

Company ID: 128321

United States Advanced Network, Inc.
3000 Northwoods Parkway, Suite 140
Norcross, GA 30071

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

May 4, 1999

IN RE: CASE NUMBER: 99-00158

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 May 4, 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.

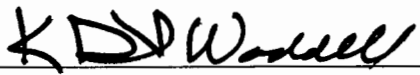
IT IS THEREFORE ORDERED:

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 PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

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: **United States Advanced Network, Inc.**
Address **3000 Northwoods Parkway, Suite 140** City **Norcross**
State: **Georgia** Zip Code: **30071** Phone No. **(770) 729-1449**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Charles T. Richardson	3000 Northwoods Parkway, Suite 140	Norcross	GA	30071
George F. Johnson, Jr.	3000 Northwoods Parkway, Suite 140	Norcross	GA	30071
William D. Johnson	3000 Northwoods Parkway, Suite 140	Norcross	GA	30071

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

Name **Michael E. Murphy**
Phone No. **(770) 729-1449** Fax No. **(770) 729-8589**
Toll Free **(800) 277-0504**

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

128321

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

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

Customer Service: (800) 277-0504

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

☒ Resell Interexchange long distance 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.

Response: Not applicable, as the initial offering is Prepaid card service.

G. List the state(s) you are authorized to operate in at this time.

Response: United States Advanced Network, Inc. is presently authorized to provide service in New York, New Jersey and Arizona by virtue of direct authorization, certification or registration with state regulatory commissions.

H. List any states that you have been denied authority to provide service.

Response: None

I. Areas in Tennessee to be served.

Response: Entire State

J. What type of Customers will the company serve?

- a. Business XX
- b. Residential XX
- 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.

Response: Not applicable.

- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Response: Not Applicable

- 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

Response: [REDACTED]
[REDACTED]

- N. What is the applicant's 10XXX or 800 access code?

Response: The Company does not have a 10XXX code, nor does it offer presubscribed services via an 800 access code.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

Response: No. United States Advanced Network, Inc. proposes to operate as a switchless reseller.

- P. What facility-based network will the applicant be reselling?

Response: USAN has not yet chosen a specific underlying carrier at this time to serve customers within the State of Tennessee. The Company will select its underlying carrier based on an evaluation of each carrier's performance, price and quality of service. Only carriers certificated within the State of Tennessee will be evaluated by USAN during its selection process.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?

Response: Not applicable. USAN proposes to offer only prepaid (debit) card service at this time. Call charges are deducted from the customer's debit card account on a real time basis. No customer bills are issued for this service.

- 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.

Response: The Company intends to market its services through distributors and retailers.

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.

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

Response: Since United States Advanced Network, Inc. is providing Prepaid Card service, this issue is not applicable.

- 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.

Response: Yes___ No___ Not Applicable X.

- 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.

Response: Yes___ No___ Not Applicable X.

Part II: Organization Structure

- A. Type of Organization

___ Individual X Corporation

___ Partnership ___ Other (Explain on separate sheet)
Limited Liability Company

- 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.

Part III: Financial Information

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. Current Financial information is attached.

Part IV: Display Card

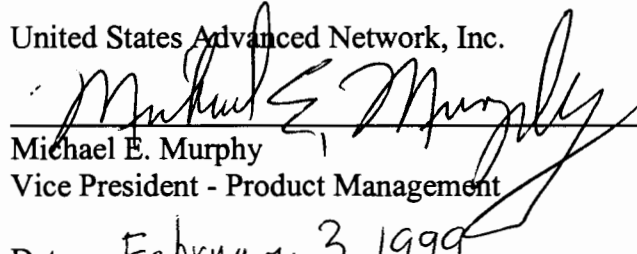
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and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

Since the service offered is prepaid, this is not applicable.

Part V: Rule Compliance Agreement

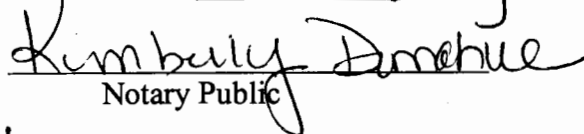
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and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

United States Advanced Network, Inc.


Michael E. Murphy
Vice President - Product Management

Date: February 3, 1999

Subscribed and sworn
before me this 3 day of February 1999.


Notary Public

SEAL

Notary Public, Gwinnett County, Georgia
My Commission Expires May 20, 2001

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982360905
CONTROL NUMBER : 8820881
DATE INC/AUTH/FILED: 10/28/1988
JURISDICTION : GEORGIA
PRINT DATE : 08/24/1998
FORM NUMBER : 211

LONG ALDRIDGE & NORMAN LLP
ATTN: CAROLYN BOMMARITO
285 PEACHTREE CENTER AVE NE #2200
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

UNITED STATES ADVANCED NETWORK, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/28/98

REQUEST NUMBER: 3550-2243

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 08/28/98 1052

EFFECTIVE DATE/TIME: 08/28/98 1052

CONTROL NUMBER: 0356644

TO:
CSC/USC
1201 HAYS ST

TALLAHASSEE, FL 32301

RE:
UNITED STATES ADVANCED NETWORK, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

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

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 08/28/98

FROM:
CSC/USC (1201 HAYS ST)
1201 HAYS STREET

TALLAHASSEE, FL 32301-0000

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

RECEIPT NUMBER: 00002356486
ACCOUNT NUMBER: 00254020



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE