

NEW APPLICATION



0000017043

BEFORE THE ARIZONA CORPORATION COMMISSION

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CARL J. KUNASEK
CHAIRMAN
JIM IRVIN
COMMISSIONER
RENZ D. JENNINGS
COMMISSIONER

A.C.C. - DOCKET CONTROL
RECEIVED

OCT 17 1997

DOCUMENTS ARE SUBJECT TO
REVIEW BEFORE ACCEPTANCE
AS A DOCKETED ITEM.

Arizona Corporation Commission
DOCKETED

OCT 17 1997

DOCKETED BY *JH*

IN THE MATTER OF THE APPLICATION OF)
GTE COMMUNICATIONS CORPORATION)
FOR AUTHORITY TO OPERATE AS A)
PROVIDER OF ALTERNATIVE OPERATOR)
SERVICES STATEWIDE IN ARIZONA)

DOCKET NO. U-3258-97-568

APPLICATION FOR AOS AUTHORITY

GTE Communications Corporation ("Applicant"), through counsel and pursuant to the Rules and Regulations of the Arizona Corporation Commission ("Commission"), hereby files this application for authority to operate as a provider of alternative operator services statewide in Arizona (the "Application"). In support thereof, Applicant states the following:

1. Applicant is a corporation duly organized under the laws of Delaware on November 30, 1988. On June 13, 1997, Applicant filed an Application for Name Change with the Secretary of State of Delaware changing its legal corporate name from GTE Card Services Incorporated to GTE Communications Corporation. See Exhibit A.

2. Applicant is authorized to transact business in Arizona. On July 17, 1997, Applicant filed an Application for Amended Certificate of Authority with the Commission. See Exhibit B.

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....

Snell & Wilmer
L.L.P.
LAW OFFICES
One Arizona Center
Phoenix, AZ 85004-0001
(602) 382-6000

1 3. The full legal name, address and telephone number of the corporation are:

2 GTE Communications Corporation
3 5221 North O'Connor Boulevard, 13th Floor
4 Irving, Texas 75039
 Tel. (972) 887-4752
 Fax. (972) 717-8611

5 Communications regarding this Application should be directed to Applicant's counsel in
6 Arizona:

7 Thomas L. Mumaw, Esq.
8 Snell & Wilmer
 One Arizona Center, 400 E. Van Buren Avenue
 Phoenix, Arizona 85004-0001
9 Tel. (602) 382-6396
 Fax. (602) 382-6070

10 Communications regarding regulatory, service and complaint matters should be directed to:

11 Mr. Paul M. Fuglie
12 Assistant Vice President
 GTE Communications Corporation
13 5221 North O'Connor Boulevard, 13th Floor
 Irving, Texas 75039
14 Tel. (972) 717-8373
 Fax. (972) 717-8611

15 The name and address of Applicant's registered agent in Arizona is:

16 CT Corporation
17 3225 North Central Avenue
18 Phoenix, Arizona 85012

19 4. A list of the names and addresses of the current corporate officers and members of the
20 board of directors is attached as Exhibit C. The sole stockholder of the corporation is GTE
21 Information Services Incorporated, GTE Place, West Airfield Drive, DFW Airport, Texas 75261.
22 Applicant is a wholly owned subsidiary of GTE Information Services Incorporated, which holds 2,000
23 shares of no par value common stock.

24 5. Applicant has authority to operate as a reseller of telecommunications services in all
25 fifty (50) states. Applicant is authorized to operate as a provider of alternative operator services in
26 eighteen (18) states and has registrations pending or in preparation in thirty-two (32) states. There are

1 no states in which Applicant has been denied authority or has had its authority to operate revoked.

2 6. Applicant has no pending administrative, civil or criminal complaints or investigations
3 against it and has not had any judgment or conviction entered against it relating to its provision of
4 alternative operator services to the public.¹

5 7. Neither Applicant nor any of its officers or directors nor GTE Information Services
6 Incorporated have been involved in any formal complaint or other investigatory or enforcement
7 proceeding involving their business operations.

8 8. Applicant's Arizona C.C. Tariff No. 1, 2nd Revised Page 51, contains a detailed
9 description of Applicant's proposed services and rates. See Exhibit D.

10 9. Applicant presently offers interstate and intrastate, interexchange long distance
11 telecommunications services using the facilities and networks of WorldCom, Inc. and MCI
12 Communications Corporation.

13 10. Applicant possesses the managerial ability and technical competency to provide its
14 proposed service. Applicant's management personnel have extensive experience in the
15 telecommunications industry. A description of the telecommunications expertise of some of
16 Applicant's officers was filed, and is incorporated herein by reference, with its Application and
17 Request for Authority to Operate as a Reseller in Docket No. U-3528-96-492 on May 15, 1996.

18 11. Applicant possesses the financial ability necessary to offer and maintain its proposed
19 services. Earlier this year, Applicant filed its latest financial data with its Annual Reports to the
20 Commission for the year ended December 31, 1996 (both to the Utilities Division and the
21 Corporations Division), and incorporates them herein by reference. Applicant has also submitted
22

23 1

24 In 1996, AT&T Communications of the Southwest, Inc. filed a complaint with the Texas Public
25 Utilities Commission ("TPUC") concerning Applicant's long distance pricing plan. The TPUC order is
26 presently under appeal.

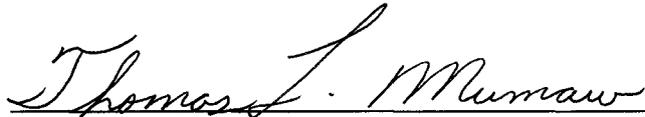
On September 4, 1997, MCI mentioned Applicant in a complaint before the TPUC concerning GTE
of the Southwest's access rates. GTE of the Southwest is an incumbent LEC and an affiliate of Applicant.

1 extensive financial information as part of its application for local exchange telecommunications
2 authority in Docket No. U-3258-97-545. As evidenced by such financial data, Applicant has the
3 revenue necessary to provide the proposed services in Arizona.

4 12. Grant of application will increase competition in the alternative operator services
5 market. Increased competition will result in such benefits to Arizona telecommunications users as
6 increased consumer choice in services and providers, lower priced and better quality services,
7 innovative telecommunications service and equipment offerings, efficient use of existing
8 telecommunications facilities, and increased diversification and reliability of supply of
9 telecommunications services. Applicant therefore requests the Commission to grant authority to
10 Applicant to provide alternative operator services statewide in Arizona.

11 RESPECTFULLY SUBMITTED this 15th day of October, 1997.

12 SNELL & WILMER L.L.P.

13 

14 Thomas L. Mumaw
15 One Arizona Center, 400 E. Van Buren Avenue
16 Phoenix, Arizona 85004-0001
17 Tel. (602) 382-6396
18 Fax. (602) 382-6070

19 Attorneys for GTE Communications Corporation,
20 formerly known as GTE Card Services Incorporated

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Snell & Wilmer
L.L.P.
LAW OFFICES
One Arizona Center
Phoenix, AZ 85004-0001
(602) 382-6000

BEFORE THE
ARIZONA CORPORATION COMMISSION

IN THE MATTER OF THE APPLICATION OF GTE }
COMMUNICATIONS CORPORATION FOR AUTHORITY }
TO OPERATE AS A PROVIDER OF ALTERNATIVE }
OPERATOR SERVICES STATEWIDE IN ARIZONA }

Docket No. U-3258-97-_____

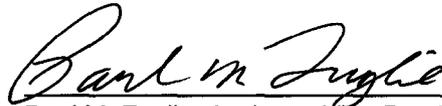
AFFIDAVIT OF APPLICANT

County of Dallas :
: ss
State of Texas :

Paul M. Fuglie, having been duly sworn and deposed, hereby states as follows:

I am Assistant Vice President of GTE Communications Corporation, formerly known as GTE Card Services Incorporated.

I have reviewed the foregoing Application and have prepared the Exhibits thereto or had them prepared under my direction and supervision, and the information and representations contained therein are true and correct to the best of my knowledge and belief.



Paul M. Fuglie, Assistant Vice President,
GTE Communications Corporation, formerly known
as GTE Card Services Incorporated

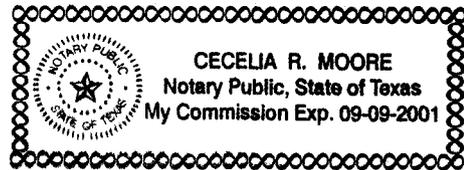
This document was signed in my presence this 9th day of October, 1997.



Notary Public in and for the State of Texas

Printed Name: CECELIA R. MOORE

My Commission Expires: 9/09/2001



State of Delaware
Office of the Secretary of State

EXHIBIT A

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 AMENDMENT OF "GTE CARD SERVICES INCORPORATED", CHANGING ITS NAME FROM "GTE CARD SERVICES INCORPORATED" TO "GTE COMMUNICATIONS CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 1997, AT 6 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2179627 8100

971217808

AUTHENTICATION: 8538714

DATE: 07-01-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GTE CARD SERVICES INCORPORATED

GTE Card Services Incorporated, (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, HEREBY DOES CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous consent executed on June 30, 1997, adopted the following resolution advising that the Certificate of Incorporation of said Corporation be amended:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

FIRST. The name of the Corporation is "GTE Communications Corporation."

SECOND: That in lieu of a meeting and vote of stockholder, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

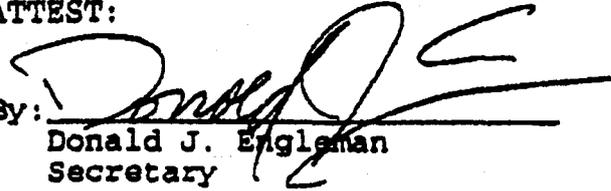
IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Earl A. Goode, its President and attested by Donald J. Engleman, its Secretary, this 30th day of June, 1997.

GTE CARD SERVICES INCORPORATED

By: 

Earl A. Goode, President

ATTEST:

By: 

Donald J. Engleman
Secretary

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

RENZ D. JENNINGS
COMMISSIONER



JACK ROSE
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

July 17, 1997

RE: GTE Communications Corporation

This letter concerns the document checked below which was filed on July 17, 1997.

- (X) Articles of Amendment
- () Articles of Restatement
- () Articles of Merger
- () Application for New Authority
- () Statement of Intent to Dissolve (nonprofit)

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in Maricopa county for three (3) consecutive publications. As affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing.

Sincerely,

Sonia Greer
Examiner
Corporations Division
(602) 542-3135
1-800-345-5819 (AZ only)

APPLICATION FOR NEW AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

EXPEDITED
AZ CORP. COMMISSION
DELIVERED

JUL 17 1997

FILED BY Lonia Sue
TERM _____
DATE 7/17/97
F-0734988-3

We are a foreign corporation currently authorized to transact business in Arizona under the name:

GTE Card Services Incorporated

and must now file the attached Application for Authority pursuant to A.R.S. §10-1504 because we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- The period of our duration.
- The state, province or country of our incorporation.

Attached to this Application is a certified copy of this amendment. We do not need to file copies of our Articles of Incorporation and any amendments already on file with our original application.

Also enclosed is the appropriate filing fee (U.S.) in the amount of \$175.00.

By: J. Wilma Aly
J. Wilma Aly
Assistant Secretary, July 14, 1997
[Title] [Date]

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS IN ARIZONA**

BY

GTE Communications Corporation

A (n) Delaware CORPORATION
(State, Province or Country)

1. The exact name of the foreign corporation is

GTE Communications Corporation

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____ (FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 30th day of November, 1988

and the period of its duration is Perpetual.

4. The street address of the principal office of the foreign corporation in the state, province or country

of its incorporation is:

The Corporation Trust Company
Corporation Trust Center, 1209 Orange
Street, Wilmington, DE 19801

- 5.a. The name and street address of the statutory agent for the foreign corporation in Arizona is:

C T Corporation System
3225 North Central Avenue
Phoenix, Arizona 85012

CF: 0024
Rev. 1/96

5.b. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations, if any: (If none, so state.)

none

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

See attached list of
directors and officers, _____ [title]

_____, _____ [title]

_____, _____ [title]

_____, _____ [title]

8. The foreign corporation is authorized to issue 2,000 shares, itemized as follows:

(Attach additional sheets if necessary)

2,000 shares of Common (No series) [class or series] stock at

X no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

9. The foreign corporation has issued 2,000 shares, itemized as follows:

(Attach additional sheets if necessary)

2,000 shares of Common (No series) [class or series] stock at

no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Provision of telecommunications services and any other lawful purpose.

This application is accompanied by:

A Certificate of Disclosure containing the information set forth in Arizona Revised Statutes Section 10-202.D.

A certified copy of our articles of incorporation, all amendments (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated by the official having custody of corporate records in the state, province or country under whose laws we are incorporated (A.R.S. §10-1503.B).

The filing fee(s) (U.S.) made payable to the Arizona Corporation Commission.

DATED this 14 day of July, 19 97.

GTE Communications Corporation

[Name of Corporation]

Executed By J. Wilma Aly

J. Wilma Aly, Assistant Secretary

[print name]

[title]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this _____ day of _____, 19 _____.

C T Corporation System

Signature

[Print name]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. § 10-202.D

GTE Communications Corporation
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX (A or B)
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 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 restraint of 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 wherein 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, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 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. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

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. | 3. State(s) in which the corporation: |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated. (b) Has transacted business. |
| | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare (s) that I (we) have examined this Certificate, including any attachments, and to the best of my (our) knowledge and belief it is true, correct, and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY J. Wilma Aly BY _____

PRINT NAME J. Wilma Aly PRINT NAME _____

TITLE Assistant Secretary DATE 7-14-97 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

C/F: 0022-Business Corporations

Rev. 7/96 (ARIZ. - 73 - 10/17/96) CT 95000

GTE Communications Corporation Officers and Directors

Name	Title	Address
Lewis O. Wilks	President	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
H. Gordon Allen	Vice President	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Richard M. Cameron	Vice President - Operations	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Craig B. Ryason	Vice President - Sales & Marketing	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Robert G. McCoy	Executive Vice President	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Quentin E. Bredeweg	Vice President	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Paul M. Fuglie	Assistant Vice President	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Donald J. Engleman	Secretary and Director	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Edward F. McNamara	Treasurer	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Kevin D. Balsley	Assistant Treasurer	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Brian Callahan	Assistant Treasurer	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Thomas N. Tiscione	Assistant Controller	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Sandra G. Parker	Assistant Secretary	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
J. Wilma Aly	Assistant Secretary	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Earl A. Goode	Director	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
W. Scott Hanle	Director	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038
Douglas C. LaVelle	Director	1200 Walnut Hill Lane, Suite 2000 Irving, Texas 75038

DRAFT

GTE CARD SERVICES INCORPORATED
d/b/a GTE Long Distance

Arizona C.C. Tariff No. 1
2nd Revised Page 51
Cancels 1st Revised Page 51

Part II - GTE LONG DISTANCE

SECTION 5 - RATES AND CHARGES (Continued)

5.2 LDMTS Service Charges and Surcharges

		<u>Per Call</u>	
(A)	Calling Card	\$0.80	(T)
(B)	Station-to-Station	\$2.20	
(C)	Person-to-Person	\$4.50	
(D)	Operated Dialed Surcharge	\$1.00	(T)
(E)	Inmate Surcharge	\$2.20	(N)

Material omitted from this page now appears on Page 51.1

Issued:

Effective:

by:

Paul Kuhar, Director - Regulatory Affairs
GTE Card Services Incorporated d/b/a GTE Long Distance
5221 North O'Connor Boulevard, 13th Floor
Irving, TX 75039