

Company ID: 128202

ALLIANCE GROUP SERVICES INC.  
371 Sturges Ridge Road  
Wilton, CT 06897

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

IN RE: CASE NUMBER: 98-00526

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

RECEIVED

EARLY, LENNON, PETERS & CROCKER, P.C.

AUG 03 1998

ATTORNEYS AT LAW  
900 COMERICA BUILDING  
KALAMAZOO, MICHIGAN 49007-4752  
TELEPHONE (616) 381-8844  
FAX (616) 349-8525

TN REGULATORY  
TELECOMMUNICATIONS DIVISION

GEORGE H. LENNON  
JOHN T. PETERS, JR.  
DAVID G. CROCKER  
HAROLD E. FISCHER, JR.  
LAWRENCE M. BRENTON  
GORDON C. MILLER

BLAKE D. CROCKER  
ROBERT M. TAYLOR  
CORENN I. WRIGHT  
PATRICK D. CROCKER  
ANDREW J. VORBRICH

OF COUNSEL  
VINCENT T. EARLY  
HON. C.H. MULLEN  
THOMPSON BENNETT

JOSEPH J. BURGIE  
(1926 - 1992)

July 29, 1998

Eddie Roberson, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

RE: ALLIANCE GROUP SERVICES INC.

Dear Mr. Roberson:

Enclosed for filing with the Regulatory Authority, please find an original and three (3) copies of the above captioned Corporation's APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL INTEREXCHANGE TELECOMMUNICATION SERVICES, along with a check in the amount of \$50.00 for filing fees relating to same.

Also enclosed is an exact duplicate of this letter. Please date-stamp the duplicate and return same to me in the enclosed postage pre-paid, addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, PETERS & CROCKER, P.C.

Patrick D. Crocker

PDC/tms

23807  
check # ~~23807~~

ID : 128202

98 40526

**TENNESSEE REGULATORY AUTHORITY**  
460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

**LYNN GREER, CHAIRMAN**  
**SARA KYLE, DIRECTOR**  
**MELVIN MALONE, DIRECTOR**

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

**SECTION A**

**PART 1: General Information**

- A. Name of Applicant** ALLIANCE GROUP SERVICES INC.
- B. Address** 371 Sturges Ridge Road  
City Wilton  
State CT Zip Code 06897 Phone No. (800) 756-2236
- B. Owner, Partners, or Corporate Officers:**
- |                  |   |
|------------------|---|
| Samuel A. Brown  | Director, CEO and Treasurer                   |
| Mark J. Thomas   | President, COO and Secretary                  |
| Stuart D. Holden | VP of Technology, CTO and Assistant Secretary |
- C. Name and telephone number of Tennessee Contact Person authorized to respond to Commission inquiries Monday through Friday.**
- Patrick D. Crocker  
EARLY, LENNON, PETERS & CROCKER, P.C.  
900 Comerica Building  
Kalamazoo, MI 49007-4752  
Telephone: (616) 381-8844  
Fax: (616) 349-8525
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.**

(800) 756-2236

(To be filled out by TRA) 128202  
Company ID Number \_\_\_\_\_ 98-00526  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

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

  X   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.**

Not Applicable

**G. List the state(s) you are authorized to operate in at this time.**

Please see Exhibit A.

**H. List any states that you have been denied authority to provide service.**

Applicant has not been denied authority to operate in any state.

**I. Areas in Tennessee to be served.**

Applicant will provide service in all equal access areas within Tennessee.

**J. What type of customers will the company serve?**

a. Business   X  

b. Residential       

c. Aggregators       

(e.g. Hotels, Payphones)

d. Other (specify) Applicant will wholesale services to other reseller carriers.

**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 and PIF equal to or less than the dominant carriers price for similar services?**

Not Applicable

**M. Describe the type of services and prices that the Applicant will be offering in Tennessee on the Informational Tariff Form.**

Please see Exhibit B.

