

Company ID: 000026

Frontier Communications Services, Inc.
180 South Clinton Ave.
Rochester, NY 14646-0500

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

November 3, 1998

IN RE: CASE NUMBER: 98-00675

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.

ATTEST:


Executive Secretary


Chairman

Director

Director

BOULT
CUMMINGS
CONNERS
& BERRY
PLC

LAW OFFICES
414 UNION STREET, SUITE 1600
POST OFFICE BOX 198062
NASHVILLE, TENNESSEE 37219

Henry Walker
(615) 252-2363
Fax: (615) 252-6363
Email: hwalker@bccb.com

RECEIVED
TENN. REG. AUTH.

OCT 1 AM 11 55

TELEPHONE (615) 244-2582
FACSIMILE (615) 252-2380
INTERNET WEB <http://www.bccb.com/>

September 25, 1998

RECEIVED
ADMINISTRATIVE

OCT 01 1998

TN REGULATORY AUTHORITY

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Resale Application of Frontier Communications Services Inc. and Petition to
Cancel Certificate of Allnet Communication Services, Inc. d/b/a Frontier
Communications Services

Dear David:

Enclosed is a reseller application filed on behalf of Frontier Communications Services
Inc. ("Frontier"). Frontier is a subsidiary of Frontier Corporation.

Three years ago, Frontier Corporation purchased control of Allnet Communication
Services, Inc., an interexchange provider certified in Tennessee. See Docket U-84-7325, Order issued
September 25, 1995. After the purchase, Allnet began doing business in Tennessee under the d/b/a name
Frontier Communications Services, and has now been legally given the name Frontier Communications
Services Inc.

Although operating under a facilities-based IXC certificate, Frontier does not, and never
did, own any transmission facilities or switching equipment in Tennessee. Frontier operates in this state
as a long distance reseller. Therefore, Frontier is registering as a reseller and requests that, upon
approval of the reseller application, the IXC certificate originally issued to Allnet be canceled.

These changes will have no effect on any Frontier customers and will not affect the rates
now being charged to those customers.

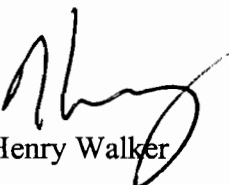
VOUCHER NO. 77-10635²
C# 57558 RC. 28103
AMT. REC. 50.⁰⁰
DEPOSIT DATE 10/2/98

K. David Waddell
September 25, 1998
Page 2

Please call me at 615-252-2363 if you have any questions.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry Walker

HW/lw
cc: Michael Nighan

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 **Frontier Communications Services Inc.**
Address **180 South Clinton Avenue** City **Rochester**
State **New York** Zip Code: **14646-0500** Phone No. **(716) 777-8000**
- B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Joseph P. Clayton, CEO	180 South Clinton Avenue	Rochester	NY	14646
Robert L. Barrett, President	180 South Clinton Avenue	Rochester	NY	14646
James G. Dole, EVP	180 South Clinton Avenue	Rochester	NY	14646
Donna Reeves-Collins, VP	180 South Clinton Avenue	Rochester	NY	14646
Joesph Enis Treasurer	180 South Clinton Avenue	Rochester	NY	14646
Josephine S. Trubek, Secretary	180 South Clinton Avenue	Rochester	NY	14646

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

Name **Michael J. Nighan** Phone No. **(716) 777-8456** Fax No. **(716) 232-3646**

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-783-2020

- 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.

See attached.

- G. List the state(s) you are authorized to operate in at this time. FCSI is authorized to provide service through out the United Services

check #
517558

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

000026
98-00675

- 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 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
See attached.
- N. What is the applicant's 10XXX or 800 access code? 10444
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee? No
- P. What facility-based network will the applicant be reselling? FCSI purchases originating and terminating access from the local exchange carriers, routing these circuits through its switch in Michigan to complete intrastate Tennessee calls.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²? FCSI generates its bills directly and utilizes contracts with LECs for operator services billing
- 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.
FCSI intends to market through its internal sales force, including field sales personnel and internal telemarketing
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.
FCSI obtains a written letter of agency from its Customers and submits PIC changes to the LEC from these letters of agency and utilizes third party verification.

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 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. Yes X No

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation (or Limited Liability Company)

 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.

