



Public Service Commission

-M-E-M-O-R-A-N-D-U-M-

DATE: January 3, 2002

TO: Blanco Bayo, Director, Division of Commission Clerk and Administrative Services

FROM: Toni J. McCoy, ^{JMM}Regulatory Analyst, Division of Regulatory Oversight

SUBJECT: Docket No. 011208-TI; OneStar Long Distance, Inc. and AS Telecommunications, Inc.

Please add the attached information to the docket file.

Call me if you have any questions, I can be reached at 850/413-6532.

Thank you.

APP
CAF
CMP
COM
CTR
ECR
LEG
OPC
PAI
RGO
SEC
SER
OTH

DOCUMENT NUMBER-DATE

00101 JAN-48

FPSC-COMMISSION CLERK

2001 OCT -5 AM 10:46

DIVISION OF
REGULATORY OVERSIGHT

October 3, 2001

Florida Public Service Commission
Attn: Toni McCoy
2450 Shumard Oak Boulevard
Tallahassee, FL 32399

Re: Docket No. 011208-TI

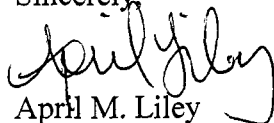
Dear Sir or Madam:

Attached please find an original and one copy of the **revised** joint application of OneStar Long Distance, Inc. and AS Telecommunications, Inc. to transfer select assets, including the customer base, of AS Telecommunications to OneStar. Also included is an original and one copy of OneStar's **revised** petition for a waiver of the Carrier Change Orders. These revised pages are only the application pages. Any attachments currently in possession of the Commission are still applicable to each filing.

A duplicate copy of this letter is enclosed. If you would please date stamp the duplicate and return it to me, it would be appreciated. A self-addressed, stamped envelope has been included for this purpose.

Please do not hesitate to contact me with any questions regarding this application. I can be reached at 812-437-7642.

Sincerely,



April M. Liley
Reports and Tariff Analyst
Regulatory Department
OneStar Long Distance, Inc.

Enclosures

**BEFORE THE
STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

Application for Approval of the)
Transfer of the Long Distance)
Customer Base of)
AS Telecommunications, Inc. to)
OneStar Long Distance, Inc.)

Docket No. _____

I. Introduction

OneStar Long Distance, Inc. (“OneStar”) and AS Telecommunications, Inc. (“AS Telecommunications”), collectively known as the “Parties”, hereby jointly request approval to transfer select assets, including the long distance customer base, of AS Telecommunications to OneStar. OneStar and AS Telecommunications are both nondominant telecommunications carriers authorized by the Commission to provide intrastate long distance telecommunications services within the state of Florida.

As set forth below, the transfer of AS Telecommunications’ long distance customer base to OneStar will be virtually transparent to customers of AS Telecommunications. Details of the proposed transaction are set forth below.

The Parties respectfully request expedited treatment of this Application in order to permit them to consummate the transaction as soon as possible. The Parties also intend for this application to serve as an application for authority to discontinue the carrier services of AS Telecommunications. In the absence of written notification to the contrary, once the transfer application is accepted for filing, the application to discontinue, reduce, or impair service shall be

considered granted by the Commission. Upon approval, we also request that the corresponding tariff of AS Telecommunications be cancelled.

In support of this Application, the Parties submit the following information:

II. THE COMPANIES

A. OneStar Long Distance, Inc.

OneStar (Tax Identification No. 35-1874721) is a privately held Indiana corporation headquartered in Evansville, Indiana. OneStar is a nationwide provider of telecommunications services and is authorized to provide resold long distance services in 49 jurisdictions, as well as local services in 18 states, by virtue of certification, registration, tariff requirements, or on a deregulated basis. In Florida, OneStar is authorized to provide intrastate long distance telecommunications services pursuant to certification granted by this Commission in Docket No. 990063-TI, Order No. PSC-99-0555-FOF-TI. OneStar provides interstate and international telecommunications services as a nondominant common carrier pursuant to authority of the Federal Communications Commission. Further information concerning OneStar's legal, technical, managerial, and financial qualifications to provide telecommunications services was filed with its application for certification in Docket No. 990063-TI. That information is, therefore, already a matter of public record at the Commission and Parties request that it be incorporated herein by reference.

