

Company ID: 00128473  
NYNEX Long Distance Company  
d/b/a Bell Atlantic Business Services  
1372 Broadway, 8th Floor  
New York, NY 10018

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

IN RE: CASE NUMBER: 99-00942

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.

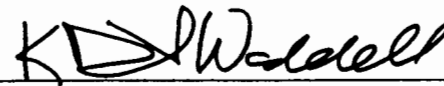
IT IS THEREFORE ORDERED:

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 37243-0505

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:** NYNEX Long Distance Company  
d/b/a Bell Atlantic Business Services  
1372 Broadway, 8<sup>th</sup> Floor  
New York, New York 10018  
Phone: (212) 730-5874

99-00942

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

NAME	ADDRESS	CITY	STATE	ZIP CODE
Veronica Pellizzi President and CEO	1372 Broadway, 8 <sup>th</sup> Floor	New York	NY	10018
William Ranney Chief Financial Officer	1372 Broadway, 8 <sup>th</sup> Floor	New York	NY	10018
Paul N. Kelly Assistant Treasurer (Taxes)	1372 Broadway, 8 <sup>th</sup> Floor	New York	NY	10018

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

John Broten, Director - Regulatory  
Phone: (703) 526-3356  
Fax: (703) 526-3624

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

(800) 597-7844

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.**

(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.**

Applicant holds Certificates of Public Convenience and Necessity (or other authority) for the provision of telecommunications service in Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Ohio, Oregon, South Carolina, South Dakota, Texas, Utah, Washington, Wisconsin and Wyoming.

**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.**

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 ☐ 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 II<sup>1</sup>**

Resold telecommunications services the Applicant will offer include inbound and outbound intra- and interLATA telephone service to business customers located in Tennessee. Intrastate service offerings will include voice long distance services. Applicant will provide operator services to presubscribed customers.

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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's request to be rejected.

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

**N. What is the applicant's 101XXXX or 800 access code?**

1016963

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

Applicant does not now have, nor does it currently plan to have, telecommunications facilities in Tennessee.

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

Applicant will operate as a switchless reseller. Calls will originate over local exchange carrier (LEC) facilities to Applicant's underlying carrier(s). Applicant's underlying carrier(s) will perform or provide all switching, routing and call termination functions. Call detail information will be provided to Applicant by the underlying carrier(s) for the purpose of rating and billing calls.

Operator services will be provided to presubscribed customers by Applicant through contractual arrangements with Applicant's underlying operator services provider. Calls will be branded and billed in Applicant's name at rates specified in Applicant's tariffs. Operators will quote rates at no charge upon request of the end user, and Applicant will ensure that all operator assisted calls are handled according to applicable state and federal rules and regulations.

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

Billing will be done either directly or on a local telephone company bill. Applicant's name and toll free number for inquiries appear on all direct bills and on all local telephone company bills where the local telephone company has the capability of listing the carrier.

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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: \_\_\_\_\_

- 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 currently intends to market its services using its in-house sales and marketing personnel.

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

The Applicant will utilize written Letters of Authorization (LOA) and third party verification to switch a customer's interexchange service.

- 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

(To be filled out by TRA)

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

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

Evaluator: \_\_\_\_\_

## 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.

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

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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.

(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.


NYNEX Long Distance Company  
d/b/a Bell Atlantic Business Services

  
Veronica Pellizzi  
President and Chief Executive Officer

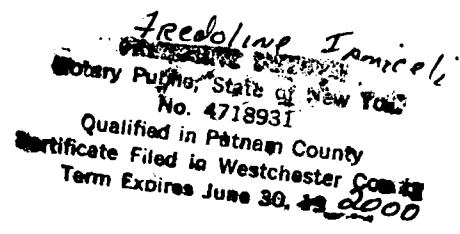
Date: 11/01/99

Subscribed and sworn

before me this 1 day of Nov., 1999.

