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0000032333

TSI Telecommunic
One Tampa Cente
Suite 700
Tampa, Florida 33602
Telephone: (813) 273-3307
Facsimile: (813) 272-8481
Email: drobinson@tsiconnections.com

ORIGINAL

September 24, 2003

Docket Control Center
c/o Adam Lebrecht
Arizona Corporation Commission
1200 W. Washington
Phoenix, AZ 85007-2927

RECEIVED
2003 SEP 24 P 2:48
AZ CORP COMMISS
DOCKET CONTROL

RE: Arizona Corporation Commission, Docket No. T-04202A-03-0612;
TSI Telecommunication Network Services, Inc. Response to First
Set of Data Requests

Dear Mr. Lebrecht:

Attached please find an original plus thirteen (13) copies of TSI's responses to Staff's Letter of Insufficiency and the First Set of Data Requests. As we discussed, TSI has engaged the "Arizona Capitol Times" to publish our "Public Notice" of TSI's intent to resell private line services in the State of Arizona and file affidavits of publication on our behalf, attached hereto as Exhibit C.

Please consider this information in conjunction with TSI Telecommunication Network Services, Inc. Petition to resell private line telecommunications services in the State of Arizona. Again, I look forward to the Commission's approval of our application and we appreciate your consideration. Please contact me with any questions or requests for additional information.

Sincerely,

David J. Robinson
TSI Telecommunication Network Services, Inc.

Arizona Corporation Commission
DOCKETED

SEP 24 2003

DOCKETED BY

ATTACHMENTS

**STATE OF ARIZONA
ARIZONA CORPORATION COMMISSION**

IN THE MATTER OF)
)
TSI TELECOMMUNICATION NETWORK)
SERVICES, INC.) Docket No. T-04202A-03-0612
)
APPLICATION AND PETITION FOR CERTIFICATE)
OF CONVENIENCE AND NECESSITY TO)
RESELL PRIVATE LINE SERVICES WITHIN THE)
THE STATE OF ARIZONA)

**TSI TELCOMMUNICATION NETWORK SERVICES, INC.
RESPONSE TO STAFF LETTER OF INSUFFICIENCY AND
FIRST SET OF DATA REQUESTS**

1. Please indicate if TSI is an "S," "C" or nonprofit Corporation. Refer to item (A-7) of the Application form.

Answer:

(A-7) What type of legal entity is the Applicant?
<input type="checkbox"/> Sole proprietorship
<input type="checkbox"/> Partnership: ___ Limited, ___ General, ___ Arizona, ___ Foreign
<input type="checkbox"/> Limited Liability Company: ___ Arizona, ___ Foreign
<input checked="" type="checkbox"/> Corporation: XX "S", ___ "C", ___ Non-profit
<input checked="" type="checkbox"/> Domicile: ___ Arizona, XX Foreign
<input type="checkbox"/> Other, specify: _____

2. TSI is seeking to resell Private Line Services in the following Counties:

(A-10) Indicate the geographic market to be served:
<input type="checkbox"/> Statewide. (Applicant adopts statewide map of Arizona provided with this application).
<input checked="" type="checkbox"/> Other. Describe and provide a detailed map depicting the area.

TSI seeks to resell private line services in the following counties of Arizona: Coconino, Maricopa, Mohave, Pinal, Pima, Santa Cruz, Yuma and Yavapai. Those county boundaries are depicted on the following map, Figure 1.

Figure 1: Arizona Counties



Source: <http://www.az.gov/webapp/portal/displaycontent.jsp?name=county>

3. Please submit TSI's Certificate of Good Standing and indicate it's owners percentage of ownership. Refer to Item (A-8) of the Application form.

Answer: TSI's Certificate of Good Standing is attached hereto as **Exhibit A**.

4. Please include TSI's tariff or Attachment B. Tariffs must adhere to Arizona Administrative Code rules R14-2-1104(A)3. Refer to item (A-9) of the application form.

Answer: TSI's Schedule of Rates is attached hereto as **Exhibit B**.

5. Please submit affidavits of publication showing that notice of services that TSI is requesting the approval to provide have been published. Refer to item (A-16) of the application form.

Answer: TSI's Legal Notice and Affidavit is attached hereto as **Exhibit C**.

6. Please indicate TSI's total number of employees. Refer to item (A-19) of the application form.

Answer: As of July 1, 2003 TSI employed 603 people.

