

Company ID: 00128419  
USA Telecom, Inc.  
3201 Griffin Road, Suite 210  
Dania, FL 33312

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN                      October 12, 1999

IN RE: CASE NUMBER: 99-00633

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 12, 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

APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A

Application is hereby made for a certificate of authority pursuant to Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant USA Telecom, Inc.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

Tenn. Secretary of State Certificate of Authority ID 00305957

Federal Taxpayer ID Number 592521916

Social Security Number for Applicants  
Applying as Individuals \_\_\_\_\_

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

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.

Address 3201 Griffin Rd. Suite 210 City Dania

State FL Zip Code 33312 Phone No. (954)893-8227 ext.622  
(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

*Aug 27, 1999*  
If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. \_\_\_\_\_

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

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

Evaluator \_\_\_\_\_

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME	TITLE	DATE OF BIRTH	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS			PHONE No.
HOME ADDRESS			PHONE No.
EMPLOYMENT HISTORY			

**Provide the above requested information on separate attachments. See Attachment 1**

D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?  
\_\_\_\_\_ Yes ☒ No If yes, please explain fully.

E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?  
\_\_\_\_\_ Yes ☒ No If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? \_\_\_\_\_ Yes ☒ No If yes, please explain fully

F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

\_\_\_\_\_ YES ☒ NO If yes, please explain fully.

H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Kenneth L. Gardner (954) 893-8227 ext. 622 (954) 893-0399  
Name Phone No. Fax No.

(800) 327-8310 ext. 622 e-mail Address kengardner@usatelecominc.com

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

Kenneth L. Gardner (954) 893-8227 ext. 622 (954) 893-0399  
Name Phone No. Fax No.

(800) 327-8310 ext. 622 e-mail Address kengardner@usatelecominc.com

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

1-800-808-0667 \_\_\_\_\_  
PHONE NUMBER ALTERNATE PHONE NUMBER

P.O. Box 2398 Hallandale, FL 33008  
ADDRESS CITY ST ZIPCODE

(J) Provide the name and address of the registered agent for service of process:

Corporation Service Company 500 Tallan Building  
Two Union Square Chattanooga, TN 37402-2571

(K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) N.A.

Part II:

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

\_\_\_ Resell Interexchange long distance services

\_\_\_ Operator Services

☒ Resell local services

\_\_\_ Other (describe) \_\_\_\_\_

- B. 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.**

N/A

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

See Attachment 2

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.

N/A

**If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.**

N/A

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

N/A

- E. Areas in Tennessee to be served.

Applicant plans to service areas covered by BellSouth and Sprint.

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

- a. Business \_\_\_\_\_  
b. Residential x \_\_\_\_\_  
c. Aggregators \_\_\_\_\_  
(e.g. Hotels, Payphones)  
d. Other (specify) \_\_\_\_\_

- G. 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. \_\_\_\_\_

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes \_\_\_\_\_ No \_\_\_\_\_

- I. 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>.

- J. What is the applicant's 10XXX or 800 access code, if applicable? \_\_\_\_\_

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No, applicant intends to utilize incumbent LEC's facilities.

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

L What facility-based network(s) will the applicant be reselling? BellSouth and Sprint

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

N Describe briefly how the applicant plans to market their services in Tennessee?  
Applicant plans to market service through television advertising.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, if applicable. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

N/A

Q. 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     

R Applicant gives permission to the local telephone company to provide the Authority

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 directly.

a periodic sample of 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 III: Organization Structure

#### A. Applicant's organizational structure

x Corporation

\_\_\_\_\_ Publicly Traded Corporation

\_\_\_\_\_ Subsidiary of a Publicly Traded Corporation

\_\_\_\_\_ Limited Liability Corporation    Attach a copy of the articles of organization and operating agreement along with amendments.

\_\_\_\_\_ Other Form of Corporation

List type \_\_\_\_\_ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

\_\_\_\_\_ Association    Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

\_\_\_\_\_ Joint Stock Association    Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

\_\_\_\_\_ Trust    Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

\_\_\_\_\_ Individual    Attach a copy of the Letter of Authorization from Tennessee Secretary of State

### SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: 03/11/85

(1) Parent Company, if applicable \_\_\_\_\_

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.    See Attachment 3

(c) The date admitted into Tennessee, if a foreign corporation: 06/18/99

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

See Attachment 4

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. USA Telecom is privately held.

- (e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B.        Proprietorship

       Partnership

       General Attach a copy of the partnership agreement along with any amendments.

       Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

       Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:  
**ATTACH ADDITIONAL PAGES AS NECESSARY**

C. Number of employees: 20.

Employer Identification Number (E.I. N.) 592521916

#### Part IV: Financial Information

A. Address where business records are kept: 3201 Griffin Rd. Suite 210  
street  
Dania FL 33312 (954) 893-8227 ext. 622  
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's unconsolidated and consolidated audited financial statements for the current year and if available, for the immediately preceding three-year period. Provide 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 Attachment 5

(1) Fiscal year end: Month February Day 28

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
February 28, 1999

(3) If applicable, name and address of independent certified public accountant:



(4) Period covered by financial statement attached: Years ended February 28, 1999 & 1998

C. Does the applicant currently have an internal auditor and/or internal audit program? Yes

If so, Name of internal auditor Karen Nichols

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

A. Have you received, read, and understand the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III) in its entirety?

x Yes \_\_\_\_\_ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? \_\_\_\_\_ x Yes \_\_\_\_\_ No

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.

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

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),

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

For Corporations  
and Other Organizations

BY:

\_\_\_\_\_  
USA Telecom

\_\_\_\_\_  
(NAME OF CORPORATION)

\_\_\_\_\_  
*Robert L. Gardner*

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
Robert L. Gardner

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Title

ATTEST:

\_\_\_\_\_  
*Kenneth L. Gardner*

\_\_\_\_\_  
Kenneth L. Gardner V.P. Marketing  
Title

On this the 12 day of August 1999 before me, a Notary Public

\_\_\_\_\_  
known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

\_\_\_\_\_  
*Larry Cote*  
Notary Public

seal

