

Company ID: 00128452  
Empire Telecom Services, Inc.  
9040 Roswell Road, Suite 480  
Atlanta, GA 30350-1892

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

February 15, 2000

IN RE: CASE NUMBER: 99-00818

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 15, 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

GERRY, FRIEND & SAPRONOV, LLP  
ATTORNEYS AT LAW  
SUITE 1450  
THREE RAVINIA DRIVE  
ATLANTA, GEORGIA 30346-2131

(770) 399-9500  
FACSIMILE (770) 395-0000  
EMAIL: gflaw@gflaw.com

October 22, 1999

CK# 7233  
\$50.00  
**RECEIVED  
ADMINISTRATIVE**

OCT 25 1999

**VIA OVERNIGHT DELIVERY**

Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-05

TN REGULATORY AUTHORITY  
JR

Re: Application of Empire Telecom Services, Inc. for Certificate to Provide Operator Services and or Resell Telecommunications Services in Tennessee ("Application")

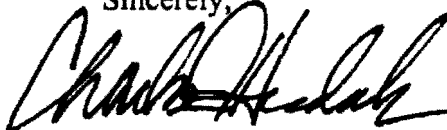
Dear Sir or Madam:

Enclosed are the original and fourteen (14) copies of the Application. Please file the Application in your usual fashion and return one (1) file-stamped copy to us in the enclosed envelope.

Also enclosed is a check in the amount of \$50.00 to cover the cost of filing the Application.

If you have any questions or comments, please call the undersigned.

Sincerely,



Charles A. Hudak

CAH/jh

Enc.

cc: Empire Telecom Services, Inc.  
(with enclosure)

RECEIVED  
TELECOMMUNICATIONS DIVISION  
TENNESSEE REGULATORY AUTHORITY

OCT 26 1999 SD

# TENNESSEE REGULATORY AUTHORITY

Melvin Malone, Chairman  
Sara Kyle, Director  
Lynn Greer, 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: Empire Telecom Services, Inc.

Address: 9040 Roswell Road, Suite 480 City: Atlanta

State: Georgia Zip Code 30350-1892 Phone No. (404) 659-9500

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
William S. Woulfin Chief Executive Officer	9040 Roswell Road Suite 480	Atlanta	Georgia	30350-1892
W. Dale Smith President	9040 Roswell Road Suite 480	Atlanta	Georgia	30350-1892
Alan B. Thomas, Jr., Executive Vice President	9040 Roswell Road Suite 480	Atlanta	Georgia	30350-1892
Reginald P. McFarland Vice President	9040 Roswell Road Suite 480	Atlanta	Georgia	30350-1892
Jeff Hinkle Vice President	9040 Roswell Road Suite 480	Atlanta	Georgia	30350-1892

Company ID Number 128452  
Date Approved 99-00818  
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.

<u>Alan B. Thomas, Jr.</u>	<u>(404) 659-9500</u>	<u>(404) 659-4900</u>
Name	Phone No.	Fax No.

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

<u>Charles A. Hudak, Esq.</u>	<u>(770) 399-9500</u>	<u>(770) 395-0000</u>
<u>Brad S. Macdonald, Esq.</u>	<u>(770) 399-9500</u>	<u>(770) 395-0000</u>
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: (888) 455-1511.**

- 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 to resale carriers in the State of Tennessee.**

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

**Applicant is not currently authorized to resell any intrastate telecommunications services in any state.**

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 regarding its provision of resold intrastate telecommunications services.**

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 does not have any affiliates who are engaged in the provision of telecommunications services.**

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

**Applicant has not been denied authority to provide resold intrastate telecommunications 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.

**Applicant does not have any affiliates who are engaged in the provision of telecommunications services.**

- I. Areas in Tennessee to be served.

Applicant intends to offer resold intrastate, interexchange telecommunications and operator services within the entire State of Tennessee as permitted by the Tennessee Regulatory Authority. In addition, Applicant intends to offer resold local exchange services within the areas currently served by BellSouth Telecommunications, Inc. within the State of Tennessee.

- 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 seeks authority to provide local exchange service, intrastate, interLATA and intraLATA toll (as permitted by the Commission) telecommunications services, and alternate operator services. Applicant intends to provide such services (i) by reselling the services of other certificated local exchange carriers, long distance carriers and alternate operator service providers operating in the State of Tennessee, and (ii) by

<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.

leasing unbundled network elements obtained from certificated incumbent local exchange carriers operating in the State of Tennessee.

#### A. Local Exchange Telecommunications Services

Applicant requests authority to provide a wide variety of local voice and data telecommunications services to consumers in the State of Tennessee, including single and multi-line residential and business services; prepaid local exchange services; complex services such as CENTREX, high-capacity private line (e.g., T-1, DS-1, DS-3, OC-3, OC-12), ISDN, digital subscriber line, and frame relay services; directory listing services; and optional CLASS service features such as call waiting, call forwarding, three-way calling, speed dialing, call return, unpublished number and caller identification.

Initially, Applicant intends to provide prepaid local exchange telecommunications resale services to consumers who have been disconnected by the incumbent local exchange carrier, or by competitive local exchange carriers, for non-payment or who have failed to satisfy such carriers' applicable credit standards. Applicant's prepaid local exchange service will provide a consumer with a single, voice-grade communications channel, including a telephone number and a directory listing, and will permit the consumer: (i) to place an unlimited number of telephone calls per month within the consumer's local calling area; (ii) to place toll-free (e.g., "800" or "888") prepaid information service calls; (iii) to obtain access to "911" emergency service; and (iv) to obtain access to optional service features. Applicant's prepaid local exchange service, however, will not permit a consumer to originate direct dial ("1+") or ("0+") toll services or caller-paid information services (e.g., "1-900", "N11").

