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July 7, 1999

**Via Federal Express**

Blanca S. Bayo  
Director, Division of Records & Reports  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0870

990891-TX

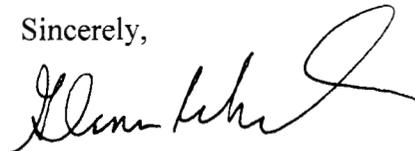
**Re: Application of Comm South Companies, Inc. and  
Topp Telecom, Inc. for Approval of Transfer of Control**

Dear Ms. Bayo:

Transmitted herewith for filing are an original and six (6) copies of an Application of Comm South Companies, Inc. and Topp Telecom, Inc. seeking approval from the Florida Public Service Commission for a transfer of control. Expedited treatment of this application is requested.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed self-addressed, stamped envelope. If you have any questions regarding this matter, please contact the undersigned.

Sincerely,



Glenn S. Richards

Enclosures

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FPSC-RECORDS/REPORTING

RECEIVED  
FLORIDA PUBLIC  
SERVICE COMMISSION

Before the  
PUBLIC SERVICE COMMISSION  
OF THE STATE OF FLORIDA

In the Matter of the Application of )  
 )  
Comm South Companies, Inc. and Topp ) Docket No. \_\_\_\_\_  
Telecom, Inc. For Approval of )  
Transfer of Control )

APPLICATION

Comm South Companies, Inc. and Topp Telecom, Inc., by their attorneys, hereby respectfully request authority from the Florida Public Service Commission ("Commission"), pursuant to Florida Statutes § 364.33, for the purchase by Topp Telecom, Inc. of all of the outstanding common stock of Comm South Companies, Inc. In support thereof, it is respectfully shown as follows:

**I. The Applicants**

Comm South Companies, Inc. ("Comm South") is a privately-held Texas corporation. Its principal business office is at 6830 Walling Lane, Dallas, Texas 75231. Comm South is authorized to provide local telecommunications services in Florida. See Order No. PSC-96-1387-FOF-TX, Docket No. 960987-TX. Comm South is controlled by three shareholders, Jim Graham, Steve Harvanek, and William Tobin Wilson.

Topp Telecom, Inc. ("Topp") is a Florida corporation with its principal business office at 8390 N.W. 25th Street, Miami, Florida 33122. Topp is a leading provider of prepaid wireless services in the United States. Topp was incorporated in 1996 and currently operates as a cellular reseller in all 50 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands,

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providing local cellular numbers to customers at any location in the United States with cellular coverage. The service is available through more than 15,000 points of distribution nationwide.

The shareholders of Topp and their relevant ownership percentages are as follows:

Inmobiliaria Aztlan, S.A. de CV (77.3%)  
CellStar Telecom, Inc. (9.7%)  
David Topp (8.9%)  
F.J. Pollak (4.1%)

## II. Designated Contacts

The designated contact for questions concerning this Application is:

Glenn S. Richards, Esq.  
Fisher Wayland Cooper Leader & Zaragoza L.L.P.  
2001 Pennsylvania Ave., N.W., Suite 400  
Washington, D.C. 20006  
Telephone: (202) 659-3494  
Facsimile: (202) 296-6518

The designated contact for questions concerning Topp is:

F.J. Pollak  
Chairman & CEO  
Topp Telecom, Inc.  
8390 N.W. 25th Street  
Miami, Florida 33122  
Telephone: (305) 640-2000  
Facsimile: (305) 640-2070

The designated contact for the continuing operations of Comm South is:

Chris A. Caffey  
Senior Vice President  
Comm South Companies, Inc.  
6830 Walling Lane  
Dallas, Texas 75231  
Telephone: (972) 690-9955  
Facsimile: (972) 690-9959

### **III. Description of the Transaction**

On June 22, 1999, Topp, Comm South and Comm South's shareholders entered into a Stock Purchase Agreement, pursuant to which Topp will acquire 100 percent of the outstanding shares of Comm South. The transaction is scheduled to close immediately following the receipt of all required state public utility commission approvals.

Although the acquisition will result in a change in control of Comm South, it will not involve a change in the manner in which services are provided to Comm South's customers. After the acquisition, Comm South will become a wholly-owned subsidiary of Topp. Comm South will continue to operate in Florida with its current name, providing service under its existing tariffs. Furthermore, the company will be managed by a highly qualified team of management personnel, all of whom have experience in the telecommunications industry. Mr. Chris A. Caffey will direct the day-to-day operations of Comm South, and the present managers of Comm South will continue to provide consulting services to Topp through the end of 1999. A description of Mr. Caffey's managerial qualifications is attached hereto as Exhibit A. The proposed transaction, therefore, will be virtually transparent to Comm South's Florida customers.

### **IV. Public Interest Analysis**

Consummation of the proposed transaction will serve the public interest. The acquisition of Comm South will promote competition by enabling Comm South to have access to Topp's technical resources and distribution capabilities so that it may expand its facilities and service offerings in Florida and throughout the country. In short, Comm South will be positioned to become a more effective competitor in the Florida telecommunications market.

Because the aforementioned transaction will assist in the development of competition in the local telecommunications market, the public interest will benefit by approval of the authority requested herein.

WHEREFORE, it is respectfully requested that the Commission grant the Application herein on an expedited basis, including the following specific relief:

1. Authorizing Topp to acquire 100 percent of the stock of Comm South.
2. Granting such other consents, authorizations and waivers as may be necessary to effectuate the authority sought herein.

Respectfully submitted,

**Comm South Companies, Inc.**  
**Topp Telecom, Inc.**

by: 

Glenn S. Richards  
Fisher Wayland Cooper Leader  
& Zaragoza L.L.P.  
2001 Pennsylvania Ave., N.W., Suite 400  
Washington, D.C. 20006  
202-659-3494 (phone)  
202-296-6518 (fax)

Their Attorneys

Dated: July 7, 1999

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VERIFICATION

I am authorized to represent Topp Telecom, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

By: [Signature]

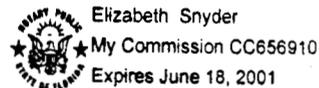
Name: FJ PELLAK

Title: CHAIRMAN and CEO

Date: 6/30/99

Sworn and subscribed to before me this 30  
day of June, 1999.

[Signature]  
Notary Public



My Commission expires June 18, 2001

[Signature]

VERIFICATION

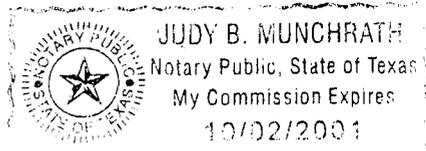
I am authorized to represent Comm South Companies, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

By: *[Signature]*  
Name: John GRAHAM  
Title: PREZ  
Date: JUNE 25, 1999

Sworn and subscribed to before me this 25  
day of JUNE, 1999.

*Judy B. Munchrath*  
Notary Public

My Commission expires 10/02/2001



**EXHIBIT A**

**Qualifications of Chris A. Caffey**

**Chris A. Caffey – Senior Vice President, Chief Operating Officer and Chief Financial Officer**

Mr. Chris Caffey is a Senior Vice President, Chief Operating Officer and Chief Financial Officer of the Company. Mr. Caffey has been employed with Comm South since March 1998. From 1966-1998, Mr. Caffey served as principal of the Caffey Group, a telecommunications consulting firm in Arlington, Texas specializing in strategic planning. From 1993-1996, he was Vice President of USA Healthcare's consulting practice. Prior to that Mr. Caffey served as a health care cost containment and operations management consultant for LBA Health care in Englewood, Colorado. Mr. Caffey earned a Bachelor of Arts In Economics from Austin College and Masters in International Business from American Graduate School of International Management, Thunderbird Campus.