B. AS Telecommunications, Inc.

AS Telecommunications (Tax Identification No. 86-0687725) is an Arizona corporation headquartered in Santa Barbara, California. AS Telecommunications is a nationwide provider of

telecommunications services and is authorized to provide resold long distance services in 38 jurisdictions by virtue of certification, registration, tariff requirements, or on a deregulated basis. In Florida, AS Telecommunications is authorized to provide intrastate long distance telecommunications services pursuant to certification granted by this Commission in Docket No. T-99-0965. AS Telecommunications provides interstate and international telecommunications services as a nondominant common carrier pursuant to authority of the Federal Communications Commission. Further information concerning AS Telecommunications' legal, technical, managerial, and financial qualifications to provide telecommunications services was filed with its application for certification in Docket No. T-99-0965. That information is, therefore, already a matter of public record at the Commission and Parties request that it be incorporated herein by reference. AS Telecommunications will no longer continue to provide long distance telecommunications services after this transfer.

C. Designated Contact

The designated contact for questions concerning this application is as follows:

Ami M. Larrison
Director of Regulatory Affairs
OneStar Long Distance, Inc.
7100 Eagle Crest Boulevard
Evansville, Indiana 47715
(812) 437-7790 (telephone)
(812) 437-7988 (facsimile)

III. DESCRIPTION OF THE TRANSFER OF AS TELECOMMUNICATIONS' LONG DISTANCE CUSTOMER BASE RESULTING FROM A TRANSFER OF ASSETS

The Parties have executed an Asset Purchase Agreement. A copy of the Asset Purchase Agreement is attached hereto as Exhibit A.

Because the transfer will result in minimal change in the rates, terms, and conditions of service that these customers currently enjoy, the transfer of AS Telecommunications' long distance customer base will be virtually transparent to AS Telecommunications' Florida customers in terms of the services they receive.

IV. PUBLIC INTEREST CONSIDERATIONS

Consummation of the transaction described herein will serve the public interest in promoting competition among providers of long distance telecommunications services by combining the financial resources, managerial skills and experience of OneStar with the customer base of AS Telecommunications. The Parties anticipate that the transfer will result in a company better equipped to accelerate its growth as a competitive telecommunications service provider. The transfer will allow the customer base access to expanded services and a financially viable carrier.

Customers will be informed of the transfer via letter from the Parties, attached as Exhibit B.


V. CONCLUSION

For the reasons stated herein, the Parties respectfully request that the Commission approve this Application to permit OneStar to acquire select assets, including the long distance customer base, of AS Telecommunications and grant all other relief as necessary and appropriate to effectuate the transactions described herein.

Executed this 3rd day of October, 2001

AS TELECOMMUNICATIONS, INC.

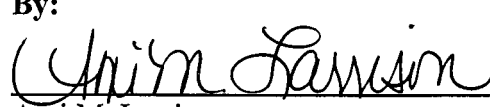
By:



Stephen Vandiver
AS Telecommunications, Inc.
223 East De La Guerra Street
Santa Barbara, California 93101

ONESTAR LONG DISTANCE, INC.

By:



Ami M. Larrison
Director of Regulatory Affairs
OneStar Long Distance, Inc.
7100 Eagle Crest Boulevard
Evansville, Indiana 47715

Subscribed and sworn to before me on this 3rd of Oct., 2001.



Notary Public

My commission expires:

2-22-08

VERIFICATION OF APPLICANT

I, Ami M. Larrison, upon being duly sworn, depose, and state that I attest to and adopt all filings submitted with this Application, the content of which are true and correct to the best of my knowledge, information, and belief.

Executed this 3rd day of October, 2001.

OneStar Long Distance, Inc.

By Ami M. Larrison
Ami M. Larrison
Director of Regulatory Affairs

Subscribed and sworn to before me on this 3rd of Oct, 2001.

Shnette Reed
Notary Public

My commission expires:

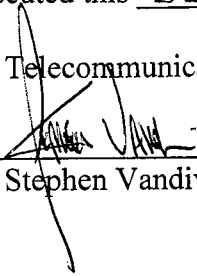
2-22-08

VERIFICATION OF APPLICANT

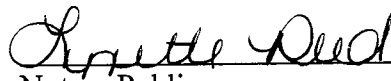
I, Stephen Vandiver, upon being duly sworn, depose, and state that I attest to and adopt all filings submitted with this Application, the content of which are true and correct to the best of my knowledge, information, and belief.

Executed this 3rd day of October, 2001.

AS Telecommunications, Inc.

By 
Stephen Vandiver

Subscribed and sworn to before me on this 3rd of Oct., 2001.


Notary Public

My commission expires:

2-22-08

Before the
Florida Public Service Commission

In the Matter of

OneStar Long Distance, Inc.
Petition for Expedited Waiver of the
Commission's Carrier Change Orders

Docket No.

Petition For Expedited Waiver of the Commission's Carrier Change Orders

OneStar Long Distance, Inc., ("OneStar"), hereby requests a waiver of the Florida Public Service Commission's ("Commission") Carrier Change Orders to facilitate the transfer of the customer base of AS Telecommunications, Inc. ("AS Telecommunications") to OneStar without first obtaining each customer's authorization and verification. Throughout this petition OneStar and AS Telecommunications will be collectively referred to as the "Parties". The transfer of the customer base will be accompanied by the transfer of select assets from AS Telecommunications to OneStar. A separate notification of this transfer is being filed on behalf AS Telecommunications and OneStar today.

It is the position of OneStar that the waiver will serve the public interest by ensuring that there is no degradation in the quality of service, or interruption in service for the customers of AS Telecommunications. Furthermore, the general purpose and goals of the slamming rules will be upheld by the measures proposed by OneStar in this petition. For these reasons, as discussed below, good cause exists for a waiver of the Commission's Carrier Change Orders.

OneStar requests expedited consideration of this waiver request. In order for the customers of AS Telecommunications to continue receiving high-quality service, the consummation of the transfer of the customer base from AS Telecommunications to OneStar must be expedient and streamlined.

OneStar is a privately owned Indiana corporation headquartered in Evansville, Indiana. OneStar is a nationwide provider of telecommunications services and is authorized to provide resold long distance services in 49 jurisdictions, as well as local services in 18 states, by virtue of certification, registration, tariff requirements, or on a deregulated basis. In Florida, OneStar was granted authority to provide intrastate long distance telecommunications services pursuant to in Docket No. 990063-TI, Order No. PSC-99-0555-FOF-TI. OneStar provides interstate and international telecommunications services as a nondominant common carrier pursuant to authority of the Federal Communications Commission.

AS Telecommunications is an Arizona corporation headquartered in Santa Barbara, California. AS Telecommunications is a nationwide provider of telecommunications services and is authorized to provide long distance services in 38 jurisdictions by virtue of certification, registration, tariff requirements, or on a deregulated basis. In Florida, AS Telecommunications was granted authority to provide intrastate long distance telecommunications services pursuant to in Docket No. T-99-0965. AS Telecommunications provides interstate and international telecommunications services as a nondominant common carrier pursuant to authority of the Federal Communications Commission. Pursuant to an Asset Purchase Agreement executed by OneStar and AS Telecommunications, AS Telecommunications will transfer select assets, including its entire long distance customer base to OneStar. As a result, OneStar will provide the same services that are currently provided by AS Telecommunications. The foregoing information on the transfer of the customer base and its consequences is dependent on several conditions. In order for the transaction to succeed, the Parties must be able to effect the transfer of customer bases in a timely fashion.

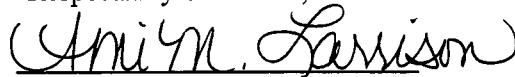
Although the transaction detailed above may technically constitute a change in subscribed carrier for the customers of AS Telecommunications, it is the position of OneStar that a strict compliance to the Commission's Carrier Change Orders will result in unnecessary disruptions of service to the transferred customers, negating the expected benefits of the proposed transaction. OneStar believes that attempts to obtain written or third party verifications from these customers may be unheeded and some of AS Telecommunications' current customers may lose essential telecommunications services when the transfer is consummated. These customers, suddenly without service, may be forced to accept poorer quality, more expensive service in the interim. Furthermore, because AS Telecommunications provides service to businesses, any disruption of service might seriously jeopardize the financial viability of these companies. These circumstances show good cause for a waiver of the Commission's rules and how the waiver is in the public interest. Moreover, the requested waiver is consistent with Commission precedent and the Commission's standard treatment of transfers of customer bases.

To comply with the general purpose of the Carrier Change, OneStar and AS Telecommunications will jointly send all of their customers a notice to inform them of the impending transaction and that upon receiving the appropriate approval, the telecommunications services provided to them will be through a different company, OneStar. A copy of this notice is enclosed with the petition as **Attachment A**. OneStar commits itself to working with the Commission and the transferor company to resolve any customer complaints that may arise from the change in carrier. Given the measures laid out above, OneStar believes that any customer concerns related to the change in telecommunications provider can be either avoided or effectively resolved to the benefit of the transferred customer bases.

In an effort to minimize the delay in consummating the discussed transaction, and to eliminate the possible service problems this delay may incur for the customers of AS Telecommunications, OneStar respectfully requests expedited treatment of this waiver petition. Waiver of the Commission's Carrier Change Orders will facilitate a seamless transfer of services to OneStar, and the customer notices sent to the transferred customers will ensure that they understand their rights and options in this situation.

Therefore, OneStar requests that the Commission grant this petition for an expedited waiver of the Commission's Carrier Change Orders.

Respectfully Submitted,



Ami Larrison
Director of Regulatory Affairs
OneStar Long Distance, Inc.



OneStar Long Distance, Inc.

AS Telecommunications, Inc.

September 2001

We have some exciting news to share with you!

AS Telecommunications, Inc. has agreed to transfer its customer base to **OneStar Long Distance, Inc.** We would like to thank you for being a customer of AS Telecommunications and share with you some information regarding this transition to OneStar.

You're going to enjoy being a OneStar customer! OneStar is an integrated communications provider headquartered in Evansville, Indiana. Beginning in 1982, our product portfolio includes a full range of voice and data services for commercial and residential customers, while providing a single point of contact through a bundled billing concept.

OneStar can provide a variety of value-added services designed to save you money and provide additional conveniences for your home or business. We look forward to being your single contact for voice, video, data, Internet, hardware, as well as technical support and service.

This transfer of service requires no action on your part. The addition of AS Telecommunication's customers will integrate quickly into OneStar's structure, providing a smooth transition with no interruption of normal services. You should not incur PIC (Primary Interexchange Carrier) charges from your local telephone company as a result of this transition. Should any PIC related charges be incurred, please notify OneStar and your account will be credited accordingly.

Going forward, OneStar will provide your telecommunications services. After the date of transfer, OneStar will provide you the same great telecommunications services currently provided by AS Telecommunications, such as your long distance services (intrastate, interstate and international) and will continue to handle all aspects of your account.

OneStar offers excellent customer service and great rates. You will receive the same great rates that you currently enjoy. Your account will be subject to the fees, terms, and conditions as published on our website at www.onestarld.com. As we transition your account to OneStar's world-class network, you may receive your bill at a different time during the month. Be aware that it will have a different look and feel with the OneStar logo. Please also be aware that customers who have a PIC Freeze on their lines will also be transferred and will be contacted by a customer service representative in order to assist with the transfer. At your option, you may choose a carrier other than OneStar to provide your telecommunications services. If you choose another carrier, you may incur a one-time charge from your local telephone company to make the change.

OneStar's primary focus is consistent customer satisfaction! OneStar will work hard to continually exceed your expectations, now and in the future. You will soon be receiving a call from a OneStar customer service representative to assist you with additional product information, resolve open issues or concerns, and introduce new service offerings to you all while providing you the most professional customer service in the industry. Should you have any questions regarding this transition, please contact the Customer Service Department at 1-800-622-9664.

To find out more about OneStar, check out the web site at www.onestarld.com or call the Customer Service Department at 1-800-622-9664.

www.onestarld.com

OneStar Long Distance, Inc. • 7100 Eagle Crest Boulevard • Evansville • Indiana 47715