

Company ID: 00123427
Electric Lightwave, Inc.
4400 NE 77th Avenue
Vancouver, WA 98662

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

August 10, 1999

IN RE: CASE NUMBER: 98-00578

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 August 10, 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 Melvin Malone


Director Sara Kyle

ATTEST:


Executive Secretary


Director Lynn Greer

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 Electric Lightwave, Inc.
Address 4400 NE 77th Avenue City Vancouver
State WA Zip Code 98662 Phone No. (360) 892-1000

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Complete List of Officers and Directors is attached as Exhibit 1				

C. Name and telephone number of contact person authorized to respond to
Authority inquiries regarding company operations Monday through Friday.
Penny Bewick (360) 816 - 3381 (360) 816 - 3821
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to
Authority inquiries regarding this filing Monday through Friday.
Penny Bewick (360) 816 - 3381 (360) 816 - 3821
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. 800-354-2780

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 123427

Date Approved 98-00578

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.

EXHIBIT 1

B. Officers and Directors of Electric Lightwave, Inc.:

NAME	TITLE	ADDRESS
Leonard Tow	Chairman of the Board (Director)	3 High Ridge Park, Stamford, CT 06905
Daryl A. Ferguson	Vice Chairman & CEO (Director)	3 High Ridge Park, Stamford, CT 06905
David B. Sharkey	President & Chief Operating Officer (Director)	4400 NE 77th Ave., Vancouver, WA 98662
Charles J. Weiss	Corporate Secretary	3 High Ridge Park, Stamford, CT 06905
Deborah J. Harwood	Vice President, Chief Counsel & Asst. Secretary	4400 NE 77th Ave., Vancouver, WA 98662
Robert J. DeSantis	Vice President, Chief Financial Officer & Treasurer	3 High Ridge Park, Stamford, CT 06905
James Berthot	Vice President - Marketing & Product Development	4400 NE 77th Ave., Vancouver, WA 98662
Jerry Cady	Vice President - Operations	4400 NE 77 th Avenue, Vancouver, WA 98662
Todd Hanson	Vice President-Engineering	4400 NE 77th Ave., Vancouver, WA 98662
Joseph Hommel	Vice President-Business Development	4400 NE 77 th Ave, Vancouver, WA 98662
Randall Lis	Vice President-Staff Operations	4400 NE 77th Ave., Vancouver, WA 98662
Susan McAdams	Vice President-Government & Industry Affairs	4400 NE 77th Ave., Vancouver, WA 98662
Michael J. Miller	Vice President-Planning	4400 NE 77th Ave., Vancouver, WA 98662
Kerry D. Rea	Vice President and Controller	4400 NE 77th Ave., Vancouver, WA 98662

NAME	TITLE	ADDRESS
John Wolff	Vice President - Sales	4400 NE 77th Ave., Vancouver, WA 98662
Stanley Harfenist	Director	3 High Ridge Park, Stamford, CT 06905
Robert A. Stanger	Director	3 High Ridge Park, Stamford, CT 06905
Maggie Wilderotter	Director	3 High Ridge Park, Stamford, CT 06905

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) that the applicant is authorized to operate in at this time. _____
Attached as Exhibit 2

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. Included in Exhibit 2

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.

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.

I. Areas in Tennessee to be served.
State-wide

J. What type of customers will the applicant serve?
a. Business ☒ _____
b. Residential _____
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.

N. What is the applicant's 10XXX or 800 access code, if applicable? 802

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? AT&T , Sprint

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Electric Lightwave, Inc. will bill customers directly.
See Appendix I

¹ 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.

² A copy of a bill is required if the applicant is going to bill the customer directly.

Exhibit 2

G. List the states the applicant is authorized to operate in at this time:

Electric Lightwave, Inc. is authorized to provide resold intrastate interexchange telecommunications services in the states of Alaska, Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Florida, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Minnesota, Missouri, Mississippi, Nebraska, Nevada, New Hampshire, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Washington, Wisconsin, West Virginia and Wyoming, and is in the process of filing, as required, in the remainder of the 50 states.

Electric Lightwave, Inc. has had four complaints filed against it in the state of Washington. No other complaints have been filed by Electric Lightwave, Inc.'s customers.

Date	Jurisdiction	Complaint	Investigation	Legal Proceeding	Result	Status/Closed
5/27/97	Washington	Billing Dispute	WUTC Investigated	N/A	Closed by WUTC	Closed by WUTC
8/19/97	Washington	Credit Dispute	WUTC Investigated	N/A	Closed by WUTC	Closed by WUTC on 8/29/97
11/6/97	Washington	Provisioning Dispute	WUTC Investigated	N/A	Closed by WUTC	Closed by WUTC on 11/28/97
5/5/98	Washington	Billing Dispute	WUTC Investigated	N/A	Closed by WUTC	Closed by WUTC on 5/14/98

- 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.
Electric Lightwave, Inc. will use salespeople to market its long distance services in states where Electric Lightwave has facilities constructed. Some of these customers will also have offices in Tennessee or will travel to Tennessee and use their travel card. These customers will be part of Electric Lightwave's marketing focus. In addition, Electric Lightwave will use agents to market the prepaid product line.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. Electric Lightwave, Inc. will obtain a signed LOA from the customer and then submit a PIC change to the appropriate LEC. Customers will be notified when the PIC has taken effect.
-
- 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 _____ 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.
- (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

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.

³ 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 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.

Electric Lightwave, Inc. 7/20/97
Company Name Date

Susan McAdams Vice President
Company Official Title

Subscribed and sworn
before me this 20th day
of July, 1998

Kathleen M. Beigh
Notary Public



seal



Mailing Address:
Electric Lightwave, Inc.
4400 N.E. 77th Avenue
Vancouver, Washington 98662
(360) 892-1000 Fax: (360) 816-8934

R AD

AUG 23 1998

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

August 6, 1998

Executive Secretary
Tennessee Regulatory Authority
P.O. Box 198907
Nashville, TN 37219-8907

**RE: Electric Lightwave, Inc.'s Application for Certificate to Resell
Telecommunication Services in Tennessee**

Pursuant to Rule 1220-4-2-.57 of the Tennessee Regulatory Authority, enclosed please find an original and one copy of Electric Lightwave, Inc.'s application and associated attachments for a Certificate to Resell Telecommunication Services in the State of Tennessee.

If you have any questions, or require additional information, please contact me at (360) 816-5393 or Penny Bewick at (360) 816-3381.

Sincerely,

Kathleen Beigh
Compliance Specialist
Government & Industry Affairs

Enclosures (2)

RECEIVED
ADMINISTRATIVE

AUG 07 1998

TN REGULATORY AUTHORITY

JR

VOUCHER NO. MM-101122
87323 SRC. 281.03
AMT. REC. 50.00
DEPOSIT DATE 8/11/98

123427

98-00578

company
was previously
certified
(98-01211)
cancelled its own
certificate, and is now re-applying

State of Delaware
Office of the Secretary of State PAGE 1

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 RESTATED CERTIFICATE OF "ELECTRIC LIGHTWAVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2236297 8100

981414642

AUTHENTICATION: 9376030

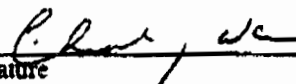
DATE: 10-28-98

(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 Jan 11, 1996

Signer's Capacity _____

ELECTRIC LIGHTWAVE, INC.
Name of Corporation


Signature

CHARLES J. WEISS: SECRETARY
Name (typed or printed)

SS-4431 (Rev. 7/93)

RDA 1678

State of Delaware
Office of the Secretary of State

PAGE 1

I, MICHAEL RATCHFORD, 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 "ELECTRIC LIGHTWAVE, INC." FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 1990, AT 10 O'CLOCK A.M.

* * * * *



Michael Ratchford, Secretary of State

AUTHENTICATION: *3663322

DATE: 11/17/1992

923225104

State of Delaware
Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF "ELECTRIC LIGHTWAVE, INC.",
FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D.
1997, AT 9 O'CLOCK A.M.



2236297 8100

981137516



Edward J. Freel, Secretary of State

9029985

AUTHENTICATION:

04-16-98

DATE:

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ELECTRIC LIGHTWAVE, INC.

ELECTRIC LIGHTWAVE, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is

ELECTRIC LIGHTWAVE, INC.,

The date of filing its original Certificate of Incorporation with the Secretary of State was July 18, 1990.

2. The provisions of the Certificate of Incorporation of the Corporation are hereby amended and restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Amended and Restated Certificate of Incorporation of Electric Lightwave, Inc.

3. The amendment and the restatement of the Certificate of Incorporation herein certified have been duly adopted by the stockholder and the Board of Directors, respectively, of the Corporation in accordance with the provisions of Section 242 and of Section 245 of the General Corporation Law of the State of Delaware.

4. The text of the Amended and Restated Certificate of Incorporation shall upon the effective date of this Amended and Restated Certificate of Incorporation read as follows:

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ELECTRIC LIGHTWAVE, INC.**

FIRST: The name of the corporation (hereinafter called the "Corporation"), is Electric Lightwave, Inc.