See attached. Exhibit A

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 B

Part IV: Display Card

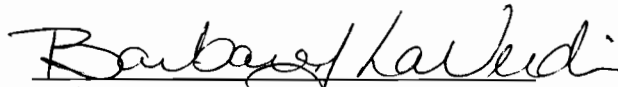
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds.

Not applicable. FCSI does not offer operator assisted calling from aggregator locations.

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

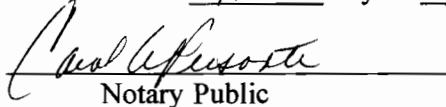
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, 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.



Barbara J. LaVerdi, Assistant Secretary
Frontier Communications Services Inc.
180 South Clinton Avenue
Rochester, New York 14646-0700
(716) 777-7979

Date: May 11, 1998

Subscribed and sworn
before me this 11th day of May, 1998


Notary Public

CAROL A. PERSONTE
Notary Public, State of New York
Qualified in Monroe County
Commission Expires Dec. 8, 1998

SEAL

Frontier Communications Services Inc.
Appendix I

Reseller Name

Address

Contact Person

Not Applicable.

APPENDIX II

Informational Tariff

Frontier Communications Services, Inc. will adopt, by incorporation, the tariffs of Allnet Communication Services, Inc., currently on file with the TRA.

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/13/96

REQUEST NUMBER: 3254-0012

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 12/13/96 1554

EFFECTIVE DATE/TIME: 12/13/96 1554

CONTROL NUMBER: 0218089

TO:

TSIO

P.O. BOX 120598

NASHVILLE, TN 37221

RE:

FRONTIER COMMUNICATIONS SERVICES, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - PROFITTHIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - PROFIT

ON DATE: 10/08/96

FROM:

TSIO (BOX 120598)

P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$10.00 \$10.0

TOTAL PAYMENT RECEIVED: \$20.0

RECEIPT NUMBER: 000020178
ACCOUNT NUMBER: 00000499RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE95 OCT -8 11:14
To the Secretary of State of the State of Tennessee:

95 DEC 13 PM 3:34

RILEY DANIELL
SECRETARY OF STATE

Under the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ALLNET COMMUNICATION SERVICES, INC.changing name to FRONTIER COMMUNICATIONS SERVICES, INC.

If different, the name under which the certificate of authority is to be obtained is _____

2. The state or country under whose law it is incorporated is Michigan3. The date of its incorporation is April 5, 1989 (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 _____

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (include the county and the zip code) of its registered office in Tennessee is

500 Tallan Building, Two Union Square, Chattanooga, TN 37402-2571

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is The Prentice-Hall Corporation System, Inc.

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

see attached rider

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

see attached rider

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 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 successfully filed in Tennessee.)

September 26, 1996
Signature DateAssistant Secretary
Signer's CapacityFRONTIER COMMUNICATIONS SERVICES INC.
Name of CorporationBarbara J. LaVerdi
SignatureBarbara J. LaVerdi
Name (typed or printed)

RECEIVED
50 OCT -5 AM 11:54
OFFICERS & DIRECTORS
of
FRONTIER COMMUNICATIONS SERVICES INC.
FILED
SECRETARY OF STATE

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Kevin J. Bennis	Chief Executive Officer President Director	ADDRESS FOR ALL: 180 South Clinton Avenue Rochester, NY 14646-0700
Robert L. Barrett	Executive Vice President Director	
Richard A. Smith	Chief Financial Officer	
Joseph Enis	Treasurer	
James F. Mulcahy	Assistant Treasurer	
Susan I. Sipperley	Assistant Treasurer	
Josephine S. Trubek	Secretary	
Barbara J. LaVerdi	Assistant Secretary	
Ronald L. Bittner	Director	
James G. Dole	Director	
Louis L. Massaro	Director	



Michigan Department of Commerce

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 13th day of November, 1995.

Carl L. Lippert, Director

Corporation & Securities Bureau

172 SEAL APPEARS ONLY ON ORIGINAL

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received NOV 13 1995		(FOR BUREAU USE ONLY)
adjusted per Cheryl		
N----- PB. 517-663-2525 Ref # 55574 Attn: Cheryl J. Bixby MICHIGAN RUNNER SERVICE P.O. Box 266 Eaton Rapids, MI. 48827-0266 Ip Code		FILED NOV 13 1995 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau EFFECTIVE DATE:

↑ Document will be returned to the name and address you enter above ↑

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: **ALLNET COMMUNICATION SERVICES, INC.**

The Identification number assigned by the Bureau is:

432-546

3. The location of the registered office is:

30200 Telegraph Rd Bingham Farms, Michigan **48035 4510**
(Street Address) (City) (ZIP Code)

Article **one** of the Articles of Incorporation is hereby amended to read as follows:

1. The name of the corporation shall be **FRONTIER COMMUNICATIONS SERVICES INC.**

SEAL APPEARS ONLY ON ORIGINAL

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ d of _____, 19____, in accordance with the provisions of the Act the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 9th da of November, 19 95. The amendment: (check one of the following)

- ☐ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- ☐ was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- ☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- ☒ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 9th day of November, 19 95

By Marvin C. Moses
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

SEAL APPEARS ONLY ON ORIGINAL

Marvin C. Moses

Executive Vice President



This is to Certify That

Certificate of Merger was filed on June 6, 1989 merging ALLNET COMMUNICATION SERVICES OF MICHIGAN, INC., a Michigan profit corporation, with and into ALLNET COMMUNICATION SERVICES, INC., a Illinois profit corporation, qualified in Michigan. The surviving corporation is ALLNET COMMUNICATION SERVICES OF MICHIGAN, INC.

This certificate is in due form, and made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

'89 AUG 11 PM 3:07

SECRETARY OF STATE
KANSAS

*In testimony whereof, I have hereunto set
hand and affixed the Seal of the Department
in the City of Lansing, this 5TH
of JULY 19 89*

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

(For Bureau Use Only)
Date Received

RECEIVED

FILED

APR 05 1989

APR 05 1989

MICHIGAN DEPT. OF COMMERCE
CORPORATION DIVISION

Administrator
MICHIGAN DEPT. OF COMMERCE
Corporation & Securities Bureau

Corporation Identification Number 432 --- 546

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Allnet Communication Services of Michigan, Inc.

ARTICLE II

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan (the "Act").

ARTICLE III

The total authorized capital stock is:

Common Shares: 1,000 No Par Value Stated Value Per Share \$0.01

ARTICLE IV

1. The address of the registered office is:

10300 Telegraph Road, Suite 150 Birmingham Michigan 48010

2. The name of the registered agent at the registered office is:

Connie R. Gale

ARTICLE V

The name and address of the incorporator is as follows:

Name	Residence or Business Address
Bruce M. Komisar, Esq.	1800 First National Building Detroit, Michigan 48226

ARTICLE VI

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

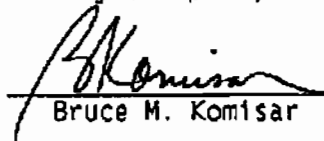
ARTICLE VIII

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of such director's fiduciary duty; provided, that the foregoing shall not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the director's duty of loyalty to the Corporation or its shareholders.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
- (c) A transaction from which the director derived an improper personal benefit.
- (d) A violation of Section 551(1) of the Act.
- (e) Any other act or omission as to which the Act does not permit a director's liability to be so limited.

In the event that the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, modification or adoption.

I, the Incorporator, sign my Name this 4th day of April, 1989..


Bruce M. Komisar

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

July 22, 2010

IN RE:

**PETITION FOR MERGER AND CANCELLATION OF
CERTIFICATE BY GLOBAL CROSSING NORTH
AMERICAN NETWORKS, INC. INTO GLOBAL
CROSSING TELECOMMUNICATIONS, INC.**

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**DOCKET NO.
10-00048**

ORDER APPROVING *PRO FORMA* MERGER

This matter came before Chairman Sara Kyle, Director Kenneth C. Hill, and Director Mary W. Freeman of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on June 7, 2010 for consideration of the *Petition for Merger and Cancellation of Certificate by Global Crossing North American Networks, Inc. into Global Crossing Telecommunications, Inc.* ("*Petition*") filed on March 31, 2010 by Global Crossing North American Networks, Inc. ("GC NAN") and Global Crossing Telecommunications, Inc ("GCTI") (together, "Petitioners"). The Petitioners seek approval of the planned *pro forma* merger of GC NAN into its affiliate GCTI.