7. Please indicate TSI's net income for calendar year 2002.

Answer: TSI's combined net income was \$23.1 million (USD) for the year ended December 31, 2002. See TSI 2002 10-K (Annual Report), page 27, as filed with the United States Securities Exchange Commission (SEC).

8. Please provide the net book value of all Arizona jurisdictional assets. Refer to item (B-4) of the application form.

Answer: \$0.00

TSI Telecommunication Network Services, Inc. respectfully requests that this information be considered as part of our Application and Petition for Certificate of Public Convenience and Necessity to resell private line telecommunications services within the State of Arizona. We respectfully request approval of our application.

Dated this 24th day of September, 2003.



David J. Robinson
Manager – Regulatory Affairs
TSI Telecommunication Network Services, Inc.

EXHIBIT A
Arizona Certificate of Authority

COMMISSIONERS
MARC SPITZER - Chairman
JIM IRVIN
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
MIKE GLEASON



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
Executive Secretary

JOANNE C. MACDONNELL
Director, Corporations Division

May 27, 2003

DUC LE
CT CORPORATION SYSTEM
3225 N CENTRAL AVENUE
PHOENIX, AZ 85012

RE: TSI TELECOMMUNICATION NETWORK SERVICES INC.
File Number: F-1078584-0

We are pleased to notify you that your Application for Authority to transact business in Arizona was approved and filed on May 21, 2003.

You must publish a copy of your Application for Authority. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona, as filed with the Commission 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 date of this letter.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the E date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site www.cc.state.az.us/corp contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
MARY FLOREZ-GASTELO
Examiner
Corporations Division

CF:07, Rev: 01/2003

**AZ. CORP. COMMISSION
DELIVERED**

**MAY 21 2003 APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA**

DO NOT PUBLISH
THIS SECTION

1. The corporate name must contain corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

FILED BY M. Slonez-Martelo
TERM
DATE 5-21-03

The name of the corporation is: TSI Telecommunication Network Services Inc.
A(n) Delaware Corporation
F-1078584-0 (State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New 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.

1. The exact name of the foreign corporation is:

TSI Telecommunication Network Services Inc. OK MS

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 08 day of January

2002 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:

c/o Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801

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

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

DO NOT PUBLISH THIS SECTION

5.a. 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:

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 x or 5a _____.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.

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:

None

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

Name:
Address:
City, State, Zip:
Name:
Address:
City, State, Zip:
Name:
Address:
City, State, Zip:

SEE ATTACHMENT _____ [title]

8. The total number of authorized shares cannot be "zero" or "N/A". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue _____ shares, itemized as follows: (Attach additional sheets if necessary.)

SEE ATTACHMENT 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.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

ATTACHMENT

TSI TELECOMMUNICATION NETWORK SERVICES INC.,
a Delaware Corporation

DIRECTORS AND OFFICERS

NAME AND ADDRESS	TITLE(S)
G. Edward Evans 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Director; Chief Executive Officer
David Donnini 6100 Sears Tower Chicago, IL 60606-6402	Director
Collin Roche 6100 Sears Tower Chicago, IL 60606-6402	Director
Odie C. Donald 236 Old Prospect Pt. Rd. Grand Cayman Cayman Islands, B.W.I.	Director
Tony G. Holcombe 318 Seabord Lane, Ste. 202 Franklin, TN 37067	Director
Raymond L. Lawless 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Chief Financial Officer and Secretary
Wayne G. Nelson 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Controller
Paul A. Wilcock 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Technology
Charles Drexler 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Sales
Michael J. O'Brien 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Marketing

NAME AND ADDRESS**TITLE(S)**

Robert F. Garcia, Jr.
201 N. Franklin Street, Suite 700
Tampa, FL 33602

General Counsel

Linda E. Hermansen
201 N. Franklin Street, Suite 700
Tampa, FL 33602

Vice President, Business Development/Strategy

Gilbert L. Mosher
201 N. Franklin Street, Suite 700
Tampa, FL 33602

Vice President, Operations/Customer Support

ATTACHMENT

TSI TELECOMMUNICATION NETWORK SERVICES INC.,
a Delaware Corporation

CAPITAL STOCK

The corporation is authorized to issue, and has issued and outstanding:

1. 25,000 shares of \$.01 par value Participating Preferred Stock, of which 19,649.52 shares are issued and outstanding.
2. 1 share of \$.01 par value Class A Common Stock, of which no shares are issued and outstanding.
3. 1,000 shares of \$.01 par value Class B Common Stock, of which 1,000 shares are issued and outstanding.

