

Company ID: 128286
ASC Telecom, Inc. d/b/a AlternaTel
8140 Ward Parkway
Kansas City, MO 64114

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

IN RE: CASE NUMBER: 98-00888

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 April 20, 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

TENNESSEE REGULATORY AUTHORITY



Lynn Greer, Chairman
Sara Kyle, Director
Malvin 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 ASC Telecom, Inc. (also d/b/a AlternaTel)
Address 8140 Ward Parkway City Kansas City
State Missouri Zip Code 64114 Phone No. (800) 654-2131

B. Owner, Partners, or Corporate Officer

See list of corporate officers attached as Exhibit "A".

NAME	ADDRESS	CITY	STATE	ZIP CODE

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Tony H. Key (404) 649-5144 (404) 649-5174
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
Tony H. Key (404) 649-5144 (404) 649-5174
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. 800-654-2131

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 _____
Date Approved _____
Evaluator _____

-128286
98-00888

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.

F. If providing operational services, list company name, address contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.
N/A

G. List the state(s) that the applicant is authorized to operate in at this time. _____
See list attached as Exhibit "B".

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. No complaints to the best of my knowledge, information and belief.

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. See Exhibit "C" for explanation of ASC ownership.

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. See Exhibit "C" attached.

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

J. What type of customers will the applicant serve?
a. Business XX
b. Residential xx
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. 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 II¹.

N. What is the applicant's 10XXX or 800 access code, if applicable? 1010777

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? Sprint Communications Company L.P. network facilities.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Initially will use local telephone company's billing systems.

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.

- 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.
Television and newspaper advertising but no direct telemarketing

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. 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 XX 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 _____ No _____ N/A

Part II: Organization Structure

A. Type of Organization

_____ Individual XX Corporation
_____ Partnership _____ Other (Explain on separate sheet)

- B. If partnership and/or Non-resident See Exhibit "D" attached.
(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. See Exhibit "E" attached.

Part IV: Display Card N/A

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.

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

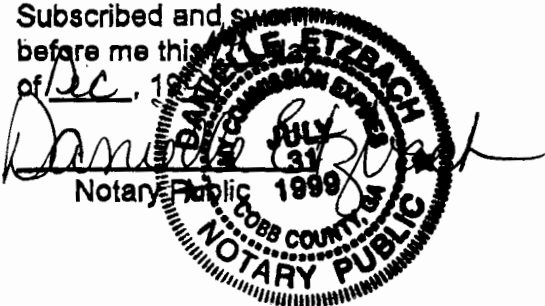
A. The Reseller or Operator Service Provider applicant, hereby, affirms the following:

- 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.

ASC Telecom, Inc. also d/b/a AlternaTel
Company Name Date

Tony H. Key
Company Official Title
Tony H. Key, Director, State Regulatory-South

Subscribed and sworn to
before me this 1st
of Dec, 1999



seal

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations, and that I am the proper official to execute this certificate.

I FURTHER CERTIFY that ASC TELECOM, INC. is a regularly and properly organized corporation under the laws of the state of Kansas, having been incorporated in Kansas on the 26th day of August, A.D., 1994.

I FURTHER CERTIFY that no amendments have been filed in this office.

I DO FURTHER CERTIFY that ASC TELECOM, INC. has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
20th day of February, 1997.



RON THORNBURGH
SECRETARY OF STATE

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE Sep 13 12 18 PM '94
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka on the date below: **AUG 26 1994**



BILL GRAVES
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
ASC TELECOM, INC.**

**FIRST
Name**

The name of the Corporation is ASC Telecom, Inc.

**SECOND
Registered Office**

The registered office of the Corporation in the State of Kansas is located at 534 South Kansas Avenue, Suite 1108, Topeka, Kansas 66603, County of Shawnee. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

**THIRD
Nature of Business**

The nature of the business or purposes to be conducted by the Corporation is:

To engage in the telecommunications business; and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Code of the State of Kansas.

**FOURTH
Stock**

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, each of such shares of common stock to have a par value of One Dollar (\$1.00) per share, and may be issued by the Corporation from time to time for such consideration as fixed from time to time by the Board of Directors.

Each stockholder of the Corporation shall be entitled to one vote for each share of stock held of record on the books of the Corporation.

**FIFTH
Incorporator**

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

Michael T. Hyde, 2330 Shawnee Mission Parkway, Westwood, Kansas 66205.

SECRETARY OF STATE
KANSAS

94 JUN 26 PM 3:24

SIXTH

Existence

The Corporation shall have perpetual existence.

SEVENTH

Bylaws

The Board of Directors is authorized to make, alter or repeal the Bylaws of the Corporation.

