the applicant is authorized to operate in at this time. Applicant is
authorized where required, throughout the United States except Alaska, Hawaii and Oklahoma.

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

See Exhibit A. ANS is affiliated with NOS Communications.

- H. List any states that the applicant has been denied authority to provide service.
None.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

1. **Areas in Tennessee to be served.**
Statewide.

- J. What type of customers will the applicant serve?**

- a. Business x
b. Residential x
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

- K. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its 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 ☐

- 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. See attached.

- N. What is the applicant's 10XXX or 800 access code, if applicable? 10555

- 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(s) will the applicant be reselling? Applicant will be reselling
the services of WilTel, Inc.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Applicant will be using a third-party billing agent.

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 directly.

- 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 market through in-person sales calls, phone solicitation, television, print and radio advertising.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. In compliance with FCC rules and regulations.
Applicant will verify PIC changes using a Letter of Authorization or an independent third party agent.
- 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 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 Exhibit 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 Exhibit D.

Part IV: Display Card

If applicable, 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.

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 Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) 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 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.

Affinity Network, Inc.

Company Name

Date

[Signature] Treasurer/Exec. V.P.
Company Official Title

Subscribed and sworn
before me this 26th day
of June 19 98

[Signature]
Notary Public



seal

EXHIBIT A

The following is a summary of the number and nature of the complaints received by NOS from its customers in 1997.

The total number of complaints received by NOS from its customers in 1997 was 109. Some complaints raised more than one issue. The following definitions cover the issues raised by NOS customers in 1997. Each definition includes the number of times such an issue was raised in a complaint, and an explanation as to how such an issue was addressed by NOS.

The complaints catalogued below reflect the point of view of the customer, as expressed in their complaint, and do not necessarily reflect the actual factual situation in each instance.

Slamming NOT NOS: Allegations of the unauthorized switching of a customer's long-distance phone service by companies other than NOS. This issue was raised 23 times in 1997. Often these were complaints sent to NOS by an agency or individual who had the identity of NOS confused with another long-distance carrier. NOS handles such complaints by informing the agency and customer that the offending company is not NOS, and then by giving whatever information NOS has available in order to assist the agency or customer in locating the responsible party.

Rate Increase: Complaints about increases in Tariffs. This issue was raised 18 times in 1997. These complaints are from customers who are upset that NOS has legally raised its tariffed rates. NOS handles such complaints by explaining to the customer that NOS has the legal right to raise its rates through the tariff process. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

Slamming NOS: Allegations of the unauthorized switching of a customer's long-distance phone service by NOS. This issue was raised 13 times in 1997. Often former customers raise this issue when data entry mistakes are made during the cancellation of their service. This issue has also arisen when a customer orders the service from NOS and then cancels immediately, causing a temporary switch in their service. NOS handles such complaints by identifying where the technical error exists, and assisting the customer in transporting its phone service to its chosen service provider, while paying for fees incurred by the customer during this process.

Billing Error: Allegations of miscalculations in billing statements. This issue was raised 13 times in 1997. NOS handles such complaints by investigating the customers billing for errors, and issuing courtesy credits to the customer when an error has occurred.

TCU: Complaints involving confusion over NOS's "Total Cost Unit" tariffed billing structure. This issue was raised 9 times in 1997. NOS handles such complaints by explaining to the customer how NOS's tariffed TCU billing structure is used to calculate their bill. Additionally, NOS, wherever possible, in order to keep an existing customer,

or return a former NOS customer to its service, will issue courtesy credits to the customer.

Rate Representations: Allegations of misrepresentations in rates promised to future customers by NOS representatives during the customer acquisition process. This issue was raised 10 times in 1997. NOS handles such complaints by examining what representations were made to the customer during the acquisition process, and discussing the representations with the customer to eliminate any confusion the customer may have experienced during those discussions. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

Representations: Allegations of false statements not relating to billing issues made by NOS representatives during the customer acquisition process. This issue was raised 9 times in 1997. NOS handles such complaints by examining what representations were made to the customer during the acquisition process, and discussing the representations made with the customer to eliminate any confusion the customer may have experienced during those discussions. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

Rate Notice: Complaints that no notice of new tariffs was given prior to an increase in rates. This issue was raised 8 times in 1997. NOS attempts to inform its customers of increases in tariffed rates through periodic billing inserts. However, notice is not required for properly filed tariff increases, and even when prior notice is given, it can be overlooked by a customer when received. NOS handles such complaints by explaining to the customer that tariffed rates do change occasionally. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

Do Not Call: Allegations of unwanted telephone or fax solicitations. This issue was raised 5 times in 1997. NOS handles such complaints by immediately putting the complaining company or individual on a do not call list, and removing the entities' number from NOS's customer acquisition database.

Service Disruption: Technical service problems with phone transmission not involving "provisioning" problems. This issue was raised 3 times in 1997. NOS attempts to provide the highest quality service in the industry. However, technical disruptions in service can occur. NOS handles such complaints by assuring that the service problem is resolved as soon as possible. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

Cancellation: Complaints of technical errors or delays in canceling an existing NOS customer's service. This issue was raised 3 times in 1997. NOS handles such complaints by identifying where the technical error exists, and assisting the customer in

transporting its phone service to its chosen service provider, while paying for fees incurred by the customer during this process.

Fees & Surcharges: Complaints regarding monthly surcharges and fees. Includes confusion over the format of NOS's billing statements in reference to taxes, fees or other surcharges. This issue was raised 3 times in 1997. NOS handles such complaints by first identifying whether technical billing error exists and correcting the error if one exists. If no error exists, then a NOS representative will explain to the customer the reason for each individual charge to eliminate any confusion the customer may have had. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

Provisioning: Complaints regarding technical or human errors made while bringing customers onto NOS's service. This issue was raised 1 time in 1997. NOS handles such complaints by identifying any technical errors that exist and correcting the errors. Additionally, NOS, wherever possible, in order to keep an existing customer, or return a former NOS customer to its service, will issue courtesy credits to the customer.

EXHIBIT B

A394463



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 24 1990



March Fong Eu

Secretary of State

A394463

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

ENDORSED
FILED
In and to the Secretary of State
of the State of California

OCT 23 1990

MARCH FONG EU, Secretary of State

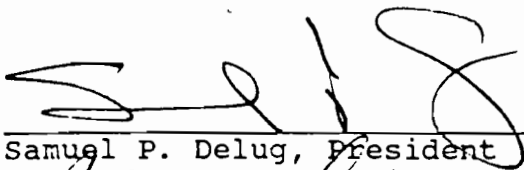
Samuel P. Delug and Robert A. Lichtenstein certify that:


1. They are the president and the secretary, respectively of Affinity Network Incorporated, a California corporation.
2. Article IV of the articles of incorporation of this corporation is amended to read as follows:

"This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is one million (1,000,000)."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: October 11, 1990


Samuel P. Delug, President


Robert A. Lichtenstein, Secretary



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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OCT 24 1990



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED
Office of the Secretary of State
State of California

OCT 23 1990

MARCH FONG EU, Secretary of State

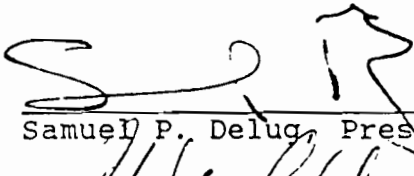
Samuel P. Delug and Robert A. Lichtenstein certify that:

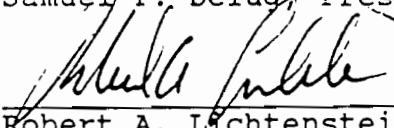
1. They are the president and the secretary, respectively of Affinity Network Incorporated, a California corporation.
2. The articles of incorporation of this corporation are amended to add Article VII to read as follows:

"All corporate actions requiring the approval of the shareholders, other than the election or removal of directors and the making of an election to wind up and dissolve the corporation, must be approved by the holders of sixty-six and two-thirds percent of the outstanding shares."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: October 10, 1990


Samuel P. Delug, President


Robert A. Lichtenstein, Secretary

A384535



State of California

OFFICE OF THE SECRETARY OF STATE

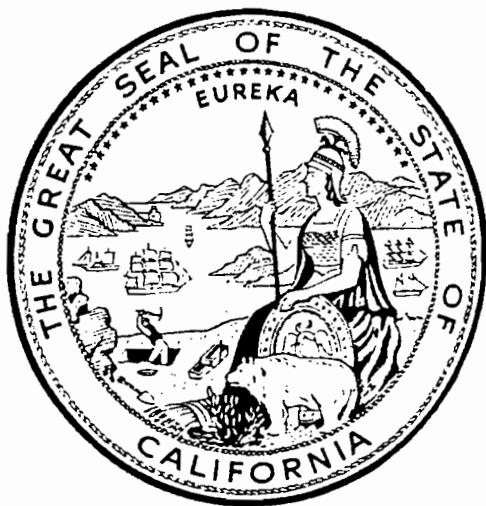
CORPORATION DIVISION

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IN WITNESS WHEREOF, I execute
this certificate and affix the Great
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APR 02 1990



March Fong Eu

Secretary of State

A384535

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
APR 2 1990
MARCH FONG EU, Secretary of State

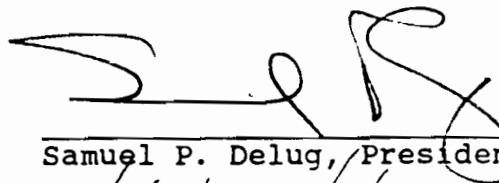
Samuel P. Delug and Robert A. Lichtenstein certify that:

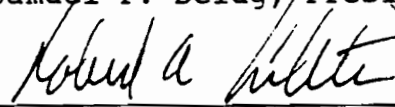
1. They are the president and the secretary, respectively of National Communications Network, Inc., a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:

"The name of this corporation is Affinity Network Incorporated."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 19, 1990



Samuel P. Delug, President


Robert A. Lichtenstein, Secretary



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG - 9 1969



March Fong Eu

Secretary of State

ENDORSED
FILEDin the office of the Secretary of State
of the State of CaliforniaARTICLES OF INCORPORATION
OF
NATIONAL COMMUNICATIONS NETWORK, INC.

AUG - 9 1989

I

MARCH FONG EU, Secretary of State

The name of this corporation is National Communications Network, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name in the State of California of this corporation's initial agent for service of process is:

C T Corporation System

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is ten thousand (10,000).

V

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to this corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

DATED: August 9, 1989

Christopher Steadman
Christopher Steadman, Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 07/25/95

REQUEST NUMBER: 3035-0180

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 07/25/95 0919

EFFECTIVE DATE/TIME: 07/25/95 0919

CONTROL NUMBER: 0297921

TO:

HELEIN & WAYS DORF PC

% JANE M HELEIN

1850 M ST NW S550

WASHINGTON, DC 20036

RE:

AFFINITY NETWORK INCORPORATED
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: 07/25/95

FROM:
AFFINITY NETWORK INCORPORATED
3550 WILSHIRE BLVD.
SUITE #1500
LOS ANGELES, CA 90010-0000

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

RECEIPT NUMBER: 00001830982
ACCOUNT NUMBER: 00138353



Riley C. Darrell

RILEY C. DARRELL

Company ID: 115910
Affinity Network, Inc.
d/b/a QuantumLink Communications and
d/b/a HorizonOne Communications.
4380 Boulder Hwy.
Las Vegas, NV 89121-3002

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN October 10, 2000

IN RE: CASE NUMBER: 00-00819

Affinity Network, Inc. to change its name to Affinity Network, Inc. d/b/a QuantumLink Communications and d/b/a HorizonOne Communications.

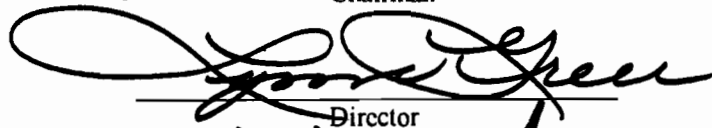
-ORDER--

This matter is before the Tennessee Regulatory Authority upon the petition of Affinity Network, Inc. to change its company name. The TRA considered this request at their regularly scheduled Conference held on October 10, 2000 and concluded that the applicant has met all the TRA requirements for changing its name. Pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

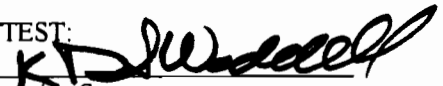
1. That the petition of Affinity Network, Inc. is approved.
2. That Affinity Network, Inc. d/b/a QuantumLink Communications and d/b/a HorizonOne Communications, holds a Certificate of Public Convenience and Necessity to provide resold telecommunications services in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. 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

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, P.C.

