

ORIGINAL

APPLICATION

1. This is an application for (check one):

Original certificate (new company).

001621-TX

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval for transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Comm South Companies, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

Florida Comm South

4. Official mailing address (including street name & number, post office box, city, state, zip code):

Comm South Companies, Inc.

2909 N. Buckner Boulevard, Suite 800

Dallas, TX 75228

5. Florida mailing address (including street name & number, post office box, city, state, zip code):

Comm South Companies, Inc. c/o CT Corporation

1200 South Pine Island Road

Plantation, FL 33324

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

MTS.

6. Structure of organization:

- | | | | |
|-------------------------------------|---------------------|--------------------------|---------------------|
| <input type="checkbox"/> | Individual | <input type="checkbox"/> | Corporation |
| <input checked="" type="checkbox"/> | Foreign Corporation | <input type="checkbox"/> | Foreign Partnership |
| <input type="checkbox"/> | General Partnership | <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | General _____ | | |

7. **If individual**, provide:

Name _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. **If incorporated in Florida**, provide the proof of authority to operate in Florida.

- (a) **The Florida Secretary of State corporate registration number:**

9. **If foreign corporation**, provide proof of authority to operate in Florida:

- (a) **The Florida Secretary of State corporate registration number:**

F96000003287

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

- (a) **The Florida Secretary of State fictitious name registration number:**

G96233000035

11. **If a limited liability partnership**, provide proof of registration to operate in Florida:

(a) **The Florida Secretary of State registration number:**

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) **The Florida registration number:** _____

14. Provide **F.E.I. Number** (if applicable): 752587984

15. *Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:*

(a) *adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.*

No

(b) an officer, director, partner, or stockholder in any other Florida certificated telephony company. If yes, give name of company and relationship. If no longer associated with the company, give reason why not.

No

16.

Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name Glenn Richards

Title: Counsel for Comm South Companies, Inc.

Address: Shaw Pittman

2300 N Street, N.W.

City/State/Zip: Washington, D.C. 20037-1128

Telephone No.: 202-663-8000

Fax No.: 202-663-8007

Internet E-Mail Address: glenn.richards@shawpittman.com

Internet Website Address: www.shawpittman.com

With a copy to :

Name Norman H. Horton

Title: Counsel for Comm South Companies, Inc.

Address: Messer Caparello & Self, P.A.

215 South Monroe Street, Suite 701

City/State/Zip: Tallahassee, FL 32301

Telephone No.: 850-425-5213

Fax No.: 850-224-4359

Internet E-Mail Address: nhorton@lawfla.com

Internet Website Address: _____

(b) Official point of contact for the ongoing operations of the company:
(with copies to Applicant's counsel listed in (a))

Name Dick Ivey

Title: Chief Operations Officer

Address: 2909 N. Buckner Boulevard, Suite 800

City/State/Zip: Dallas, TX 75528

Telephone No.: 972-690-9955 **Fax No.:** 972-690-9959

Internet E-Mail Address: divey@commsouth.net

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name Bobby Glover

Title: Regulatory Affairs Manager

Address: 2909 N. Buckner Boulevard, Suite 800

City/State/Zip: Dallas, TX 75228

Telephone No.: 972-690-9955

Fax No.: 972-690-9959

Internet E-Mail Address: bglover@commsouth.net

Internet Website Address: _____

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

See attached Exhibit A

(b) has applications pending to be certificated as an alternative local exchange company.

See attached Exhibit A

(c) is certificated to operate as an alternative local exchange company.

See attached Exhibit A

- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

See attached Exhibit A

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

See attached Exhibit A

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

See attached Exhibit B

18. Submit the following:

A. Financial stability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the application does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet;
2. income statement; and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See attached Exhibit C

- B. **Managerial capability:** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

See attached Exhibit D


- C. **Technical capability:** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

See attached Exhibit D

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Signature		Date	<u>10-25-00</u>
President	_____	972-690-9955	_____
Title	_____	Telephone No.	_____
Address:	<u>2909 N. Buckner Boulevard, Suite 800</u>	972-690-9959	_____
	_____	Fax No.	_____
	<u>Dallas, TX 75228</u>	_____	_____

Attachments:

- A – CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B – INTRASTATE NETWORK
- C – AFFIDAVIT

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____,

(Title) _____ of (Name of Company)

_____ and current holder of Florida Public Service Commission Certificate Number # _____

_____, have reviewed this application and join in the petitioner's request for a:

() sale

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address:

Fax No.

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. POP: Addresses where located, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. TRANSMISSION OF FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing that the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

Signature	<u>Larry Long</u>	Date	<u>10-20-00</u>
Title	<u>President</u>	Telephone No.	<u>972-690-9955</u>
Address:	<u>2909 N. Buckner Boulevard, Suite 800</u>	Fax No.	<u>972-690-9959</u>
	<u>Dallas, Tx 75228</u>		

Exhibit A

Jurisdictions in which Applicant offers or provides services

Applicant is currently authorized to provide facilities-based local telecommunications services in Delaware and Michigan. Applicant's wholly-owned subsidiary, E-Z Tel, Inc., also is authorized to provide facilities-based local telecommunications services in North Carolina.

Applicant is authorized to provide resold local telecommunications services in Alabama, Arizona, Arkansas, Colorado, Connecticut, District of Columbia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Dakota, Oklahoma, Oregon, Rhode Island, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin and Wyoming. Additionally, through its wholly-owned subsidiaries Georgia Comm South, Inc., E-Z Tel, Inc. and Comm South Companies of Virginia, Inc., Applicant is authorized to provide resold local service in Georgia, North Carolina and South Carolina, and Virginia, respectively.

Applicant is authorized, by application, registration or on a deregulated basis, to provide resold interexchange telecommunications services in the Delaware, District of Columbia, Idaho, Indiana, Iowa, Michigan, Montana, New Jersey, New York, North Dakota, Rhode Island, Texas, Utah, Virginia, Wisconsin and Wyoming. Applicant does not currently provide interexchange service to subscribers in any state.

Jurisdictions in which Applicant has had penalties imposed

Comm South's policy is to comply with all rules and regulations of states in which it operates. However, because of recent changes in personnel responsible for regulatory matters and the relocation of the Company's offices during April 2000 to May 2000, there have been minor lapses in the execution of the Company's policy. Admittedly, the Company missed filings in 1999 and the first half of 2000. In each case, however, the Company subsequently complied fully with the state commission request.

Comm South's certificate of authority to provide ALEC services was canceled in the State of Florida pursuant to Commission Order PSC-00-0680-SC-TX (April 12, 2000) in Docket No. 000230-TX. Through discussions with the Florida PSC staff, Comm South proposed a settlement offer which the staff has found acceptable. Pursuant to the settlement offer, Comm South now submits this Application before the Commission.

As a result of administrative problems associated with the corporate reallocation, Comm South had its telecommunications certificates revoked in the states of Arkansas and Alabama. In both states, Comm South failed to file an annual report after notice was mailed to the company's old address. Comm South did not receive either the Alabama or Arkansas notice and, subsequently, its certifications were revoked. Comm South has since had its certification reinstated in Alabama. *See* Alabama Public Service Commission, Order, Docket No. 27495 (September 12, 2000). In Arkansas, Comm South has remedied its failure to file the annual

report and expects its license to be reinstated shortly. *See Request for Reinstatement, Docket No. 00-121-U (August 21, 2000).*

Exhibit B

Civil Court Proceedings

Comm South is involved in a civil proceeding in the State of Kentucky. *See ALLTEL Kentucky, Inc., et al., v. Brenda Helton, et al., Civil Action No. 00-45, (E.D. Ky., Sep. 18, 2000).* In this proceeding, ALLTEL is seeking a ruling that the Kentucky Commission improperly imposed a 17% resale discount on a voluntarily negotiated resale agreement between Comm South and ALLTEL. ALLTEL maintains that the Commission lacks the authority to impose resale discounts for voluntarily negotiated agreements and further may not do so in the case of exempted rural ILECs. The proceeding is not a result of any direct dispute between ALLTEL and Comm South and does not raise any issues regarding Comm South's managerial, technical or financial ability to provide telecommunications services.

Exhibit C

Financial Qualifications

The Commission has already approved Applicant's financial qualifications in a prior proceeding. *See* File No. 960987-TX. Applicant has provided telecommunications services in the State of Florida since its authorization to do so in 1996. Applicant currently provides service to nearly 8,000 customers in the State of Florida. During this time it has provided exemplary service to its customers and dutifully paid all fees and taxes.

Nonetheless, in support of its financial qualifications, Applicant submits the most recent audited and unaudited financial statements (see attached). Applicant primarily provides services on a resale basis and, thus, does not make significant capital expenditures. For these reasons, Applicant is financially capable to provide and maintain ALEC services in the State of Florida, and to meet its lease and ownership obligations.

Business Structure

Applicant was incorporated in the State of Texas on March 17, 1995 as "Onyx Distributing Company, Inc." and subsequently changed its name to "Comm South Companies, Inc." The Commission approved the name change in Order No. PSC-99-1914-CO-TX (September 27, 1999) in Docket No. 990891-TX. Applicant is a wholly-owned subsidiary of 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, 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. Topp is a wholly owned subsidiary of an affiliate of Telefonos de Mexico.

Exhibit D

Managerial and Technical Qualifications

Key Manager for Comm South

Larry Long, President of Comm South, has over 10 years' experience in the telecommunications industry, primarily in the CLEC industry. Prior to joining Comm South, Mr. Long served as the President and Chief Executive Officer of OmniCall, a competitive local exchange carrier which recently merged with Access One. Prior to joining OmniCall in 1997, Mr. Long spent five years in various executive positions with MFS Communications (bought by Worldcom in 1996), including Chief Executive Officer of MFS Intelenet. Prior to joining MFS, Mr. Long was President of CableServices, a billing division of American Express. Mr. Long graduated from Purdue University and received an MBA from Harvard Business School.

Key Management Team for Topp (the 100% owner of Applicant)

Frederick J. Pollak, Chief Executive Officer, has over 15 years of telecommunications experience including local, long distance and wireless communications. In addition, Mr. Pollak currently serves as the Chairman and CEO of Topp. Mr. Pollack served as Topp Telecom's President and Chief Executive Officer from May 1996 and February 1999. Between November 1994 and October 1995 Mr. Pollack was President and Chief Executive Officer of PTC Cellular, Inc., a nationwide leading provider of cellular rentals and 90%-owned subsidiary of Peoples Telephone Company, a NASDAQ company. After PTC Cellular was sold to Shared Technologies Cellular in October 1995, Mr. Pollack served as a consultant to Shared Technologies until May 1996. Between January 1984 and September 1991 Mr. Pollack held various positions including Executive Vice President and full partner in Nationwide Vending Services, Inc. ("NVS"), a fast growth company that provided communication and vending management/consulting services to national retail, hospitality and transportation entities including Home Depot, Saks Fifth Avenue, Radisson Hotels and Amtrak. While at NVS Mr. Pollack developed and managed its telecommunications business and worked with all major local exchange carriers and long distance providers. NVS was an Inc. 500 Fastest Growth Company in 1989 and 1990, before it was sold to its largest competitor, Weisman Enterprises, Inc. in September 1991. Following NVS' acquisition by Weisman, Mr. Pollack served as the company's Executive Vice President until November 1993. Mr. Pollack also is an investor and serves on the Board of Governors of Aloe Care LLP, a niche sun-care products company based in Minneapolis, MN.

John J. Wiesehan, Jr. has over 17 years' experience in the retail industry. He is currently President and Chief Operating Officer of Topp, a position he has held since February 1999. From September 1998 through January 1999 Mr. Wiesehan was Executive Vice President of Topp. Between 1995 and 1998 he was the managing partner for Topp Sales in Dallas, TX. Mr. Wiesehan served as Vice President of Sales and Marketing for Woods Industries, a \$180 million consumer electronics company, from 1992 until 1995. Before joining Woods Industries, Mr. Wiesehan held various executive positions with General Electric Companies including Worldwide Operations Manager for Home Theatre.

Rick Smallman joined the Company as Vice President - Controller in April 1999. Previously, Mr. Smallman served as Controller of NCCI, an insurance industry information company, a position he held beginning in 1995. Between 1994 and 1995 Mr. Smallman served as acting Chief Financial Officer of Ciro, Inc., an international costume jewelry retailer. Between 1976 and 1993 he held various positions including Director of Internal Audit and Division Controller for Knight-Ridder, a multi-billion newspaper publishing company. Between 1974 and 1976 he was an auditor at KPMG Peat Marwick. Mr. Smallman is a Florida Certified Accountant.

Paul R. Bush joined Topp as Vice President of Human Resources in April 1999. Between April 1997 and March 1999 Mr. Bush served as Director, Human Resources for SkyTel Communications, Inc. Between January 1986 and April 1997 Mr. Bush held various positions at DSI, Inc. including Vice President, Human Resources & Administration. Between 1984 and 1986 Mr. Bush served as a Human Resources consultant in Montevideo, Uruguay SA.

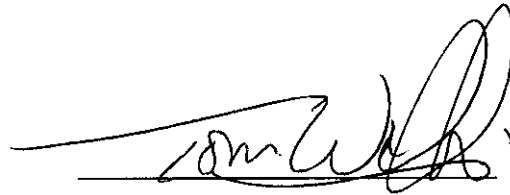
Rick Salzman joined Topp as Senior Vice President – General Counsel on July 12, 1999. He is currently Vice President-Legal Affairs, Secretary and General Counsel for Whitman Education Group, Inc. a NASDAQ company. Between 1995 and 1996 he was an attorney at Homer & Bonner, P.A. with a focus on complex commercial litigation. Between 1994 and 1995 Mr. Salzman was an attorney and partner at Lash & Salzman a commercial litigation firm. Between 1987 and 1994 he was an attorney at Homer & Bonner, P.A. focusing on securities offerings, mergers and acquisitions and general corporate transactions. Between 1986 and 1987 he was an attorney at Shutts & Bowen, P.A. and served as an associate in the Corporate/Securities Department.

Richard Anderson joined Topp in June 1997 as Senior Vice President. Prior to joining Topp, he was Florida State Senator from 1976-82. Mr. Anderson served as President of Sea Coast Appliance Distributors, the Florida RCA Distributor from 1982 to 1988 and was President of Cellular Trading, a chain of Florida cellular retail stores from 1968 to 1996. Mr. Anderson played with the Miami Dolphins for 10 years; his professional football accomplishments include three Super Bowls, three-time All-Pro, and the NFL's 1973 Defensive Player of the Year. Mr. Anderson served as the 1989 Super Bowl Host Committee Chairman and, from 1985 to 1993, as the Chairman of the Miami Project to Cure Paralysis.

VERIFICATION OF FINANCIAL STATEMENTS

State of *Texas*)
) ss.
County of *Dallas*)

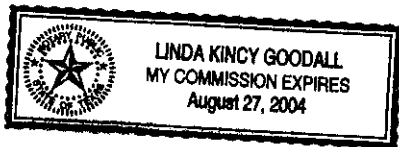
I, *Tom Wilkins*, being duly sworn according to law, depose and say that I am the Chief Financial Officer of Comm South Companies, Inc.; that I am authorized to and do make this verification; and that the information in the above financial statements are true and correct to the best of my knowledge, information and belief.



Taken, sworn to and subscribed before me the undersigned Notary Public on this *20th* day of October, 2000.



Notary Public



Print or type name

My Commission expires on the *27th* day of *August*, 2000. ^{*4*}

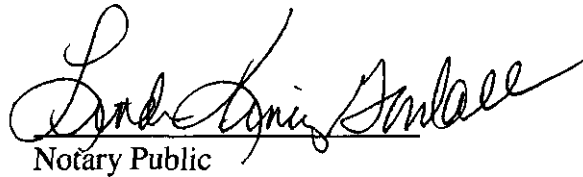
VERIFICATION OF FINANCIAL STATEMENTS

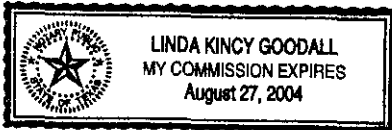
State of *Texas*)
County of *Dallas*) ss.
)

I, Larry Long, being duly sworn according to law, depose and say that I am the President of Comm South Companies, Inc.; that I am authorized to and do make this verification; and that the information in the above financial statements are true and correct to the best of my knowledge, information and belief.


Larry Long

Taken, sworn to and subscribed before me the undersigned Notary Public on this 20th day of October, 2000.


Notary Public



Linda Kinca Goodall
Print or type name

My Commission expires on the 27th day of ~~October~~ ^{August}, 2000. ⁴