EIGHTH

Meetings of Stockholders

Meetings of stockholders shall be held at such place, within or without the State of Kansas, as may be designated by or in the manner provided in the Bylaws, or, if not so designated, at the registered office of the Corporation in the State of Kansas.

NINTH

Limitation of Liability

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this ARTICLE NINTH shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under K.S.A. 17-6424 and amendments thereto or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this ARTICLE NINTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH

Insolvency

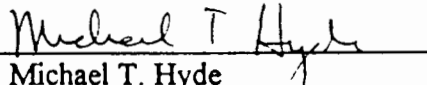
Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6901 and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6808 and amendments thereto, may order a meeting of the

creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such 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 stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH Amendment

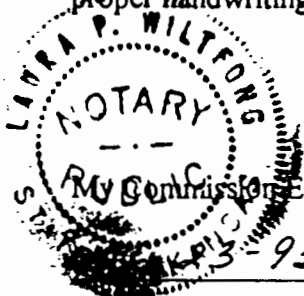
The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

THE UNDERSIGNED, being the incorporator above named, for the purposes of forming a corporation pursuant to the General Corporation Code of the State of Kansas, has signed this instrument on the 25th day of August, 1994, and does thereby acknowledge that it is his act and deed and that the facts stated therein are true.


Michael T. Hyde

STATE OF KANSAS)
) SS:
COUNTY OF JOHNSON)

Be it remembered that on this 25th day of Aug., 1994 personally came before me Michael T. Hyde, party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said certificate to be his act and deed and that the facts stated herein are true; and that the signature of Michael T. Hyde is his own proper handwriting. Given under my hand and seal of office the day and year aforesaid.




Notary Public

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/11/1995
REQUEST NUMBER: 952841
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/29/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0288365
JURISDICTION: KANSAS

TO:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO 199
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO 199
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ASC TELECOM, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/11/95

FROM:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO. 199
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$100.00	\$80.00
TOTAL PAYMENT RECEIVED:		\$180.00

RECEIPT NUMBER: 00001858319
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/29/94
REQUEST NUMBER: 2932-0814
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 12/29/94 1129
EFFECTIVE DATE/TIME: 12/29/94 1630
CONTROL NUMBER: 0288365

TO:
PRENTICE HALL LEGAL & FINANCIAL SERV.
33 N. LASALLE ST

CHICAGO, IL 60602

RE:
ASC TELECOM, 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: 12/29/94

FROM:
PRENTICE HALL LEGAL & FIN (CHICAGO, IL)
33 N. LASALLE ST

CHICAGO, IL 60602-0000

	FEE	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00001729627
ACCOUNT NUMBER: 00022485



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

ASC TELECOM, 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 ASC TELECOM, 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 KS3. The date of its incorporation is AUGUST 26, 1994 (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 _____

2330 SHAWNEE MISSION PARKWAY, WESTWOOD.	KS	66205
Street	City	State/Country

5. The complete street address (including the county and the zip code) of its registered office in this state is
c/o The Prentice-Hall Corporation System, Inc., 500 Tallan Building,
Two Union Square, Chattanooga, Tennessee

Hamilton	37402-2571
City/State	County

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.

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

SEE ATTACHED.

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 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 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.]

DECEMBER 20, 1994

Signature Date

VICE PRESIDENT

Signer's Capacity

ASC TELECOM, INC.

Name of Corporation



Signature

ERIC P. TOM

Name (typed or printed)



SS-4431 (Rev. 8/89)

Filing Fee: \$600.00

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/29/98

REQUEST NUMBER: 3569-0178

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 09/29/98 1037

EFFECTIVE DATE/TIME:

CONTROL NUMBER: 0288365

TO:

CSC/USC

33 NORTH LASALLE ST

SUITE 1925

CHICAGO, IL 60602

RE:

ALTERNATEL

**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
NAME**

ON DATE: 09/29/98

**FROM:
CSC/USC (33 N LASALLE ST)
33 N LASALLE STREET
SUITE 1925
CHICAGO, IL 60602-0000**

**RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00**

**RECEIPT NUMBER: 00002368695
ACCOUNT NUMBER: 00003496**

Riley C. Darnell

**RILEY C. DARNELL
SECRETARY OF STATE**



RECEIVED
SECRETARY
FILED
93 SEP 29 AM 10:37

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:


1. The true name of the corporation is ASC Telecom, Inc.
2. The state or country of incorporation is Kansas
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
AlternaTel

(NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.)

September 23, 1998
Signature Date

ASC Telecom, Inc.
Name of Corporation

Vice President and Assistant Secretary
Signer's Capacity


Signature

Don A. Jensen
Name (typed or printed)

#0288365