

2 CHARLESGATE WEST  
BOSTON, MA 02215  
1-617-369-1000  
www.tncii.com



TC05-061

May 3, 2005

**VIA FEDERAL EXPRESS DELIVER SERVICE**  
**TRACKING NUMBER 8511 7574 8063**

**South Dakota Public Utilities Commission**

Capitol Building, 1<sup>st</sup> Floor  
500 East Capitol Avenue  
Pierre, South Dakota 57501-5070

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SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

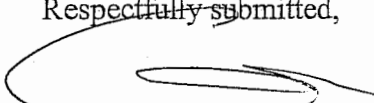
Re: Application for Certificate of Public Convenience and Necessity to Provide Resold Facilities-Based Local Exchange Service in the State of South Dakota.

Dear Sir or Madam:

Transmitted herewith on behalf of Trans National Communications International, Inc. ("TNCI"), please find the Company's above-referenced application for resold facilities-based local exchange service operational authority within the state of South Dakota. Please note that TNCI is enclosing an original and three (3) copies of the above-noted application.

The Company sincerely appreciates your time and attention to this matter. Please direct any questions regarding this filing to the undersigned at (617) 369-1163 or via electronic mail at [cnance@tncii.com](mailto:cnance@tncii.com).

Respectfully submitted,



Cameron C. Nance, M.P.A.  
Regulatory Affairs Department

Enclosure: Application for resold facilities-based local authority  
cc: File

**APPLICATION FOR REGISTRATION  
BEFORE THE SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

IN THE MATTER OF THE §  
APPLICATION OF TRANS §  
NATIONAL COMMUNICATIONS §  
INTERNATIONAL, INC. §

Docket No. \_\_\_\_\_

For An Order Authorizing §  
The Registration Of Applicant §  
As A Facilities-Based Competitive Local §  
Exchange Telecommunications Company §

**APPLICATION FOR AUTHORITY TO SERVE AS A FACILITIES-BASED  
COMPETITIVE LOCAL EXCHANGE TELECOMMUNICATIONS COMPANY  
WITHIN THE STATE OF SOUTH DAKOTA**

NOW COMES TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC., (“TNCI” or “Applicant”) and hereby applies to the SOUTH DAKOTA PUBLIC UTILITIES COMMISSION (“Commission”) for An Order, pursuant to Section 253 of the Federal Telecommunications Act of 1934, (revised 1996), and applicable laws of the state of South Dakota and rules and regulations of the Commission, to operate as a facilities-based reseller of local exchange services within the jurisdictional boundaries of the state of South Dakota. Please note that on January 19, 2000, the Office of the Secretary of State for the state of South Dakota issued a *Certificate of Authority* to TNCI, therein duly authorizing the Applicant to transact business within the jurisdictional boundaries of the state of South Dakota. In support of the instant application, TNCI offers the following information:

**A. The name, address, telephone number, web address, and tax number of the Applicant:**

**Trans National Communications International, Inc.**  
2 Charlesgate West  
Boston, Massachusetts 02215  
Telephone: (617) 369-1000  
Toll free: (800) 900-5210  
Fax: (617) 369-1110  
Web: <http://www.tncii.com>  
Tax Number: 02337282006

- B. The name, address and telephone number of the person responsible for regulatory contacts, customer dispute resolution on behalf of the Applicant (e.g., consumer and Commission complaints), and general questions regarding this application should be directed to:**

**Cameron Nance**  
**Regulatory Affairs Specialist**  
Trans National Communications International, Inc.  
2 Charlesgate West  
Boston, Massachusetts 02215  
Telephone: (617) 369-1163  
Fax: (617) 369-1090  
Email: [cnance@tncii.com](mailto:cnance@tncii.com)

**C. Principle office within the state of South Dakota**

TNCI has no principal office located within the state of South Dakota. Please find as follows the contact information for the Applicant's registered agent within the state of South Dakota:

**National Registered Agents, Inc.**  
300 South Phillips Avenue, Suite 300  
Sioux Falls, South Dakota 57104-6322

**D. Organizational Chart of Corporate Structure**

Please see EXHIBIT A

**E. Corporate Information**

TNCI was incorporated in the state of Delaware on August 1, 1995. A copy of the Applicant's *Articles of Incorporation* is provided in EXHIBIT B of the instant application. Further, a copy of TNCI's authority to transact business in the state of South Dakota is provided in EXHIBIT C of the instant application. Moreover, the names and addresses of the principal corporate officers for the Applicant are in contained in EXHIBIT D of the instant application. Please further note that at present TNCI has no officers or employees within the state of South Dakota. Please note, the biographies of Applicant's officers are contained in EXHIBIT E of the instant application.

**F. TNCI Possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of South Dakota as demonstrated below:**

**A. Financial Qualifications:**

In support of its financial qualifications to provide local exchange telecommunications services within the state of South Dakota, the Applicant submits

its most recent (years-ended 2002 and 2003) *Balance Sheets* in EXHIBIT F of the instant application.

B. Managerial Ability:

As shown in EXHIBIT E of this application, TNCI has the managerial expertise to successfully operate a telecommunications enterprise within the state of South Dakota. As described in the above-noted attached biographical information, the Applicant's leadership team has extensive managerial and business experience within the field of telecommunications, specifically concentrated on the provisioning of local, long distance, Wireless and associated telecommunications services.

C. Technical Qualifications:

TNCI affirms it will satisfy (at least) the minimum operational service standards established by the Commission. The Applicant shall file and maintain operational tariffs in the manner prescribed by the Commission and will likewise meet or exceed minimum basic-local-service-standards, including those related to *quality of service* and *billing*, which the Commission both applies to and requires of all local exchange companies operating within the jurisdictional boundaries of the state of South Dakota. As noted in the biographies of the principal officers (EXHIBIT E), the executive leadership-team at TNCI is comprised of very well qualified telecommunications-industry professionals who share extensive knowledge, skills and abilities within the particular field of telecommunications for which the Applicant herein applies for authority; as such, TNCI maintains it is technically very well qualified to provide local exchange services within the state of South Dakota.

G. **A description of the Applicant's existing operations, general services and operating areas in other jurisdictions.**

TNCI is authorized to provide Interexchange telecommunications services in each of the fifty (50) state (and district) jurisdictions of the United States of America; further, the Applicant has obtained operating authority to provide competitive resale and facilities-based local exchange services in most of the aforementioned jurisdictions; likewise TNCI has *applications for local authority* pending before the remaining Public Utility/Regulatory Commissions. The Applicant anticipates being certificated to provide local resale facilities-based local exchange services in all state and district jurisdictions by the end of 3<sup>rd</sup> Quarter 2005. Please note, as a reseller, TNCI maintains no *points of presence* ("PoPs") within the state of South Dakota. As a result, the Applicant neither owns, nor leases, (nor otherwise operates in any manner) switching nor transmission facilities of any type within the state of South Dakota.