GCTI is a Michigan corporation and wholly-owned indirect subsidiary of Global Crossing Unlimited that currently provides resold interstate toll telecommunications services. In Tennessee, GCTI is authorized to provide long distance services pursuant to an Order issued by the Tennessee Public Service Commission ("TPSC") on September 25, 1985 in Docket No. U-84-7325.

GC NAN is a Michigan corporation authorized to provide interexchange long distance service in Tennessee pursuant to an Order issued by TPSC on August 23, 1995 in Case No. 95-

02845. Like GCTI, GC NAN is a wholly-owned indirect subsidiary of Global Crossing Limited and a publically traded Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services. GC NAN does not provide retail telecommunications services.

THE PETITION

According to the *Petition*, on or about September 30, 2010, GC NAN will be merged into GCTI. At that time, all of the assets of GC NAN will be transferred to GCTI, and GC NAN will cease to exist. Accordingly, GC NAN requests cancellation of its certification and tariff effective upon the date of consummation of the merger as notified to the Authority.

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-112 (2004) applies to the transaction described in the *Petition* because it involves the merger of certain assets between Tennessee certificated public utilities. Tenn. Code Ann. § 65-4-112 (2004) states:


No lease of its property, rights, or franchises, by any such public utility, and no merger or consolidation of its property, rights and franchises by any such public utility with the property, rights and franchises of any other such public utility of like character shall be valid until approved by the authority, even though power to take such action has been conferred on such public utility by the state of Tennessee or by any political subdivision of the state.

After finding that the proposed *pro forma* merger is in the public interest because it is an internal corporate reorganization that will reduce costs and provide enhanced efficiencies for the surviving Global Crossing entities, the panel voted unanimously to: (1) approve the *pro forma* merger described in the *Petition* pursuant to T.C.A. § 65-4-112 (2004) and (2) approve the request of GC NAN to cancel its certificate of convenience and necessity, effective upon notice to the Authority that the transaction has been completed.

IT IS THEREFORE ORDERED THAT:

1. The *pro forma* merger as described in the *Petition for Merger and Cancellation of Certificate by Global Crossing North American Networks, Inc. into Global Crossing Telecommunications, Inc.* and discussed herein is approved.

2. Global Crossing North American Networks, Inc.'s Certificate of Public Convenience and Necessity is cancelled effective upon notice to the Tennessee Regulatory Authority that the transaction has been completed.


Sara Kyle, Chairman
Kenneth C. Hill, Director
Mary W. Freeman, Director



February 4, 2011
Via Overnight Delivery & Email

Ms. Sharla Dillon, Dockets and Records Director
Tennessee Regulatory Authority
Attn: Utilities Division
460 James Robertson Parkway
Nashville, TN 37243-0505

filed electronically in docket office on 02/04/11

RE: Request for Cancellation of Authority – Global Crossing North American Networks, Inc. Issued in Case 95-02845 on August 23, 1995 - ID 00113293

and

Post Merger Notification – Global Crossing North American Networks, Inc. into Global Crossing Telecommunications, Inc. Docket No. 10-00048

Dear Ms. Dillon:

Please accept the original and four (4) copies of this letter to notify the Tennessee Regulatory Authority of the completion of the merger of Global Crossing North American Networks, Inc. into its affiliate Global Crossing Telecommunications, Inc. as approved by order issued in Docket Number 10-00048. The merger took place on December 31, 2010.

In its petition, it was requested that Global Crossing North American Networks, Inc.'s certification and tariff be cancelled effective as of the consummation date of the merger as notified to Authority. On that basis, cancellation of Global Crossing North American Networks, Inc.'s authority issued in Case Number 95-02845 on August 23, 1995 and tariff is hereby requested as of December 31, 2010. No tariff work was required as Global Crossing North American Networks had no retail customers.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose. Any questions you may have pertaining to this filing should be directed to my attention at (407) 740-3004 or rmorton@tmnc.com.

Sincerely,

Robin Norton,
Consultant to Global Crossing

RN/im

cc: R. Edward Price - Global Crossing

file: GC NAN - TN

GC TI - TN

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