

HELEIN & ASSOCIATES, P.

ATTORNEYS AT LAW

8180 GREENSBORO DRIVE
SUITE 700
MCLEAN, VA 22102

(703) 714-1300 (TELEPHONE)
(703) 714-1330 (FACSIMILE)

WRITER'S DIRECT DIAL NUMBER:

(703) 714-1305

March 12, 1997

VIA OVERNIGHT DELIVERY

Docket Control Center
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Arizona Corporation Commission
DOCKETED

MAR 14 1997

DOCKETED BY CW

Re: **America's Tele-Network Corp.**
Application for Certificate of Public Convenience and Necessity

Ladies and Gentleman:

DOCKET NO. J-8843-97-100

On behalf of America's Tele-Network Corp. ("ATN"), a long distance resale carrier, we transmit herewith an original and ten (10) copies of an application for a Certificate of Public Convenience to provide intrastate resale of long distance telecommunications services in Arizona.

An extra copy of this letter and application is also enclosed to be date-stamped and returned to the undersigned in the pre-addressed, postage-paid envelope provided. Should any questions arise, kindly contact the undersigned.

Please direct all inquiries or correspondence related to this filing to the attention of the undersigned.

Respectfully submitted,

Charles H. Helein

Charles H. Helein
Regulatory Counsel

Enclosures

michele\691\arizona.ltr



0000001773

DOCUMENT CONTROL

MAR 14 8 44 AM '97

RECEIVED
AZ CORP COMMISSION

C. Attorney for Applicant:

Charles H. Helein, Esquire
Helein & Associates, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1300 (voice)
(703) 714-1330 (facsimile)

D. Nature of Services to be Provided:

1. In accordance with Ariz. Rev. Stat. Ann. Section 40-101 et seq. (1991) and Ariz. Comp. Admin. R. & Regs. R14-2-503 (1991), America's Tele-Network Corp. (hereinafter "Applicant" or "ATN"), hereby files an application for a certificate of convenience and necessity from the Arizona Corporation Commission (hereinafter "Commission") to provide intrastate, interLATA and intraLATA telecommunications services (presubscribed "1+" resale of long-distance service) within Arizona. The telecommunications services Applicant proposes to offer within Arizona will be similar to Applicant's existing interstate service for which no Commission authority is required.

2. Applicant's service provides for the switchless resale of the tariffed services of certified facilities-based carriers, such as LDDS, to businesses and residences.

3. Applicant's service will be available 24 hours a day, seven days a week, for calls originating and terminating in Arizona.

4. Applicant submits the following reasons in support of its belief that the Commission should grant its application:

- (a) Applicant's proposed resale of long-distance telephone service will meet the needs of subscribers who wish to obtain the lower-cost, competitively priced telecommunications services traditionally available only to high

- (b) In addition to providing its subscribers with the cost advantages realized by the resale of facilities-based capacity, Applicant's proposed service will help to optimize the use of existing telecommunications facilities and contribute to their efficient use and operation.
- (c) The Commission's granting of the instant application is consistent with the Commission's Order in Decision No. 57339, Docket No. U-2507-88-045, et al. (April 5, 1991), in which the Commission recognized that competition within the intrastate, interLATA telecommunications market provides long-term benefits to Arizona consumers, among which benefits are the following: (i) lower-priced and better quality services; (ii) innovative packaging of telecommunications resources as well as increased diversification and reliability of supply of telecommunications services; and (iv) development of an expanded telecommunications supply industry in Arizona with attendant employment opportunities for Arizona residents.

5. The Commission's order granting authority to Applicant may require the filing and updating of limited tariffs setting forth certain of Applicant's telecommunications services and rates. Such rates, which, because the marketplace will dictate price, need not be supported by cost data and should become automatically effective after a reasonable waiting period determined by the Commission. In addition, Applicant will be subject to the Commission's present complaint procedures. However, the Commission may wish to apply modified complaint procedures to resolve customer disputes with Applicant as a competitive provider of long-distance services.

6. Applicant requests that the Commission grant it authority to provide presubscribed "1+" resale of outbound long-distance services in Arizona subject to the above-referenced conditions. Such a regulatory scheme will protect Arizona consumers and promote competition and consequent efficiency in the provision of intrastate, interLATA and intraLATA telecommunications services.

7. Applicant requests that its application be granted on an ex parte basis. Applicant is prepared to offer its low-cost, long-distance telecommunications services immediately upon Commission authorization and to begin providing the benefits of its service offerings to Arizona consumers.

E. Corporate Status of Applicant:

Applicant is a privately-held corporation, incorporated under the laws of the State of Delaware.

F. Corporate Documents, Officers and Directors:

1. A copy of Applicant's Articles of Incorporation is attached as Exhibit 1. Applicant's Certificate of Authority to Do Business in the State of Arizona is attached as Exhibit 2.

2. Copies of Applicant's current Certificate of Good Standing from the State of Delaware is attached as Exhibit 3.

3. Names of Officers and Directors:

John Little - President, Secretary, Treasurer, Director
Mr. Little owns 100% of the shares of the Company.

4. Not applicable (Applicant is not an Arizona corporation).

G. Not applicable (Applicant is not a partnership).

H. Not applicable (Applicant is not a sole proprietorship).

I. Description of facilities that will be used to provide service is Arizona:

Applicant will provide presubscribed "1+" resale of long-distance service on an outbound and inbound basis. All facilities and equipment used to provide Applicant's service are operated and maintained by Applicant's underlying carriers, currently Wiltel.

J. Not applicable (no construction will be necessary).

K. Not applicable (no construction will be necessary).

L. Current Balance Sheet and One Year Projected Balance Sheet:

A copy of Applicant's current balance sheet is attached as Exhibit 4. A copy of Applicant's one year projected balance sheet will be filed with Commission upon request.

M. Current Income Statement:

A copy of Applicant's current income statement is attached as Exhibit 6.

N. Date Utility Expects to Make a Profit:

Applicant expects to make a profit in Arizona within 18 months of certification.

O. Proposed Tariff:

A copy of Applicant's proposed tariff is attached as Exhibit 7.

P. Map of Service Area

A copy of Applicant's proposed service area is attached as Exhibit 8.

Q. Complaint Processing Procedures

Applicant's complaint processing procedures are described in Exhibit 9.

R. List of Approved States

A list of states in which applicant is approved is found in Exhibit 10.

S. Diagram of Call Network

A diagram of Applicant's Call Network is found in Exhibit 11.

Respectfully submitted this 12th day of March, 1997.

America's Tele-Network Corp.

By: Charles H. Helein/one

Charles H. Helein, Esquire
Helein & Associates, P.C.
8180 Greensboro Drive
Suite 700
McLean, Virginia 22102

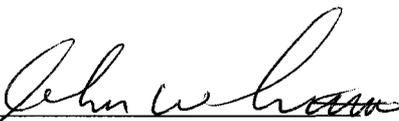
Its Attorneys

VERIFICATION

STATE OF GEORGIA

COUNTY OF Fulton

JOHN LITTLE, being duly sworn, deposes and says: That he is the President of America's Tele-Network, Corp.; that he has read the foregoing petition and knows the contents thereof, and that the same is true of his own knowledge except as to the matters therein stated upon information and belief; and as to those matters he believes them to be true; that he consents to the verified affidavit being used as evidence in this proceeding.



John Little

Subscribed and sworn to before me this the 17 day of February, 1997.



Notary Public

My commission expires: 2001

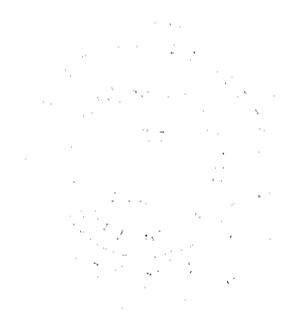


EXHIBIT 1

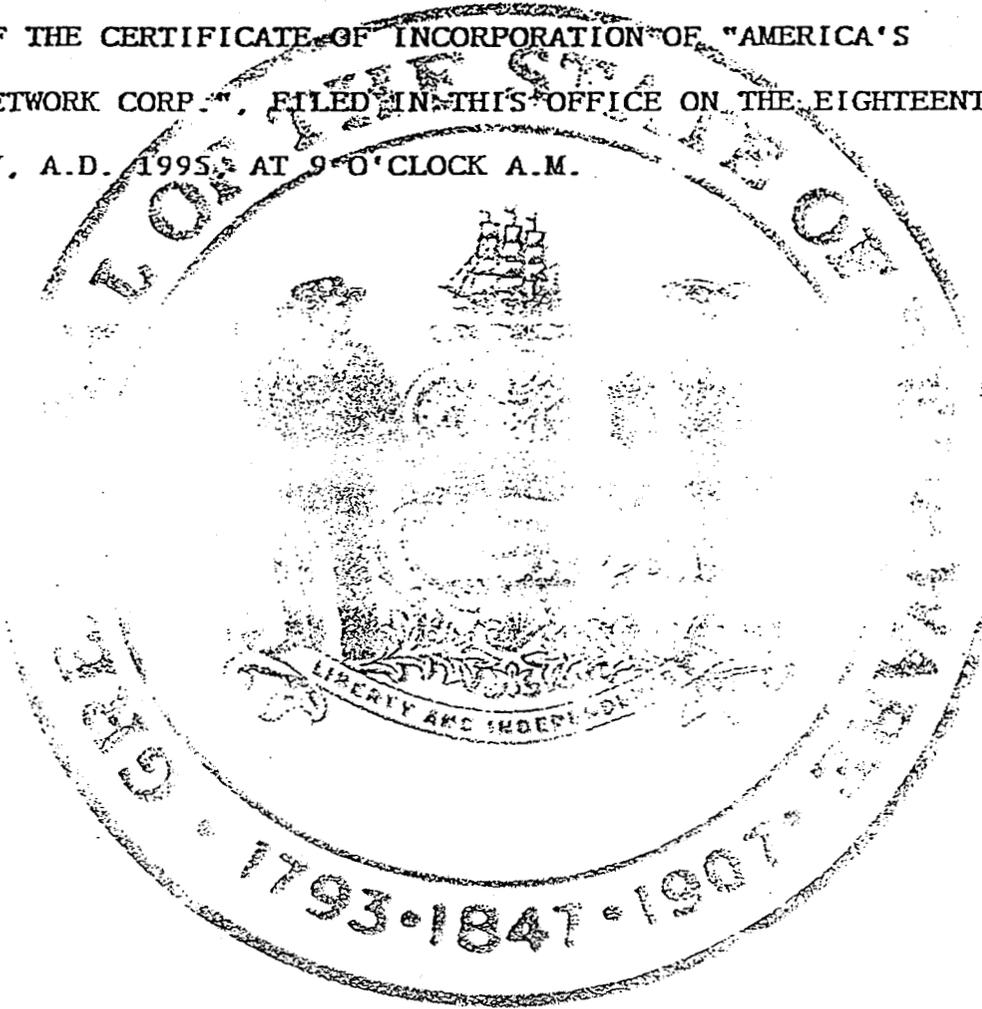
Articles of Incorporation

State of Delaware

Office of the Secretary of State

PAGE 1

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 "AMERICA'S TELE-NETWORK CORP.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 1995, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7601795

2525553 8100

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

▶ FIRST: The name of this Corporation is America's Tele-Network Corp.

▶ SECOND: Its Registered Office in the State of Delaware is to be located at 1013 Centre Road Street, in the City of Wilmington

County of New Castle Zip Code 19805. The Registered Agent in charge thereof is Corporation Service Company

▶ THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

▶ FOURTH: The amount of the total authorized capital stock of this corporation is One-Thousand Dollars (\$ 1000.00) divided into 100,000 shares of zero & no/100 Dollars (\$ 0.01) each.