H. **A general description of the facilities and equipment that will be used to provide services, including whether the service will be offered on a facilities basis, a resale basis, or a combination of both.**

As noted in Question F (supra) TNCI is a reseller of telecommunications services, and as such the Applicant has no PoPs within the State of South Dakota. The Applicant proposes to offer (in both the short and long-term timeframes) local exchange telecommunications services within the state of South Dakota as a combination of resale and facilities-based service through the underlying local exchange provider, QWEST Communications, Inc. Moreover, TNCI expects to offer a broad variety of local exchange services to business customers within the state of South Dakota. The Applicant's initial line of services will be comparable to that currently offered by the aforementioned incumbent local service provider. Further, initially, TNCI plans to offer basic access line service, DID services, Optional Calling Features, Directory Assistance, Directory Services, ISDN, DSL and Operator Services. Please note that the Applicant does not presently plan to offer services to residential consumers within the state of South Dakota.

**I. Repair and Maintenance**

TNCI understands the importance of effective customer service for local service customers. The Applicant has made arrangements for its customers to call TNCI at its toll free customer service number (800) 800-8400. In addition, customers may contact the Applicant in writing at the headquarters address: TNCI, 2 Charlesgate West, Boston, Massachusetts 02215, as well as via email at [cnance@tncii.com](mailto:cnance@tncii.com), or via the internet at <http://www.tncii.com>. The South Dakota contact person knowledgeable about operations within the state of South Dakota is the undersigned, Cameron Nance, Regulatory Affairs Specialist, who may be reached via the forgoing contact methods.

**J. Evidence of the Applicant's managerial and technical resources and ability to provide service.**

Attached as EXHIBITS A, D and E

**K. The Applicant's most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.**

Attached as EXHIBIT F

**L. The disclosure of any formal actions against the Applicant by any court or state or federal regulatory agency that resulted in any type of penalty or sanction within the five (5) years preceding the date the application is filed.**

Not Applicable.

**M. As a corporation, evidence is provided that the Applicant is authorized by the Office of the Secretary of State of South Dakota, to do business in South Dakota and that it is in good corporate standing in South Dakota.**

Attached as EXHIBIT C

#### N. Corporate stock ownership information

Please find the following information related to the names and addresses of each corporate, association, partnership, cooperative, or individual holding 20% or greater ownership or management interest in TNCI and the amount and character of said ownership and / or management interest:

Name and Address	Shares Owned	% of all Shares Issued and Outstanding and Voting Control
Steve B. Belkin 2 Charlesgate West Boston, Massachusetts 02215	3,449	77.10
The Amy Jill Belkin Trust 2 Charlesgate West Boston, Massachusetts 02215	512	11.45
The Julie Ann Belkin Trust 2 Charlesgate West Boston, Massachusetts 02215	512	11.45

#### O. South Dakota Tariff

Attached as EXHIBIT G

#### P. Public Interest Considerations

Grant of the instant application will further the goals of the public interest of South Dakota's consumers of telecommunications services by expanding the availability of competitive telecommunications services in the state of South Dakota. In addition, the Applicant's intrastate offering of these services is in the public interest because TNCI's services will provide South Dakota's consumers with both increased efficiencies and cost savings. As such, authorizing the Applicant to provide local exchange telecommunications services will enhance materially the telecommunications environment within the state of South Dakota and will likewise facilitate economic development related thereto. Please note that *in particular*, consumers within the state of South Dakota will directly benefit through the use of the competitive services to be offered by TNCI and *indirectly* South Dakota's consumers will benefit because the Applicant's presence within the state will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, and improve their quality of service. In sum, TNCI will bring additional competition to the state of South Dakota which will benefit the consumers, and as such, it is in the public's interest to grant the Applicant's instant petition for the forgoing reasons.

#### Q. Description of Proposed Marketing Activities Within the State of South Dakota

TNCI intends to market its services to commercial consumers within the state of South Dakota. Applicant will market its services through direct sales by employees and agents, each of whom will have relevant knowledge, skills and abilities related to the offered telecommunications products. Applicant does not presently intend to engage in multi-level

marketing. Further, accurate representations of TNCI's marketing materials are attached as **EXHIBIT H.**

**WHEREFORE PREMISES CONSIDERED**, TNCI respectfully petitions the Commission for an Order authorizing the Applicant to register as a competitive resale and facilities-based local exchange telecommunications services within the state of South Dakota.

Respectfully submitted,

**O/B/O TRANS NATIONAL COMMUNICATIONS  
INTERNATIONAL, INC.**

By: 

**CAMERON NANCE, M.P.A.**

**Regulatory Affairs Specialist**

Trans National Communications International, Inc.

2 Charlesgate West

Boston, Massachusetts 02215

Telephone: (617) 369-1163

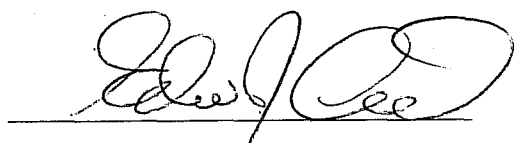
Fax: (617) 369-1090

Email: [cnance@tncii.com](mailto:cnance@tncii.com)

**OATH ACCOMPANYING APPLICATION FOR AUTHORITY TO SERVE AS A  
FACILITIES-BASED COMPETITIVE LOCAL EXCHANGE  
TELECOMMUNICATIONS COMPANY WITHIN THE STATE OF SOUTH DAKOTA**

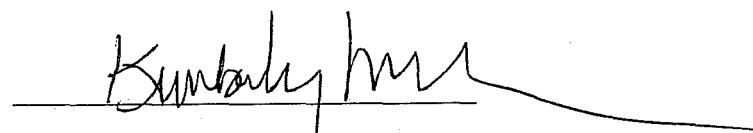
STATE OF MASSACHUSETTS           §  
  §  
COUNTY OF SUFFOLK               §

I, the undersigned, **ED ARIEL**, Director of Risk Management and Regulatory Affairs for **TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.**, herein affirm that the facts set forth in the foregoing application have been prepared under my direction, from the original books, papers and records of said company, that I examined same, and declare same to be true and correct to the best of my knowledge, information and belief. Further, I affirm that I have full knowledge of the South Dakota Public Utilities Commission's jurisdiction affecting local service providers and will comply with the requirements of this Commission.



**ED ARIEL**  
Director, Risk Management and  
Regulatory Affairs  
Trans National Communications International, Inc.  
2 Charlesgate West  
Boston, Massachusetts 02215

SIGNED AND SUBSCRIBED BEFORE ME ON THE 28<sup>th</sup> DAY OF APRIL, 2005.



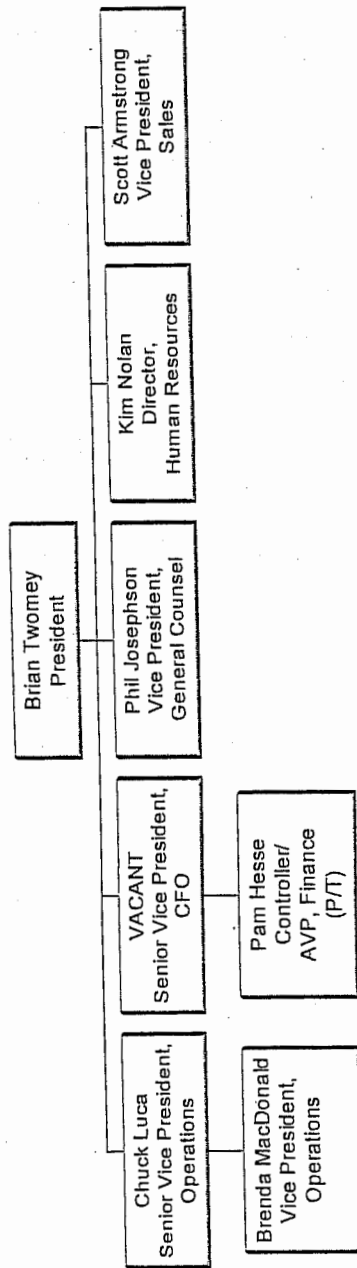
**KIMBERLY NOLAN**  
Notary Public  
My Commission Expires on June 9, 2006

Seal



**EXHIBIT A**

# Trans National Communications International Organizational Chart



**EXHIBIT B**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 1995, AT 12:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2529585 8100

AUTHENTICATION: 2847791

030843570

DATE: 01-05-04

**CERTIFICATE OF INCORPORATION**

OF

***TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.***

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

*FIRST:* The name of the corporation (hereinafter called the "Corporation") is

**TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.**

*SECOND:* The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is The Corporation Trust Company.

