

Company ID: 00128369
Navigator Telecommunications, LLC
212 Center Street, Suite 500
Little Rock, AR 72201

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN August 24, 1999

IN RE: CASE NUMBER: 99-00412

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 August 24, 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:

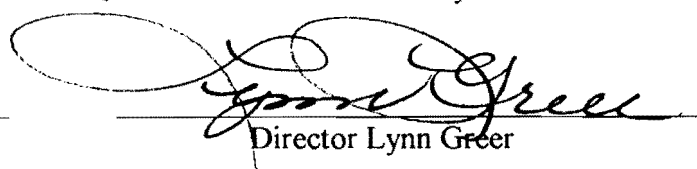
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with 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

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 NAVIGATOR TELECOMMUNICATIONS, LLC.
Address 212 CENTER STREET, SUITE 500 City LITTLE ROCK
State AR Zip Code 72201 Phone No. (501) 301-1600

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
<u>LOUIS F. McALISTER, JR.</u>	<u>212 CENTER ST., SUITE 500</u>	<u>LITTLE ROCK</u>	<u>AR</u>	<u>72201</u>
<u>STEPHEN L. PARR</u>	<u>212 CENTER ST., SUITE 500</u>	<u>LITTLE ROCK</u>	<u>AR</u>	<u>72201</u>
<u>TRAVIS L. PARR</u>	<u>3097 HILMAN RD. WEST</u>	<u>ROCHESTER HILLS</u>	<u>MI</u>	<u>48306</u>
<u>DANIEL A. MARCOWIS</u>	<u>212 CENTER ST., SUITE 500</u>	<u>LITTLE ROCK</u>	<u>AR</u>	<u>72201</u>

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
LOUIS F. McALISTER, JR. (501) 301-1600 (501) 301-1602
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
MICHAEL McALISTER (501) 301-1600 (501) 301-1602
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. 888-662-8835

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) _____

VOUCHER NO. 777-124658

CP 2402 SRC. 281.03

AMT. REC. 50.00

DEPOSIT DATE 4/19/99

(To be filled out by TRA)
Company ID Number 128369
Date Approved _____
Evaluator _____

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 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) that the applicant is authorized to operate in at this time. ARKANSAS, TEXAS, MISSOURI, KANSAS, KENTUCKY, FLORIDA, MICHIGAN
- 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. THERE HAVE BEEN NO COMPLAINTS FILED.
- 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. APPLICANT HAS NO AFFILIATES.
- H. List any states that the applicant has been denied authority to provide service. NO STATES HAVE DENIED APPLICANT AUTHORITY TO PROVIDE SERVICE.
- 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. APPLICANT HAS NO AFFILIATES.
- I. Areas in Tennessee to be served. LOCAL SERVICE - AREAS CURRENTLY SERVED BY BELL SOUTH AND SPRINT; LONG DISTANCE - STATEWIDE
- J. What type of customers will the applicant serve?
- a. Business ✓
 - b. Residential ✓
 - 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. NO.
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ✓ 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 II¹.
- N. What is the applicant's 10XXX or 800 access code, if applicable? NOT APPLICABLE.
- 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? BELL SOUTH AND SPRINT
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? APPLICANT WILL BILL ITS CUSTOMERS DIRECTLY. A SAMPLE BILL IS ATTACHED AS "EXHIBIT 1"

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.

APPLICANT WILL NOT ENGAGE IN ANY TELEMARKETING. ALL SALES WILL
THROUGH AGENTS OR DIRECT SALES THROUGH CUSTOMER CALL-INS.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. APPLICANT WILL RECEIVE THE REQUEST
FROM A LONG DISTANCE CARRIER. APPLICANT WILL CALL THE END
USER TO VERIFY THE REQUEST TO CHANGE TO ASSURE THAT THE
REQUEST IS GENUINE.

