



TAX PARTNERS

October 16, 2000

Florida PUC Fee
Division of Administration
Anne Kesal
2540 Shumard Oak Blvd
Tallahassee, FL 323990850

Re: Phones for All, Inc.
Preferred Carrier Services, Inc.
Preferred Carrier Services of Virginia, Inc.

To Whom It May Concern:

The above listed companies entered into a bankruptcy action effective on 11/18/00. At the time the bankruptcy petition was filed, one or all of the companies owed your jurisdiction \$2,182.80. Attached is a copy of a document notifying you that a disclosure statement has been filed with the bankruptcy court and that such statement includes the liability to your jurisdiction.

If you have any questions, please contact Cathy Pohoreske at the law offices of McGuire, Craddock, Strother & Hale at 214-954-6868.

Tax Partners, L.L.C.
Tax Compliance Vendor for Taxpayer

Enclosure

- APP _____
- CAF _____
- CMP later
- COM _____
- CTR _____
- ECR _____
- LEG _____
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- PAI _____
- RGO _____
- SEC 1
- SER _____
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FPSC-RECORDS/REPORTING

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00 OCT 23 PM 3:50
RECORDS AND
REPORTING

TAX PARTNERS, L.L.C.
ONE TOWERS CREEK
3101 TOWER CREEK PARKWAY 6TH FLOOR
ATLANTA, GEORGIA 30339
PH 770.956.7525
FAX 770.956.0700
WWW.TAXPARTNERS.COM

2. October 20, 2000 at 4:00 p.m. is fixed as the last day for filing and serving in accordance with Fed. R. Bankr. P. 3017(a) written objections to the disclosure statement.

Written objections are to be served on the following parties:


J. Mark Chevallier
McGuire, Craddock, Strother & Hale, P.C.
500 North Akard, Suite 3550
Dallas, Texas 75201

Warren Warren H. Smith, Esq.
DONOHUE, JAMESON & CARROLL, P.C.
3400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270-2120

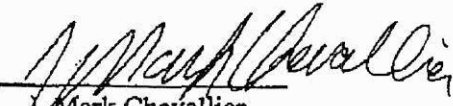
3. Counsel for Debtors is directed to serve this Order on all creditors, equity interest holders and parties who have filed a Notice of Appearance

4. Requests for copies of the Disclosure Statement and Plan shall be mailed or faxed to the attorney for the Debtor at McGuire, Craddock, Strother & Hale, 500 N. Akard, Suite 3550, Dallas, Texas 75201, facsimile (214) 954-6868, Attention: Cathy Pohoreske.

SIGNED this 23rd day of September, 2000.


HONORABLE STEVEN A. FELSENTHAL
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

By: 
J. Mark Chevallier

State Bar No. 04199170

MCGUIRE, CRADDOCK, STROTHER & HALE, P.C.

500 North Akard, Suite 3550

Dallas, Texas 75201

(214) 954-6800

Telecopy: (214) 954-6868

ATTORNEYS FOR DEBTORS

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COPY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SEP 14 2000

IN RE:	§	
	§	
Phones for All, Inc.,	§	Case No. 99-38080-SAF-11
Preferred Carrier Services, Inc.,	§	Case No. 99-38082-SAF-11
Preferred Carrier Services of Virginia, Inc.	§	Case No. 99-38084-SAF-11
	§	
Debtors. T1458	§	Jointly Administered Under
TX035	§	Case No. 99-38080-SAF-11
	§	
	§	Hearing Date: September 11, 2000
	§	Hearing Time: 2:30 p.m.

INTERIM ORDER APPROVING POST-PETITION FINANCING

Came on to be considered at an interim hearing held September 11, 2000, the Third Emergency Motion for Approval of Post-Petition Financing (the "Financing Motion"), filed by Phones for All, Inc., Preferred Carrier Services, Inc. and Preferred Carrier Services of Virginia, Inc. (the "Debtors"). After reviewing the Financing Motion and considering the evidence presented and the statements of counsel regarding the relief requested in the Financing Motion, the Court finds and orders as follows:

OBJECTION NOTICE

1. Pursuant to Bankruptcy Rule 4001(d)(2), any objection to this Interim Order Approving Post-Petition Financing (the "Financing Order") must be filed with the Court and delivered to the Debtors and all counsel of record on or before September 26, 2000. The mailing of a copy of the Financing Motion and this Financing Order by first class mail, postage prepaid, on those entities required under Bankruptcy Rule 4001(c)(1) shall be deemed to constitute compliance with the applicable notice provisions of Bankruptcy Rule 4001. If no objection to the Financing Motion and to this Financing Order is timely filed and, in any event, with respect to advances made

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through the date of any Order modifying this Financing Order, this Financing Order shall become final without further Order of this Court. In the event a timely objection is filed hereto, a final hearing on the Financing Motion requesting authorization for Final Post-Petition Financing consistent with the relief requested by the Debtors at the hearing held September 11, 2000, will be held before the Honorable Steven A. Felsenthal, United States Bankruptcy Court, 1100 Commerce, 14th Floor, Dallas, Texas 75242. Notwithstanding such objections, Peter Sahagen ("Lender") shall be entitled to all rights, priorities, protections with respect to all advances made through the date of any order modifying this Financing Order.

2. The arrangements authorized in this Financing Order have been negotiated at arms-length, are fair and equitable under the circumstances, and are enforceable pursuant to their terms. Lender and the Debtors have acted in good faith (including, without limitation, as that term is used in 11 U.S.C. § 363 and 364 and otherwise) in the negotiation and preparation of this Financing Order and the related note and security agreement, have been represented by counsel, and intend to be and are bound by its terms. Lender is entitled to and is hereby granted the protections of a good faith lender under 11 U.S.C. §§ 364(c)(1).

3. The Debtors are unable to obtain unsecured credit pursuant to 11 U.S.C. §§ 364(a) and (b) or otherwise for the purposes described in the Financing Motion. No source of credit for the Debtors other than the financing to be provided under this order, whether interim or otherwise, presently exists. Good, adequate, and sufficient cause has been shown to justify the granting of the relief requested herein. This Financing Order is entered to prevent immediate and irreparable harm to the Debtors' estate.

4. This Financing Order is entered pursuant to, and shall be construed and be consistent with, 11 U.S.C. §364, and Federal Rule of Bankruptcy Procedure 4001(c)(2).

5. The Debtors are hereby authorized to incur post-petition financing in the aggregate amount of \$750,000.00 from Lender (the "Post Petition Financing") provided, however, that Debtors' may draw only the sum of \$350,000 of the Post Petition Financing pending any objections filed pursuant to paragraph 1 herein. The Post Petition Financing shall be used only to operate the Debtors' businesses in their ordinary course.

6. Pursuant to 11 U.S.C. § 364(c) to provide for the prompt payment and performance of any and all obligations, liabilities and indebtedness of the Debtors to Lender, Lender shall have and is hereby expressly granted, effective on or after the date of this Order a first priority security interest and lien on any and all unencumbered property of the Debtors' estates (including, but not limited to all cash, cash accounts, accounts receivable, inventory, general intangibles, equipment, and furniture), regardless of whether of said property interest arose prior to or after the commencement of the respective cases captioned herein above, except for claims and causes of action of the Debtors' estates including, without limitation, claims arising under Chapter 5 of the United States Bankruptcy Code ("Avoidance Actions").

7. This Financing Order shall be sufficient and conclusive evidence of the claims of Lender and the security granted and created herein shall, by virtue of this Financing Order, constitute a valid claim without the necessity of creating, filing, recording, or serving any proofs of claim or other documents that might otherwise be required.

8. The Debtors are hereby authorized and directed to perform all acts, take any action, and execute and comply with the terms of such other documents, instruments, and agreements, as Lender may reasonably require.

9. The terms and provisions of this Financing Order and any actions taken pursuant hereto, shall survive entry of any order that may be entered (a) converting to Chapter 7 or dismissing

this case, or (b) confirming or consummating any plan of reorganization of the Debtors' estate, provided that the terms of this Order shall not vary, alter or amend the rights of the parties-in-interest in this case pursuant to the Order Under 11 U.S.C. § 363 Approving and Authorizing the Sale of Substantially All Assets of the Debtors' Free and Clear of Liens, Claims, Encumbrances and Other Interests. The terms and provisions of this Financing Order, granted and continued pursuant to this Financing Order shall continue in this or any superseding case under the Bankruptcy Code, until the Post Petition Financing is indefeasibly satisfied in full by its terms and discharged.

10. The provisions of this Financing Order shall inure to the benefit of the Debtors, and Lender, and they shall be binding upon (a) the Debtors' estates, and each of their respective successors and assigns, including any successor Trustee(s) or other fiduciaries hereafter appointed as legal representatives of the Debtors' estates or with respect to property of the Debtors' estates, whether under Chapter 11 of the Code or any subsequent Chapter 7 case, and (b) all creditors of the Debtors' estates and other parties in interest.

11. The Debtors' counsel shall serve a copy of this Financing Order on the following parties via first class U.S. mail, postage prepaid: (a) the Office of the United States Trustee, (b) the United States Internal Revenue Service, (c) all parties in interest who have filed a notice of appearance, and (d) all parties entitled to notice of the Financing Motion and Financing Order pursuant to Bankruptcy Rule 4001(c).

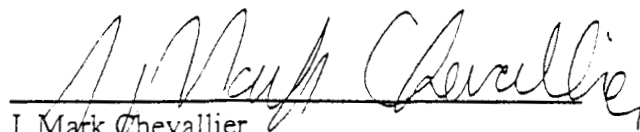
12. This Financing Order, and the findings of fact and conclusions of law contained herein, shall be effective upon signature by the Court, and may be relied upon by Lender and the Debtors (on behalf of the Debtors' estates) without the necessity of entry into the docket sheet of this Case. To the extent any findings may constitute conclusions, and *vice versa*, they are hereby deemed as such.

IT IS SO ORDERED.

SIGNED this _____ day of _____, 2000.

HONORABLE STEVEN A. FELSENTHAL
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:



J. Mark Chevallier
State Bar NO. 04189170
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500 North Akard
3550 Lincoln Plaza
Dallas, TX 75201
(214) 954-6800
(214) 954-6868 - facsimile

ATTORNEYS FOR THE DEBTORS

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(3695)

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COPY

JUL - 5 2000

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:

	§	
	§	
Phones for All, Inc.,	§	Case No. 99-38080-SAF-11
Preferred Carrier Services, Inc.,	§	Case No. 99-38082-SAF-11
Preferred Carrier Services of Virginia, Inc.	§	Case No. 99-38084-SAF-11
	§	
Debtors.	§	Jointly Administered Under
	§	Case No. 99-38080-SAF-11
	§	
	§	Hearing Date: June 29, 2000
	§	Hearing Time: 12:00 p.m.

DEBTORS' WITNESS AND EXHIBIT LIST

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Phones for All, Inc., Preferred Carrier Services, Inc., and Preferred Carrier Services of Virginia, Inc., Debtors herein, and files this their Witness and Exhibit List for the hearing on Debtors' Emergency Motion for Order Authorizing the Sale of Substantially all of the Assets of the Debtors Free and Clear of all Liens, Claims and Encumbrances ("Motion for Sale") set before the Bankruptcy Court on June 29, 2000. The Debtors may call the following witnesses and introduce the following exhibits at the hearing on the Motion for Sale.

A. WITNESSES

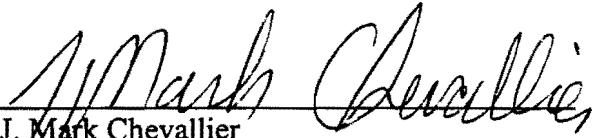
1. Steve Jamieson;
2. Jon Pesnell;
3. Barry Casey;

4. Designated representative(s) of successful bidder(s);
5. Any party designated by any other party-in-interest; and
6. The Debtors reserve the right to call rebuttal witnesses as necessary.

B. EXHIBITS

1. Successful bid(s);
2. Proof of financial ability to close of successful bidder(s);
3. Any document designated by any other party-in-interest; and
4. The Debtors reserve the right to introduce rebuttal exhibits as necessary.

Respectfully submitted,




J. Mark Chevallier
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& Hale, P.C.
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(214) 954-6804 - Telephone
(214) 954-6868 - Telecopier

ATTORNEYS FOR THE DEBTORS

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing pleading was served via First Class Mail, prepaid postage, and/or via facsimile as indicated, on the 26th day of June, 2000, on all of the parties on the attached service list.



J. Mark Chevallier