

Company ID: 00111095  
Discounted Long Distance, Inc.  
9040 Executive Park Drive, Suite 102  
Knoxville, TN 37923

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

October 26, 1999

IN RE: CASE NUMBER: 99-00187

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 October 26, 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 Melvin Malone

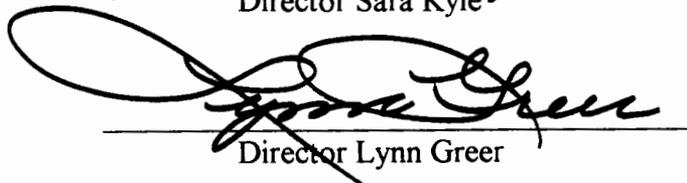


Director Sara Kyle

ATTEST:



Executive Secretary



Director Lynn Greer

MAY-03-99 MON 02:37 PM IJ COMPANY

FAX NO. 423 970 5411

P. 02/02

**Secretary of State**

**Corporations Section**

James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 05/11/1999  
REQUEST NUMBER: 3542-0478

CHARTER/QUALIFICATION DATE: 11/20/1991  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0247068  
JURISDICTION: TENNESSEE

TO:  
DISCOUNT LONG DISTANCE  
AT: C. SAMPSON  
9040 EXECUTIVE PARK  
KNOXVILLE, TN 37923

REQUESTED BY:  
DISCOUNT LONG DISTANCE  
AT: C. SAMPSON  
9040 EXECUTIVE PARK  
KNOXVILLE, TN 37923

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

"DISCOUNTED LONG DISTANCE, 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 |     |     |     |     |     |     |     |     |  |
|------------------|------------|--------------|---------------|-----|-----|-----|-----|-----|-----|-----|-----|--|
|                  |            |              | NAH           | DUR | STK | PRM | OPC | AGT | INC | HAL | FYC |  |
| 2315-0633        | 11/20/1991 | CHART-PROFIT |               |     |     |     |     |     |     |     |     |  |

FOR: REQUEST FOR COPIES

ON DATE: 08/17/98

**FEES**

RECEIVED: \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

FROM:  
DISCOUNT LONG DISTANCE  
PO BOX 51890  
KNOXVILLE, TN 37950-0000

RECEIPT NUMBER: 00002351495  
ACCOUNT NUMBER: 00210227



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# 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: **Discounted Long Distance, Inc.**  
Address: **9040 Executive Park Drive, Suite 102** City: **Knoxville**  
State: **Tennessee** Zip Code: **37923** Phone No. **(423) 691-4900**

B. Owner, Partners, or Corporate Officer

| NAME                   | ADDRESS                   | CITY      | STATE | ZIP CODE |
|------------------------|---------------------------|-----------|-------|----------|
| Robert W. George       | 1624 Winding Ridge Trail  | Knoxville | TN    | 37922    |
| Michael J. Akers       | 1909 Stonehills Place     | Knoxville | TN    | 37938    |
| Tillman J. Keller, III | 830 Bluff Drive           | Knoxville | TN    | 37919    |
| Lawrence J. Cirina     | 902 N. Briar Cliff Circle | Maryville | TN    | 37801    |
|                        |                           |           |       |          |

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

Name: **Robert W. George** Phone No. **(423) 691-4900** Fax No. **(423) 691-5717**

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-325-1924

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.

G. List the state(s) you are authorized to operate in at this time. Discounted Long Distance, Inc. is authorized to provide interexchange service in Georgia, Idaho, Indiana, Kentucky, Michigan, Ohio, Tennessee, Virginia and West Virginia.

(To be filled out by TRA)

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

- 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. 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<sup>1</sup>
- N. What is the applicant's 10XXX or 800 access code? Not Applicable
- 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? BellSouth, and Sprint Local
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct<sup>2</sup>?  
Customers will be billed 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.  
Discounted Long Distance, Inc. intends to market through agents and print advertising
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.  
Discounted Long Distance, Inc. obtains a written letter of agency from its Customers and submits PIC changes to the LEC from these letters of agency.

<sup>1</sup>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.

<sup>2</sup>A 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  
\_\_\_ 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.

**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.

**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)<sup>3</sup>, which includes a toll-free number consumers can call for service problems and refunds.

**NOT APPLICABLE**

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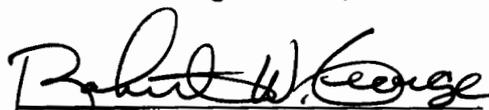
<sup>3</sup>It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

**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.

Discounted Long Distance, Inc.



Robert W. George  
President

Date: Jan 27, 1999

Subscribed and sworn  
before me this 27<sup>th</sup> day of Jan, 1999

  
Notary Public

SEAL

FILED

CHARTER

OF

DISCOUNTED LONG DISTANCE, INC.

THE UNDERSIGNED, acting as the Incorporator of a corporation under the Tennessee Business Corporation Act, adopts the following Charter for such corporation:

1. The name of the corporation is DISCOUNTED LONG DISTANCE, INC.

2. The corporation is authorized to issue 2,000 shares of common stock, which shares, collectively shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

3. The street address and zip code of the corporation's initial registered office, the county in which the office is located, and the name of its initial Registered Agent at that office is:

Address: 4721 Singleton Road  
Louisville, Tennessee 37777

County: Blount

Agent: Larry Cirina

4. The name, address and zip code of the Incorporator is:

Name: Lewis C. Foster, Jr.

Address: 500 First American Center  
Knoxville, Tennessee 37902

5. The street address and zip code of the principal office of the corporation is:

4721 Singleton Road  
Louisville, Tennessee 37777

6. The Corporation is for profit.

7. Directors of the corporation shall not be liable to either the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director unless the breach involves (i) a director's duty of loyalty to the corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct, or a knowing violation of law; (iii) liability for unlawful distribution; or (iv) a transaction from which the director derived an improper personal benefit.

DATED this 18 day of NOVEMBER 1991.

Lewis C. Foster, Jr.  
LEWIS C. FOSTER, JR., Incorporator