*THIRD:* The nature of the business to be conducted and the purposes of the Corporation are:

To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others;

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

**FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock with \$.01 par value.

**RESTRICTIONS ON TRANSFER**

4.1 Non-Complying Transfers Prohibited. No shares of common stock ("Shares") owned by any person or entity (a "Stockholder") may be sold, assigned, pledged, hypothecated, encumbered, gifted, devised or otherwise transferred to any person or entity, voluntarily, or by operation of law, court order, foreclosure, marital property division or otherwise except in accordance with the terms and conditions hereinafter set forth.

4.2 Rights of First Refusal on Voluntary Transfers.

4.2.1 Any Stockholder who intends to sell, assign, transfer or otherwise voluntarily dispose of all or part of any Shares (the "Selling Stockholder"), shall give written notice of such intention to Steven B. Belkin, his successors and assigns (the "Founding Stockholder") and the Corporation, which notice shall include the name of the proposed transferee, the proposed purchase price per Share, the terms of payment of such purchase price and all other matters relating to such sale and shall be accompanied by a copy of the binding written agreement of the proposed transferee to purchase the Shares of the Selling Stockholder. Such notice shall constitute a binding offer by the Selling Stockholder to sell to the Founding Stockholder and the Corporation, or their assignees, such number of Shares then held by the Selling Stockholder as are proposed to be sold in the notice at the monetary price per Share designated in such notice, payable as provided in Section 4.2.4 hereof. Within thirty days after receipt of written notice from the Selling Stockholder, the Founding Stockholder shall give written notice to the Selling Stockholder as to whether such offer has been accepted by the Founding Stockholder. The Founding Stockholder may only accept such offer in whole and may not accept such offer in part. Such acceptance notice shall fix a time, location and date for the closing on such purchase ("Closing Date") which shall not be less than seven nor more than forty-five days after the giving of the acceptance notice. The place for such closing shall be at the principal office of the Corporation or such other location agreed to by the parties. At such closing, the Selling Stockholder shall accept payment as set forth in Section 4.2.4 and shall deliver to the Founding Stockholder in exchange therefor certificates for the number of Shares stated in the notice accompanied by duly executed instruments of transfer.

- 4.2.2 If the Founding Stockholder shall fail to accept the offer within the thirty-day period, then the Corporation shall have fifteen days from the expiration of such notice period within which to accept in whole, but not in part, the offer of the Selling Stockholder, by giving to him written notice as set forth above of their intent to purchase all, but not less than all, of the Shares proposed to be sold as provided in the notice to the Founding Stockholder and the Corporation at the monetary price per Share designated in such notice, payable as provided in Section 4.2.4 hereof. The place for such closing shall be at the principal office of the Corporation or such other location agreed to by the parties. At the closing of such purchase and sale, the Selling Stockholder shall accept payment as set forth in Section 4.2.4 and shall deliver to the Corporation in exchange therefor certificates for the number of Shares stated in the notice accompanied by duly executed instruments of transfer.
- 4.2.3 If the Founding Stockholder and the Corporation shall fail to accept any such offer, then the Selling Stockholder shall be free to sell all, but not less than all, of the Shares set forth in his notice to the designated transferee at a price and on terms no less favorable to the Selling Stockholder than described in the Selling Stockholder's notice, *provided* that such sale is consummated within six months after the giving of notice by the Selling Stockholder to the Founding Stockholder and the Corporation as aforesaid, but the transferee (and all subsequent transferees) shall thereafter only be permitted to sell or transfer Shares in accordance with the terms hereof. After the expiration of such six-month period, the provisions of this Section 4.2 shall again apply with respect to any proposed transfer of the Selling Stockholder's Shares.
- 4.2.4 The purchase price of any Shares to be acquired pursuant to this Section 4.2 shall be payable on the terms offered to the Selling Stockholder by the proposed transferee (*provided, however*, that the Founding Stockholder and the Corporation shall not be required to meet any non-monetary terms of the proposed transfer, including, without limitation, delivery of other securities in exchange for the Shares proposed to be sold).
- 4.3 **Death of a Stockholder.** Within thirty days after the death of any Stockholder (other than the Founding Stockholder) (the "Deceased Stockholder"), the executors or administrators of the estate of the Deceased Stockholder and each transferee of the Deceased Stockholder's Shares by virtue of such death shall give written notice thereof to the Founding Stockholder and the Corporation offering to the Founding Stockholder and the Corporation or any assignee of either of them all of the Shares owned by the Deceased Stockholder at the time of death.

Within thirty days after receipt of such notice, the Founding Stockholder or his assignee, may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder, they shall be offered in the same manner to the Corporation. Within thirty days after the expiration of the Founding Stockholder's thirty-day period, the Corporation may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder or the Corporation, such Shares may be retained by the estate of the Deceased Stockholder or by such transferees subject to all other provisions hereof.

- 4.4 **Transfers by Operation of Law.** In the event that a Stockholder (i) files a voluntary petition under any bankruptcy or insolvency law or a petition for the appointment of a receiver or makes an assignment for the benefit of creditors, or (ii) is subjected involuntarily to such a petition or assignment or to an attachment or other legal or equitable interest with respect to his Shares and such involuntary petition or assignment or attachment is not discharged within thirty days after its date, or (iii) is subject to a transfer of his Shares by operation of law (except upon his death) the Founding Stockholder, the Corporation, or their assignees, shall have the right to elect to purchase all of the Shares which are owned by the Stockholder at a purchase price per Share determined in accordance with Section 4.7 hereof. Within thirty days after receipt of such notice, the Founding Stockholder or his assignee, may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder, they shall be offered in the same manner to the Corporation. Within thirty days after the expiration of the Founding Stockholder's thirty-day period, the Corporation may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. Failure of the Founding Stockholder and the Corporation to elect to purchase the Shares under this Section 4.4 shall not affect their rights to purchase the same Shares under Section 4.2 in the event of a proposed sale, assignment, transfer, or other disposition by or to any receiver, petitioner, assignee, transferee or other person obtaining an interest in the Shares.
- 4.5 **Prohibition on Encumbrances.** No Stockholder may pledge, hypothecate or otherwise encumber his Shares.
- 4.6 **Violation of Restrictions.** If any transfer of Shares is made or attempted contrary to the provisions of this Agreement or if any Shares are not



offered as required by these provisions, the Founding Stockholder and the Corporation shall have the right to purchase the Shares from the owner thereof or his transferee at any time before or after the transfer, as hereinafter provided. In addition to any other legal or equitable remedies, the Founding Stockholder and the Corporation may enforce this right by actions for specific performance (to the extent permitted by law). The Corporation may also refuse to recognize any such transferee or Stockholder as one of its stockholders for any purpose, including without limitation for purposes of dividend and voting rights, until all applicable provisions of these restrictions have been complied with.