- 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 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 ☐

Part II: Organization Structure

- A. Type of Organization

☐ Individual ☐ Corporation

☐ Partnership ☒ Other (Explain on separate sheet) SEE ATTACHED "EXHIBIT 2"

- 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. SEE ATTACHED "EXHIBIT 3"

Part IV: Display Card

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. NOT APPLICABLE.

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.

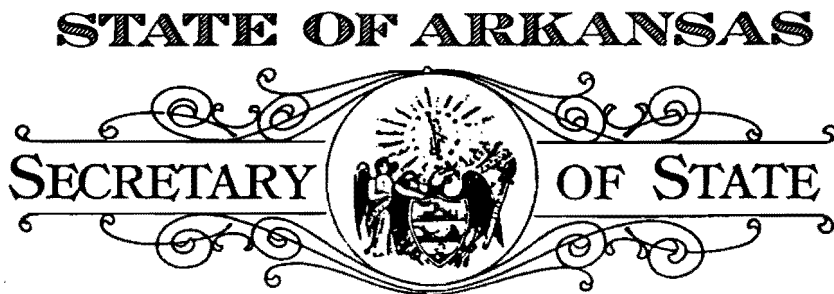
NAVIGATOR TELECOMMUNICATIONS, LLC. 4/9/99
Company Name Date

Louis F. McAlister, Jr. PRES/CEO
Company Official Title
LOUIS F. McALISTER, JR.

Subscribed and sworn
before me this 7 day
of April, 1999

Debbie Wisdom
Notary Public





Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

*I, Sharon Priest, Secretary of State of Arkansas, do hereby
certify that the following and hereto attached instrument of writing is
a true and perfect copy of*

ARTICLES OF ORGANIZATION

OF

NAVIGATOR TELECOMMUNICATIONS, LLC.

ORIGINAL ARTICLES FILED:

September 9, 1997



*In Testimony Whereof, I have hereunto
set my hand and affixed my official Seal.
Done at my office in the City of Little Rock,
this 9th day of September 1997.*

Sharon Priest

Secretary of State

FILED
CORPORATIONS DIVISION
NO 150748

97 SEP -9 AM 11:14

Instructions: File in DUPLICATE with the Secretary of State, State Capitol, Little Rock, Arkansas 72201-1094. A copy will be returned after filing has been completed.
PLEASE TYPE OR PRINT IN INK

RON PINEST
SECRETARY OF STATE
STATE OF ARKANSAS

State of Arkansas - Office of Secretary of State ARTICLES OF ORGANIZATION

The undersigned authorized manager or member or person forming this Limited Liability Company under the Small Business Entity Pass Through Act, Act 1993, adopt the following Articles of Organization of such Limited Liability Company.

First: The Name of the Limited Liability Company is:

NAVIGATOR TELECOMMUNICATIONS, ~~LIMITED LIABILITY COMPANY~~ LLC.

Must contain the words "Limited Liability Company," "Limited Company," or the abbreviation "LLC.," "L.C.," "LLC," or "LC." The word "Limited" may be abbreviated as "Ltd.," and the Company may be abbreviated as "Co."

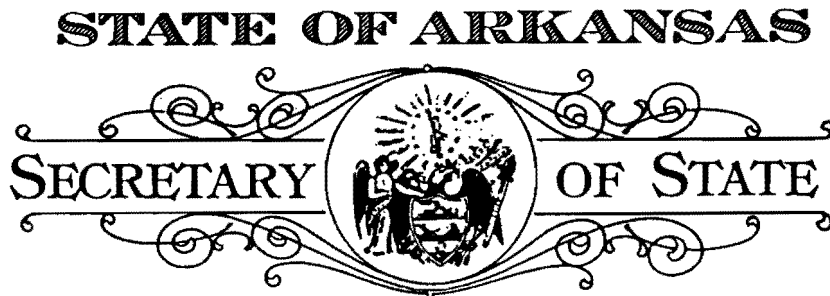
Companies which perform PROFESSIONAL SERVICE MUST additionally contain the words "Professional Limited Liability Company," "Professional Limited Company," or the abbreviations "P.L.L.C.," "P.L.C.," "PLLC," or "PLC." The word "Limited" may be abbreviated as "Ltd." and the word Company may be abbreviated as "Co."

