

**OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION**

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ORIGINAL

ILLINOIS
COMMERCE COMMISSION

Ma 28 9 19 AM '00

Docket No. 00-0242 CHIEF CLERK'S OFFICE
ICC Office Use Only

US Ave-Tel, Inc.

Application for a certificate of
local and interexchange authority
to operate as a reseller and facilities
based carrier of telecommunications
services throughout the
State of Illinois.

APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER

GENERAL

1. Applicant's Name (including d/b/a, if any):

FEIN # Applied For

US Ave-Tel, Inc.
3555 Salt Creek Lane
Arlington Heights, Illinois 60005

2. Authority Requested: (Mark all that apply) X 13-403 x 13-404
 X 13-405

3. Request for waivers/variances: In applications for exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting.

X Part710 X Part735 X Section 735.180 Other

4. In what area of the state does the Applicant propose to provide service?

Throughout the State of Illinois, to the extent permitted by law. The Company does not currently plan to provide local exchange services in those areas where a small or rural LEC is exempt from the requirement to provide services to competing telecommunications carriers.

5. Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application
- b) consumer issues
- c) customer complaint resolution
- d) technical and service quality issues
- e) "tariff" and pricing issues
- f) 9-1-1 issues
- g) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

The following individual is the contact person for each of the matters referred to:

Martin Gilmore, President
US Ave-Tel, Inc.
3555 Salt Creek Lane
Arlington Heights, Illinois 60005
(847) 398-9200
(847) 398-0704 (facsimile)
MartinPGilmore@avenew.com

With copies to:

Henry T. Kelly
O'Keefe, Ashenden, Lyons and Ward
30 N. **LaSalle** St., Suite 4100
Chicago, Illinois 60602
(312) 621-0400
(312) 621-0297 (Facsimile)
HKelly@oalw.com

6. Please check type of organization?

Individual

Corporation

Partnership

Date corporation was formed: March 3, 2000

In what state? Delaware

Other (Specify)

7. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

A copy of the articles of incorporation are attached hereto as an Exhibit.

A copy of the application for authority to transact business in Illinois (filed on about March 7, 2000) is also attached as an exhibit.

8. List jurisdictions in which Applicant is offering service(s).

None

9. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

YES (Please provide details) NO

10. Have there been any complaints against the Applicant in any other jurisdiction?

- Y E S NO

If YES, describe fully.

11. Will the Applicant keep its books and records in Illinois? YES NO

If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

MANAGERIAL

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

This information will be produced prior to the hearing on the application, and in the Company's **prefiled** testimony.

13. List officers of Applicant,

Martin P. **Gilmore**, President and Sole Director
Eric M. Loughmiller, Secretary

14. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? X YES NO

If YES, list entity. Mr. **Gilmore** and Mr. Loughmiller own very minority interests of stock in publicly-traded telecommunications companies.

15. How will Applicant bill for its service(s)? Directly bill customers.

16. How does Applicant propose to handle service, billing, and repair complaints?

Customers may contact Applicant 24 hours per day, seven days per week at a telephone number to be established. Applicant intends to have a local office with technical staff before initiating facilities-based services.

17. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? X YES NO

18. What telephone number(s) would a customer use to contact your company?

Not yet available.

19. What are your procedures to prevent unauthorized “slamming” of customers?

The Company **will** comply with **all** state and federal regulations that govern and prohibit “slamming” and “cramming” practices, including the use of specific detailed scripts for any telemarketing companies and the use of third-party verification companies.

20. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

 X YES NO (If no, please provide an explanation.)

21. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation? X YES
 NO

FINANCIAL

22. Please attach evidence of applicant’s financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant’s financial resources and ability to provide service.

This information will be produced prior to the bearing on the application, and in the Company’s **prefiled** testimony.

TECHNICAL

23. Does Applicant utilize its own equipment and/or facilities? X YES NO

If YES, please list: Initially, Applicant will resell services and then it intends to install facilities and purchase unbundled network elements from the incumbent local exchange carriers, as necessary.

If NO, which facility provider(s)’s services does Applicant use?

24. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).

Applicant will provide resold and/or facilities-based local and long distance services.

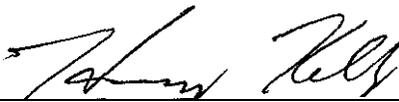
The company seeks authority to provide facilities-based and resold local exchange, exchange access and interexchange telecommunications services, including prepaid services, throughout the State of Illinois, to the extent permitted by law. The company initially will resell the services of other carriers. In the future, to provide facilities-based service, the company likely will install Class 4 and Class 5 switches. The company will *also* use state-of-the-art software and transmission equipment. The company also intends to purchase unbundled network elements and collocate equipment in central offices. With respect to its local exchange offerings, the company intends to provide all forms of telecommunications services, including: (1) basic exchange services; (2) customer and CLASS features; (3) ancillary services (911, E911, directory listings, directory assistance, etc.); and special access services.

25. Will technical personnel be available at all times to assist customers with service problems?

 X YES NO

26. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? YES NO

Not Applicable.



Henry T. Kelly

Henry T. Kelly
O'Keefe, Ashenden, Lyons and Ward
30 N. LaSalle St., Suite 4100
Chicago, Illinois 60602
(312) 621-0400

State of Delaware

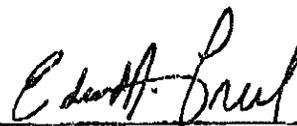
PAGE 1

Office of the Secretary of State

I, **EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "US AVE-TEL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2000, AT 4 O'CLOCK P.M.**

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





Edward J. Freel, Secretary of State

3187684 8100

001110182

AUTHENTICATION: 0295645
DATE: 03-06-00

CERTIFICATE OF INCORPORATION

OF

US AVE-TELL. INC.

ARTICLE I

The name of the Corporation is US Avc-Tel, Inc.

ARTICLE II

The address of the **Corporation's registered office** in **the** State of Delaware is **1013 Centre Road**, in the City of **Wilmington, County of New Castle**. **The name** of its **registered agent** at such **address is** The **Prentice-Hall Corporation System, Inc.**

ARTICLE III

The nature of the **business or purposes** to be conducted or **promoted is** to **engage** in any lawful act or activity for which **corporations** may be organized **under the** General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation **shall have** authority to issue is **1,000** shares of common stock and **the par** value of each such share is **\$0.01** per share.

ARTICLE V

The name and mailing address of the incorporator is **Marie E. Weichman**, 3 11 South **Wacker** Drive, Suite 3000, Chicago, Illinois 606064677.

ARTICLE VI

In **furtherance** and not in limitation of the Powers conferred by the **laws of the State of Delaware, the** board of directors is **expressly authorized** to adopt, amend or **repeal** the by-laws of the Corporation.

ARTICLE VII

The business and affairs of the Corporation **shall be** managed by the **board of directors, and the directors need** not be **elected by written** ballot **unless** the by-laws so provide.

ARTICLE VIII

No director of the Corporation shall be personally liable to the Corporation or its stockholders for **monetary damages** for **breach** of **fiduciary** duty by such director **as a** director; provided, however, that this Article **VIII shall not eliminate or** limit the liability of a **director** to the extent provided by **applicable** law (i) for any breach of the director's duty of loyalty to the Corporation or its **stockholders**, (ii) for acts or **omissions** not in good faith **or** which involve intentional misconduct or **a** knowing **violation** of law. (iii) under section **174** of the **General Corporation Law of Delaware**; or (iv) for any **transaction from** which the director **derived** an **improper** personal **benefit**. No amendment to or **repeal** of this **Article VIII** 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 **appeal**.

ARTICLE IX

The Corporation reserves the right to **amend** and **repeal** any **provision contained** in this **Certificate** of Incorporation in **the manner** prescribed by the laws of **the State** of Delaware. **All rights herein conferred** are granted subject to this reservation.

I, **THE UNDERSIGNED**, being the **incorporator hereinafter named**, for **the purpose** of forming a corporation pursuant to **the General Corporation Law of Delaware**, do make this certificate, hereby **declaring** and **certifying** that this is **my** act and deed and **the** facts herein stated are true, and **accordingly** have hereunto **set** my hand this **3rd** day of **March**, 2000.



Marie E. Weichman, Incorporator

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

This space for use by
Secretary of State

Date _____
License Fee \$ _____
Franchise Tax \$ _____
Filing Fee \$ _____
Penalties \$ _____
Approved: _____

1. (a) CORPORATE NAME: USAve-Tel, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: N.A.
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in Me
transadion of business In Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: March 3, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 3555 Salt Creek Lane
Arlington Heights, IL 60005
(b) Address of principal office in Illinois: 3555 Salt Creek Lane
Arlington Heights, IL 60005
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent Robert A. McWilliams
First Name Middle Name Last Name
Registered Office 311 South Wacker Drive, Suite 3000
Number Street Suite #
Chicago 60606-6677 Cook
City ZIP Code County

5. States and countries in which It is admitted or qualified to transact business: (Include state of incorporation)

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	state	ZIP
President	<u>Martin P. Gilmore</u>	<u>3555 Salt Creek Lane, Arlington Heights, IL</u>	<u>60005</u>		
Secretary	<u>Eric M. Loughmiller</u>	<u>35.55 Salt Creek Lane, Arlington Heights, IL</u>	<u>60005</u>		
Director	<u>Martin P. Gilmore</u>	<u>3555 Salt Creek Lane, Arlington Height, IL</u>	<u>60005</u>		
Director					
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in **transacting** business in this state:
(If not **sufficient** space to cover this point, add one or more sheets of this sire.)

The **purpose of the corporation** is to **engage in any lawful acts or activities for which corporations may be organized to do business under the General Corporation Law of the state of Delaware and permitted under the Illinois Business Corporation Act of 1983, as amended.**

9. Authorized and **issued** shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N.A.	\$.01	1,000	1,000

9. Paid-in Capital; \$ 1,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- 10. (a) Give an **estimate** of the total value of all the **property*** of the corporation for the following year: \$ 5,000,000
- (b) Give an estimate of **the** total value of all the **property*** of the corporation for the **following** year that will be located **in Illinois**: \$ 3,000,000
- (c) State the estimated **total** business of **the** corporation to be transacted by it everywhere for **the** following year: \$ 10,000,000
- (d) State the **estimated** annual business of the **corporation** to be transacted by it at or from places of **business in** the State of **Illinois**: \$ 5,000,000

11. Interrogatories: (Important- this section must be **completed**.)

- ** (a) **Office** or offices to which all contracts with the **corporation** are forwarded for **final** acceptance:
- (b) Number of shares of **all** classes owned by residents of **Illinois**: 1,000
- (c) Number of shares of **all** classes owned by **non-residents** of **Illinois**: 0
- (d) Is the corporation transacting **business** in this state at this **time**? No
- (e) If the **answer** to item 1 l(d) is yes, **state** the **exact** date on which it commenced to **transact** business in Illinois:

12. This application is **accompanied** by a **certified** copy of the **articles** of incorporation, as amended, duly authenticated, within the last ninety (**90**) days, by the proper **officer** of the state or country wherein the corporation is incorporated.

13. The undersigned corporation **has** caused this statement to be **signed** by **its** duly authorized **officers**, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All **signatures** must be in **BLACK INK.**)

Dated March 7 2000 US Avc-Tel, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)
 attested by *Eric Miller* *Martin P. Gilmore*
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Eric Miller, Secretary Martin P Gilmore, President
 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in **this** application shall apply to **all property** of the **corporation**, real, personal, tangible. Intangible. or mixed without **qualifications**.

** When the response to **#11(a)** lists **ONLY** an Illinois **address**, then **the** total business as reflected in **#10(c)** is **also** considered to be **Illinois business** for the purpose of **computing** the Illinois allocation factor. By **signing** this **application**, the corporation affirms **that** it is aware that the **amount** of paid-in **capital**, and consequently the amount of **license fees** and **franchise taxes**, may be proportionately **higher** due to **the** Illinois **address** shown under **#11(a)**.