▶ FIFTH: The name and mailing address of the incorporator are as follows:
Name R.F. Schneberger
Mailing Address 4909 Woodstone, #802
San Antonio, TX Zip Code 78230

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 17th day of July, A.D. 19 95

Robert J. Schneberger
Incorporator

EXHIBIT 2

Authority to Transact Business in Arizona

RENZ D. JENNINGS
CHAIRMAN

MARCIA WEEKS
COMMISSIONER

CARL J. KUNASEK
COMMISSIONER



JAMES MATTHEWS
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

AMERICA'S TELE-NETWORK, CORP.

We are pleased to notify you that your Application for Authority to transact business in Arizona was approved and filed on 9-4-96.

You must publish a copy of both your Application for Authority and Certificate of Disclosure WITHIN SIXTY (60) DAYS from the File Date. The publication must be in a newspaper of general circulation in Maricopa County, for three (3) consecutive publications. An Affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, no later than the 15th day of the fourth (4th) month following the close of each fiscal year. Your fiscal year end is 12-31-96. A preprinted Annual Report form will be mailed to you during that month.

If you have any questions or need further information, please contact us at (602)542-3135 or Toll Free (Arizona residents only) 1-800-345-5819.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Carolyn Lemon", is written over a horizontal line.

Examiner Technician
Corporate Filings Section
Corporations Division

CF:07
REV:1/96

FOREIGN

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

America's Tele-Network, Corp.

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B

ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
1. Full name and prior name(s) used.
 2. Full birth name.
 3. Present home address.
 4. Prior addresses (for immediate preceding 7-year period).
 5. Date and location of birth.
 6. Social Security number.
 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083.

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ___ NO

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY [Signature] DATE 5-13-96
TITLE President

BY _____ DATE _____
BY _____ DATE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

FISCAL DATE: _____

AZ. CORP. COMMISSION
DELIVERED

JUL 1 0 1996

FILED BY Carolyn Lemor
TERM _____
DATE 7-4-96

7 - 0118325-6

AZ. CORP. COMMISSION
DELIVERED

MAY 22 1996

FILED BY _____
TERM A. Helmer
DATE 6-18-96

APPLICATION FOR AUTHORITY OF

America's Tele-Network, Corp.

Exact Corporate Name

TO: ARIZONA CORPORATION COMMISSION
Corporations Division
P.O. Box 6019, Phoenix, AZ 85005
(or)
402 West Congress, Tucson, AZ 85701

PURSUANT TO THE PROVISIONS OF SECTIONS 10-110, 10-111 and 10-118, ARIZONA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR AUTHORITY TO TRANSACT BUSINESS IN ARIZONA.

FIRST:

This application is:

- (1) An original application pursuant to A.R.S. Sec. 10-110.
- (2) An application for new authority pursuant to A.R.S. Sec. 10-118 as a result of:
- (a) A change in the corporation's name as set forth in the second paragraph.
- (b) A desire to pursue in this State different or additional purposes than those set forth in the corporation's prior Application for Authority as more fully described in the ninth paragraph herein.

SECOND:

The name of the corporation is: America's Tele-Network, Corp.

THIRD:

If the name of the corporation does not contain the word "association", "bank", "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in ARIZONA is:

FISCAL YEAR END: December 31st

FOURTH: It is incorporated under the laws of Delaware

FIFTH: The date of its incorporation is July 18, 1995

and the period of its duration is perpetual

SIXTH: The address of its principal office in the jurisdiction under the laws of the state or county in which it is incorporated is: 770 Hembree Place, Alpharetta, GA 30076

1013 Centre Road, Wilmington, DE 19805

SEVENTH: The address of the proposed known place of business in Arizona is: 40 CSC-Lawyers

Inc. Svc., FN 3636 N. Central Avenue, Phoenix, AZ 85029

EIGHTH: The name and address of the proposed statutory agent in Arizona is:
CSC-Lawyers Incorporating Service, FN

3636 N. Central Avenue
Phoenix, AZ 85029

NINTH: A brief statement of the character of the business which the corporation initially intends to conduct in Arizona and the purpose for which the corporation is organized is:

The resale of long-distance tele-communication services

and the transaction of all lawful business for which corporations may be incorporated under the Arizona Business Corporation Act.

TENTH: The names and respective addresses of its directors and officers are:

NAME	OFFICE	ADDRESS	DATE OF TAKING OFFICE
John W. Little	President/ Vice President/ Secretary/ Treasurer/ Director	770 Hembree Place, Alpharetta, GA 30076	7/18/95

ELEVENTH: The aggregate number of shares which it is authorized to issue, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

Number of Shares	Class	Series	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common		\$0.01

TWELFTH: The aggregate number of its issued shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

Number of Shares	Class	Series	Par Value Per Share or Statement That Shares Are Without Par Value
4	Common		\$0.01

THIRTEENTH: The amount of its stated capital, as defined in the Arizona Business Corporation Act is:

\$ 540,276

FOURTEENTH: The application is accompanied by a copy of its Articles of Incorporation and all amendments thereto, duly authenticated within 60 days of delivery of these documents, by the proper officer of the State or County under the laws of which it is incorporated.

FIFTEENTH: Has any person(s): (a) serving either by election or appointment as an officer, director or trustee, incorporator of the corporation, (b) controlling or holding 20% of the proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked?

YES _____ NO X _____

If your answer to the above question is "YES", you MUST attach the following information for each such corporation:

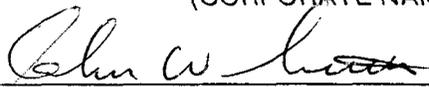
1. Name and address of the corporation
2. Full name, including alias(es) and address(es) of each person or person(s) involved.
3. State(s) in which the corporation:
 - (a) Was incorporated
 - (b) Has transacted business
4. Dates of corporate operation
5. A description of the bankruptcy, receivership or charter revocation, including the date, the court or agency involved, and the file or cause number of the case.

SIXTEENTH: Under penalties of law, I declare that I will comply with the provisions of A.R.S. Sec. 10-128.01.

Under penalties of law, I declare that I have examined this application and to the best of my knowledge and belief it is true, correct and complete.

America's Tele-Network, Corp.

(CORPORATE NAME)

By: 
President

By: 
Secretary

I, CSC-LAWYERS INCORPORATING SERVICE, FN, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

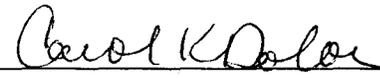

(Signature of Statutory Agent)

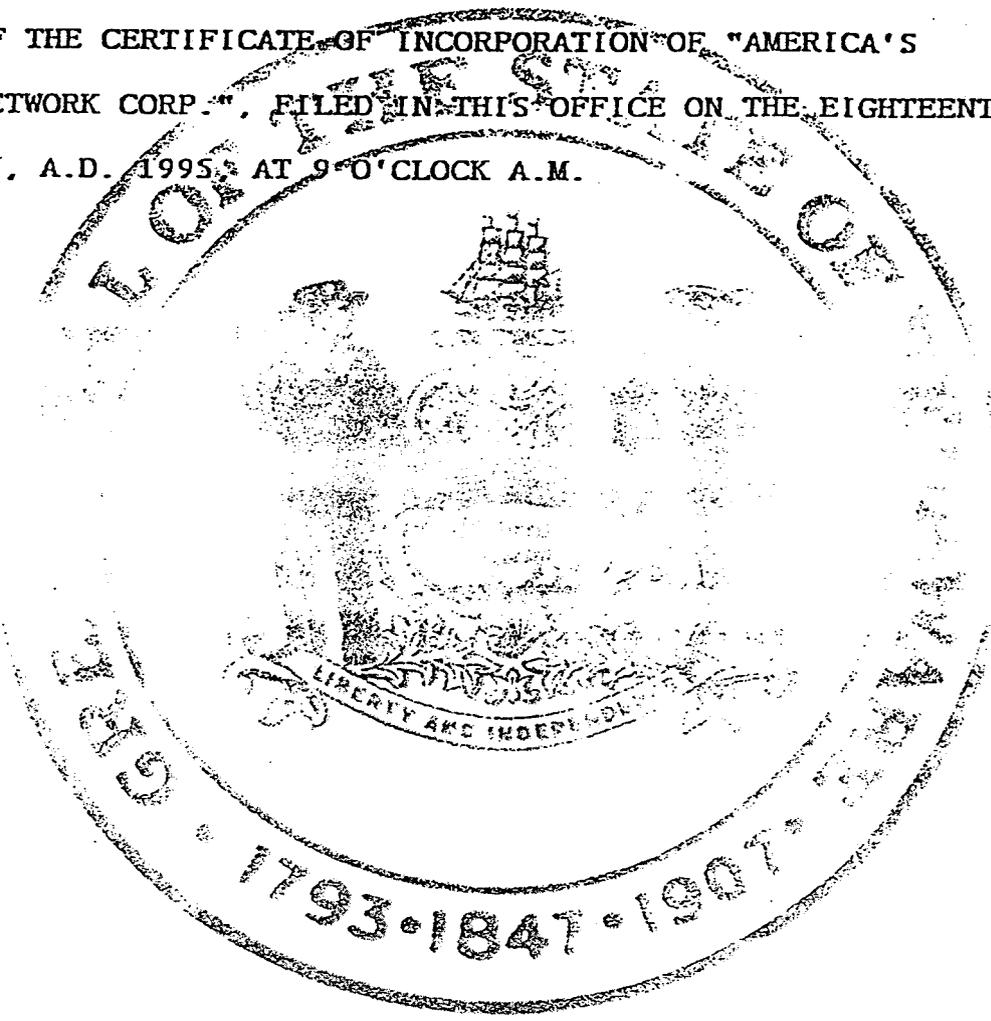
EXHIBIT 3

Certificate of Good Standing

Applicant's Certificate of Good Standing in Delaware, its state of incorporation, is attached.

State of Delaware
Office of the Secretary of State PAGE 1

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 "AMERICA'S TELE-NETWORK CORP.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 1995 AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7601795

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

▶ FIRST: The name of this Corporation is _____
America's Tele-Network Corp.

▶ SECOND: Its Registered Office in the State of Delaware is to be located at _____
1013 Centre Road _____ Street, in the City of Wilmington
County of New Castle Zip Code 19805. The Registered Agent in
charge thereof is Corporation Service Company

▶ THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corpo-
rations may be organized under the General Corporation Law of Delaware.

▶ FOURTH: The amount of the total authorized capital stock of this corporation is
One-Thousand Dollars (\$ 1000.00) divided
into 100,000 shares of zero & no/100 Dollars (\$ 0.01) each.