#### B. Intrastate, Interexchange Telecommunications Services

Applicant requests authority to resell the services of other certificated common carriers for the purpose of providing switched and switchless, intrastate, interLATA and intraLATA toll (as permitted by the Commission) voice and data telecommunications services. Specifically, Applicant requests authority to offer direct dial ("1+") services, measured toll services, private line services, frame relay services, toll-free (e.g., "800", "888") services, travel card services and prepaid calling card services throughout the State of Tennessee.

#### C. Intrastate Alternate Operator Services

Applicant requests authority to provide a wide variety of intrastate, local exchange, intraLATA toll and interLATA (as permitted by the Commission) alternate operator service calls which (i) are originated using Applicant's operator services, (ii) are billed to the consumer or to a specified location, and (iii) require operator assistance, including, but not limited to:

- (a) Station-to-station operator assisted calls utilizing participating and valid Bell operating company or independent telephone company calling cards, or non-proprietary calling cards issued by long distance companies;
- (b) Operator assisted calls utilizing participating commercial credit cards;
- (c) Collect (billed to called number) calls;
- (d) Calls billed to valid third party telephone numbers;

**(e) Person-to-person credit card and/or calling card calls; and**  
**(f) Customer dialed calls (i.e., 0 + area code + seven digits + credit card number and billable to credit/calling card accounts as provided under (a) and (b) above).**

**An informational tariff describing the rates, terms and conditions of Applicant's services in 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 interexchange carriers (e.g., MCI/WorldCom Inc.) for the purpose of providing resold intrastate, long distance services to customers in the State of Tennessee. In addition, 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 its intrastate telecommunications services. The charges, based on the rates set forth in Applicant's tariff, Applicant's name and Applicant's toll-free telephone number for customer assistance ((888) 455-1511) will appear on all monthly customer billing statements. A copy of Applicant's proposed form of invoice is 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 services in the State of Tennessee by utilizing its own sales and marketing personnel.**

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

**Customers shall order Applicant's telecommunication services using a service order form. Upon receipt of a customer's executed service order form, Applicant shall notify the customer's local exchange carrier to switch the customer's long distance service to the Applicant. In order to avoid customer confusion, Applicant will not accept verbal**

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

**requests to switch a customer's existing long distance service provider.**

- 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.

**See 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.

**Applicant is currently in the process of applying for a Certificate of Authority to transact business in Tennessee. Applicant intends to amend this Application to add its Certificate of Authority at Exhibit "D" immediately upon issuance of same by the Tennessee Secretary of State.**

**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, a newly-created, wholly owned, subsidiary of Empire Technology Corporation, has not yet prepared its own financial statements. The financial statements of Empire Technology Corporation, dated as of December 31, 1998, are attached hereto 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.**

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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 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.

EMPIRE TELECOM SERVICES, INC.  
Company Name

Oct 15 '99  
Date

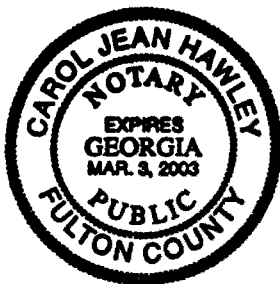
[Signature]  
Alan B. Thomas, Jr.  
Company Official

Executive Vice President  
Title

Subscribed and sworn  
before me this 15th day  
of October, 1999.

Carol Jean Hawley  
Notary Public

(seal)



# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 11/09/99

REQUEST NUMBER: 3765-0375

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 11/09/99 1113

EFFECTIVE DATE/TIME: 11/09/99 1113

CONTROL NUMBER: 0379695

TO:

CT CORP SYSTEM

530 GAY ST

KNOXVILLE, TN 37902

RE:

EMPIRE TELECOM SERVICES, 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: 11/09/99

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

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

RECEIPT NUMBER: 00002570421  
ACCOUNT NUMBER: 00000009



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Empire Telecom Services, 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 Empire Telecom Services, 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 Georgia

3. The date of its incorporation is 8-13-99 (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

9040 Roswell Rd., Ste. 480, Atlanta, GA 30350

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

c/o C T CORPORATION SYSTEM, 530 Gay Street, Knoxville, Tennessee, Knox 37902

Street	City/State	County	Zip Code

The name of its registered agent at that office is  
C T CORPORATION SYSTEM

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

see attached.

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

see attached.

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.]

10-21-99  
Signature Date

President & Secretary  
Signer's Capacity

Empire Telecom Services, Inc.  
Name of Corporation

W. Dale Smith  
Signature

Named (typed or printed)



SS-4431 (rev. 7/93)

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : K93120336  
CONTROL NUMBER : K933291  
DATE INC/AUTH/FILED: 08/13/1999  
JURISDICTION : GEORGIA  
PRINT DATE : 11/08/1999  
FORM NUMBER : 211

CT CORPORATION SYSTEM  
JANE ROWELL  
1201 PEACHTREE ST, NE  
ATLANTA, GA 30361

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**EMPIRE TELECOM SERVICES, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox  
Secretary of State