8180 Greensboro Drive
Suite 700
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@helein.com

Management Consulting Group
Global Telecompetition Consultants, Inc. (GTC)
(703) 714-1320 (Telephone)

REC'D TN
REGULATORY AUTH.

SEP 19 AM 10 39

OFFICE OF THE
EXECUTIVE SECRETARY

PAID T.R.A.

Chk # 6549
Amount 25.00
Rcvd By JP
Date 9-18-00

RECEIVED
TELECOMMUNICATIONS DIVISION
TENNESSEE REGULATORY AUTHORITY

SEP 19 2000

Writer's Direct Dial Number

(703) 714-1304

Writer's E-mail Address

criegler@helein.com

September 15, 2000

VIA OVERNIGHT DELIVERY

Tennessee Regulatory Authority
Att'n: Ms. Sharla Dillion
460 James Robertson Parkway
Nashville, TN 37243-0505

4380 Boulder Hwy
Las Vegas, NV 89121-3902
ID# 115910
00-00819

Re: Affinity Network, Inc.'s Request for Name Change

Ms. Dillion:

On behalf of Affinity Network, Inc. ("ANI"), its attorneys request that the Commission approve ANI's name change that will reflect the assumed names ANI plans to operate under. This request follows the suggestions made by Commission staff in conversations with ANI attorneys.

ANI requests that the Commission approve the new name "Affinity Network, Inc., d/b/a QuantumLink Communications, and Affinity Network, Inc. d/b/a HorizonOne Communications." ANI believes these names are necessary to effectively market its services to unique segments of the consumer population. The tariff on file with the Regulatory Authority varies ANI's offerings under each of its assumed names in an effort to provide for the consumer needs that vary from market segment to segment.

Enclosed are copies of the QuantumLink Communications registration with the Tennessee Secretary of State and the Secretary of State acknowledgement that ANI has filed an assumed name registration for HorizonOne Communications. Also enclosed is a check in the amount of \$25.00 made payable to the Regulatory Authority for the filing fee.

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, P.C.

8180 Greensboro Drive
Suite 700
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@helein.com

Management Consulting Group
Global Telecompetition Consultants, Inc. (GTC)
(703) 714-1320 (Telephone)

Writer's Direct Dial Number

(703) 714-1304

PAID T.R.A.

Chk # 6549
Amount 25.00
Rcvd By HR
Date 9-18-00

Writer's E-mail Address

criegler@helein.com

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VOUCHER NO. 777197467
Chk 6549 SRC. 28103
AMT. REC. 25.00
DEPOSIT DATE 9/19/00

An extra copy of this letter is enclosed. Please date-stamp and return the extra copy in the self-addressed, stamped envelope provided. If you have any questions regarding this letter, or if any additional information is needed, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in black ink, reading "Craig Riegler". The signature is written in a cursive, slightly slanted style.

Craig D. Riegler
Regulatory Counsel

Enclosures

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

FILED
RILEY CARROLL
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE
FILED
MAR 19 1999
RILEY CARROLL
SECRETARY OF STATE

1. The true name of the corporation is Affinity Network Incorporated
2. The state or country of incorporation is California
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
QuantumLink Communications

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

March 11, 1999
Signature Date

Affinity Network Incorporated
Name of Corporation

Vice President
Signer's Capacity

[Signature]
Signature

Joseph Koppy
Name (typed or printed)



Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 10/01/99
REQUEST NUMBER: 3749-1301
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/01/99 1037
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0297921

TO:
TSIO
PO BOX 120598

NASHVILLE, TN 37219

RE:
HORIZONONE COMMUNICATIONS
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME ON DATE: 10/01/99

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

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002555187
ACCOUNT NUMBER: 00000499



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE