

Company ID: 128226

Southern Telephone Company, Inc.
P.O. Box 2220
London, Kentucky 40743-2220

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN July 24, 2001

IN RE: CASE NUMBER: 98-00620

Reinstatement of Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

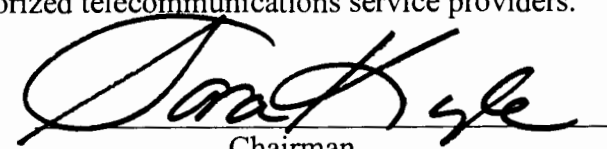
This matter came before the Tennessee Regulatory Authority upon the application of the above-mentioned company for reinstatement of certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on July 24, 2001 and concluded that the applicant has met all the requirements for certification and should be reinstated to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company's Certificate of Convenience and Necessity is reinstated for state-wide service in Tennessee as an operator service provider and/or reseller of telecommunications services 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 reinstatement of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:


Executive Secretary


Chairman


Director


Director

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

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

SECTION A

Part 1: General Information

A. Name of Applicant Southern Telephone Company, Inc.
Address 811 S. Main Street London
State KY Zip Code 40741 Phone No. (606) 864 8222

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Don McFadden	811 S. Main St.	London	KY	40741

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Don McFadden (606) 864 8222 (606) 877-2492
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. 800-665-9866

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.
Applicant provides automated operator service from pay telephones.
G. List the state(s) you are authorized to operate in at this time. Kentucky

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

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9800620

- 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 _____
b. Residential _____
c. Aggregators x _____
(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. \$1.00
- 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? N/A
- 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? AT&T
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Third Party billing company
- 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.
Internal sales staff.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. N/A
- 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.¹
- (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.

Southern Telephone Company, Inc.
Company Name Date

James B. McCall President
Company Official Title

Subscribed and sworn
before me this 7th day
of July, 1998

Lin W. McCall
Notary Public

seal

ARTICLES OF INCORPORATION
OF
Unique Coin & Collectibles, Inc.

RECEIVED & FILED
JUN 14 1 12 PM '55
SECRETARY OF STATE
KENTUCKY

These Articles of Incorporation are evidence that the undersigned incorporator has declared its intention of forming a corporation pursuant to Chapter 271B of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

ARTICLE I

The name of the corporation shall be Unique Coin & Collectibles, Inc.

ARTICLE II

The total number of shares of stock authorized to be issued shall be 1,000 shares of no par common stock.

ARTICLE III

The street address of the corporation's initial registered office shall be HC 66, Box 1790 Barbourville, KY 40906, and the name of the initial registered agent is Donald E. Baker.

ARTICLE IV

The mailing address of the corporation's principal office and principal place of business is HC 66, Box 1790, Barbourville, KY 40906.

ARTICLE V

The name and mailing address of the incorporator is as follows:

Donald E. Baker
HC 66, Box 1790
Barbourville, KY 40906

ARTICLE VI

Unique Coin & Collectible, Inc. shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including but not limited to the powers specifically enumerated in KRS 271B.3-020(1).

ARTICLE VII

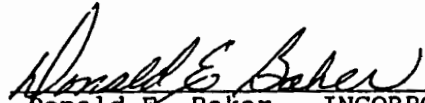
A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of duty as a director, except for liability: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the corporation of such shareholder; (ii) for acts of omissions not in good faith or which involve intentional misconduct or known to the director to be a violation of law; (iii) for unlawful distributions under KRS 271B.A-330; and (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE VIII

Unique Coin & Collectibles, Inc. shall have perpetual duration.

The corporation will begin operation June 19, 1995.

WITNESS the signature below on this the 12th day of June, 1995.


Donald E. Baker, INCORPORATOR