

Company ID: 128244

Premiercom, Inc.  
d/b/a Premiercom Management Company  
500 East Higgins Road  
Elk Grove Village, IL 60007

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN November 3, 1998

IN RE: CASE NUMBER: 98-00666

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 November 3, 1998 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:

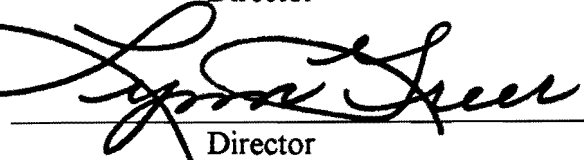
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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

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

ATTORNEYS AT LAW

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

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  
PATRICK D. CROCKER  
ANDREW J. VORBRICH\*  
NICOLETTE G. HAHN\*\*  
ROBERT G. LENNON\*\*\*

\*Also admitted in Iowa.

\*\*Also admitted in California and North Carolina.

\*\*\*Also admitted in New York, Illinois and Washington, D.C.

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

JOSEPH J. BURGIE  
(1926 - 1992)

OK # 2  
001162

September 21, 1998

RECEIVED

SEP 28 1998

TN REGULATORY AUTHORITY  
TELECOMMUNICATIONS DIVISION

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

RE: PREMIERCOM d/b/a PREMIERCOM MANAGEMENT COMPANY

Dear Sir:

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/tlb

128244  
58-00666

**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** PREMIERCOM, INC.  
d/b/a PREMIERCOM MANAGEMENT COMPANY
- B. Address** 500 East Higgins Road  
**City** Elk Grove Village  
**State** IL **Zip Code** 60007 **Phone No.** (888) 577-7266
- B. Owner, Partners, or Corporate Officers:**
- |               |   |          |
|---------------|---|----------|
| Sean Trepeta  | President                                   |          |
| John Wonak    | Chief Financial Officer Secretary/Treasurer | Director |
| Thomas Jacobs | Chairman and CEO                            | Director |
- 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.**

(888) 577-7266

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

128244  
98-00666

**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.**

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 ☒

b. Residential ☒

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 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?**

10-16444

**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?**

Telehub Network Services

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

Billing Customer Direct

**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.**

Independent Sales Agent

**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**

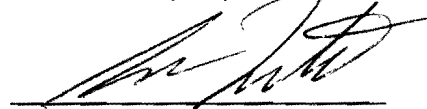
- A. The Interexchange reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
  - Understands the penalties for non-compliance and 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.

PREMIERCOM, INC.

d/b/a PREMIERCOM MANAGEMENT COMPANY


Company Name

8/27/98  
Date

  
Sean Trepeta

President  
Title

Subscribed and sworn before me this 27<sup>th</sup> day of August, 1998

  
Notary Public



File Number 5980-722-6

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF  
PREMIERCOM, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 17TH day of FEBRUARY A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



*George H. Ryan*

Secretary of State

C-212.2



Form <b>BCA-2.10</b> (Rev. Jan. 1995) George H. Ryan Secretary of State Department of Business Services Springfield, IL 62758	This space for use by Secretary of State <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> FEB 17 1998 GEORGE H. RYAN SECRETARY OF STATE	<div style="border: 1px solid black; padding: 5px; text-align: center; font-weight: bold; margin-bottom: 10px;">SUBMIT IN DUPLICATE!</div> This space for use by Secretary of State Date <u>2-17-98</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>15.00</u> Approved: <u>[Signature]</u>
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1. CORPORATE NAME: PREMIERCOM, INC.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	THOMAS	R.	PALMER
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Initial Registered Office:	1515 East Woodfield Road		150
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	Schaumburg	IL 60173	Cook
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

3. Purpose or purposes for which the corporation is organized:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ n/a	1,000	100	\$ 100.00
TOTAL = \$ 100.00				

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

EXPEDITED

(over)

FEB 17 1998

SECRETARY OF STATE

5. OPTIONAL:

(a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_

(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:**

(a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_

(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_

(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_

(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

## 7. OPTIONAL: OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated 20/10/19, 1910.

1. Signature  
THOMAS R. PALMER  
(Type or Print Name)

2. Signature  
(Type or Print Name)

3. Signature  
(Type or Print Name)

**Address**

1. 1515 East Woodfield Road, Suite 250  
Street  
Schaumburg, IL 60173  
City/Town State Zip Code

2. \_\_\_\_\_  
Street  
\_\_\_\_\_  
City/Town State Zip Code

3. \_\_\_\_\_  
Street  
\_\_\_\_\_  
City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

## FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
  - The filing fee is \$75.
  - The minimum total due (franchise tax + filing fee) is \$100.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,867)
  - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State                      Springfield, IL 62756  
 Department of Business Services   Telephone (217) 782-9522 or 782-9523

JUN- 3-98 WED 5:47 PM CORP GUAR TR CO

FAX NO. 5639410

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**Secretary of State****Corporations Section**

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 05/20/98  
REQUEST NUMBER: 3511-2960  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 05/19/98 1359  
EFFECTIVE DATE/TIME: 05/19/98 1359  
CONTROL NUMBER: 0351089

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

RE:  
PREMIERCOM, 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: 05/20/98

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: 00002314774  
ACCOUNT NUMBER: 00073224



RILEY C. DARNELL  
SECRETARY OF STATE



JUN- 3-98 WED 5:48 PM C GUAR TR CO

FAX NO. 5639410

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

DATE: 05/21/98  
REQUEST NUMBER: 3514-1007  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 05/19/98 1358  
EFFECTIVE DATE/TIME:  
CONTROL NUMBER: 0351089

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

RE:  
PREMIERCOM MANAGEMENT COMPANY  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

-----  
FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 05/20/98  
NAME

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

RECEIVED:	FEE \$10.00	\$10.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER: 00002314781		
ACCOUNT NUMBER: 00073224		



RILEY C. DARNELL  
SECRETARY OF STATE