▶ FIFTH: The name and mailing address of the incorporator are as follows:
Name R.F. Schneberger
Mailing Address 4909 Woodstone, #802
San Antonio, TX Zip Code 78230

▶ I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of
Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are
true, and I have accordingly hereunto set my hand this 17th
day of July, A.D. 19 95

Robert J. Schneberger/gmt
Incorporator

EXHIBIT 4

Current Balance Sheet

America's Tele-Network Corp
Balance Sheet
 As of December 31, 1996

	Dec 31, '96
ASSETS	
Current Assets	
Checking/Savings	
Operating - Checking	118,494.64
Payroll - Checking	27,598.90
Petty Cash	500.00
Refunds & Contract Labor	-3,070.41
Total Checking/Savings	143,523.13
Accounts Receivable	
Accounts Receivable	
Employee Receivables	-100.00
Accounts Receivable - Other	828,458.72
Total Accounts Receivable	828,358.72
Total Accounts Receivable	828,358.72
Other Current Assets	
Certificates Of Deposit	20,000.00
Deposits - Refundable	6,194.00
Total Other Current Assets	26,194.00
Total Current Assets	1,098,075.85
Fixed Assets	
Equipment	
Accumulated Depreciation	-14,526.76
Cost	90,888.94
Equipment - Other	3,717.18
Total Equipment	80,079.36
Furniture & Fixtures	
Accumulated Depreciation	-3,938.20
Cost	11,361.99
Total Furniture & Fixtures	7,423.79
Total Fixed Assets	87,503.15
TOTAL ASSETS	1,185,679.00
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	8,000.00
Total Accounts Payable	8,000.00
Other Current Liabilities	
JB- ST Loan Payable	142,634.52
JWL - ST Loa Payable	92,006.42
Payroll Liabilities	44,970.13
Total Other Current Liabilities	279,611.07
Total Current Liabilities	287,611.07
Total Liabilities	287,611.07
Equity	
Opening Bal Equity	-3.00
Retained Earnings	-388,275.11
Net Income	1,244,240.48
Stockholders' Equity	
Additional Paid In Capital	29,005.56
Common Stock	13,000.00
Total Stockholders' Equity	42,005.56

02/13/97

America's Tele-Network Corp
Balance Sheet
As of December 31, 1996

	<u>Dec 31, '96</u>
Total Equity	<u>897,967.93</u>
TOTAL LIABILITIES & EQUITY	<u>1,185,579.00</u>

EXHIBIT 5

One Year Projected Balance Sheet

Will be filed with Commission upon request.

EXHIBIT 6

Current Income Statement

America's Tele-Network Corp
Profit and Loss
 January through December 1996

	Jan - Dec '96
Ordinary Income/Expense	
Income	
Refunds	-308,665.05
Sales	8,822,136.77
Total Income	8,513,471.72
Cost of Goods Sold	
Billing & Collection Cost	1,207,010.38
Usage Cost	1,831,616.02
Verification Cost	300.00
Total COGS	3,038,926.40
Gross Profit	5,474,545.32
Expense	
Advertising	871,655.21
Automobile Expense	-1,019.25
Bank Service Charges	2,517.92
Building Security	380.10
Business Insurance	1,455.99
Contract Labor	1,570,050.37
Contributions	650.00
Conventions/Conferences	3,644.00
Depreciation Expense	15,790.05
Dues and Subscriptions	6,326.75
Equipment Rental	76,899.91
Filing Fees	15,854.50
Health Insurance Exp	957.75
Interest Expense	224,307.81
Licenses and Permits	759.85
Miscellaneous	750.00
Office Supplies	98,166.67
Payroll Expenses	170,163.84
Postage and Delivery	181,248.24
Printing and Reproduction	134,626.36
Professional Fees	
Accounting	1,640.00
Legal Fees	622,909.46
Total Professional Fees	624,549.46
Recruiting	73.14
Rent	71,160.00
Repairs	
Building Repairs	125.00
Equipment Repairs	8,595.51
Repairs - Other	17,047.37
Total Repairs	25,767.88
Taxes	
Local	737.39
Property	0.00
Utilities Tax	186.89
Taxes - Other	2,383.87
Total Taxes	3,308.15
Telephone	21,494.00
Temporary Help	70,658.64
Travel & Ent	
Entertainment	4,628.65
Lodging	2,521.49
Meals	4,660.27
Travel	6,212.17
Travel & Ent - Other	2,038.00
Total Travel & Ent	20,060.58
Utilities	

02/13/97

America's Tele-Network Corp
Profit and Loss
January through December 1996

	<u>Jan - Dec '96</u>
Gas and Electric	16,743.12
Water	3,653.80
Utilities - Other	<u>-350.00</u>
Total Utilities	20,046.92
Total Expense	<u>4,230,304.84</u>
Net Ordinary Income	<u>1,244,240.48</u>
Net Income	<u><u>1,244,240.48</u></u>

EXHIBIT 7

Proposed Tariff

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

ARIZONA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by America's Tele-Network Corp., with principal offices at 720 Hembree Place, Roswell, Georgia 30076. This tariff applies to services furnished within Arizona. This tariff is on file with the Arizona Public Corporation Commission, where copies may be inspected, during normal business hours. The address of the Arizona Corporation Commission is as follows:

Arizona Corporation Commission
1200 West Washington
Pheonix, Arizona 85007

The name, address and telephone numbers for the representative of America's Tele-Network Corp. who is responsible for providing information with respect to the operating procedures of the company is listed below.

ISSUED:

EFFECTIVE:

Issued By:

**Cathy Bergeron, Tariff Administrator
770 Hembree Place
Roswell, GA 30076**

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEETS

Pages 1 through 19 inclusive of this tariff are effective as of the date shown at the bottom of the respective page(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date at the bottom of this page.

<u>PAGE</u>	<u>REVISION</u>
1	Original*
2	Original*
3	Original*
4	Original*
5	Original*
6	Original*
7	Original*
8	Original*
9	Original*
10	Original*
11	Original*
12	Original*
13	Original*
14	Original*
15	Original*
16	Original*
17	Original*
18	Original*
19	Original*

* Denotes pages included with this filing.

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TELECOMMUNICATIONS SERVICES TARIFF

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TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

The following are the only symbols used for the purpose indicated below:

- (C) - Changed regulation
- (D) - Discontinued rate or regulation
- (I) - Increase in rate
- (M) - Moved to/from another tariff location
- (N) - New rate or regulation
- (R) - Reduction in rate
- (T) - Change in text only

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TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

- A. **Page Numbering** - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.
- B. **Page Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the A.C.C.. For example, 4th Revised Page 14 cancels the 3rd Revised Page 14. Because of various suspension periods, deferrals, etc. the A.C.C. follows in its tariff approval process, the most current page number on file with the A.C.C. is not always the tariff page in effect. Consult the Check Sheet for the page currently in effect.
- C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).I
 - 2.1.1.A.1.(a).I.(i)
 - 2.1.1.A.1.(a).I.(i).(1).
- D. **Check Sheets** - When a tariff filing is made with the A.C.C., an updated check sheet accompanies the tariff filing. The check sheet lists the pages contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular page is the most current on file with the A.C.C..

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - A telephone line provided by local exchange carriers which connect a telephone or other communications device at a customer's location to America's Tele-Network Corp.'s underlying carrier's telecommunications network switching center(s).

Authorization or Account Code - A numerical code of four to eleven digits, one or more of which codes are available to a customer to enable the customer to lawfully connect its communication devices for the purpose of accessing the telecommunications networks of America's Tele-Network Corp.'s Underlying Carrier, and which thereby are used to prevent unauthorized network access and to identify the customer and its calling volumes for billing purposes.

Carrier or Company - America's Tele-Network Corp.

Customer - The person, firm, corporation, end user or other entity which orders or uses services and is responsible for the payment of charges.

Holidays - New Year's Day, Fourth of July, Labor Day, Thanksgiving Day and Christmas Day.

A.C.C. - Arizona Corporation Commission.

Service Agreement - Company's standard form for the ordering and acceptance of a customer's request for and commitment to take Company's service offerings pursuant to this tariff.

Rate Center - The Points of Presence (POPs) or first point of interconnection of local exchange facilities providing access to the long distance network of the Company's Underlying Carrier and the point from which a customer's traffic is rated and billed.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of customer telecommunications traffic within Arizona.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS

2.1 **Undertaking of Company**

Company undertakes to provide only those designated Services as are furnished under the terms and subject to the conditions and customer payment of the applicable rates of this tariff for communications originating and terminating within Arizona.

The Company's Services are available to its customers twenty four hours per day, seven days per week.

2.2 **Limitations**

2.2.1 Service is offered subject to the availability of the facilities of Company's Underlying Carrier and the provisions of this tariff.

2.2.2 Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, including without limitation, for customer non-payment of charges; or when the customer's use of a service becomes or is in violation of the law or the provisions of this tariff.

2.2.3 The Services provided under this tariff are subject to the direct and exclusive control of the Company. No one may alter or affect the Services nor transfer or assign its use of the Services without the express written consent of the Company, which consent may be withheld, without limitation, by Company in its sole discretion at any time such alteration, effect, transfer or assignment would result in an interruption of the Services or a change in the customer's location to which the Services are to be provided.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.2 Limitations (cont'd)

2.2.4 In the event prior written permission from the Company is given for any assignment or transfer, all regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.3 Liabilities of the Company

2.3.1 Company has no liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission or call processing of customer's communications traffic by the Underlying Carrier. The Company's liability for such damages occurring in the course of furnishing the Company's Services but not caused by its gross negligence or willful misconduct or that of its employees or agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which such mistakes, interruptions, omissions, delays, errors, or defects in the Company's furnishing of its Services occur.

2.3.2 Acceptance of the provisions of Section 2.3.1 by the Commission does not constitute its determination that the limitation of liability imposed by the Company should be upheld in a court of law; but the recognition that as it is the duty of the courts to adjudicate negligence claims and rights to recover damages therefore, so it is the duty of the courts to determine the validity of the exculpatory provisions of Section 2.3.1.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.3 Liabilities of the Company (cont'd)

2.3.3 Company shall be indemnified and held harmless by the customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content of a customer's communications traffic;
- (B) Claims for patent infringement arising from a customer's use of its equipment, facilities or systems with the Company's Services; and
- (C) All other claims arising out of any act or omission of the customer in connection with any service provided by Company.

2.4 Interruption of Service

2.4.1 Credit allowance for the interruption of service is subject to the general liability provisions set forth in Section 2.3.1 herein. Customer shall receive no credit allowance for interruption of service due to Carrier's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is claimed. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission within customer's control, or is not in wiring or equipment, if any, furnished by the customer in connection with the Company's Services.

2.4.2 No credit is allowed in the event service must be interrupted in order to provide routine service quality or related investigations.

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SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.4 Interruption of Service (cont'd)

2.4.3 Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of Company or in the event Company is entitled to a credit for the failure of the facilities of Company's Underlying Carrier used to furnish customer's service.

2.4.4 No credit shall be allowed:

(A) For failure of services or facilities of customer; or

(B) For failure of services or equipment caused by the negligence or wilful acts of customer.

2.4.5 Credit for an interruption shall commence after customer notifies Company of the interruption or when Company becomes aware thereof, and ceases when service has been restored.

2.4.6 Before customer notifies Company of an interruption, customer shall make reasonable attempts to ascertain that customer, a third party or its or their actions and/or equipment is/are not the cause thereof.

2.4.7 Credits are applicable only to that portion of service interrupted.

2.4.8 For purposes of credit computation, every month shall be considered to have 720 hours.

2.4.9 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

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SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.4 Interruption of Service (cont'd)

2.4.10 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the service affected for each hour or major fraction thereof that the interruption continues. Calculations of the credit shall be made in accordance with the following formula:

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" = outage time in hours

"B" = total monthly charge for affected facility

2.5 Restoration of Service

The use and restoration of service shall be administered by the Underlying Carrier in accordance with the priority system specified in the Rules and Regulations of the Arizona Corporation Commission.

2.6 Deposits

The Company does not require a deposit from its customers.

2.7 Advance Payments

The Company does not collect advance payments.

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SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.8 Taxes

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax and so forth) are listed as separate line items and are not included in the Company's scheduled rates.

2.9 Collections

2.9.1 In the event Company incurs fees or expenses, including attorney's fees, to collect, or attempt to collect, any charges owed Company by customer, including charges alleged to have resulted from fraud or abuse of customer's services, the Company shall charge customer all such fees and expenses, including Company's reasonable attorney's fees, incurred to collect or to attempt to collect its charges, and Company shall be entitled to recover such fees or expenses irrespective of whether it prevails in any legal action brought to collect its charges, all in accordance with and subject to the following additional legal requirements -

2.9.2 In accordance with the "filed tariff doctrine," as established by judicial and regulatory decisions and precedents, customer shall pay all charges due and owing irrespective of any claims of loss, liability, set off, damages, or other claims against Company to which customer may claim to be entitled, the duty to pay such charges shall arise upon the demand for payment by Company and shall not be delayed or deferred by the commencement of any legal or equitable action by either customer or Company in connection with such charges incurred under this tariff.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.9 **Collections** (cont'd)

2.9.3 Customer agrees that all actions, suits or proceedings, to recover charges due under this tariff shall be prosecuted in the United States District Court for the Eastern District of Virginia. Customer consents to and submits to the exercise of jurisdiction over the subject matter, waives personal service under any and all process upon it, and consents that all such service of process be made by registered mail directed to customer at its address registered with Company. Service so made shall be deemed to be completed five business days after such process shall have been deposited in the mail, postage prepaid. Customer waives trial by jury, any objection based on forum non conveniens, any objection to venue or jurisdiction of any action instituted hereunder, and consents to the granting of such legal or equitable relief as deemed appropriate by the Court.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

The Company's charges are based on the actual usage of Company's services, plus any special features and/or service options, if any. Charges begin when the designated communication termination(s) is/are accessed and enabled thereby ("connected") to receive the communication from the originating location on the network. Charges cease when the termination(s) is/are disconnected.

3.1.1 Long distance usage charges are based on the actual usage of the Company's network. Chargeable time begins when the calling and called stations are connected.

3.1.2 Chargeable time ends when the calling service point terminates, thereby releasing the network connection. If the called party hangs up but the calling number does not, chargeable time ends when the network connection is released by automatic timing equipment in the telephone network.

3.1.3 Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute.

3.1.4 Unless otherwise specified in this tariff, usage is measured and rounded to the higher full minute for billing purposes.

3.1.5 The Company will not bill for unanswered calls in areas where equal access is available. The Company will not knowingly bill for unanswered calls in areas where equal access is not available.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.2 **Rate Plans I and II**

Carrier's Rate Plans I and II are switched equal access outbound services using standard equal access dialing to place interLATA and intraLATA calls from customer premises to points located within Arizona. Rates, charges and restrictions are set forth in § 4 following.

3.3 **Services Not Available**

Carrier does not offer 911, collect or third-party billed calling.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES**4.1 Description of Rates**

Switched outbound services are available to business and residential subscribers under the following rate plans. No charge is made for uncompleted call.

4.2 Rate Plan I

<u>Mileage</u>	<u>Per Minute</u>
All Mileage Bands	\$0.29

4.3 Rate Plan II

Rate Plan II per minute rates vary according to the time of day the call is placed and are available only to customers meeting the following eligibility criteria.

4.3.1 Any ATN customer whose volume of daytime calling changes during any service term upon either customer notification of ATN and ATN determination that a change has occurred in the customer's daytime calling patterns and customer would benefit from the rates available under ATN Rate Plan II;

4.3.2 The customer who is determined to benefit from ATN's Rate Plan II commits to a minimum service term of six months under the ATN Rate Plan II; and

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)

4.3 Rate Plan II (cont'd)

4.3.3 In the event an ATN customer has switched to another Primary Interexchange Carrier (PIC) before ATN's Rate Plan II is selected or offered, such customer, within 90 days or less after having chosen another PIC than ATN, submits a valid PIC change request designating ATN as his/her PIC.

4.3.4 A customer who terminates his/her ATN Rate Plan II service prior to the expiration of the six month commitment term shall be billed for and shall pay ATN the difference between the rates payable under ATN Rate Plan I and ATN Rate Plan II for all services rendered to the date of termination.

4.3.5 ATN Rate Plan II Rates

<u>Mileage</u>	<u>Peak Rate Per Minute</u>	<u>Off-Peak Rate Per Minute</u>
All Mileage Bands	\$0.27	\$0.21

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SECTION 4 - RATES (Cont'd)

4.3 Rate Period Charges

4.4.1 Rate periods - ATN offers two rate periods. Peak and Off-Peak rate periods apply to Rate Plan II. The rates apply for all days of the week including holidays. The Peak rate period is 8:00 AM to, but not including, 6:59 PM, seven days a week. The Off-Peak rate period is all other time periods. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Off-Peak rate applies.

4.4.2 Charges for Rate Plan II are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the customer's location. Calls initiated during one time period and ending during a different period will be billed for the usage during each time period at the rates applicable to that time period.

4.4 Method of Computing Charges

Charges for each call are totaled by rate period. If the computed charges include a fraction of a mill, the fraction is rounded up to the next whole mill (e.g., \$1.426 would be rounded up to \$1.43).

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SECTION 4 - RATES (Cont'd)

4.5 Directory Assistance

A Directory Assistance charge applies whether or not the requested telephone number is provided. When Directory Assistance personnel complete a call to a requested telephone number appropriate Service Charges apply as listed below. Directory Assistance is available to Customers of ATN for any outbound ATN calling plan when Switched Access lines are used to originate calls.

Directory Assistance Charge Per Call: \$0.65.

Directory Assistance Call Completion Service Charge: \$0.75.

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EXHIBIT 8

Map of Service Area

ATN will serve the entire State of Arizona. Therefore, no map of proposed service areas is being submitted.

EXHIBIT 9

Complaint Processing Procedure

America's Tele-Network Corp.

Customer Service Plan

Complaint Procedures

All Customer Service issues, including Complaints, are handled by in-house representatives at ATN's office. Customers may reach ATN's offices via a toll free telephone number, (800-842-1435). ATN's Manager for Customer Service, Richard Thomas is in charge of customer service for the Company. All customer service inquiries are promptly handled directly by the manager from which the problem/situation originated. Resolution is reached verbally or by written communication to the Customer. Service quality issues are promptly communicated to ATN's underlying carrier, if necessary.

EXHIBIT 10

List of Approved States

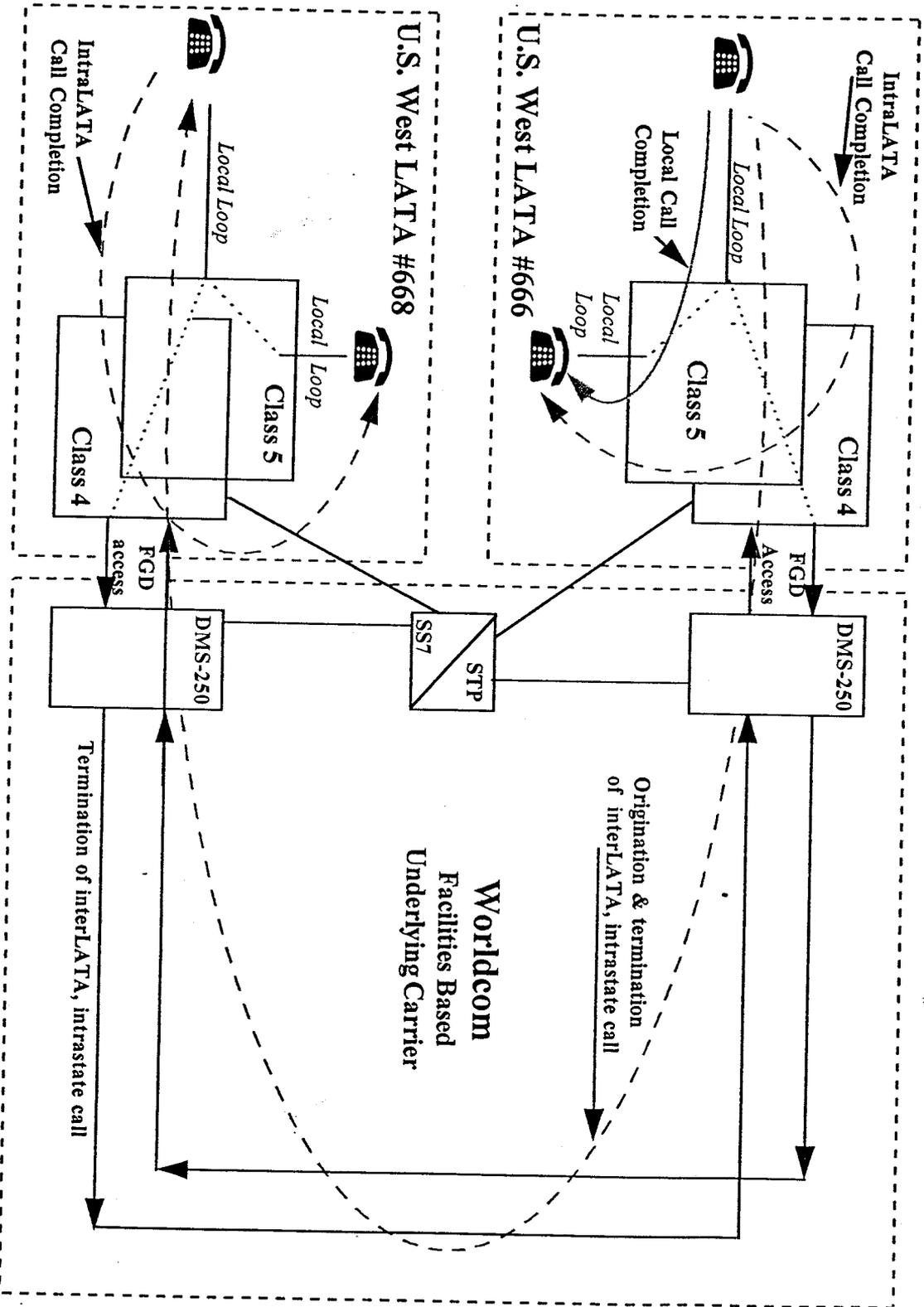
Applicant is Approved to operate in the following states:

Alabama
Arkansas
California
Colorado
District of Columbia
Florida
Iowa
Illinois
Indiana
Kansas
Louisiana
Maryland
Michigan
Minnesota
Mississippi
Nevada
New Jersey
New York
North Carolina
North Dakota
Ohio
Oklahoma
Oregon
Pennsylvania
Tennessee
Texas
Utah
Washington
West Virginia
Virginia

EXHIBIT 11

Diagram of Call Network

Application for Competitive Reseller America's Tele-Network, Corp.



CARL J. KUNASEK
CHAIRMAN



GEOFFREY E. GONSHER
EXECUTIVE SECRETARY

JIM IRVIN
COMMISSIONER

RENZ D. JENNINGS
COMMISSIONER

ARIZONA CORPORATION COMMISSION

March 14, 1997

Charles H. Helein
Helien & Associates, P.C.
8180 Greensboro Drive, Suite 700
McLean, VA 22102

RE: AMERICA'S TELE-NETWORK CORP.

This letter will acknowledge receipt of your application for certificate of convenience and necessity provide competitive intrastate telecommunications services within the state of Arizona. We have assigned Docket No. U-3343-97-133 to the application. Please refer to these numbers when filing any additional information.

After the Utilities Division Staff has completed their review of your application, you will be notified of the date, time and place of hearing, if a hearing is required.

If you have any questions, you may contact me at (602) 542-3477.

Sincerely,

A handwritten signature in cursive script, appearing to read "Connie L. Northrop".

Connie L. Northrop
Examiner Technician II
Docket Control Center