4.7 Purchase Price.

4.7.1 Except with respect to purchases made under Section 4.2, the purchase price of each Share purchased hereunder shall be the fair market value per Share determined by appraisal as follows. Within thirty days after the election to purchase pursuant to Section 4.3 or 4.4, the Founding Stockholder or the Corporation, as the case may be, shall appoint an appraiser, the Stockholder whose Shares are being purchased (or his legally appointed representatives) shall appoint a second appraiser, and the two appraisers so appointed shall appoint a third appraiser, or if any party or the appraisers fail to act within such period, any unappointed appraiser or appraisers shall be appointed by the American Arbitration Association, Boston, Massachusetts, upon application of any party or appraiser. Each appraiser shall independently determine the value of the shares of the Stockholder whose Shares are being purchased as of a convenient date selected by the three appraisers. The fair market value of the Shares shall be the average of the two closest appraised values, and such determination shall be final and binding upon all interested persons. The Corporation shall promptly furnish to the appraisers such information concerning its financial condition, earnings, capitalization, business prospects and sales of its capital stock as they may reasonably request. The appraisers shall promptly notify in writing the Founding Stockholder, the Corporation and the Stockholder whose Shares are being purchased (or his legally appointed representatives) of the appraisers' final determination of value. The parties shall each bear the fees and expenses of the appraiser appointed by or for each of them, and the fees and expenses of the third appraiser shall be borne one-half by the Stockholder whose Shares are being purchased (or his legally appointed representatives) and one-half by the purchaser of the Shares.

4.8 Tenders. The Stockholder whose Shares are being purchased pursuant to Section 4.3 or 4.4 (or his legally appointed representatives) shall tender all Shares being purchased hereunder to the Founding Stockholder or the

Corporation, or to one or more assignees designated by the purchaser, at the principal office of the Corporation at a reasonable date and time specified by it (in any event within thirty days of the purchaser's election), by delivery of certificates representing such Shares endorsed in blank and in proper form for transfer against payment of the purchase price in cash or by certified or bank checks.

- 4.9 Waiver; Disposition of Shares. From time to time the Corporation may waive its rights hereunder either generally or with respect to one or more specified transfers which have been proposed, attempted or made. All action to be taken by the Corporation hereunder shall be taken by vote of a majority of its Directors then in office. Any Shares which the Corporation has elected to purchase hereunder may be disposed of by its Board of Directors in such manner as it deems appropriate, with or without further restrictions on the transfer thereof.
- 4.10 Subchapter S Restrictions. If the Corporation has elected to be an S corporation pursuant to Section 1362 of the Internal Revenue Code of 1986, as amended, then as long as such an election is in effect no Shares may be sold, assigned, pledged or otherwise transferred to any person or entity if the transfer would cause the termination of such election.

*FIFTH:* The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Anne T. Leland	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, MA 02111

*SIXTH:* The Corporation is to have perpetual existence.

*SEVENTH:* For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

B. After the original or other By-Laws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

*EIGHTH:* Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

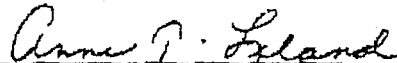
*NINTH:* The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section as amended or supplemented (or any successor), and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

*TENTH:* No director of this Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior

to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

*ELEVENTH:* From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

I, the undersigned, being the sole incorporator, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, to certify that the facts herein stated are true, and accordingly have hereto set my hand this 1st day of August, 1995.

  
Anne T. Leland

**EXHIBIT C**

# State of South Dakota



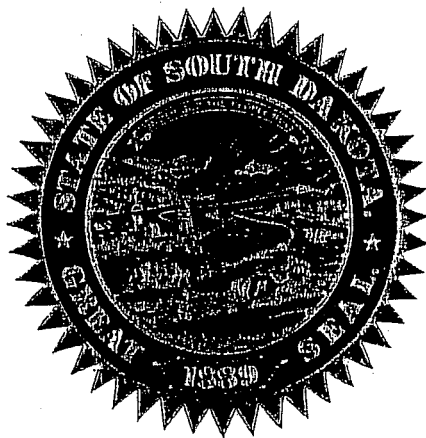
## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

**ACCORDINGLY** and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 19, 2000.



*Joyce Hazeltine*

Joyce Hazeltine  
Secretary of State

**EXHIBIT D**

## EXHIBIT D – CORPORATE OFFICERS

- 1) Brian Twomey, President
- 2) Chuck Luca, Senior Vice President
- 3) Phillip Josephson, Vice President

All of the above named officers can be reached at the following address:

TNCL, Inc.  
2 Charlesgate W  
Boston, MA 02215  
Telephone: (617) 369-1000  
Facsimile: (617) 369-1040



**EXHIBIT E**

**Brian C. Twomey**  
133 Summit St.  
Brookline, MA  
(Home) 617-233-5210  
(Office) 617-369-1210

## SUMMARY

Telecommunications sales, service and marketing professional with extensive experience in product development, management and integration and on-going management of multiple sales channels. Channel management experience includes outside/direct, inside/telesales (inbound and outbound), outsourced telemarketing, agents/VARs, retail. Significant experience in all phases of strategic sales/marketing planning, targeting, automating, training and on-going management of multiple channel organizations.

## PROFESSIONAL EXPERIENCE

### **Trans National Communications International, Inc - Boston, MA. February 1998 to date** **President**

- Responsible for transitioning this long distance reseller to an integrated communications company.

### **Senior Vice President of Sales**

- Took additional responsibility for inside sales channel
- Increased revenue 50% year-on-year.

### **Vice President of Sales**

- Opened up a new agent sales channel for long distance reseller

### **FaxNet Corp - Boston, MA. October 1996 - February 1998**

#### **Vice President of Sales**

- \$12 million start-up Corporation, developing and marketing enhanced fax services to businesses. Total of 92 employees.
- General management responsibility for all sales channels, including direct mail, outside, outbound telesales, outsourced telemarketing, agents and retail.
- Management responsibility for internal organization of 34 sales and administrative professionals. Direct management of outsourced telemarketing relationships.
- Responsible for entire sales budget of \$12 million in annual sales, 24,000 new accounts - first budget year. Current projection to attain in excess of 120% of new account goal, while maintaining initial expense budget.
- Direct management responsibility for team of 4 managers and 2 sales administrators.

**WearGuard Corp - Norwell, MA.. February 1995 - October 1996**

**General Manger/Director of Sales**

- \$100 million division of Aramark Corp, selling customized uniform and safety wear.
- General management responsibility for Business Sales Division.
- P&L responsibility for sales and service organization of over 60 direct, telephone sales and account management representatives.
- Develop Division strategy, annual budget, sales/marketing/service organization plans.
- Attained annual sales growth in excess of 40% to over \$35 million, without increasing initial sales organization.
- Direct management responsibility for team of 6 sales managers, training and administrative staff.
- Major accomplishments include complete realignment of sales/service organizations including sales methodology, training, development of strategic account plans, development of vertical market sales territories/plans/goals.

**Software Spectrum Inc. - Garland, TX. October 1993 - February 1995**

**Director of Sales & Service**

- \$250 million software/hardware reseller.
- General management of organization of over 100 sales representatives, including direct, outbound sales, catalog -sales, inside sales/service, multi-level help desk personnel.
- Responsible for over \$100 million in annual sales revenues.
- Direct management of 7 sales managers, 2 product managers and 1 VAR manager.
- Major accomplishments include increasing AGP and net operating profits by over 80%, development and implementation of comprehensive sales/service training programs, as well as development and implementation of custom sales automation for all telephone and field sales representatives.

**McCaw Cellular Communications - Oklahoma City, OK. January 1992 - October 1993**

**Director of Sales and Marketing - Southwest Region.**

- P&L responsibility for all product, sales and marketing in the Southwest Region.
- Sales management includes field, telephone, retail, agents and customer service groups.
- Organization responsibility over a 6 state region consisting of over 200 sales reps, 20 managers and 9 direct reporting managers.
- Annual revenues in excess of \$250 Million.
- Major accomplishments include sales results of 107% of budgeted revenues on 103% of sales, development and implementation of centralized telephone sales, account management and service teams, and development, integration and management of multichannel sales/marketing strategic plans.

US Sprint - Kansas City, MO. May 1989 - January 1992

**Assistant Vice President - Business Marketing Group**

- Sales and general management of all non-direct sales channel business revenues.
- Management and service of customer base with annual revenues in excess of \$150 Million.
- Management of division of over 90 sales and service representatives.

**Director - Emerging & Enabling Technologies**

- Direct responsibility for all product related joint ventures, acquisitions and complementary marketing relationships.
- Management of staff of 10 corporate development specialists.

**Director - Product Management**

- P&L responsibility for 800 and 1+ switched and dedicated business services.
- Responsible for product direction, price, advertising and sales promotion.
- Management of staff of 8 product managers.

NYNEX / AT&T - Boston, MA. June 1980 - May 1989

**Staff Director - Regional Services Planning**

- Product management of intelligent network products.

**Account Executive** and other professional positions, 1980 - 1986.

**EDUCATION**

Merrimack College; North Andover, MA. Graduation 1980. B.S. Majors: Accounting, Finance.  
University of New Hampshire; Durham, NH. 1982,83. Executive MBA - AT&T Sponsored.

# CHARLES R. LUCA

2 Charlesgate West

Boston, MA 02215

617-389-1138

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## PROFESSIONAL EXPERIENCE:

### SENIOR VICE PRESIDENT/OPERATIONS

April 2001 -- Present

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, Boston, MA

- Direct consolidation of all operational departments under single management program
- Integrate all new program options into operational flow and procedure management
- Re-organized Information Systems department to centralize and standardize all systems programming, tracking, reporting, and systems replication
- Directed the conversion of TNCI's Billing Program to a Y2K compliant Windows-based application
- Coordinated move of entire sales & service operations to corporate headquarters with zero business down-time
- Co-authored revised Auth.ANI Status Reporting Program based on IntraLATA/InterLATA designations

### VICE PRESIDENT/CUSTOMER CARE, RETENTION, & ACTIVATIONS August 1998 – April 2001

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, Boston, MA

- Direct expanded department which supports customer operations from order entry, through activations provisioning, through daily support and service, to retention and winback
- Redefined the goals of Order Provisioning to provide more automatic processing, accurate performance reporting, systems checks and balances, and greater service support
- Re-organized departmental management to secure goal-oriented leadership, industry knowledge, customer support, and systems integration
- Chaired task force for new systems integration, Y2K compliance, and data analysis review

### ASSISTANT VICE PRESIDENT/CUSTOMER CARE & RETENTION November 1994 – August 1998

TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, Boston, MA

- Integrated two separate Residential & Commercial Customer Care Departments into one working unit of 40+ staff in a 24x7x365 environment for Long Distance Reseller
- Developed and integrated Residential & Commercial Retention Programs into the Department and exceeded company goals of Revenue return
  - Residential: 19% Account Winback of Contacted Deactivated Base
  - Commercial: 53% Revenue Winback/Save/Retention of Deactivated Base
- Directed liaison process with the multi-carrier long distance account teams
  - Sprint
  - WilTel/Worldcom
  - Frontier
  - Link USA (Calling Card Program)
- Integrated additional products (paging/e-mail/LD tracking software) to the core business
- Developed 3-step candidate interview process to optimize hire of best potential Staff
- Developed CC&R career pathing goals and opportunities to improve promotion from within while ensuring overall company experience and knowledge retention
- Re-organized scope and goal of Departmental Training Process:
  - Standardized intra-/inter-departmental procedure training in conjunction with Sales/Operations/Credit
  - Integrated cross-functional training programs to maximize staff efficiencies and economies of scale
  - Developed Customer-Focused L.A.S.T.I.N.G. Service Training Module

- Designed Customer Service motivational seminars to enhance staff performance
- Introduced state-of-the-art ACD management systems & report analysis to improve goal attainment
- Managed \$1M Award-winning Customer Care & Retention G&A budget (17% under budget for 1996)
- Core Team Member of company strategic planning committee to identify core competencies & establish 1-5 year company business plan goals

#### COMMERCIAL CUSTOMER SERVICE MANAGER

November 1992 - November 1994

TRANS NATIONAL COMMUNICATIONS, Boston, MA

- Developed Commercial Customer Service Program
- Designed, developed, and implemented Customer Service policies and procedures
- Hired, trained, developed, and promoted 20+ Customer Care Specialists
- Created, implemented, and tracked operational goals
- Created and developed Customer Service Training Manual
- Designed, developed, and implemented service scripts
- Designed and developed the technical requirements for:
  - System Service Screen Module
  - Reporting/Tracking
  - Productivity goals

#### MANAGING PARTNER

March 1991 - October 1992

INTERNATIONAL TRAVEL ASSOCIATES, Needham, MA

- Developed and implemented Customer Service Policy for Corporate Travel Company
- Redesigned and introduced PC-based systems
- Closed sales with largest in-house contracts
- Managed office administration and accounting

#### OPERATIONS MANAGER

February 1989 - December 1990

JWP INFORMATIONS SYSTEMS, INC., Dedham, MA

- Directed regional branch operations for 30+ telecommunications technicians for Interconnect Company
- Managed LEC Vendor Office relationship to coordinate systems and dial tone installations
- Redesigned branch policies, procedures, and office staff evaluations
- Supervised payroll, accounting, and credit issue resolution
- Managed warehouse inventory control and facilities maintenance
- Identified and directed appropriate budget consolidation

#### TELECOMMUNICATIONS MANAGER

November 1988 - January 1989

JWP INFORMATIONS SYSTEMS, INC., Dedham, MA

- Designed and implemented computer Service Dispatch Program module and manual
- Coordinated Service/Installation department work schedules
- Supervised Service/MAC request procedures
- Performed ad hoc troubleshooting to clarify/resolve trouble reports
- Coordinated & supervised local telephone vendor work

#### SERVICE DEPARTMENT MANAGER

May 1984 - October 1988

TOTAL COMMUNICATIONS & MAINTENANCE, INC.