SECOND: The registered office of the corporation is to be located at 1013 Centre Road, Wilmington in the State of Delaware. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The aggregate number of shares of capital stock which the Corporation shall have authority to issue shall be 180,000,000 shares of capital stock, which shall be classified into three classes as follows:

110,000,000 shares of Class A Common Stock, par value \$.01 per share;

60,000,000 shares of Class B Common Stock, par value \$.01 per share (the Class A Common Stock and the Class B Common Stock are sometimes together referred to as the "Common Stock");

10,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

The express terms of the Class A Common Stock, Class B Common Stock, and Preferred Stock are as follows:

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, Tennessee

'98 JAN 22 PM 2 53

IN RE:	Electric Lightwave, Inc.)	
	Request for Cancellation of)	Docket No.
	Authority to Resell)	96-01211
	Telecommunications Services)	
	in Tennessee)	

**ORDER GRANTING CANCELLATION
OF APPLICATION TO PROVIDE OPERATOR SERVICES/
RESELL TELECOMMUNICATIONS SERVICES**

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of Electric Lightwave, Inc., to cancel its authority to resell telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on December 2, 1997.

WHEREFORE, having considered the request of Electric Lightwave, Inc. to cancel its authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

1) That the request of Electric Lightwave, Inc. to cancel its authority to resell telecommunications services in Tennessee, Docket No. 96-01211, is hereby granted; and

- 2) That this docket is herewith closed.


CHAIRMAN


DIRECTOR


DIRECTOR

ATTEST:


EXECUTIVE SECRETARY

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

H. LYNN GREER, JR., CHAIRMAN
SARA KYLE, DIRECTOR
MELVIN J. MALONE, DIRECTOR



DAVID WADDELL, EXECUTIVE SECRETARY

Company ID: 00123427
Electric Lightwave, Inc.
8100 NE Parkway Drive
Vancouver, WA 98662

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee November 27, 1996

IN RE: CASE NUMBER: 96-01211

Application for Authority for Operator Services and/or Resell
Telecommunications Service and/or Telecommunications Operator Services
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 its regularly scheduled Commission Conference held on November 26, 1996 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as a telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the TRA's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the TRA's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.

ATTEST:

Executive Secretary

Chairman

Director

Director



Mailing Address:
Electric Lightwave, Inc.
Post Office Box 4678
Vancouver, Washington 98662

Corporate Office:
8100 N.E. Parkway Drive, Suite 150
Vancouver, Washington 98662
(360) 892-1000 Fax: (360) 253-8934
Local from Portland: (503) 284-0000

November 14, 1997

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Electric Lightwave, Inc. (the "Company") holds a Certificate of Convenience and Necessity as a telecommunications reseller and/or an operator service provider for state-wide service in Tennessee services pursuant to Case No. 96-01211 (PUC Rule No. 1220-4-2-.57.).

The purpose of this letter is to notify the Tennessee Regulatory Authority that the Company has discontinued offering the authorized services within the State of Tennessee and hereby abandons the Certificate of Convenience and Necessity. The Company understands that in the future the Company will be required to apply for a new Certificate of Convenience and Necessity if it proposes to offer such services within the State of Tennessee.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Susan McAdams". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Susan McAdams
Vice President - Government and Industry Affairs
Electric Lightwave, Inc.

12.2.97

cc: Jonathan H. Churchill, Esq.

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 Electric Lightwave, Inc.
Address 8100 N.E. Parkway Drive
State Washington Zip Code 98662 Phone No. (360) 892-1000

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
(See Appendix I)				

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Susan McAdams (360) 896 - 3236 (360) 253 - 8934
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. 1-800-354-2780

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. Washington, Oregon,
California, Arizona, and Utah 96-1211

(To be filled out by TRA)
Company ID Number 123427
Date Approved _____
Evaluator _____

- H. List any states that you have been denied authority to provide service.
Electric Lightwave, Inc. has not been denied authority to provide services in any state.
- 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 II¹.
- N. What is the applicant's 10XXX or 800 access code? 802
- 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? Frontier, Sprint, LCI
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Electric Lightwave, Inc will bill customers direct.
- 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.
Electric Lightwave, Inc. will use salespeople to market its long distance services in states where Electric Lightwave has facilities constructed. Some of these customers will also have offices in Tennessee or will travel to Tennessee and use their travel card. These customers will be part of Electric Lightwave's marketing focus.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Electric Lightwave, Inc will obtain a signed LOA from the customer and then submit a PIC change to the appropriate LEC. Customers will be notified when the PIC has taken effect.
- 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.
- (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

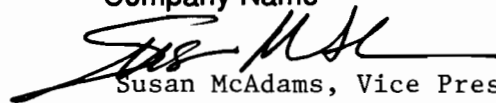
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- 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.

Electric Lightwave, Inc 7/29/96

Company Name

Date



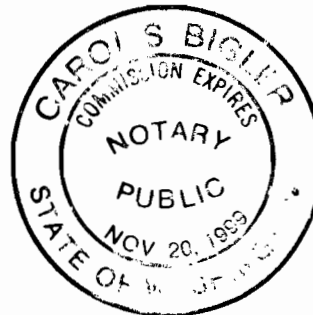
Susan McAdams, Vice President-Government Affairs

Company Official

Title

Subscribed and sworn
before me this 29 day
of July 19 96


Notary Public



seal

APPENDIX I


Electric Lightwave, Inc.

Certificate of Incumbancy

I, the undersigned, Secretary and Assistant Vice President of Electric Lightwave, Inc., a corporation duly organized and existing under the laws of Delaware (the "Company"), hereby certify that the following persons are the duly qualified and acting officers of the Company, holding the titles set opposite their respective names:

David Sharkey	President and Chief Executive Officer
Leonard Tow	Chairman
James Berthot	Vice President
Robert J. DeSantis	Vice President, Treasurer, CFO and Assistant Secretary
Ellen Deutsch	Vice President
Todd Hanson	Vice President
Edward O. Kipperman	Vice President
Randall Lis	Vice President
J. Michael Love	Vice President
Susan McAdams	Vice President & Assistant Secretary
Michael Miller	Vice President
L. Russell Mitten	Vice President, General Counsel and Assistant Secretary
Livingston E. Ross	Vice President
John Wolff	Vice President
Ernest Yates	Vice President
Charles J. Weiss	Secretary and Assistant Vice President
Laura L. DiPreta	Assistant Vice President and Assistant Controller
Susan M. Redner	Assistant Secretary

WITNESS MY HAND and the seal of said Company this 25th day of June, 1996.



Charles J. Weiss
Secretary and Assistant Vice President

APPENDIX II
INFORMATIONAL TARIFF SHEET
INTRASTATE PRODUCT SERVICES TO BE OFFERED IN TENNESSEE

1+SWITCHED DOMESTIC SERVICE

1+ Switched Domestic Service is a flat rate direct dialed interexchange service which utilizes switched facilities, from equal access locations, on the originating end of each call. Calls are billed in six (6) seconds. All charges are billed monthly in arrears.

Cost: \$0.145/min.

1+ DEDICATED DOMESTIC SERVICE

1+ Dedicated Domestic Service is a flat rate direct dialed interexchange service which utilizes dedicated access facilities on the originating end of each call. Service is offered to Commercial Retail Customers. Calls are billed in six (6) second increments with an initial call duration of six (6) seconds. All charges are billed monthly in arrears.

Cost: \$0.115/min.

'800' SWITCHED INCOMING SERVICE

'800' Incoming Service provides inbound '800' calls to terminating points throughout the U.S. which utilizes switched access facilities, from equal access locations, on the terminating end of each call. Charges for the '800' calls are billed to Electric Lightwave's customer rather than the caller. Calls are billed in six (6) second increments with an initial call duration of six (6) seconds. All charges are billed monthly in arrears.

Cost: \$0.145/min.

'800' DEDICATED INCOMING SERVICE

'800' Incoming Service provides inbound '800' calls to terminating points throughout the U.S. which utilizes dedicated access facilities on the terminating end of each call. Charges for the '800' calls are billed to Electric Lightwave's customers rather than the caller. Calls are billed in six (6) second increments with an initial call duration of six (6) seconds. All charges are billed monthly in arrears.

Cost: \$0.115/min.

TRAVEL CARD SERVICE

At the discretion of the Company, this card is offered to Commercial Customers who can demonstrate good credit history. Call charges are billed monthly to the Customer. Calls are billed in six (6) second increments after an initial call duration of eighteen (18) seconds. All charges are billed monthly in arrears.

Cost:	Per Minute	Term	Monthly Minimum
	\$0.24	Month	None
	\$0.22	Month	\$1,250
	\$0.20	Month	\$2,500

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/14/96

REQUEST NUMBER: 3182-2400

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 06/14/96 0934

EFFECTIVE DATE/TIME: 06/14/96 0934

CONTROL NUMBER: 0313506

TO:

CSC NETWORK

% GEORGIA DELCOLLO

1013 CENTRE ROAD

WILMINGTON, DE 19805

RE:

ELECTRIC LIGHTWAVE, 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: 06/14/96

FROM:
PRENTICE HALL LEGAL & FIN (BOX 591)
P.O. BOX 591

WILMINGTON, DE 19899-0591

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00001975111
ACCOUNT NUMBER: 00187747



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

ELECTRIC LIGHTWAVE, 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 ELECTRIC LIGHTWAVE, 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 DELAWARE

3. The date of its incorporation is 07-18-90 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is 8100 N.E. PARKWAY DRIVE

Street	City	State/Country	Zip Code
SUITE 200	VANCOUVER	WASHINGTON	98662-6461

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

Street	City/State	County	Zip Code
500 Tallan Building, Two Union Square	Chattanooga	Hamilton	37402-2571

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.)

PROVIDING VARIOUS TELECOMMUNICATION SERVICES.