  
Notary Public

SEAL

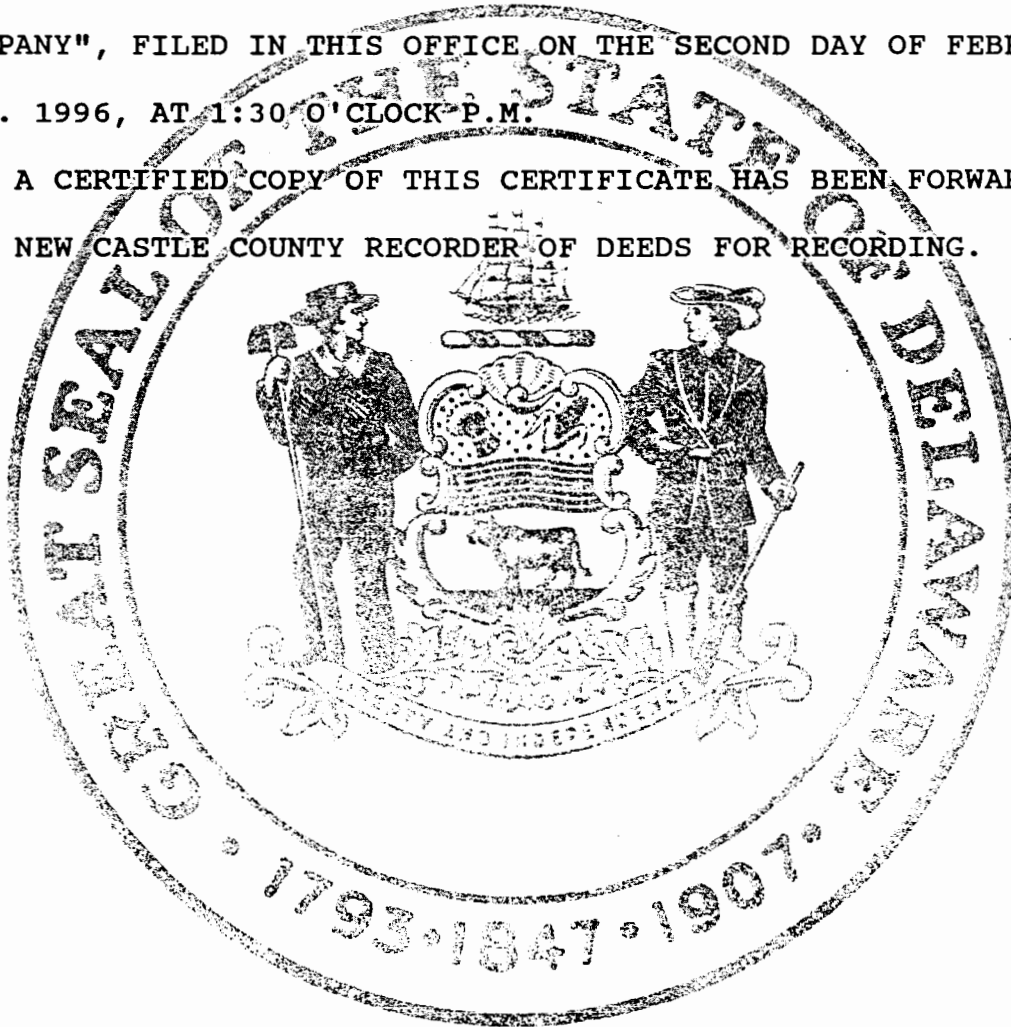
  
Fredoline Iamici  
Notary Public, State of New York  
No. 4718931  
Qualified in Putnam County  
Certificate Filed in Westchester County  
Term Expires June 30, 2000

# Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NYNEX LONG DISTANCE COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF FEBRUARY, A.D. 1996, AT 1:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2588628 8100

AUTHENTICATION:

7816749

960033255

DATE:

02-06-96



**CERTIFICATE OF INCORPORATION**

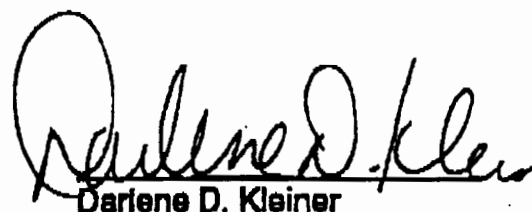
**OF**

**NYNEX LONG DISTANCE COMPANY**

1. The name of the corporation is NYNEX Long Distance Company.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business of the corporation and its purpose are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as it may be amended from time to time, or any successor law.
4. The total number of shares of stock which the corporation shall have authority to issue is one (1) share of Common Stock with no par value.
5. The name and mailing address of the sole incorporator are as follows:  
  
Darlene D. Kleiner, Esq.  
1095 Avenue of Americas  
New York, NY 10036
6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.
7. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights herein conferred upon stockholders are granted subject to this reservation.

8. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of the provisions of this Article 8 by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

I, THE UNDERSIGNED, being the sole incorporator, hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of February, 1996.

  
Darlene D. Kleiner

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

DATE: 09/27/99  
REQUEST NUMBER: 3748-2497  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/27/99 1137  
EFFECTIVE DATE/TIME:  
CONTROL NUMBER: 0307792

TO:  
CT CORPORATION SYSTEM  
1633 BROADWAY

NEW YORK, NY 10019

RE:  
BELL ATLANTIC BUSINESS SERVICES  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

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

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FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE      ON DATE: 09/27/99  
NAME

FROM:  
CT CORPORATION SYSTEM (1633 BROADWAY NY)  
1633 BROADWAY

RECEIVED:      FEES      \$0.00  
\$20.00  
TOTAL PAYMENT RECEIVED:      \$20.00

NEW YORK, NY 10019-0000

RECEIPT NUMBER: 00002552832  
ACCOUNT NUMBER: 00000025



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

337413 12431  
**FILED**  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME  
SECRETARY OF STATE

99 SEP 27 AM 11:37

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is NYNEX Long Distance Company
2. The state or country of incorporation is Delaware
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is  
Bell Atlantic Business Services

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

9/21/99  
Signature Date

President  
Signer's Capacity

NYNEX Long Distance Company  
Name of Corporation

  
Signature

Veronica Gralha  
Name (typed or printed)