

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: **American Nortel Communications, Inc.**
Address: **7201 E. Camelback, Suite 320** City: **Scottsdale**
State: **Arizona** Zip Code: **85251** Phone No. **(602) 945-1266**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
William P. Williams, President	7201 E. Camelback, Suite 320	Scottsdale	AR	85251

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

Name: **William P. Williams** *Linda Boyd* Phone No. **(602) 945-1266** Fax No. **(602) 945-1909**

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 888-371-2052

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.

G. List the state(s) you are authorized to operate in at this time. American Nortel is a new company and is preparing filings for certification in all jurisdictions. Certification is pending in

(To be filled out by TRA)
Company ID Number 128191
Date Approved 98-00463
Evaluator _____

- H. List any states that you have been denied authority to provide service.
None
- 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, 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. Not Applicable
- 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 II¹
- N. What is the applicant's 10XXX or 800 access code? _____
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee? No
- P. What facility-based network will the applicant be reselling? WilTel[✓]
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct?[✓]
Customers will be billed 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.
American Nortel intends to market through agents and print advertising
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.
American Nortel obtains a written letter of agency from its Customers and submits PIC changes to the LEC from these letters of agency.

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 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 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.
- (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.

Part IV: Display Card

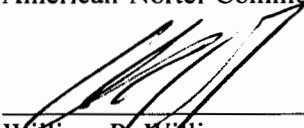
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds.

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.

American Nortel Communications, Inc.



William R. Williams
President

Date: 1/8/98

Subscribed and sworn
before me this 8th day of Jan, 1998



Notary Public



SEAL

State of Wyoming



OFFICE OF THE SECRETARY OF STATE

United States of America, }
State of Wyoming } ss.

I, KATHY KARPAN, Secretary of State of the State of Wyoming, do hereby certify

a corporation originally organized under the laws of the state or nation of BRITISH COLUMBIA, did on FEBRUARY 9, 1993 apply for a Certificate of Registration and filed Articles of Continuance in the office of the Secretary of State of Wyoming.

I FURTHER CERTIFY that

. . . AMERICAN NORTEL COMMUNICATIONS INC. . . .

has renounced its original state of incorporation, and is now incorporated under the laws of the state of Wyoming, in accordance with W.S. 17-16-1710.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this NINTH day of FEBRUARY A.D. 19 93

Kathy Karpan

Secretary of State

By

Janeel Laatsch



Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 05/12/98
REQUEST NUMBER: 3511-1364
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 05/12/98 1056
EFFECTIVE DATE/TIME: 05/12/98 1056
CONTROL NUMBER: 0350724

TO:
AMERICAN NORTEL COMMUNICATIONS INC
7201 E CAMELBACK
STE 320
SCOTTSDALE, AZ 85251

RE:
AMERICAN NORTEL COMMUNICATIONS INC.
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: 05/12/98

FROM:
C T CORPORATION SYSTEM (PHOENIX, AZ.)
3225 NO. CENTRAL AVE
PHOENIX, AZ 85012-0000

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

RECEIPT NUMBER: 00002310482
ACCOUNT NUMBER: 00000001



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

31511 11354
American Nortel Communications 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 American Nortel Communications 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 Wyoming

3. The date of its incorporation is February 9, 1993 (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 _____

7201 E. Camelback, Ste. 320, Scottsdale, Arizona 85251

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 _____

c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is _____

C T Corporation System

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

William P. Williams, 7201 E. Camelback, Ste. 320, Scottsdale, Arizona 85251, CEO, President

Eva Williams, 7201 E. Camelback, Ste. 320, Scottsdale, Arizona 85251, Secretary

State of Wyoming



OFFICE OF THE SECRETARY OF STATE

United States of America,
State of Wyoming

} ss.

I, KATHY KARPAN, Secretary of State of the State of Wyoming, do hereby certify

a corporation originally organized under the laws of the state or
nation of BRITISH COLUMBIA, did on
FEBRUARY 9, 1993 apply for a Certificate of
Registration and filed Articles of Continuance in the office of the
Secretary of State of Wyoming.

I FURTHER CERTIFY that

... AMERICAN NORTEL COMMUNICATIONS INC. ...

has renounced its original state of incorporation, and is now
incorporated under the laws of the state of Wyoming, in accordance
with W.S. 17-16-1710.



IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the Great Seal of the State of Wyoming. Done at
Cheyenne, the Capital, this NINTH day of

FEBRUARY

A.D. 19 93

Kathy Karpan
Secretary of State

By

Janell LaRue

FILED

279676

FEB -9 11 27 96 76

WYOMING
SECRETARY OF STATE

(Use of this form is mandatory in the sense the exact information and exact format be used.)

The Capitol
Cheyenne, WY 82002-0020

STATE OF WYOMING
APPLICATION FOR
CERTIFICATE OF REGISTRATION
AND ARTICLES OF CONTINUANCE

Pursuant to W.S. 17-16-1710 of the Wyoming Business Corporation Act, the undersigned hereby submits the following Articles of Continuance:

1. The name of the corporation is: American NorTel Communications Inc.

2. It is incorporated under the laws of British Columbia

3. The date of its incorporation is: May 17, 1979
and the period of its duration is: perpetual as long as the Company is in good standing with respect to filing annual reports with the British Columbia Registrar of Companies.

4. The address of its principal office in the state under the laws of which it is incorporated is:

#2200-885 W Georgia Street, Vancouver, B.C. CANADA V6C 3E8

5. The mailing address where correspondence and annual reports can be sent:

136 East South Temple Ste. 2150 Salt Lake City, UT 84111

6. The physical address of its registered office in Wyoming and name of its registered agent at that address is:

CT Corporation System, 1720 Carey Avenue, Cheyenne, WY 82001

(The agent must be an individual who resides in this state, a domestic corporation or a not-for-profit domestic corporation or a foreign corporation or not-for-profit foreign corporation authorized to transact business in this state.)

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in this state.

Any lawful business for which a corporation may be formed under the

Wyoming Business Corporation Act.

5. The names and respective addresses of its officers and directors are:

Office	Name	Address
President	Kenneth D. Rogers	333W 3500 S. Bountiful, UT
Vice-President	/	
Secretary	William H. Rogers	Eagle Gate, Salt Lake City, UT
Treasurer	John H. Picken	Northcliffe Dr, Salt Lake City, UT
Director	Kenneth D. Rogers	333W, 3500 S, Bountiful, UT
Director	William H. Rogers	Eagle Gate, Salt Lake City, UT
Director	John H. Picken	Northcliffe Dr, Salt Lake City, UT

9. The aggregate number of shares or other ownership units which it has the authority to issue, itemized by classes, par value of shares, shares without par value and series, if any, within a class is:

Number of Shares	Class	Series	Par Value per Share
50,000,000	Common	N/A	None
50,000,000	Preferred A	Unlimited	None
50,000,000	Preferred B	Unlimited	None

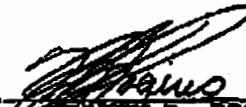
10. The aggregate number of issued shares or other ownership units itemized by classes, par value of shares, shares without par value and series, if any, within a class is:

Number of Shares	Class	Series	Par Value per Share
1,532,972	Common	N/A	None
400,000	Preferred A	One	None

11. The corporation accepts the Constitution of the this state in compliance with the requirements of article 10, section 5 of the "Wyoming" constitution.

PLEASE SEE ADDENDUM A FOR ADDITIONAL INFORMATION PERMITTED PURSUANT TO 17-16-1710 (c) (xiii)

Dated February 3 1993.

By 
 Title PRESIDENT