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

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

SEE ATTACHMENT 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.

_____ 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:

The corporation is a provider of network services. _____

DATED this 16 day of May, 2003.
TSI Telecommunication Network Services Inc.

[Name of Corporation]

Executed by _____
Duly Authorized Officer or Director

Wayne G. Nelson, Vice President

[print name] [title]

PHONE _____ FAX _____
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 20 day of MAY, 2003.

CT CORPORATION SYSTEM

By: _____
Signature

PETER F. SOUZA
ASSISTANT SECRETARY

[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

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

TSI Telecommunication Network Services Inc.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator 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. 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. 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. 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?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- 1. Full name, prior name(s) and aliases, if 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.

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.
- 2. Full name (including aliases) 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. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature]
PRINT NAME Wayne G. Nelson
TITLE Vice President DATE 5/16/03

BY _____
PRINT NAME _____
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.

CF: 0022 - Business Corporations

Rev: 3/00

COPY

**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 / Fax: (602) 258-2504

RECEIVED
JUN 09 2003
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

STATE OF ARIZONA
County of Maricopa

I, DIANA CREIGHTON, am authorized by the publisher as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/is being published three (3) consecutive times in the newspaper listed above.

- DATES OF PUBLICATION:
- 1) June 6, 2003
 - 2) June 13, 2003
 - 3) June 20, 2003

THE NAME OF THE CORPORATION: TSI TELECOMMUNICATION NETWORK SERVICES INC.

CORPORATE FILE NUMBER: F-1078584-0

TYPE OF DOCUMENT: Application for Authority
(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment; etc.)

AUTHORIZED SIGNATURE: *Diana Creighton*

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 6TH OF JUNE, 2003.

NOTARY SIGNATURE: *Maria Chomina*



Name	TSI Securities Beneficially Owned			
	Number of Common Units	Percentage of Common Units	Number of Preferred Units	Percentage of Preferred Units
Principal Securityholders:				
GTCR Fund VII, L.P.	69,219,110.44	77.8%	220,971.00	87.6%
GTCR Fund VII/A, L.P.	69,219,110.44	77.8	220,971.00	87.6
GTCR Co-Invest, L.P.	69,219,110.44	77.8	220,971.00	87.6
GTCR Capital Partners, L.P.	69,219,110.44	77.8	220,971.00	87.6
Snowlake Investment Pte. Ltd.	9,165,309.28	10.3	29,258.79	11.6
Managers and Executive Officers:				
G. Edward Evans	6,475,887.65	7.3	1,979.35	*
David A. Donnini	69,219,110.44	77.8	220,971.00	87.6
Collin E. Roche	69,219,110.44	77.8	220,971.00	87.6

All of our common stock is owned by TSI Inc., a corporation owned by TSI LLC, whose members include affiliates and coinvestors of GTCR Golder Rauner, LLC and certain members of our management. Contact:

GTCR Golder Rauner, LLC
6100 Sears Tower
Chicago, Illinois 60606-6402
Phone: (312) 382-2200
Fax: (312) 382-2201

Arizona Corporation Commission
 State of Arizona Public Access System

09/09/2003

6:14 AM

Corporate Inquiry

File Number: F-1078584-0

Corp. Name: TSI TELECOMMUNICATION NETWORK SERVICES INC.

Domestic Address

% CORPORATION TRUST COMPANY

1209 ORANGE ST

WILMINGTON, DE 19801

Foreign Address

% CT CORPORATION SYSTEM

3225 N CENTRAL AVE

PHOENIX, AZ 85012

Statutory Agent Information

Agent Name: CT CORPORATION SYSTEM

Agent Mailing/Physical Address:

3225 N CENTRAL AVE

PHOENIX, AZ 85012

Agent Status: APPOINTED 05/21/2003

Agent Last Updated: 06/10/2003

Officer and Director Information

Name: RAYMOND L LAWLESS

Title: SECRETARY

Address: 201 N FRANKLIN ST #700

TAMPA, FL 33602

Date Assigned: 05/21/2003

Last Updated: 06/10/2003

Additional Corporate Information

	Corporation Type: BUSINESS
Incorporation Date: 05/21/2003	Corporate Life Period: PERPETUAL
Domicile: DELAWARE	County: MARICOPA
Approval Date: 05/21/2003	Original Publish Date: 06/09/2003

Annual Reports

Next Annual Report Due: 05/21/2004	Forms For Annual Reports To Be Filed <Click Here
No Annual Reports on File	

Scanned Documents

(Click on gray button to view document)

Document Number	Description	Date Received
-----------------	-------------	---------------

Microfilm

Location	Date Received	Description
1-1593-005-009	05/21/2003	APPLICATION FOR AUTHORITY
2-0320-072-026	06/09/2003	PUB OF APPL FOR AUTHORITY

- [Return to STARPAS Main Menu](#)
- [Return to A.C.C. Corporations Division Main Page](#)
- [Return to Arizona Corporation Commission Home Page](#)

EXHIBIT B

TSI Schedule of Rates

Pursuant to Arizona Administrative Code R14-2-1104(A)3

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
Original Page 1
Original Release 1

RESALE TARIFF OF
TSI TELECOMMUNICATIONS NETWORK SERVICES, INC. (TSI)

STATEMENT OF PUBLIC INTEREST

Pursuant to Arizona Administrative Code, R14-2-1104(A)3 pertaining to schedule of rates.

TSI will price Private Line Services on an Individual Case Basis.

Private Line services will be made available to customers in a non-discriminatory manner. TSI will provide businesses a resource to compare rates for private line services. Negotiated private line rates, with carriers like AT&T, MCI, and Sprint, are passed on to the customers, creating efficiencies and cost savings. The presence of Applicant in this market will increase incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices and improve their quality of service. TSI believes our business plan is good for customers and the industry.

This tariff contains the rules, regulations, descriptions, and rates applicable to reselling Intrastate Private Line Services by TSI TELECOMMUNICATION NETWORK SERVICES, INC. (TSI) between points within the State of Arizona.

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
Original Page 2
Original Release 1

CHECK SHEET

The Title Page and Pages 2 through 17, inclusive, of this tariff are effective as of the date shown. Original and revised pages, as named below, contain all changes from the original tariff that are in effect on the date thereon except as otherwise noted.

<u>PAGE</u>	<u>REVISION LEVEL</u>
Title.....	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

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
Original Page 3
Original Release 1

TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right hand corner of the page. Pages are numbered sequentially. From time to time new pages may be added to the tariff. When a new page is added between existing pages a decimal is added to the preceding page number. For example, a new page added between Pages 3 and 4 would be numbered 3.1.

Explanation of Symbols - When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised page(s) through the use of the following symbols:

- (C) - To signify changed regulation.
- (D) - To signify discontinued rate or regulation.
- (I) - To signify increased rates.
- (M) - To signify material relocated from one page to another without change.
- (N) - To signify new rate, regulation, or text.
- (R) - To signify reduced rate.
- (S) - To signify reissued material.
- (T) - To signify a change in text, but no change in rate or regulation.

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
Original Page 4
Original Release 1

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Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
Original Page 5
Original Release 1

APPLICATION OF TARIFF

This tariff contains terms and conditions applicable to reselling intrastate private line transport services by TSI Telecommunication Network Services, Inc. within the State of Arizona.

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
Original Page 6
Original Release 1

SECTION 1 - DEFINITION OF TERMS

ACC - Arizona Corporation Commission

Company - TSI TELECOMMUNICATION NETWORK SERVICES, INC. unless otherwise clearly indicated by the context.

Customer or End User - The person, firm, corporation, or other entity that connects two locations with dedicated transport or private line services, subject to the terms and conditions of the Company's contract.

Dedicated - A facility or equipment system or subsystem set aside for the sole use of a specific customer.

DS-0 - Single circuit, private line dedicated point-to-point circuit service for speeds of 56 Kbps or 64 Kbps

DS-1 - Also commonly referred to as T1 service, for data speeds of 1.544 Mbps with to provide full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure. Contains 24 DS-0 channels.

DS-3 - Also referred to as T45 service, for data speeds of 45 Mbps to provide, as with DS-1, full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure

OC-(X) - Variable combination of DS-3 circuits or higher bandwidth circuits for very high-speed data transmission.

Carrier - Underlying carrier providing private line or dedicated transport services.

Private Line - Transmission of dedicated electrical or optical signals over a line to a destination.

TSI - Used throughout this tariff to mean TSI Telecommunication Network Services, Inc. unless clearly indicated otherwise by the text.

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

SECTION 2 - UNDERTAKING OF THE COMPANY

2.1 GENERAL

TSI's private line services are furnished to Subscribers and Customers on a non-discriminatory basis for private communications between points within the State of Arizona.

2.2 DESCRIPTION OF SERVICE

TSI will resell state-of-the-art private line transport to support internal or external business applications. Such systems include point-to-point or multi-point service with speeds adaptable to meet customer needs. TSI offers private line or "point-to-point" circuits in the following configurations:

DS-0 (single circuit) private line dedicated point-to-point circuit service for speeds of 56 Kbps or 64 Kbps

DS-1 (T1) services for speeds of 1.544 Mbps with to provide full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure

DS-3 (T45) for speeds of 45 Mbps to provide, as with DS-1, full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure

OC-(X), which variably combines DS-3 or larger bandwidth circuits for very high-speed data transport services.

2.3 APPLICATION FOR SERVICE

Customer's desiring to obtain private line services must negotiate terms and conditions with TSI.

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ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

SECTION 2 - UNDERTAKING OF THE COMPANY (CONT'D)

2.4 TERMS AND CONDITIONS

2.4.1 Private line services and pricing is obtained on a case-by-case basis and is initiated upon requests from customers. Payment for services shall be governed by applicable TSI negotiated contract price in effect at the time service is provided. TSI reserves the right to make changes to our prices. Such changes shall become effective at the time the changes are made to the price by TSI. TSI manages its own billing system.

2.4.2 Pricing and service guarantees are negotiated and supplied to the customer in accordance with agreements negotiated with Carriers. In addition, Carriers must provide terms consistent with the pertinent laws and regulations, including the following:

- Tariff rates of the underlying carrier providing the circuit
- AT&T Communications Tariffs FCC No. 9 and No. 11
- AT&T Contract Tariffs No. 3 and 151
- MCI WorldCom Tariffs FCC No. 1 and No. 8
- The MCI WorldCom Special Customer Arrangement between MCI WorldCom and TSI
- Sprint Tariffs FCC No. 7 and No. 8
- Sprint Bulk Service Arrangement between Sprint and TSI
- Qwest Tariffs FCC No. 1 section 7.10 Private Line Transport Services

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TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
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SECTION 2 - UNDERTAKING OF THE COMPANY (CONT'D)

2.4 TERMS AND CONDITIONS (CONT'D)

2.4.3 Service is offered subject to the availability of the necessary facilities and equipment, and is subject to the provisions of this tariff.

2.4.4 TSI reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer or End User is using service in violation of provisions of this tariff or the law.

2.5 LIABILITY OF THE COMPANY

2.5.1 The Company does not transmit messages, but offers resold private line facilities when available, and will not be liable for errors in transmission or for failure to establish connection.

2.5.2 The Company reserves the right to discontinue service, limit service, or to impose requirements on Subscribers and Customers as required to meet changing regulatory or statutory rules and standards.

2.5.3 The Company reserves the right to discontinue service, when any governmental or regulatory condition imposed upon TSI materially and negatively impacts the financial viability of the service as determined by the Company in its best business judgment.

2.5.4 Services provided under this tariff to Subscribers and End Users may be used for any lawful purpose for which the service is technically suited.

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One Tampa City Center #700
Tampa, Florida 33602

SECTION 2 - UNDERTAKING OF THE COMPANY (CONT'D)

2.5 LIABILITY OF THE COMPANY (CONT'D)

- 2.5.5 TSI's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of reselling private line services, in no event shall exceed an amount equivalent to the proportionate charge to the End User for the period during which the faults in transmission occur.
- 2.5.6 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any private line service offering or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

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TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
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SECTION 2 - UNDERTAKING OF THE COMPANY (CONT'D)

2.5 LIABILITY OF THE COMPANY (CONT'D)

2.5.7 The Company shall not be liable for, and shall be fully indemnified and held harmless by Subscriber or Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, trade name or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Subscriber or Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

2.5.8 The Company shall not be liable for any defacement of or damages to the premises of a Subscriber resulting from the furnishing of service that is not the direct result of the Company's negligence.

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TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
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Original Release 1

SECTION 2 - UNDERTAKING OF THE COMPANY (CONT'D)

2.6 CLAIMS

With respect to any service or facility provided by the Company, Customer shall indemnify, defend and hold harmless the Company from and against all claims, actions, damages, liabilities, costs and expenses, including reasonable attorney fees for:

- 2.6.1 Any loss, destruction or damage to property of the Company or any third party, or the death or injury to persons, including, but not limited to, employees or invitees of either party, to the extent caused by or resulting from the negligent or intentional act or omission of the Customer or User or their employees, agents, representatives or invitees.
- 2.6.2 Any claim, loss, damage expense or liability for infringement of any copyright, patent, trade secret, or any proprietary or intellectual property right of any third party, arising from any act or omission by the Customer or User, including without limitation, use of the Company's services in a manner not contemplated by the agreement between the Customer and the Company; or

Any claim of any nature whatsoever brought by User with respect to any matter for which the Company would not be directly liable to the Customer under the terms of the applicable tariff.

2.7 PROHIBITED USES

- 2.7.1 Customers' use of resold services obtained from Company shall be subject to any applicable restrictions imposed by the underlying Carrier.

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Tampa, Florida 33602

COMPETITIVE
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TRANSPORT SERVICES

ARIZONA

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**SECTION 3 - OBLIGATIONS OF THE CUSTOMER AND
PAYMENT ARRANGEMENTS**

3.1 GENERAL

3.1.1 TSI and Customer will negotiate on an individual case basis (ICB) terms and conditions for the provisioning of resold private line services in the State of Arizona.

3.2 PAYMENT FOR SERVICE

3.2.1 TSI and Customer will negotiate on an individual case basis (ICB) terms and conditions associated with payment for services associated with resold private line services in the State of Arizona.

3.3 DEPOSITS

3.3.1 The Company does not require deposits from the Customer or Subscriber.

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TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
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SECTION 4 - PRODUCT DESCRIPTION AND RATES

4.1 RESOLD PRIVATE LINE SERVICES

TSI resells state-of-the-art private line transport services to support internal or external business applications. Such systems include point-to-point or multi-point service with speeds adaptable to meet customer needs. TSI resells private line or "point-to-point" circuits in the following configurations:

DS-0 (single circuit) private line dedicated point-to-point circuit service for speeds of 56 Kbps or 64 Kbps

DS-1 (T1) services for speeds of 1.544 Mbps with to provide full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure

DS-3 (T45) for speeds of 45 Mbps to provide, as with DS-1, full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure

OC-(X), which variably combines DS-3 or larger bandwidth circuits for very high-speed data transport services.

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ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

SECTION 4 - PRODUCT DESCRIPTION AND RATES

4.2 INDIVIDUAL CASE BASIS (ICB) ARRANGEMENTS

TSI will negotiate prices for Private Line Services on an Individual Case Basis (**ICB**). Private Line services will be made available to customers in a non-discriminatory manner. Rates for interexchange and local exchange dedicated access, private line, and non-switched services will be determined on an Individual Case Basis (ICB). ICB rates will be structured to recover the Company's cost of providing the services and will be made available to the Arizona Corporation Commission Staff upon request on a proprietary basis. ICB rates will not be used for switched services.

Pricing and service guarantees are supplied to the customer in accordance with agreements or contracts negotiated with underlying carriers along with the pertinent regulations of the underlying carrier, including the following:

- AT&T Communications Tariffs FCC No. 9 and No. 11
- AT&T Contract Tariffs No. 3 and 151
- MCI WorldCom Tariffs FCC No. 1 and No. 8
- The MCI WorldCom Special Customer Arrangement between MCI WorldCom and TSI
- Sprint Tariffs FCC No. 7 and No. 8
- Sprint Bulk Service Arrangement between Sprint and TSI
- Qwest Tariffs FCC No. 1 section 7.10 Private Line Transport Services

Mileage and service type will also be included to determine price. A circuit price will be negotiated with our customers prior to ordering any service. An executed nondisclosure agreement (NDA) must be in place before TSI can provide circuit pricing. Billing starts on the date the circuit is in service or "turned-up."

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

A.C.C. SECTION 1
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SECTION 4 - PRODUCT DESCRIPTION AND RATES (Cont'd)

4.3 PRIVATE LINE SERVICE ORDERING CHARGES

Design Change will apply when an engineering review is required.	ICB
Private Line Service Order Modification Charge will apply on a per occurrence basis.	ICB
Service Date Change Charge will apply on a per order, per occurrence basis for each service date changed.	ICB
Design Change Charge will apply on a per order, per occurrence basis for each order requiring a Design Change.	ICB
Expedited Order Charge will apply on a per order, per occurrence basis.	ICB
Design Change will apply when an engineering review is required.	ICB
Private Line Service Order Modification Charge will apply on a per occurrence basis.	ICB
Service Date Change Charge will apply on a per order, per occurrence basis for each service date changed.	ICB

Issued: September 18, 2003

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One Tampa City Center #700
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TSI TELECOMMUNICATION NETWORK SERVICES, INC.

COMPETITIVE
PRIVATE LINE
TRANSPORT SERVICES

ARIZONA

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SECTION 4 - PRODUCT DESCRIPTION AND RATES (Cont'd)

4.3 PRIVATE LINE SERVICES ORDERING CHARGES (CONT'D)

Design Change Charge ICB
will apply on a per order, per occurrence
basis, for each order requiring a Design Change.

Expedited Order Charge ICB
will apply on a per order, per occurrence basis.

4.4 PRIVATE LINE SERVICES IMPLEMENTATION CHARGES

4.3.1 Service Implementation Charges

A. Installation Charge Per Service

DS-0	ICB
DS-1	ICB
DS-3	ICB
OC-3	ICB
OC-12	ICB

B. Monthly Charge Per Service

DS-0	ICB
DS-1	ICB
DS-3	ICB
OC-3	ICB
OC-12	ICB

4.3.2 Change Charges

A. Service Date	ICB
B. Design Changes	ICB
C. Expedite Charges	ICB

4.3.3 Cancellation Charges
Per Order ICB

Issued: September 18, 2003

Effective: _____

ISSUED BY: David Robinson, Manager - Regulatory Affairs
TSI Telecommunication Network Services, Inc.
One Tampa City Center #700
Tampa, Florida 33602

EXHIBIT C
TSI Legal Notice and Affidavit of Publication

ARIZONA CAPITOL TIMES

P.O. Box 2260, Phoenix, AZ 85002 602/258-7026 FAX 602/258-2504
publicnotices@azcapitoltimes.com

DATE: September 18, 2003 PAGES: 1
(including cover)

TO: TSI Telecommunication Network Services, Inc.
Attn: Dave Robinson
Phone: 813-273-3307

FROM: Laura Kaminski
Legal Advertising Manager

RE: Quotes for Publication

Pursuant to your request below are the quotes for eight of our fifteen counties for publishing the required one time the Public Notice for **TSI Telecommunication Network Services, Inc.:**

Coconino	\$110.00	
Maricopa	\$37.00	
Mohave	\$75.00	
Pima	\$48.10	
Pinal	\$85.00	
Santa Cruz	\$105.00	
Yavapai	\$70.00	
Yuma	\$115.00	
	Total	\$645.10

You may call me with credit card information, or a check may be made payable to Arizona Capitol Times and sent to my attention. If you send payment, please be sure to indicate that the check is for the quotes on the above-mentioned document for publication in the various counties. There is no need to send another copy of the document.

Once payment is received, we will have the newspapers go ahead with publication. After we receive all the Affidavits of Publication from the various newspapers, if you would prefer, we will file the original Affidavits of Publication with the Arizona Corporation Commission and return to you date-stamped copies of the affidavits for your records.

If you have any questions, please do not hesitate to contact me. Thank you.

LEGAL NOTICE FOR RESOLD PRIVATE LINE SERVICES

NOTICE OF APPLICATION FOR A CERTIFICATE OF CONVENIENCE AND NECESSITY TO PROVIDE COMPETITIVE RESOLD PRIVATE LINE SERVICES BY TSI TELECOMMUNICATION NETWORK SERVICES INC.

TSI Telecommunication Network Services, Inc. (Applicant) has filed with the Arizona Corporation Commission ("Commission") an Application for a Certificate of Public Convenience and Necessity ("Certificate") to provide competitive resold private line services in the State of Arizona. Applicant will be required by the Commission to provide this service under the rates and charges and terms and conditions established by the Commission.