**N. What is the applicant's 10XXX or 800 access code?**

(800) 756-2236

**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?**

Telco Communications

**Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?**

Applicant will utilize an independant parties billing system.

**R. Describe briefly how the applicant plans to market their service in Tennessee? If an independent telemarketer is going to be used state company name and address.**

Applicant will market service in Tennessee using independent agents.  
Applicant has no independent agents in Tennessee at this time.

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

Written Letter of Agency

**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?**

  X   Yes             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.**

  X   Yes             No

**PART II: Organization Structure**

**A. Type of Organization**

Individual \_\_\_\_\_ Corporation   X  

Partnership \_\_\_\_\_ Other (Explain on separate sheet) \_\_\_\_\_

**B. (1) Attach a copy of Articles of Incorporation and current by-laws.**

Attached as 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.**

Attached as Exhibit D

**PART III: Financial Information**

Applicant attaches a copy of its most recent financial statements as Exhibit F.

**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), which includes a toll-free number consumers can call for service problems and refunds.**

Not Applicable

**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.**

ALLIANCE GROUP SERVICES INC.

Company Name

7-27-98  
Date

Patrick D. Crocker

Attorney  
Title

Subscribed and sworn before me this 27th day of July, 1998

Brenda K. Sitar  
Notary Public

Applicant is a corporation which is seeking authority to provide the resale of telecommunications service throughout the United States. Applicant currently has authority to provide intrastate services in a number of states which do not regulate the resale of telecommunications services as contemplated herein.



**CERTIFICATE OF INCORPORATION  
OF  
Alliance Group Services Inc.**

**FIRST:** The name of the Corporation is Alliance Group Services Inc.

**SECOND:** Its registered office is to be located at Suite 606, 1220 N. Market St., Wilmington, DE 19801, County of New Castle. The registered agent is American Incorporators Ltd. whose address is the same as above.

**THIRD:** The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1500). All such shares are to be without par value and are to be of one class.

**FIFTH:** The name and address of the incorporator are as follows:

Chip Sawyer  
Suite 606  
1220 N. Market St.  
Wilmington, DE 19801

**SIXTH:** The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as initial director(s) until the first annual meeting of stockholders or until a successor(s) is elected and qualified are:

Mr. Samuel Brown  
38 Carbridge Road  
Weston, CT 06883

**SEVENTH:** Each person who serves or who has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

**I, THE UNDERSIGNED,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand.

  
\_\_\_\_\_  
Chip Sawyer  
INCORPORATOR

FEB-11-98 WED 3:05 PM CORP GUAR TR CO

FAX NO. 2155639410

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

DATE: 01/27/98

REQUEST NUMBER: 3442-3924

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 01/26/98 1357

EFFECTIVE DATE/TIME: 01/26/98 1357

CONTROL NUMBER: 0344808

TO:  
CORPORATION GUARANTEE & TRUST CO.  
117 S 17TH ST  
SUITE 701  
PHILADELPHIA, PA 19103-5090

RE:  
ALLIANCE GROUP SERVICES, 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: 01/27/98

FROM:  
CORPORATION GUARANTEE & TRUST CO  
117 S. 17TH ST  
SUITE 701  
PHILADELPHIA, PA 19103-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002236864  
ACCOUNT NUMBER: 00073224



RILEY C. DARNELL  
SECRETARY OF STATE

FEB-11-98 WED 3:06 PM CORP GUAR TR CO

FAX NO. 2155639410

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**FILED****APPLICATION FOR CERTIFICATE OF AUTHORITY FOR****ALLIANCE GROUP SERVICES, 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 ALLIANCE GROUP SERVICES, 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 7/9/97 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL4. The complete street address (including zip code) of its principal office is 371 STURGES RIDGE ROAD, WILTON, CT 06897

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 230 FOURTH AVENUE NORTH, 3RD FL., NASHVILLE, TN 37219

Street	City/State	County	Zip Code

The name of its registered agent at that office is

JOSEPH MARTIN, JR., ESQ.

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

SAMUEL A. BROWN - CEO & TREAS., 371 STURGES RIDGE RD., WILTON, CT 06897MARK J. THOMAS - PRESIDENT, COO & SEC'Y - SAME AS ABOVESTUART D. HOLDEN - VP OF TECHNOLOGY - SAME AS ABOVE  
CTO, & ASST. SEC'Y

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

SAMUEL A. BROWN - 371 STURGES RIDGE ROAD, WILTON, CT 06897

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.]

[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.]

Signature Date

Signer's Capacity

ALLIANCE GROUP SERVICES, INC.

Name of Corporation

Signature

Name (typed or printed)

RDA 1678



## State of Delaware

PAGE 1

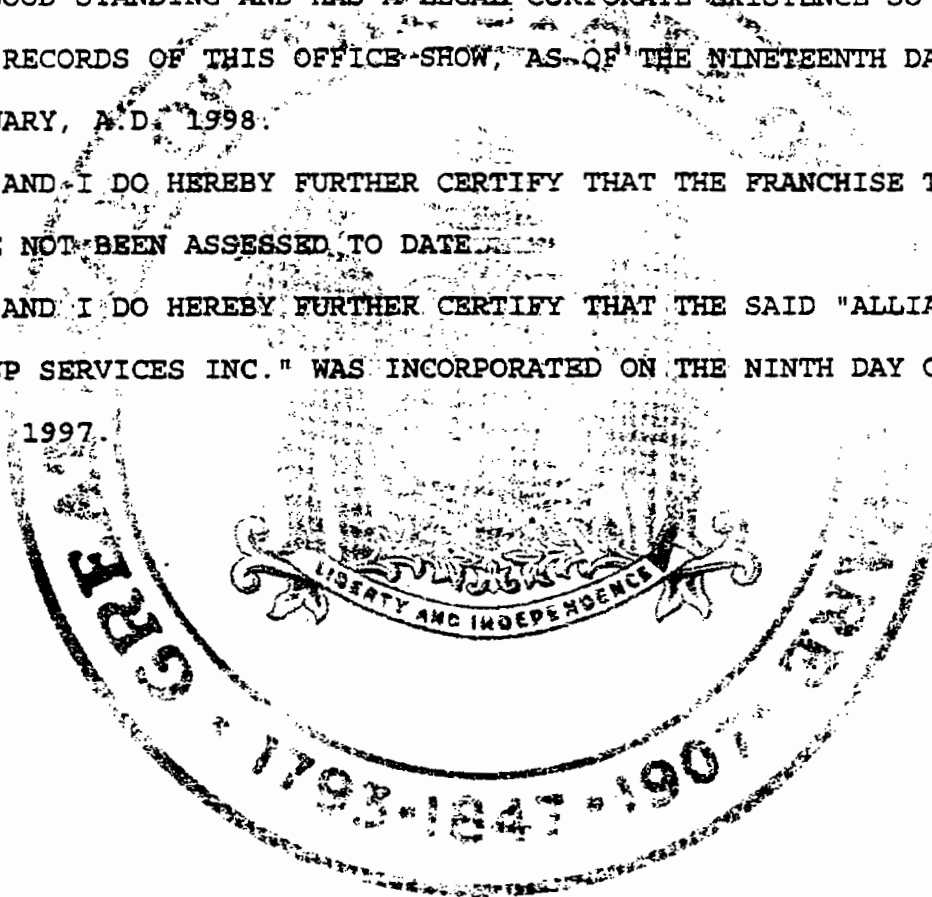
## Office of the Secretary of State

RECEIVED  
JAN 25 PM 1:57  
WILLIAM H. FREEL  
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE GROUP SERVICES 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 NINETEENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLIANCE GROUP SERVICES INC." WAS INCORPORATED ON THE NINTH DAY OF JULY, A.D. 1997.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2771191 8300

981021268

AUTHENTICATION:

8872061

DATE:

01-19-98