Second: Address of registered office of the Limited Liability Company which may be, but not be, the place of business shall be:

11810 PLEASANT RIDGE ROAD, #601
LITTLE ROCK, ARKANSAS 72212

Third: The name of the registered agent and the business residence or mailing address of said agent shall be:

LOUIS F. McALISTER, JR
11810 PLEASANT RIDGE ROAD, #601
LITTLE ROCK, ARKANSAS 72212



Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Sharon Priest, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

CERTIFICATE OF AMENDMENT

OF

NAVIGATOR TELECOMMUNICATIONS, LLC.

FILED IN THIS OFFICE.

November 12, 1997



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 12th day of November 1997.

Sharon Priest
Secretary of State

Instructions: File in **DUPLICATE** with the Secretary of State, State Capitol, Little Rock, Arkansas 72201-1094. A copy will be returned after filing has been completed.

97 NOV 12 PM 12:48

STATE OF ARKANSAS - OFFICE OF SECRETARY OF STATE
AMENDMENT TO THE ARTICLES OF ORGANIZATION
NAVIGATOR TELECOMMUNICATIONS, LLC

SHARON PRIEST
STATE OF ARKANSAS

BB

The undersigned authorized manager or member or person forming this Limited Liability Company under the Small Business Entity Tax Pass Through Act, Act 1003 of 1993, adopt the following Amendment(s) to the Articles of Organization of Navigator Telecommunications, LLC:

FIFTH: The names and respective positions of the persons in whom management of this limited liability company is vested are:

Stephen L. Parr	Chairman of the Board and Chief Financial Officer
Louis F. McAlister, Jr.	President and Chief Executive Officer
Michael Kelly	Vice-President, Marketing and Business Development
Dan Margolis	Vice-President, Operations
Kenrick L. LeDoux	Vice-President, Network Services
Hilgrove Gordon	Sr. Technical Advisor

DATED: 11-12-97

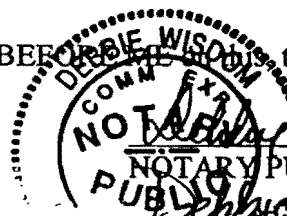

LOUIS F. MCALISTER, JR.
President and Chief Executive Officer

ACKNOWLEDGMENT

THE STATE OF ARKANSAS)
) SS
COUNTY OF PULASKI)

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS F. MCALISTER, JR., and acknowledged to me that he has executed the foregoing Amendment to the Articles of Organization for the purpose therein expressed.

SUBSCRIBED AND SWORN TO BEFORE me, the 12 day of November, 1997.


NOTARY PUBLIC, STATE OF ARKANSAS
Printed Name: Debbie Wisdom
My Commission Expires: 9-18-04

Secretary of State
Corporations Section

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

DATE: 02/10/99
REQUEST NUMBER: 3627-0431
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/10/99 0952
EFFECTIVE DATE/TIME: 02/10/99 0952
CONTROL NUMBER: 0365613

TO:
NAVIGATOR TELECOMMUNICATIONS LLC
212 CENTER ST
SUITE 1100
LITTLE ROCK, AR 72201

RE:
NAVIGATOR TELECOMMUNICATIONS, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

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

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY 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 LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

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

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 02/10/99

FROM:
NAVIGATOR TELECOMMUNICATIONS LLC
212 CENTER ST
SUITE 1100
LITTLE ROCK, AR 72201-0000

	FEES	
RECEIVED:	\$300.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$300.00
RECEIPT NUMBER: 00002432238		
ACCOUNT NUMBER: 00303960		



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE