

Company ID: 128239  
U-Dial of Tennessee, Inc.  
345 Harrison Street  
Union City, TN 38261

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN November 6, 2001

IN RE: CASE NUMBER: 01-00891

MoneyPlace, LLC name change to U-Dial of Tennessee, Inc.

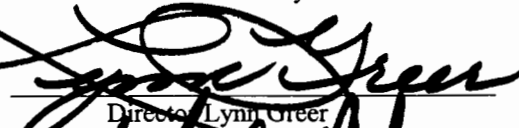
--ORDER--

This matter is before the Tennessee Regulatory Authority upon the petition of MoneyPlace, LLC to change its company name. The TRA considered this request at their regularly scheduled Conference held on November 6, 2001 and concluded that the applicant has met all the TRA requirements for changing its name. Pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

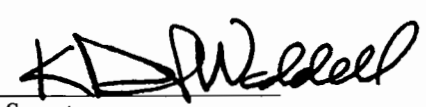
1. That the petition MoneyPlace, LLC is approved.
2. That U-Dial of Tennessee, Inc. holds a Certificate of Public Convenience and Necessity to provide telecommunications services in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

  
Chairman Sara Kyle

  
Director Lynn Greer

  
Director Melvin Malone

ATTEST:

  
Executive Secretary

FM  
10-2-01

U-Dial of Tennessee, Inc.  
345 Harrison Street  
Union City, TN 38261

September 5, 2001

Tennessee Regulatory Authority  
Attn: Carol Timberlake  
460 James Robertson Parkway  
Nashville, TN 37243

Re: Name Change for MoneyPlace, LLC (Company ID: 128239)

Dear Carol:

I am enclosing an assignment agreement and a check for \$25.00 for a name change. The details are as follows:

Old Name:	MoneyPlace, LLC
New Name:	U-Dial of Tennessee, Inc.
New Address:	345 Harrison Street Union City, TN 38261
New Phone Number:	(731) 885-5888
New Fax Number:	(731) 885-3477
Contact:	Ellis Falkoff

Should the Regulatory Authority need any additional information, please do not hesitate to contact me. Thank you.

Sincerely,



Ellis Falkoff

## ASSIGNMENT

The parties to this agreement are U-Dial of Tennessee, Inc. a Tennessee corporation (U-Dial TN) and The MoneyPlace, LLC, a Tennessee Limited Liability Company (MoneyPlace).

WHEREAS MoneyPlace has been assigned Company Code #4856 by NECA; and

WHEREAS U-Dial TN wishes to acquire the rights to use Company Code #4856; and

WHEREAS MoneyPlace no longer intends to provide prepaid dialtone services; and

WHEREAS U-Dial TN and MoneyPlace would both benefit by having U-Dial TN assume all rights and liabilities of MoneyPlace with respect to Company Code #4856.

NOW THEREFORE IN CONSIDERATION OF THE MUTUAL BENEFIT TO THE PARTIES, THE PARTIES MAKE THE FOLLOWING AGREEMENT.

1. MoneyPlace hereby assigns to U-Dial TN all prepaid dialtone assets of MoneyPlace, including but not limited to, the exclusive right to use Company Code #4856.
2. No waiver by either party of any default by the other party shall operate as a waiver of any other default, or of the same default on a future occasion.
3. This Agreement shall be construed and regulated by the law of the State of Tennessee.
4. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.
5. The entire agreement between the parties hereto is contained in this Agreement. Any amendment to this Agreement must be in writing and signed by the parties hereto in order to be binding.

Witness our signatures on August 31, 2001.

U-Dial of Tennessee, Inc.

By: Ellis Falkoff  
Ellis Falkoff, President

The MoneyPlace, LLC

By: Ellis Falkoff  
Ellis Falkoff, Partner

U-Dial of Tennessee, Inc.  
345 Harrison Street  
Union City, TN 38261  
(731) 885-5888

Post-it® Fax Note 7671		Date 10/1/01	# of pages 3
To C.D. Mundy		From Ellis Falkoff	
Co./Dept.		Co.	
Phone #		Phone #	
Fax #		Fax #	

October 1, 2001

Mr. C.D. Mundy  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243

Dear Mr. Mundy:

Per your request, I am faxing you what I mailed Carol Timberlake on September 5, 2001. If the Regulatory Authority needs additional information, please do not hesitate to contact me.

Thank you.

Sincerely,

*Ellis Falkoff*

Ellis Falkoff

U-Dial of Tennessee, Inc.  
345 Harrison Street  
Union City, TN 38261

September 5, 2001

Tennessee Regulatory Authority  
Attn: Carol Timberlake  
460 James Robertson Parkway  
Nashville, TN 37243

01-00891

Re: Name Change for MoneyPlace, LLC (Company ID: 128239)

Dear Carol:

I am enclosing an assignment agreement and a check for \$25.00 for a name change. The details are as follows:

Old Name:	MoneyPlace, LLC
New Name:	U-Dial of Tennessee, Inc.
New Address:	345 Harrison Street Union City, TN 38261
New Phone Number:	(731) 885-5888
New Fax Number:	(731) 885-3477
Contact:	Ellis Falkoff

Should the Regulatory Authority need any additional information, please do not hesitate to contact me. Thank you.

Sincerely,

*Ellis Falkoff*

Ellis Falkoff

## ASSIGNMENT

The parties to this agreement are U-Dial of Tennessee, Inc. a Tennessee corporation (U-Dial TN) and The MoneyPlace, LLC, a Tennessee Limited Liability Company (MoneyPlace).

WHEREAS MoneyPlace has been assigned Company Code #4856 by NECA; and

WHEREAS U-Dial TN wishes to acquire the rights to use Company Code #4856; and

WHEREAS MoneyPlace no longer intends to provide prepaid dialtone services; and

WHEREAS U-Dial TN and MoneyPlace would both benefit by having U-Dial TN assume all rights and liabilities of MoneyPlace with respect to Company Code #4856.

NOW THEREFORE IN CONSIDERATION OF THE MUTUAL BENEFIT TO THE PARTIES, THE PARTIES MAKE THE FOLLOWING AGREEMENT.

1. MoneyPlace hereby assigns to U-Dial TN all prepaid dialtone assets of MoneyPlace, including but not limited to, the exclusive right to use Company Code #4856.
2. No waiver by either party of any default by the other party shall operate as a waiver of any other default, or of the same default on a future occasion.
3. This Agreement shall be construed and regulated by the law of the State of Tennessee.
4. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.
5. The entire agreement between the parties hereto is contained in this Agreement. Any amendment to this Agreement must be in writing and signed by the parties hereto in order to be binding.

Witness our signatures on August 31, 2001.

U-Dial of Tennessee, Inc.

By: Ellis Falkoff  
Ellis Falkoff, President

The MoneyPlace, LLC

By: Ellis Falkoff  
Ellis Falkoff, Partner