

MAXWELL, BAKER & McFATRIDGE, P.C.

ATTORNEYS AT LAW
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058

KYLE DICKSON

HOUSTON (281) 286-1040
AUSTIN (512) 457-1272
FACSIMILE (281) 286-1043

September 8, 1998

RECEIVED
ADMINISTRATIVE

SEP 09 1998

VIA FEDERAL EXPRESS

Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37219-5477

TN REGULATORY AUTHORITY

JR

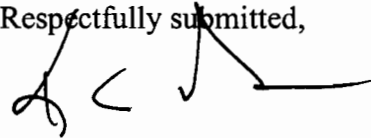
Re: *Application of DPI-TELECONNECT, INC., for a Certificate of Convenience and Necessity*

Dear Madam or Sir:

Enclosed herewith for filing on behalf of DPI-TELECONNECT, INC., please find an original and one (1) copy of its Application for a Certificate to Provide Operator Services and/or Resell Telecommunications Services in Tennessee. We have also enclosed our firm check in the amount of \$50.00 to cover filing fees.

Please date-stamp and return the extra copy to the undersigned in the self-addressed stamped envelope. If you have any questions, please contact me at (281) 286-1040.

Respectfully submitted,



Kyle L. Dickson

RECEIVED
ADMINISTRATIVE

SEP 09 1998

Enclosure

TN REGULATORY AUTHORITY

VOUCHER NO. 777-106168
CH 1168 SRC. 28103
AMT. REC. 50.00
DEPOSIT DATE 9/10/98

128227
98-0021

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: DPI-TELECONNECT, INC. ✓
Address: 1290 Gulf Blvd. Suite 2007, Clearwater
State: Florida Zip Code 33767 Phone Number (813) 596-7310

B. Owners, Partners, or Corporate Officers:

Name	Address	City	State	Zip Code
David B. Dorwart President, Secretary, and Director	1000 Woodridge	Wichita	KS	67206
David M. Pikoff Vice President, Treasurer and Director	1290 Gulf Blvd. Suite 2007	Clearwater	FL	33767

 ✓

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

Kyle L. Dickson (281) 286-1040 (281) 286-1043 ✓
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) ?

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) _____

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

128 227

- 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) you are authorized to operate in at this time. 9
- H. List any states that you have been denied authority to provide service.
Not applicable ✓
- I. Areas in Tennessee to be served.
See attached Exhibit "A"
- J. What type of customers will the company serve?
a. Business _____
b. Residential X _____
c. Aggregators _____
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. N/A
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes _____ No _____ N/A ✓
- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II.
- 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? N/A
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customer direct? Bill Customer 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.

Mass advertising; no direct sales force will be utilized.

- 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

- 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 carriers' 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 attached 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 attached 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 attached Exhibit "D"**

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. N/A

Part V: Rule Compliance Agreement

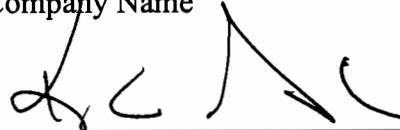
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- * 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.

DPI-TELECONNECT, INC.

Company Name

Date



Attorney

Company Official

Title

Kyle L. Dickson

Subscribed and sworn
before me this ___ day
of _____, 1998.

Notary Public

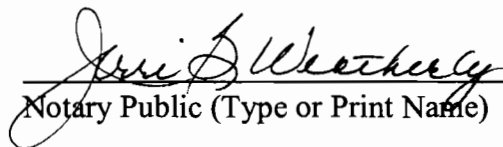
VERIFICATION OF APPLICANT

I, David M. Pikoff, am Vice President of *DPI-TELECONNECT, INC.*, the Applicant herein. I verify that, based on my information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.



David M. Pikoff

SWORN TO BEFORE ME, the undersigned Notary Public on this 13th day of August, 1998.



Notary Public (Type or Print Name)



Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/05/98

REQUEST NUMBER: 3543-2082

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 08/05/98 1026

EFFECTIVE DATE/TIME: 08/05/98 1026

CONTROL NUMBER: 0355358

TO:

DPI-TELECONNECT INC

1290 GULF BLVD

STE 2007

CLEARWATER, FL 33767

RE:

DPI-TELECONNECT, 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: 08/05/98

FROM:
C T CORPORATION SYSTEM (HOUSTON, TX.)
811 DALLAS AVE

HOUSTON, TX 77002-0000

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$600.00	

RECEIPT NUMBER: 00002347565
ACCOUNT NUMBER: 00000023



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

DPI-TELECONNECT, 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 DPI-TELECONNECT, 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 Texas

3. The date of its incorporation is July 23, 1998 (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 _____

1290 Gulf Blvd., Ste. 2007, Clearwater, Florida 33767

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.)

David Britton Dorwart, 1000 Woodridge, Wichita, Kansas 67206, President,
Secretary

David Michael Pikoff, 1290 Gulf Blvd. #2007, Clearwater, Florida 33767, Vice
President

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

David Britton Dorwart, 1000 Woodridge, Wichita, Kansas 67206

David Michael Pikoff, 1290 Gulf Blvd. #2007, Clearwater, Florida 33767

Robert Marc Cohen, Art School Rd., P.O. Box 49, Chester Springs, Pennsylvania 19425

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 _____

N/A, 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

RECEIVED
SECRETARY OF STATE
90 AUG -5 AM 10:06
SEC. ST. OFFICE



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

DPI-TELECONNECT, INC.
File No. 1499537-00

**were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.**



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 3, 1998.*

Alberto R. Gonzales
Secretary of State

MAC

EXHIBIT D

Company ID: 128227

DPI-TELECONNECT, INC.
1290 Gulf Blvd., Suite 2007
Clearwater, FL 33767

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

March 2, 1999

IN RE: CASE NUMBER: 98-00621

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 March 2, 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:

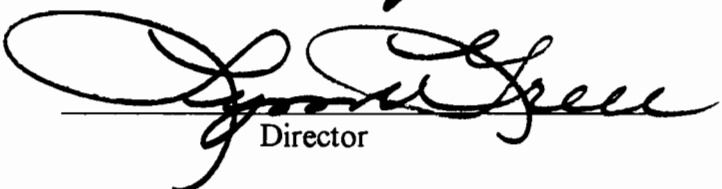
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with 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

Company ID: 128227
DPI-Teleconnect, L.L.C.
2997 LBJ Freeway, Suite 225
Dallas, TX 75234

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN April 20, 1999

IN RE: CASE NUMBER: 99-00190

DPI-Teleconnect, L.L.C. name change from DPI-TELECONNECT, INC.

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the petition of DPI-TELECONNECT, INC. to change its company name. The TRA considered this request at their regularly scheduled Conference held on April 20, 1999 and concluded that the applicant has met all the TRA requirements for changing their name.

Pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

1. That the petition of DPI-TELECONNECT, INC. to change its name to DPI-Teleconnect, L.L.C. is approved.
2. That DPI-Teleconnect, L.L.C. is authorized 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.
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.

ATTEST:

Executive Secretary

Chairman

Director

Director

Harris Trust and
Savings Bank,
Chicago

c/o Bank of Montreal
Trade Finance Services
234 Simcoe Street, 3rd Floor
Toronto, Ontario, Canada, M5T 1T4

128227
Telephone: (416) 598-6127

RECEIVED

SEP 02 2003



**HARRIS
BANK®**

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

OUR IRREVOCABLE STANDBY LETTER OF
CREDIT NUMBER SPL90011377

DATE OF ISSUE: AUGUST 29, 2003
PAGE: 1

BENEFICIARY:
TENNESSEE REGULATORY AUTHORITY
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TN 37243-0505

APPLICANT:
RENT-WAY INC./DPI TELECONNECT LLC
2997 LBJ FREEWAY STE 225
DALLAS TX 75234

AMOUNT AVAILABLE: USD 20,000.00
EXACTLY TWENTY THOUSAND AND 00/100'S US
DOLLARS

EXPIRY DATE : SEPTEMBER 1, 2004

REFERENCE :

NAME OF COMPANY AUTHORIZED BY TRA : DPI TELECONNECT, LLC
COMPANY ID NO. AS ASSIGNED BY THE TRA : 128227
EFFECTIVE DATE : AUGUST 29, 2003
EXPIRATION DATE : SEPTEMBER 1, 2004

SIR/MADAM:

YOU HAVE REQUESTED OF HARRIS TRUST AND SAVINGS BANK (THE "LENDER") THAT WE ESTABLISH AN IRREVOCABLE LETTER OF CREDIT WHICH WILL REMAIN AVAILABLE ON BEHALF OF RENT-WAY INC./DPI TELECONNECT LLC (THE "COMPANY") WHO HAS APPLIED TO THE TENNESSEE REGULATORY AUTHORITY (THE "TRA") FOR AUTHORITY TO PROVIDE TELECOMMUNICATIONS SERVICES IN THE STATE OF TENNESSEE. THE PURPOSE OF THIS LETTER OF CREDIT IS TO SECURE PAYMENT OF ANY MONETARY SANCTION IMPOSED AGAINST THE COMPANY, ITS REPRESENTATIVES, SUCCESSORS OR ASSIGNS, IN ANY ENFORCEMENT PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE CONSUMER TELEMARKETING ACT OF 1990, BY OR ON BEHALF OF THE TRA.

WE HEREBY ESTABLISH AND ISSUE, IN FAVOR OF THE TRA, AN IRREVOCABLE LETTER OF CREDIT IN THE AMOUNT OF TWENTY THOUSAND AND 00/100'S US DOLLARS (USD 20,000.00) LAWFUL MONEY OF THE UNITED STATES OF AMERICA. THE TRA MAY DRAW UPON THIS LETTER OF CREDIT, AT ANY TIME AND FROM TIME TO TIME, BY DELIVERING A LETTER OF CREDIT NOTICE, SUBSTANTIALLY IN THE FORM SET FORTH BELOW (A "NOTICE"), WHICH NOTICE SHALL SPECIFY THE AMOUNT (THE "DRAW AMOUNT") TO BE DRAWN AND THE BANK ACCOUNT (THE "BANK ACCOUNT") TO WHICH THE DRAW AMOUNT SHOULD BE DELIVERED AND SHALL BE SIGNED BY AN OFFICIAL DESIGNED AND DULY AUTHORIZED BY THE TRA, TO LENDER AT 111 WEST MONROE STREET, 11TH FLOOR W., CHICAGO, ILLINOIS 60603, OR TO SUCH OTHER

Harris Trust and
Savings Bank,
Chicago

c/o Bank of Montreal
Trade Finance Services
234 Simcoe Street, 3rd Floor
Toronto, Ontario, Canada, M5T 1T4

Telephone: (416) 598-6127



**HARRIS
BANK®**

OUR IRREVOCABLE STANDBY LETTER OF
CREDIT NUMBER SPL90011377

DATE OF ISSUE: AUGUST 29, 2003
PAGE: 2

ADDRESS AS THE LENDER SHALL NOTIFY THE TRA IN WRITING BY CERTIFIED MAIL.
PROMPTLY AFTER THE DELIVERY OF EACH NOTICE, THE LENDER HEREBY COVENANTS AND
AGREES TO DELIVER, BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS, THE DRAW
AMOUNT TO THE BANK ACCOUNT.

THIS LETTER OF CREDIT SHALL BE DEEMED AUTOMATICALLY RENEWED WITHOUT AMENDMENT
FOR SUCCESSIVE ONE-YEAR PERIODS AND MAY BE CANCELLED BY THE LENDER BY GIVING
THIRTY (30) DAYS ADVANCED WRITTEN NOTICE BY CERTIFIED MAIL OF SUCH CANCELLATION
TO THE TRA AND THE COMPANY, IT BEING UNDERSTOOD THAT THE LENDER SHALL NOT BE
RELIEVED OF LIABILITY THAT MAY HAVE ACCRUED UNDER THIS LETTER OF CREDIT PRIOR TO
THE DATE OF CANCELLATION.

THE LENDER HEREBY REPRESENTS AND WARRANTS THAT IT IS QUALIFIED AND AUTHORIZED
TO ISSUE THIS LETTER OF CREDIT AND IS A BANK DESIGNATED BY THE TREASURER OF THE
STATE OF TENNESSEE AS AN AUTHORIZED DEPOSITORY BANK FOR THE DEPOSIT OF STATE
FUNDS.

EXCEPT AS OTHERWISE EXPRESSLY STATED, THIS LETTER OF CREDIT IS SUBJECT TO THE
UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDIT (1993 REVISION)
INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 500, OR ANY REVISIONS THERETO.

HARRIS TRUST AND SAVINGS BANK


AUTHORIZED SIGNATURE

PREPARED BY: CWON