

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee
March 28, 2002

IN RE:

Glyphics Communications, Inc.

**For Revocation of Authority to Conduct Business
as a Public Utility in the State of Tennessee**

)

)

)Docket No. 99-00213

)Company ID:128327

**ORDER REVOKING AUTHORITY TO CONDUCT
BUSINESS AS A PUBLIC UTILITY IN THE STATE OF TENNESSEE
FOR FAILURE TO PROVIDE SURETY BOND OR IRREVOCABLE LETTER OF
CREDIT**

This matter came before the Tennessee Regulatory Authority (hereafter the "Authority" or "TRA") to consider the revocation of the authority of Glyphics Communications, Inc. (hereafter the "Company") to conduct business in the state of Tennessee as a public utility for failure to comply with Tenn. Code Ann. § 65-4-125. This matter was considered by the Authority at a regularly scheduled Authority Conference held on March 26, 2002.

Tenn. Code Ann. § 65-4-125(j) provides:

(j) By September 1, 2000, all telecommunications service providers subject to the control and jurisdiction of the authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to § 65-4-301(b), or any telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million dollars (\$5,000,000), shall file with the authority a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding, brought under this title or the Consumer Telemarketing Protection Act of 1990, compiled in title 47, chapter 18, part 15, by or on behalf of the authority.

The Company has failed to comply with Tenn. Code Ann. § 65-4-125(j) that requires all telecommunications service providers that own and operate equipment facilities in Tennessee with a value of less than five million dollars (\$5,000,000) to file with the Authority a \$20,000 corporate surety bond or irrevocable letter of credit to secure the payment of any monetary sanction imposed in any enforcement proceeding. Notices advising each company of this requirement were mailed on August 15, 2000 via first class mail. On July 17, 2001, via certified

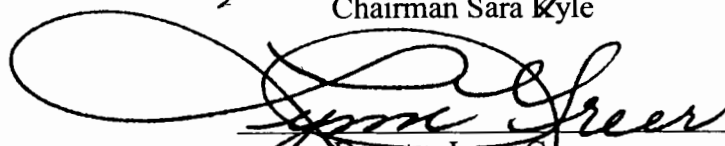
mail, Notice of Non-compliance was mailed to all companies that were out of compliance. The Company did not respond to these notices.

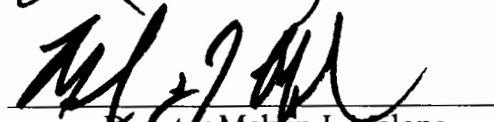
On February 11, 2002, a Notice of Cancellation (hereafter the "Notice") was sent, certified, return receipt requested, to the Company. The Notice advised the Company that if the Authority did not receive a response from the Company by March 13, 2002, regarding its failure to file with the Authority the required \$20,000 corporate surety bond or irrevocable letter of credit; its authority to transact business in the state of Tennessee as a public utility would be subject to cancellation at a regularly scheduled Authority Conference thereafter. The Company did not respond to this Notice.

IT IS THEREFORE ORDERED THAT:

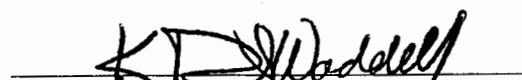
- 1) The authority of Glyphics Communications, Inc., granted in Docket No. 99-00213, to conduct business in the state of Tennessee as a public utility is hereby revoked,
- 2) Any party aggrieved by the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within fifteen (15) days from the date of this Order; and
- 3) Any party aggrieved with the Authority's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.


Chairman Sara Kyle


Director Lynn Greer


Director Melvin J. Malone

ATTEST:


K. David Waddell, Executive Secretary

Company ID: 128327

Glyphics Communications, Inc.
66 Wadsworth Park Drive, Suite 200
Draper, UT 84020

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

May 18, 1999

IN RE: CASE NUMBER: 99-00213

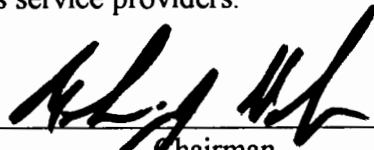
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 18, 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
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:** Glyphics Communications, Inc.
66 Wadsworth Park Drive, Suite 200
Draper, Utah 84020
Phone: (801) 365-0500

B. **Owner, Partners, or Corporate Officer**

NAME	ADDRESS	CITY	STATE	ZIP CODE
Kody L. Bateman President	66 Wadsworth Park Drive, Suite 200	Draper	UT	84020
Gary L. Moulton Vice President	66 Wadsworth Park Drive, Suite 200	Draper	UT	84020

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

Gary L. Moulton
Phone: (801) 365-0500
Fax: (801) 365-0900

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

(800) 352-7023

- 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 _____)

- 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.**

128327
99-00213

(To be filled out by TRA)

Company ID Number: _____

Date Approved: _____

Evaluator: _____

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

Glyphics is engaged in the initial stages of establishing its operations nationwide by filing certifications nationwide.

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?

- ☒ Business
☒ Residential
☐ Aggregators (e.g. Hotels, Payphones)
☐ 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 ☐ No ☒ 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

Resold telecommunications services offered by Glyphics Communications, Inc. include outbound presubscribed and casual calling service, toll free inbound service, and travel card service.

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

1010555 (WorldCom code)

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

No

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.

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

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

MCI/WorldCom and QWest/LCI

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

The applicant will be utilizing the billing services of the local telephone company or bill directly for certain large customers.

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.

Glyphics intends to utilize in-house telemarketing or direct sales.

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

The applicant will utilize written Letter of Authorization (LOA).

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 ☐ 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 ☐ No

Part II: Organization Structure

A. Type of Organization

☐ Individual ☒ 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.

2 A copy of a bill is required if the applicant is going to bill the Customer direct.

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

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)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.

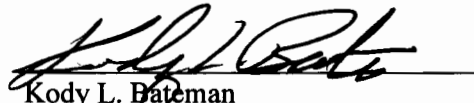
(To be filled out by TRA)
Company ID Number: _____
Date Approved: _____
Evaluator: _____

Part V: Rule Compliance Agreement

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

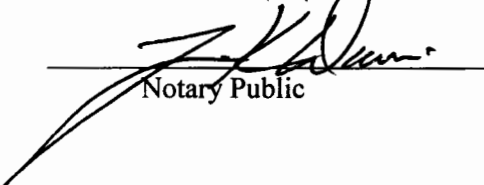
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TRA Interexchange Reseller 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.

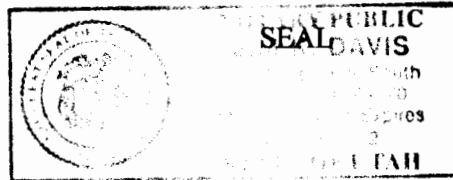
CenturyTel Long Distance, Inc.


Kody L. Bateman
President
Glyphics Communications, Inc.

Date: 3-8-99

Subscribed and sworn
before me this 8th day of March, 1999.


Notary Public





C0116852

AMENDED
ARTICLES OF INCORPORATION
OF
PV TELECOM, INC.

RECEIVED

AUG 13 1998

Utah Div. of Corp. & Comm. Code

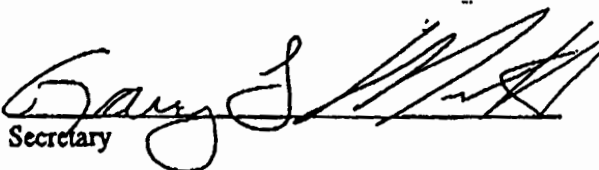
1. The former name of the corporation is PV Telecom, Inc.
2. The name of the Corporation is amended to:

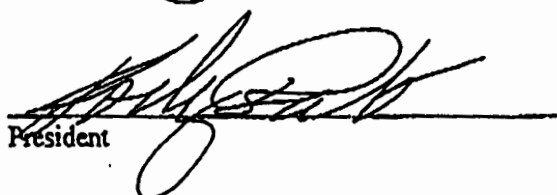
GLYPHICS COMMUNICATIONS, INC.
3. The date of the amendment's adoption is August 13, 1998.
4. This amendment was approved by all outstanding shareholders as follows:

Common stock voted for 10,000 shares

Common stock voted against 0 shares
5. All other provisions of the Articles of Incorporation shall be unchanged.

This Amended Article of Incorporation is signed under penalty of perjury.


Secretary


President

8225000018

I hereby certify that the foregoing has been filed
and approved on the 15 day of April, 1995
in the office of this Division and hereby issue
this Certificate thereof.

Examiner



Karla S. Woods
KORLA T. WOODS
Division Director

ARTICLES OF INCORPORATION

OF

NETCOM DIRECT, INC.

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RECEIVED

APR 25 1995

Utah Div. of Corp.
& Comm. Code

WE, THE UNDERSIGNED, natural persons of the age of
eighteen (18) years or more, acting as incorporators of a corpo-
ration under the Utah Business Corporation Act, adopt the follow-
ing Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is: NETCOM DIRECT, INC.

ARTICLE II

DURATION OF CORPORATION

The corporation is to have perpetual existence.

ARTICLE III

GENERAL PURPOSES

- A. To provide network communications services.
- B. To acquire or merge into existing businesses.
- C. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise operate real and personal property of all kinds and interests therein.
- D. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of this corporation, and the purposes and powers therein specified shall not be limited or restricted by the terms of this Article or any article hereof.

ARTICLE IV

SHARES

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares, at one dollar (\$1.00) par value. All stock of the corporation shall be of the same class, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call or assessment.

ARTICLE V

PREEMPTIVE RIGHTS AND NONCUMULATIVE VOTING

Shareholders shall have preemptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, shareholders entitled to vote at such election shall have no right to accumulate their votes; rather, each shareholder shall have as many votes as the number of such shareholder's shares.

ARTICLE VI

COMMENCING BUSINESS

This corporation will not commence business until at least \$1,000.00 in cash or property has been received by it as consideration of the issuance of its shares.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

KODY L. BATEMAN
3079 WEST RED ELM WAY
RIVERTON, UT 84065

ARTICLE VIII

DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2). The name and address of the individuals who are to serve as Directors until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
KODY L. BATEMAN	3079 WEST RED ELM WAY, RIVERTON, UTAH 84065
GARY L. MOULTON	4174 SOUTH AUBREY LANE, W.VALLEY, UTAH 84120

ARTICLE IX

INCORPORATORS

The names and addresses of each Incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
KODY L. BATEMAN	3079 WEST RED ELM WAY, RIVERTON, UTAH 84065
GARY L. MOULTON	4174 SOUTH AUBREY LANE, W.VALLEY, UTAH 84120

ARTICLE X

NON-ASSESSABILITY

Shares of this Corporation shall not be subject to assessment for payment of the debts of the Corporation.

ARTICLE XI

EXEMPTION FROM CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

ARTICLE XII

DIRECTOR'S CONTRACTS

Before assuming the office of Director or other officer of this corporation, each person assuming such office shall disclose any pecuniary interests he or she has with any other business or corporation. Also, while holding such office, disclosures shall be made of any new and pending contracts with any business or corporation such person has.

DATED this 13 day of April, 1955.

REGISTERED AGENT:


KODY L. BATEMAN

INCORPORATORS:


KODY L. BATEMAN


GARY L. MOULTON

C01100000
COPY

AMENDED
ARTICLES OF INCORPORATION
OF
NETCOM DIRECT, INC.

RECEIVED

NOV 17 1997

Utah Div. of Corp. Comm. Code

1. The former name of the corporation is Netcom Direct, Inc.
2. The name of the Corporation is amended to:

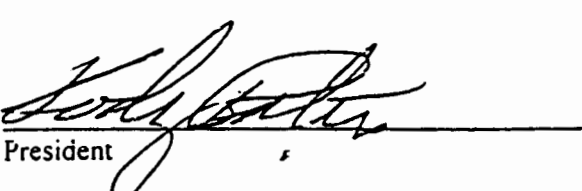
PV TELECOM, INC.
3. The date of the amendment's adoption is November 10, 1997.
4. This amendment was approved by all outstanding shareholders as follows:

Common stock voted for 10,000 shares

Common stock voted against 0 shares
5. All other provisions of the Articles of Incorporation shall be unchanged.

This Amended Article of Incorporation is signed under penalty of perjury.


Secretary


President

7321000051

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Glyphics Communications, 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 Glyphics Communications, 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 Utah3. The date of its incorporation is 4-25-95 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual4. The complete street address (including zip code) of its principal office is 6975 Union Park Center, Suite 200

	<u>Midvale</u>	<u>Utah/Salt Lake</u>	<u>84067</u>
Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

<u>1912 Hayes Street</u>	<u>Nashville, TN</u>	<u>Davidson</u>	<u>37203</u>
Street	City/State	County	Zip Code

The name of its registered agent at that office is

National Registered Agents, Inc.,

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

See Attached Addendum

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

See Attached Addendum

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.)

9-3-98
 Signature Date
President
 Signer's Capacity

Glyphics Communications, Inc.
 Name of Corporation
[Signature]
 Signature
Kody Bateman
 Name (typed or printed)