A.R.S. § 40-892 provides that the Commission may act on an application for a Certificate to provide resold telecommunications services without a hearing, or with a hearing, if one is requested by any party. Applicant or any other party may request a hearing within twenty (20) days of the date of this notice, or the Commission will rule on the application without a hearing.

The application, report of the Commission's Utilities Division Staff, and any written exceptions to the Staff report prepared by the Applicant are available for inspection during regular business hours at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona, 85007 and the Applicant, One Tampa City Center #700, Tampa, Florida, 33602.

Under appropriate circumstances, interested parties may intervene in the proceedings and participate as a party. Intervention shall be in accordance with the A.A.C.R. R 14-3-105, except that all motions to intervene must be filed on or within twenty (20) days of the date of this notice. You may have the right to intervene in the proceedings, or you may make a statement for the record. If you have any comments, mail them to:

The Arizona Corporation Commission
Attention: Docket Control
RE: TSI Telecommunication Network Services, Inc.
Docket No. T-04202A-03-0612
1200 West Washington Street
Phoenix, AZ 85007

All Comments should be received with twenty (20) days of the date of this notice.

If you have any questions about this application or have any objections to its approval, you may contact Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007, or call 800-222-7000.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as sign language interpreter, as well as request this document in an alternative format, contact Shelley Hood, ADA Coordinator, voice phone number (602) 542-3913, e-mail shood@cc.state.az.us. Requests should be made as early as possible to allow time to arrange accommodations.



TSI Telecommunication Services, Inc.
One Tampa Center
Suite 700
Tampa, Florida 33602
Telephone: (813) 273-3307
Facsimile: (813) 272-8481
Email: drobinson@tsiconnections.com

September 22, 2003

VIA OVERNIGHT MAIL

Arizona Capitol Times
c/o Laura Kaminski, Legal Advertising
1835 W Adams St
Phoenix, AZ 85007

RE: **Arizona Corporation Commission, Docket No. T-04202A-03-0612;**
Legal Notice of TSI Telecommunication Network Services, Inc. of
Intent to Resell Private Line Services in the State of Arizona

Dear Ms. Kaminski:

Per our discussion, attached please find a check for \$645.10 representing payment for publication of Public Notice of TSI Telecommunication Network Services, Inc. Please file the Original Affidavits of Publication with the Arizona Corporation Commission and return date-stamped copies of the affidavits to me for my records. I appreciate your consideration of this request, and look forward to seeing the filed Affidavits. Please contact me with any questions or for any additional information that may be required.

Sincerely,

A handwritten signature in black ink, appearing to read "David J. Robinson", with a long horizontal line extending to the right.

David J. Robinson
TSI Telecommunication Network Services, Inc.

ATTACHMENTS

cc: Rob Garcia, Esq. – General Counsel, TSI

PLEASE FOLD AND DETACH CHECK AT PERFORATION BEFORE CASHING

VERIFY THE AUTHENTICITY OF THIS MULTI-TONE SECURITY DOCUMENT. CHECK BACKGROUND AREA CHANGES COLOR GRADUALLY FROM TOP TO BOTTOM.

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TSI TELECOMMUNICATION
SERVICES INC

CHECK NO.
640908751

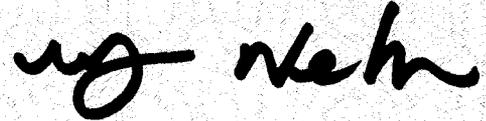
BANK OF AMERICA
CHARLOTTE, NC

63-4/630

PAY EXACTLY *** SIX HUNDRED FORTY-FIVE DOLLARS AND TEN CENTS ***

DATE 09/19/03 VOID AFTER 90 DAYS
*****645.10*

TO THE ORDER OF ARIZONA CAPITOL TIMES
PO Box 2260
PHOENIX AZ 85002



⑈640908751⑈ ⑆063000047⑆ 003448897212⑈

TSI TELECOMMUNICATION
SERVICES INC
201 N FRANKLIN ST. SUITE 700
TAMPA, FLORIDA 33602
ARICAP226 64510
640908751 1000010974 2900

ARIZONA CAPITOL TIMES
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PHOENIX AZ 85002

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