- Supervised Service/Installation department for PBX Service & Maintenance Company
- Established tracking systems for installation/service/local telephone vendor repair
- Designed and implemented training for Customer Service Representatives
- Promoted from Technical Staff to coordinate operations for 20+ Network Technicians

**PROFESSIONAL SKILLS:**

- Computer Software: IBM Windows 2000 Microsoft Word, Excel, Powerpoint; Visio, Access
- Documentation Expert: Process Mapping; Flow Charting; Decision Matrixing; P&P Development

**EDUCATION:**

**BOWDOIN COLLEGE**

Bachelor of Arts - Magna cum laude

Double Major: Governmental Studies

Romance Languages - Summa cum laude

**Brunswick, ME**

May 1984

**UNIVERSIDAD DE MADRID COMPLUTENSE**

Marquette Junior Year Abroad Program

**Madrid, Spain**

August 1982 - June 1983

**PROFESSIONAL EDUCATION:**

- Dale Carnegie Leadership Training for Managers
- FORUM P.R.O.G.R.E.S.S. & INFLUENCE Training
- Synectics Strategic Planning Seminar
- Fred Pryor Management Training Seminar

**REFERENCES:**      Furnished upon request.

# Philip Josephson

Trans National Communications International, Inc.  
Two Charlesgate West  
Boston, MA 02215  
617.369.1023

MEMBER OF THE ARIZONA BAR  
MEMBER OF THE FLORIDA BAR

## EXPERIENCE:

**TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC., Boston, MA** October 2002 – Present

### Vice President and General Counsel

Vice President of Strategic Development for privately held, Boston-based telecommunications reseller. Responsible for continued Company growth and profitability with a focus on increasing margins and reducing bad debt allowance. The Company has realized profitable results each quarter during tenure despite economic downturn and increased competition. In this role, and as a member of the Company's Executive Management Team, emphasis is placed upon continually seeking to develop increased revenue, develop alternative lines of business, pursue acquisitions, and formulate and pursue exit strategies. The role also includes management of the Company's Marketing and Carrier Relations departments.

As General Counsel for the Company, an In-House Legal department has been created. The Legal department advises Executive Management on all facets of the Company's business and proposed actions and the Legal department is responsible for supporting all Company departments, especially Business Development, Collections and Human Resources. In addition, a Collections Litigation department has been created during the tenure which is responsible for pursuing bad debt accounts by managing an extensive number of outside attorneys throughout the United States.

**INATEL.COM, L.L.C. (now known as Logicware), Miami, Florida** June 2000 – October 2002

### Vice President and General Counsel

Vice President and General Counsel for a privately held software provider serving the telecommunications industry. Managed and guided the Company from its infancy, through changes in its business model, to its initial growth. During this tenure, the Company grew from a start-up enterprise to a stand-alone leader in its market space. Accomplishments in this role include the securing of financing for the Company, generating the initial client base, formulating strategic partnerships in the industry and pursuing alternative business opportunities in an effort to secure Company growth and stability. In the role of General Counsel, all corporate formation and governance documents were created, the Employee Share Plan and Option Plan was drafted and administered, the Company's Private Placement was created and filled, intellectual property rights were pursued and secured, and all litigation matters for the Company were managed.

**AVATAR PROPERTIES INC., Coral Gables, Florida** May 1995 – June 2000

### Senior Corporate Counsel

In-House Counsel for a publicly traded diversified company primarily engaged in real estate development and utilities operations in Florida, Tennessee and Arizona. Responsibilities included handling in-house legal work including researching, reviewing, negotiating, and drafting various real estate agreements, complex commercial contracts, loan and corporate governance documents; managed the Foreclosure Department of the Company; pursued corporate trademarks and copyrights; drafted and enforced Human Resource compliance and diversity programs; participated in corporate, real estate and utilities acquisitions and divestitures as well as property and loan closings. Managed litigation matters by monitoring outside legal counsel for Avatar Holdings Inc. and its subsidiaries.

## OTHER:

**KEITH, MACK, LEWIS, COHEN & LUMPKIN, Miami, Florida** July 1994 - May 1995

### Law Clerk

**POMERANZ & LANDSMAN, P.A., North Miami, Florida** June 1993 - July 1994

### Law Clerk

**PALACE BRANDS, INC., Farmington, Connecticut** January 1992 - August 1992

### Assistant to National Sales Manager

## EDUCATION:

1995 University of Miami School of Law, Coral Gables, Florida  
Juris Doctorate

1991 University of Miami, Coral Gables, Florida  
Bachelor of Business Administration - Finance



**EXHIBIT F**



Trans National Communications International, Inc.  
 Balance Sheets  
 December 31  
 (in thousands)

	<i>2003</i>	<i>2002</i> <i>(As Restated)</i>
<b>Assets</b>		
Current Assets:		
Cash And Cash Equivalents	\$167	\$303
Accounts Receivable, Net	3,170	4,753
Other Current Assets	289	238
<b>Total Current Assets</b>	<b>3,626</b>	<b>5,294</b>
Fixed Assets, Net	594	657
Due From Affiliated Company	1,200	242
Other Assets, Net	511	656
<b>Total Assets</b>	<b>\$5,931</b>	<b>\$6,849</b>
<b>Liabilities And Shareholders' Equity</b>		
Current Liabilities:		
Accounts Payable And Accrued Expenses	\$5,632	\$6,190
Current Portion Of Loan Payable	35	40
<b>Total Current Liabilities</b>	<b>5,667</b>	<b>6,230</b>
Loan Payable	13	48
<b>Total Liabilities</b>	<b>5,680</b>	<b>6,278</b>
Shareholders' Equity:		
Common Stock \$0.01 Par Value; 10,000 Shares Authorized; 4,473 Issued And Outstanding; and Capital In Excess Of Par	3,235	2,235
Accumulated Deficit	(2,984)	(1,664)
	251	571
<b>Total Liabilities And Shareholders' Equity</b>	<b>\$5,931</b>	<b>\$6,849</b>



Trans National Communications International, Inc.  
Statements of Operations  
Year Ended December 31  
(in thousands)

	<i>2003</i>	<i>2002</i> <i>(As Restated)</i>
Revenue	\$43,154	\$37,393
Direct Costs	<u>(35,147)</u>	<u>(30,037)</u>
	8,007	7,356
Selling, General And Administrative Expenses	<u>(6,245)</u>	<u>(5,722)</u>
Income From Operations Before Depreciation And Amortization	1,762	1,634
Depreciation And Amortization	<u>(1,175)</u>	<u>(1,338)</u>
Income From Operations	587	296
Other Income/(Expenses):		
Incentive Compensation Plans	0	(53)
Interest Expense	(313)	(288)
Interest Income	<u>0</u>	<u>2</u>
Net Income/(Loss) Before Discontinued Operations	274	(43)
Discontinued Operations	<u>(1,594)</u>	<u>384</u>
Net Income/(Loss)	<u><u>(\$1,320)</u></u>	<u><u>\$341</u></u>

Trans National Communications International, Inc.  
 Statements of Cash Flows  
 Years Ended December 31  
 (in thousands)

	<i>2003</i>	<i>2002</i> <i>(As Restated)</i>
<b>Operating Activities:</b>		
Net Income/(Loss)	<u>(\$1,320)</u>	<u>\$341</u>
Reconciliation To Cash Flow:		
Depreciation And Amortization	1,175	1,338
Change In:		
Accounts Receivable	1,583	(1,474)
Other Current Assets	(51)	(116)
Accounts Payable And Accrued Expenses	(558)	(212)
Due From Affiliated Company	<u>42</u>	<u>48</u>
 Total Adjustments	 <u>2,191</u>	 <u>(416)</u>
 Net Cash Provided By/(Used In) Operating Activities	 <u>871</u>	 <u>(75)</u>
 <b>Cash Flows From Investing Activities:</b>		
Purchase Of Fixed Assets	(253)	(264)
Other Assets	<u>(714)</u>	<u>(844)</u>
 Net Cash Used In Investing Activities	 <u>(967)</u>	 <u>(1,108)</u>
 <b>Cash Flows From Financing Activities:</b>		
Proceeds from Capital Contributions	1,000	0
Due From Affiliated Company	(1,000)	0
Borrowings	0	130
Loan Repayments	<u>(40)</u>	<u>(173)</u>
 Net Cash Used In Financing Activities	 <u>(40)</u>	 <u>(43)</u>
 Net Decrease In Cash And Cash Equivalents	 (136)	 (1,226)
Cash And Cash Equivalents, Beginning	<u>303</u>	<u>1,529</u>
 Cash And Cash Equivalents, Ending	 <u><u>\$167</u></u>	 <u><u>\$303</u></u>

**EXHIBIT G**

Please note that the Applicant is currently finalizing its South Dakota Tariff and will submit the completed version for Commission approval as part of the present application process.

**EXHIBIT H**



## services portfolio

### **Team TNCI Partners for Your Success**

For more than 12 years, TNCI has been a leading national provider of quality voice and data services, delivering an unmatched balance of industry experience and stability. TNCI is profitable, financially solid and most importantly, renowned for consistently delivering on our commitments to our Customers. This financial strength feeds our ability to continue to enhance our programs and fortify our solution portfolio with the best of today's technologies, while we continue to target next generation developments. At TNCI we make it our business to know where the market is heading and we strive to lead the way.

At TNCI we partner with leading telecommunications providers to offer our Customers a portfolio of solutions including local and long distance service, audio/web conferencing, dedicated IP, integrated voice and data services, private line, frame relay, and enhanced network solutions.

### **Long Distance Keeps Savings Close at Hand**

Our Long Distance programs have the range and flexibility to meet the needs of every Customer. A dedicated Team TNCI Account Manager works closely with you to understand your long distance needs and design a long distance service package tailored to your specific usage patterns. A TNCI Account Manager will advise you with regard to a variety of issues including the viability of toll free services for organizational growth.

With one low, 24/7 flat rate and a wide range of service options, your costs stay low but your value remains high. Our dedication to your success pushes us to go one-step further by working with you to assign specific account codes to projects or employees enabling you to track calling patterns and ultimately control expenses.

For International Calling, TNCI offers discounts on ALL calls to targeted locations abroad with the ability to call over 200 locations and originate calls from over 31 international locations.

As a Responsible Organization (RespOrg), TNCI provides your business with greater control and management of your toll free lines. Our Enhanced Toll Free Services package turns toll free numbers into management tools with features customized to your business. A variety of routing programs and area code blocking keep your costs in line and enable your toll free lines to deliver the access to your company that means increased business.

### **TNCI Data Products Mean High-Speed and Efficiency**

A Data Product portfolio from Team TNCI allows you to complete your telecommunications bundle with a cost-effective solution to obtain network efficiency. The TNCI Data Product portfolio includes a range of products through top tier network providers including Frame Relay, Dedicated IP, Private Line, and Integrated voice and data service. These products offer your business a cost-effective way to obtain a high-speed connection to multiple locations, and provide network efficiency and continuous network monitoring to ensure peak performance. Data solutions from TNCI also offer you the flexibility to choose an integrated voice and data solution or full T-1, DS-3, or OC-x capacity to the Internet. As a TNCI Customer you will achieve your growth objectives with dynamic bandwidth products that deliver the flexibility to accommodate continuous increases in Internet usage throughout your organization.

TNCI's data products are carried on cutting edge technology: fiber optics, self-healing ring structures, and redundant capacity to ensure instantaneous restoration. The data program features a 45-day activation cycle and a dedicated Data Team to provide all TNCI customers with the individualized support they need.

The TNCI data product portfolio is a comprehensive offer, which integrates both network design and equipment services. Through a strategic partnership with WAN Technologies, TNCI can create a telecommunications solution that incorporates equipment, networking engineering as well as design, implementation, maintenance and management.

Team TNCI. Focused on You. Focused on Your Success.

Integrated  
communications  
solutions

CHARLES GATE WEST  
BOSTON, MA 02215  
877-600-TNCI  
www.tnci.com



## **TNCI Conferencing Brings You Together For Less**

TNCI Conferencing Solutions include a variety of tools to increase Customer productivity while reducing operating costs. Whether communicating around the corner or around the globe a TNCI conferencing solution offers the immediacy and flexibility to guarantee success. From traditional and expanded teleconferencing services to state-of-the-art video and web conferencing options, TNCI Conferencing solutions promote the increased collaboration that will keep our business Customers at the top of their game.

TNCI Conferencing brings teleconferencing solutions focused on increased productivity and ease of use. Empower your organization and foster collaboration with Reservationless Conferencing. Your employees will have the ability to create dial-in conference calls on demand without calling a service and making a reservation. It's cost effective, secure, and best of all, it keeps your team working together.

Event Conferencing helps Customers create and deliver the kind of collaborative events that are critical in today's business environment. From employees and shareholders, customers to consortiums, Event Conferencing delivers your audience the professionalism of an experienced Event Moderator and the security of knowing that the content of your call will be expertly archived for playback or future distribution. Add to this the ability to conduct Participant Opinion Polls on the Web, during the call, or at a later time, and you've got a state-of-the-art tool that brings you closer to all your key audiences.

If sharing documents and applications is critical to your collaboration TNCI offers the WebShare family of solutions. With WebShare all you need is a telephone, an Internet connection, and a web browser. WebShare Meeting provides reservationless on-line meetings where participants share documents, desktop applications, web sites, and text chat in a single session using standard web browsers. WebShare Event combines the interactivity of WebShare Meeting with audio Event or Reservationless Conferencing features to deliver scheduled events for large groups of people.

## **Specialty Services from Team TNCI**

### **CallBlock**

Industry changes and market shifts continually bring about the need for Specialty Services that address your business challenges. Recent legislation regarding telemarketing and resulting Do-Not-Call (DNC) Lists make certain compliances the law.

Team TNCI brings you state-of-the-art automated call blocking technology with CallBlock. A CallBlock solution allows TNCI customers with a dedicated voice solution from Qwest to implement a network-based solution to access state and national DNC Registry Lists. With CallBlock you can screen outbound calls to potential telemarketing clients against these lists. No additional hardware or software is required to get CallBlock up and run-

ning, though access to the Internet is required. Assign CallBlock by Trunk Group allowing the remaining channels on a T-1, PRI, or DS-3 to be used for non-telemarketing voice calls.

### **Enhanced Calling Card Services**

The Travel Advantage Calling Card from TNCI offers low-cost long distance and a host of other features that help to eliminate many of the issues involved in making calls from the road. With convenience and control in mind, Team TNCI designed the Travel Advantage Calling Card to include many of the features your employees have come to expect on their own phone. Easy number storage, pre-recorded message delivery within the U.S. and Canada and account control and management features are just a few of the many features available.

A low, flat rate applies to both intrastate and interstate calls made with the card. In addition you'll have global access and low rates to more than 200 international locations and the opportunity to make calls from more than 70 countries.

### **Call Tracker Time and Billing Software**

Created by Team TNCI in partnership with Service Intellect, Call Tracker offers the greatest call tracking and cost recovery value on the market today. Using account codes Call Tracker automatically posts phone calls directly into your active time and billing database. It posts monthly phone call records, included as part of your TNCI service, into your database as completely finished entries ready to bill. With Call Tracker you'll recognize work efficiencies, increased billable items, and reduced overhead costs.

## **Team TNCI Brings it All Together**

The range of our services is matched by the commitment of our Team. Our network of Agent Partners and our dedicated field Account Managers provide you with the continual support necessary to help you determine the right combination of products and services for your organization.

TNCI Sales Application Engineers and Technical Service Specialists work with you to provide added support and direction for our complete data product line. As a TNCI Customer you will receive technical assistance with all aspects of your telecommunications infrastructure, from selecting the right mix of product solutions, to coordination and network design.

The Dedicated Provisioning Team at TNCI ensures all TNCI Customers a smooth transition to our services. The Best-In-Class Program standardizes Dedicated Provisioning functions across all regions to effectively manage the critical turn up of service to our Customers. All TNCI solutions come with the assurances of a Team TNCI-led transition.

With the addition of our Customer Care professionals, Team TNCI delivers superior service and unmatched support for all aspects of your communications solution - starting day one.



## corporate profile

### **At TNCI Our Agents Are Our Focus**

Ask any TNCI Agent and they will tell you that partnering with TNCI makes the difference between just being in business and being a success. Our Independent Agent Programs provide unparalleled opportunities to manage and to grow your business. Our programs include the TNCI New Business Bonus Program which provides you with a cash bonus. It is no surprise that the TNCI Independent Agent program is continually recognized as one of the best in the industry.

All our Agent Programs are backed by the unequalled sales and back-office support Team TNCI provides. Their sole focus on the Agent Channel means you can count on Team TNCI to deliver what you need to be successful.

### **TNCI Delivers Experience, Stability, and Financial Strength**

For more than 12 years TNCI has been leading the industry in delivering an unmatched balance of industry experience and stability. Now more than ever, our proven ability to help our Agents successfully navigate a shifting and often times chaotic market presents unique opportunities for our Agents to successfully compete and win. As others come and go, TNCI continues to prove we are here to stay, in part due to the 30 years of marketing leadership and financial success of our parent company, Trans National Group.

TNCI is profitable, financially solid and most importantly, renowned for consistently delivering on our commitments to our Agents. This financial strength feeds our ability to continually enhance our Agent Programs and fortify our solution portfolio with the best of today's technologies – and target next generation technologies.

Our experience and financial strength are topped by a unique entrepreneurial spirit and agility that fuels everything we do. At TNCI we make it our business to know where the market is heading and we work closely with you to lead the way.

### **Team TNCI Brings it All Together**

Team TNCI delivers telecom professionals with extensive professional, industry, and TNCI experience focused on providing an unsurpassed level of Agent and Customer service and support.

The combination of our dedicated field-based Agent Managers and Corporate Liaisons provide you with continual support to help you manage the sales process.

TNCI Sales Application Engineers and Technical Service Specialists provide added support and direction for our complete data product line. As a TNCI Agent you will receive technical assistance with prospective sales, developing effective product solutions, coordination and network design.

The Dedicated Provisioning Team at TNCI ensures your customers a smooth transition to our services. The Best-In-Class Program standardizes Dedicated Provisioning functions across all regions to effectively manage the critical coordination between you, your customer, and TNCI carriers.

With the addition of our Customer Care professionals, Team TNCI delivers superior service and unmatched support for all aspects of your customers' communications solution – starting day one.

### **Focused on You Focused on Your Success**

As a single source for quality voice and data services TNCI offers you unique opportunities for success. Inside the TNCI portfolio are a range of solutions including local and long distance service, audio/web conferencing, dedicated IP, integrated T-1 services, private line, frame relay, and enhanced network solutions. TNCI also develops its own rate plans, billing platforms and service enhancements designed to allow you to offer your customers lower rates and superior value.

With this carefully orchestrated range of services and our committed Teams, TNCI helps to eliminate the obstacles you and your customers might otherwise face working with other communications providers. TNCI makes it easy for you. You make it easy for your customer.

Partner with a team as dedicated to your success as you are. Partner with Team TNCI.

Team TNCI. Focused on You. Focused on Your Success.

Integrated  
Communications  
Solutions

2 CHARLES GATE WEST  
BOSTON, MA 02215  
1-877-660-TNCI



## local solutions

### **TNCI Leads the Way with Innovative, Fully Loaded Local Solutions**

TNCI's innovative Local Solutions deliver simplicity and efficiency to Customers with both local and long distance services over the same line – and on one bill. TNCI's fully loaded Local Solutions have the range and flexibility to meet a wide range of your requirements with access to unlimited local usage and productivity features such as call forwarding, caller ID, hunting, and call waiting. TNCI also offers you the option of including, at additional cost, a comprehensive voice messaging service designed to meet the unique needs of your business. What's more, TNCI Local Solutions allow for a simple, seamless conversion from services offered by the major ILECs in key markets across the United States. In addition, TNCI offers Customers an innovative price protection plan for your local service that includes the opportunity to vacate your term if rates increase.

### **More Than Local Service – Full Service**

Team TNCI works closely with you to understand your local service requirements and design a local service package tailored to your specific usage patterns. TNCI will advise you with regard to effectively combining your local, long distance, and data services to achieve the most efficient solutions possible. With an integrated solution from TNCI your costs stay low but your value remains high. In addition, Team TNCI's robust billing system and our web-based portal, Customer Access, provides on-line access to critical account and billing information.

### **Team TNCI Partners for Your Success**

For more than 13 years, TNCI has been a leading national provider of quality commercial voice and data services, delivering an unmatched balance of industry experience and stability. TNCI is financially strong and renowned for consistently delivering on our commitments to our Customers.

### **Team TNCI Brings It All Together**

The range of our services is matched by the commitment of our Team. Our network of Agent Partners and our dedicated field Agent Managers provide you with the continual support necessary to help you determine the right combination of products and services for your organization.

TNCI Sales Application Engineers and Technical Service Specialists work with you to provide added support and direction for our complete data product line. As a TNCI Customer you will receive technical assistance with all aspects of your telecommunications infrastructure, from selecting the right mix of product solutions, to coordination and network design.

The Dedicated Provisioning Team at TNCI ensures all TNCI Customers a smooth transition to our services. The Best-In-Class Program standardizes Dedicated Provisioning functions across all regions to effectively manage the critical turn up of service to our Customers. All TNCI solutions come with the assurances of a Team TNCI-led transition.

With the addition of our Customer Care professionals, Team TNCI delivers superior service and unmatched support for all aspects of your communications solution – starting day one.

Team TNCI. Focused on You. Focused on Your Success.