

BEFORE THE TENNESSEE REGULATORY AUTHORITY

April 25, 2000

Nashville, Tennessee

In Re: **America One Communications, Inc.**)
 for Cancellation of Authority to Provide) Docket No. 99-00134
 Resold Telecommunication) Co. ID: 128315
 Services In Tennessee)

**ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES**


This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of **America One Communications, Inc.** to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on April 25, 2000.

WHEREFORE, having considered the request of **America One Communications, Inc.** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

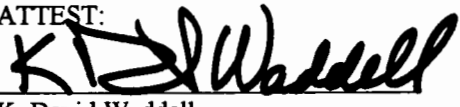
- 1) That the request of **America One Communications, Inc.** to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 99-00134 is hereby granted; and
- 2) That this docket is herewith closed.


Chairman Melvin Malone


Director Sara Kyle


Director Lynn Greer

ATTEST:


K. David Waddell

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Commissioner
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 I: General Information

A. Name of Applicant America One Communications, Inc.
Address 2650 Park Tower Drive, Suite 300, Vienna
State Virginia Zip Code 22180 Phone No. (703) 208-2736

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Capital One Financial Corp.	2980 Fairview Park Drive	Falls Church	Virginia	22042-4525

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

Maureen Harrigan 703-208-2936 (800) 641-6943 x2936
Name Tennessee 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) 797-8386 (Dial-around); (800) 803-7589 (1+ Dialing)

E. Check the type of telecommunications services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services
☐ Resell Local Exchange services
☐ Operator Services
☐ Other (describe) _____

(To be filled out by TRA)

Company ID Number 128315

Date Approved 9-9-00

Evaluator 131

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 3721-8907. Should you have any questions, call (615) 741-7489, ext. 163.

Resale Application
* Folder

- 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.
America One has not been denied authority to provide service in any state.
- I. Areas in Tennessee to be served.
Applicant intends to provide service to and from all points in the State of Tennessee.
- 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: Not applicable..
- 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 II.^{1/}
- N. What is the applicant's 10XXX or 800 access code? 6789
- 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? Applicant will resell the interexchange ("IXC") services of one or more facilities-based IXC carriers, the selection of which will be based upon Applicant's analysis of facility of cost, suitability, and quality of service. Applicant has selected IXC Communications, Inc. as its underlying facilities-based IXC carrier.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{2/}
Subscribers will either be billed directly by America One or by its intermediary, or charges will be included in the subscriber's regular local telephone bill pursuant to billing and collection agreements established by America One or its intermediary with the applicable local

^{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 direct.

telephone company. America One will render bills monthly and payment is due within 30 days of receipt. For any customer for which there is an outstanding balance that is more than 30 days overdue, America One reserves the right to impose a late payment charge not exceed 1.5 percent of the overdue balance. A copy of a sample bill is attached hereto as Exhibit B.

- 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.

America One will offer intrastate long distance services, including 1+ switched, toll free, prepaid and casual calling dial-around, to business and residential customers within the State of Tennessee. Services may be marketed via Internet web advertising, direct mail or telemarketing. America One will also market through shared direct-mail channels (co-op mailings) and broadcast media (radio and T.V.). In addition, customers desiring to purchase America One's long distance services may do so by calling America One's toll-free number, (800) 326-9018.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Every customer service order for America One long distance service must be authenticated by one of two verification processes before America One will submit the customer's ANI to the local exchange carrier to initiate a change in that customer's primary interexchange carrier ("PIC"). America One's primary method of verifying customer PIC changes is to obtain a Letter of Agency ("LOA"), which must be signed by the customer. Attached hereto in Exhibit C is a copy of America One's LOA form. In addition to the LOA, America One requires additional documentation to confirm the length of contract term and the service plan type requested. This is the only methodology that America One permits its field sales representatives to use to initiate customer PIC changes.

In cases where America One has contracted with a telemarketing firm to market its long distance service, America One requires such firms to use third party verification to confirm the customer's PIC change request. Third party verification is conducted by an unaffiliated company, which independently contacts the customer (through a separate phone call) and verifies the PIC change request. A copy of the verification script is also included in Exhibit C.

America One uses no other methods of verification to authenticate customer requests.

- 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

_____ 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. **Please see Exhibit D.**

(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **Please see Exhibit E.**

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.

Please see Exhibit F.

Part IV: Display Card

Attach a copy of the display card to be placed on the aggregator's 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. Applicant will not be providing operator services to call aggregators.

^{3/} It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregator's 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) 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 T.R.A. 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.

America One Communications, Inc. January 29, 1999

Company Name

Date

Raiza Wick

Assistant General Counsel

Raiza Wick

Title

Subscribed and sworn before me
this 29th day of January 1999.

Kimberly Wheeland
Notary Public

My Commission Expires: _____

seal

KIMBERLY WHEELAND
My Commission Expires Nov. 30, 2000
Notary Public, Commonwealth of Virginia

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 01/29/1999

REQUEST NUMBER: 99029134

CHARTER/QUALIFICATION DATE: 04/15/1997

STATUS: ACTIVE

CORPORATE EXPIRATION DATE: PERPETUAL

CONTROL NUMBER: 0328968

JURISDICTION: DELAWARE

TO:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

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

"AMERICA ONE COMMUNICATIONS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3324-2327	04/15/1997	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 01/29/99

FEES

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

RECEIVED: \$140.00 \$0.00
TOTAL PAYMENT RECEIVED: \$140.00

NASHVILLE, TN 37212-0000

RECEIPT NUMBER: 00002424664
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OAKSTONE, INC.", CHANGING ITS NAME FROM "OAKSTONE, INC." TO "AMERICA ONE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

2513423 8100

AUTHENTICATION:

8231768

960361652

DATE:

12-10-96

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
OAKSTONE, INC.

OakStone, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article FIRST so that, as amended, said Article shall read as follows:

FIRST. The name of the corporation is America One Communications, Inc.

SECOND: That in lieu of a special meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President, and attested by its Secretary, this 5th day of December, 1996.

BY: N. Andrew Cohen
Neil A. Cohen
President

ATTEST: J. G. Finneran, Jr.
John G. Finneran, Jr.
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICA ONE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "AMERICA ONE COMMUNICATIONS, INC." TO "OAKSTONE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2513423 8100

950228911

AUTHENTICATION: 7670302

DATE: 10-27-95

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
AMERICA ONE COMMUNICATIONS, INC.

America One Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the amendment is as follows:

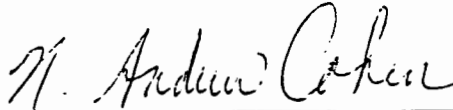
RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article FIRST so that, as amended, said Article shall read as follows:

FIRST. The name of the corporation is OakStone, Inc.

SECOND: That in lieu of a special meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

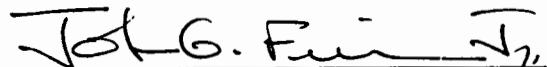
IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President, and attested by its Secretary, this 4th day of October, 1995.

BY:



Neil A. Cohen
President

ATTEST:



John G. Finneran, Jr.
Secretary

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
OAKSTONE COMMUNICATIONS, INC.

OakStone Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the amendment is as follows:

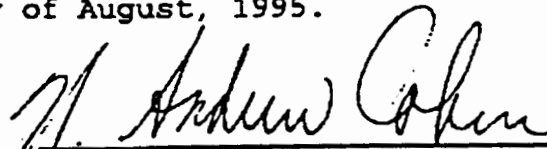
RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article FIRST so that, as amended, said Article shall read as follows:

FIRST. The name of the corporation is America One Communications, Inc.

SECOND: That in lieu of a special meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

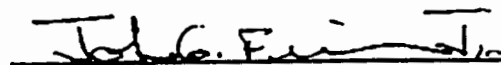
IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President, and attested by its Secretary, this 14th day of August, 1995.

BY:



Neil A. Cohen
President

ATTEST:



John G. Finneran, Jr.
Secretary

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "OAKSTONE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

CERTIFICATE OF INCORPORATION
OF
OAKSTONE COMMUNICATIONS, INC.

FIRST. The name of the corporation is OakStone Communications, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of capital stock which the corporation shall have authority to issue is five thousand (5,000) shares of Common Stock, and the par value of each share is one dollar (\$1.00) per share.

FIFTH. The name and mailing address of the incorporator are:

John G. Finneran, Jr.
c/o Capital One Financial Corporation
2980 Fairview Park Drive
Falls Church, Virginia 22043

SIXTH. The number of directors of the corporation shall be fixed in the corporation's bylaws. The number of directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses of the initial members of the Board of Directors are as follows:

~~_____~~
Richard D. Fairbank
~~_____~~ c/o Capital One Financial Corporation
2980 Fairview Park Drive
Falls Church, Virginia 22043

Nigel W. Morris
c/o Capital One Financial Corporation
2980 Fairview Park Drive
Falls Church, Virginia 22043

SEVENTH. The Board of Directors of the corporation is expressly authorized to make, alter or repeal bylaws of the corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

EIGHTH. No director of this corporation shall be liable to the corporation or its stockholders for monetary damages for breach or breaches of fiduciary duties as a director, provided that the provisions of this article shall not eliminate or limit the liability of a director (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 the law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction for which the director derived an improper personal benefit.

NINTH. Election of directors need not be by written ballot except and to the extent provided in the said bylaws of the corporation.

TENTH. The corporation is to have perpetual existence.

IN WITNESS WHEREOF, I have signed this certificate of incorporation this 5th day of June, 1995.

John G. Finneran, Jr.
John G. Finneran, Jr.

STATE OF VIRGINIA

CITY/COUNTY OF Henrico:

5th The foregoing instrument was acknowledged before me this day of June, 1995 by John G. Finneran, Jr. as incorporator.

My commission expires: October 31, 1995

Betty J. Fowler
Notary Public