

Company ID: 00128378  
Dial Tone, Inc.  
4438 Troy Highway  
Montgomery, AL 36116

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN February 1, 2000

IN RE: CASE NUMBER: 99-00425

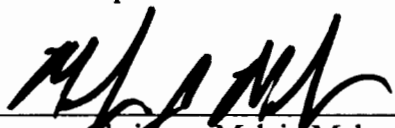
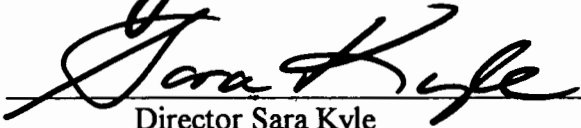
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 February 1, 2000 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.

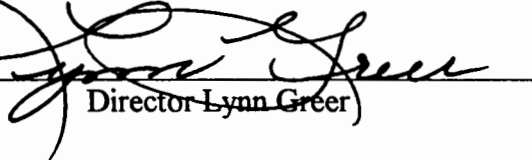
IT IS THEREFORE ORDERED:

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 37243-05

## 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: Dial Tone, Inc.  
Address 4438 Troy Highway City: Montgomery  
State: Alabama Zip Code 36116 Phone No. (334) 281-6263

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Gaston Dillon President, Owner, Chairman-Board of Directors	4438 Troy Hwy.	Montgomery	Alabama	36116
James L. Lane Owner, Vice Chairman-Board of Directors	4438 Troy Hwy.	Montgomery	Alabama	36116
William K. Stokes Vice President, Owner, Director	4438 Troy Hwy.	Montgomery	Alabama	36116
David Godbold Secretary, Treasurer	4438 Troy Hwy.	Montgomery	Alabama	36116

(To be filled out by TIA)

Company ID Number 99-00425  
128378

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.

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

Gaston Dillon      (800) 861-9114 or (334) 281-6263      (334) 288-5552  
Name                                  Phone No.                                  Fax No.

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

Charles A. Hudak, Esq.      (770) 399-9500      (770) 395-0000  
Karen L. Kropp, Esq.      (770) 399-9500      (770) 395-0000  
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.

Applicant's toll-free telephone number for customer service is: 1 (800) 861-9114  
This number is available to customers 24 hours a day, seven (7) days a week.

- 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) \_\_\_\_\_

- 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.

Applicant does not intend to provide operator services in the State of Tennessee.

- G. List the state(s) that the applicant is authorized to operate in at this time.

Applicant is authorized to provide resold local exchange services in the states of  
Alabama, Florida and Kentucky. In the State of Florida, Applicant is authorized to  
provide resold local exchange services under the name of Dial Tone, Inc. d/b/a Dial  
Tone of Alabama, Inc.

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 formal complaints filed against Applicant in any of the states in  
which Applicant is authorized to provide resold local exchange 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.

Not Applicable.

- H. List any states that the applicant has been denied authority to provide service.

**Applicant has not been denied authority to provide resold local exchange services by any state regulatory authority.**

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.

**Not Applicable.**

- I. Areas in Tennessee to be served.

**Applicant intends to offer resold intrastate local exchange telecommunications services within the entire State of Tennessee as permitted by the Regulatory Authority.**

- J. What type of customers will the applicant serve?

a. Business: X

b. Residential: X

c. Aggregator \_\_\_\_\_

(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,

**Applicant does not permit a property imposed fee (PIF) to be added to the price of intrastate telecommunications services at this time.**

- 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>.

**Applicant intends to offer resold local exchange telecommunications services throughout the State of Tennessee.**

**Applicant's resold local telecommunications services will involve the provision of prepaid local telecommunications services. Specifically, Applicant intends to offer such services to consumers (i) who have been disconnected by the incumbent local exchange carrier, or by competitive local exchange carriers, for non-payment or (ii) who have failed to meet such carriers' applicable credit standards. Applicant's service will provide customers with a single, voice-grade communications channel, including a telephone number and a directory listing, and will permit such customers to (a) place an unlimited number of local calls per month within a local calling area; (b) place toll-free "800" or "888" prepaid, long distance or information service calls; (c) access "911" service; and (d) access optional service features such as call waiting, call forwarding, three-way calling, speed dialing, call return,**

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<sup>1</sup> Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant request to be rejected.

unpublished number and call identification. Applicant's prepaid services, however, will not permit a customer to originate direct dial ("1+" or "0+") toll services or caller-paid information services (e.g. "900" or "411").

A proposed tariff describing Applicant's rates, terms and conditions for the provision of resold local exchange services in the State of Tennessee is attached hereto at Exhibit "A".

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?

Applicant does not currently operate, nor intend to operate, any facilities within the State of Tennessee.

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

Applicant will resell the services of certificated facilities-based local exchange carriers (e.g. BellSouth Telecommunications, Inc.), for the purpose of providing resold local exchange services to customers in the State of Tennessee.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly<sup>2</sup>?

Applicant intends to bill its customers directly for resold intrastate local exchange services. The charges, based on the rates set forth in Applicant's tariff, Applicant's name and Applicant's toll-free telephone number (1-800-860-9114) for customer assistance will appear on all monthly customer billing statements.

Customers shall order Applicant's resold telecommunications services by completing a service application. Upon receipt of a customer's executed service application, Applicant shall notify the incumbent local exchange carrier to begin providing the customer with local exchange service. Services will be made available for a customer's use as soon as practicable (usually in seven (7) days) after Applicant's receipt of such service application.

Applicant's sample customer application and invoice are attached hereto at 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.

Applicant intends to market its resold telecommunications services directly using its own sales and marketing personnel. Applicant does not use the services of an

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<sup>2</sup> A copy of a bill is required if the applicant is going to bill the customer directly.

independent telemarketer.

- S. Describe the procedures the applicant will use to switch a consumers preferred interexchange service, if applicable.

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. Yes X 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 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.

Applicant's Articles of Incorporation and Bylaws are attached hereto at Exhibit "C".

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

A copy of Applicant's Certificate of Authority to Transact Business in Tennessee is attached hereto at Exhibit "D".

## 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.

Applicant is a privately-held Alabama corporation whose stockholders are Gaston Dillon, James L. Lane, and William K. Stokes. Applicant has sufficient financial resources to provide the proposed resold local exchange services. Applicant has strong profitability, ample cash reserves, substantial credit available and no outstanding debt. Applicant's 1998 U.S. Income Tax Return - IRS form 1120S is attached at Exhibit "E".

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

Not Applicable.

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.

Dial Tone, Inc.

Company Name

4-28-99

Date

Gaston Dillon

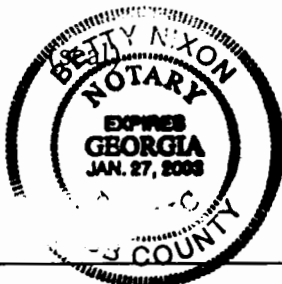
Company Official

President

Title

Subscribed and sworn  
before me this 28<sup>th</sup> day  
of April, 1999.

Betty Nixon  
Notary Public



<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.

ARTICLES OF INCORPORATION

OF

DIAL TONE, INC.  
(an Alabama corporation)

April 9, 1997

Capell, Howard, Knabe & Cobbs, P. A.  
Post Office Box 2069  
Montgomery, Alabama 36102-2069  
(334) 241-8000



ARTICLES OF INCORPORATION  
OF  
DIAL TONE, INC.

ARTICLE I

NAME

The name of the corporation is Dial Tone, Inc. (the "Corporation").

ARTICLE II

AUTHORIZED SHARES

The Corporation is authorized to issue 500 shares of common stock having a par value of \$10.00 each.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation in Alabama is located at 208 Gunn Road, Montgomery, Alabama 36117. The name of the initial registered agent of the Corporation at that address is William K. Stokes, Jr.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator are:

Name

William K. Stokes, Jr.

Address

208 Gunn Road  
Montgomery, Alabama 36117

**ARTICLE V**  
**INITIAL DIRECTORS**

The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Gaston Dillon	208 Gunn Road Montgomery, AL 36117
Alvin Anderson	208 Gunn Road Montgomery, AL 36117
David Godbold	208 Gunn Road Montgomery, AL 36117
James L. Lane	208 Gunn Road Montgomery, AL 36117
William K. Stokes	208 Gunn Road Montgomery, AL 36117

**ARTICLE VI**

**PURPOSE**

The purpose for which the Corporation is organized is the provision of local telephone service to residential and small business customers and to transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as amended from time to time (the "Act").

**ARTICLE VII**

**CERTAIN POWERS AND RIGHTS**

**Section 7.01 Indemnification.** The Corporation, to the fullest extent permitted by the provisions of the Act, may indemnify any and all persons whom it shall have power to indemnify under the Act from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Act. The indemnification rights provided for in this Section are not exclusive of any

other rights to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

**Section 7.02 Exculpation.** A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or failure to take action, as a director, except for (a) the amount of a financial benefit received by such director to which such director is not entitled; (b) an intentional infliction of harm by such director on the Corporation or its shareholders; (c) a violation of Code of Alabama 1975, section 10-2B-8.33, or any successor provision to such section; (d) an intentional violation by such director of criminal law; or (e) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Act, or any successor statute thereto, is amended to authorize the further elimination or limitation of the liability of a director of the Corporation, in addition to the limitations on liability provided in this Section, shall be limited to the fullest extent permitted by the Act, or any successor statute thereto. Any repeal or modification of this Section by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation of the liability of a director of the Corporation existing at the time of such repeal or modification.

The undersigned, acting as incorporator under the Act, adopts and signs these Articles of Incorporation on April 9, 1997.

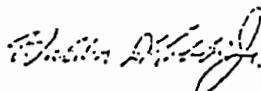
  
William K. Stokes, Jr.

INCORPORATOR

This instrument was prepared by:  
Jim B. Grant, Jr.  
Capell, Howard, Knabe & Cobbs, P.A.  
57 Adams Avenue  
Post Office Box 2069  
Montgomery, Alabama 36102-2069  
(334) 241-8000

STATE OF ALA.  
MONTGOMERY CO.  
I CERTIFY THIS INSTRUMENT  
WAS FILED ON

1997 APR -9 PM 4: 50

  
JUDGE OF PROBATE

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/04/99

REQUEST NUMBER: 3637-2243

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 03/04/99 1100

EFFECTIVE DATE/TIME: 03/04/99 1100

CONTROL NUMBER: 0366952

TO:

DIAL TONE INC

4438 TROY HWY

MONTGOMERY, AL 36116

RE:

DIAL TONE, 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: 03/04/99

FROM:  
C T CORPORATION SYSTEM (ATLANTA, GA.)  
1201 PEACHTREE ST.,  
N.E, STE 1240  
ATLANTA, GA 30361-0000

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

RECEIPT NUMBER: 00002446018  
ACCOUNT NUMBER: 00000009



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

Dial Tone, 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 Dial Tone, 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 Alabama

3. The date of its incorporation is April 9, 1997 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is \_\_\_\_\_

4438 Troy Highway Montgomery Alabama 36116  
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 \_\_\_\_\_

530 Gay Street Knoxville, TN 37902  
Street City/State County Zip Code

The name of its registered agent at that office is \_\_\_\_\_

CT Corporation System

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

Gaston Dillon, President, 4438 Troy Hwy., Montgomery, AL 36116  
William K. Stokes, Vice President, 4438 Troy Hwy., Montgomery, AL 36116  
David Godbold, Sec/Treas., 4438 Troy Hwy., Montgomery, AL 36116

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

Gaston Dillon, Chairman, 4438 Troy Hwy., Montgomery, AL 36116  
James L. Lane, Vice Chairman, 4438 Troy Hwy., Montgomery, AL 36116  
William K. Stokes, Director, 4438 Troy Hwy., Montgomery, AL 36116

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 two (2) months prior to the date the application is filed in this state.]

February 17, 1999  
Signature Date

President  
Signer's Capacity

Dial Tone, Inc.  
Name of Corporation  
Gaston Dillon  
Signature

Gaston Dillon  
Name (typed or printed)

