

BEFORE THE TENNESSEE REGULATORY AUTHORITY
September 28, 1999 Nashville, Tennessee

In Re: Alternative Long Distance d/b/a Money Savers)
for Cancellation of Authority to Provide) Docket No. 96-00737
Resold Telecommunication) Co. ID: 121204
Services In Tennessee)

ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES


This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request Alternative Long Distance d/b/a Money Savers of to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on September 28, 1999.

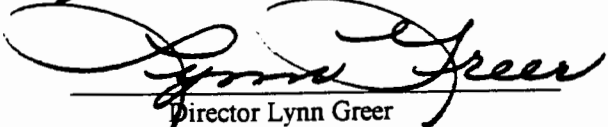
WHEREFORE, having considered the request of Alternative Long Distance d/b/a Money Savers to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

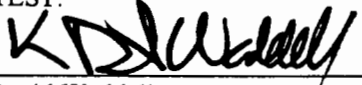
- 1) That the request of Alternative Long Distance d/b/a Money Savers to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 96-00737 is hereby granted; and
- 2) That this docket is herewith closed.


Chairman Melvin Malone


Director Sara Kyle


Director Lynn Greer

ATTEST:


K. David Waddell

ALTERNATIVE LONG DISTANCE, INC.

REC'D TN
REGULATORY AUTH.

'99 JUN 15 AM 8 37

OFFICE OF THE
EXECUTIVE SECRETARY

June 10, 1999

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville TN 37243-0505

RECEIVED


JUN 17 1999

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

Dear Mr. Waddell:

Our company, Alternative Long Distance, Inc. dba Money Savers requests a certificate of withdrawal from the State of Tennessee. Alternative Long Distance, Inc. dba Money Savers was forced by its creditors to cease all business operations in December of 1997. Alternative Long Distance, Inc. dba Money Savers previously provided casual access telecommunication services.

Sincerely,


Jill Went
President

Company ID: 121204

121204
96-00737
XO

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

STEVE HEWLETT, CHAIRMAN
SARA KYLE, COMMISSIONER
MELVIN J. MALONE, COMMISSIONER



Company ID: 00121204
Alternative Long Distance, Inc. d/b/a Money Savers
301 Congress Ave.
Ste. 720
Austin, TX 78701

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee May 29, 1996

IN RE: CASE NUMBER: 96-00737

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on May 24, 1996 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.

Executive Director

Chairman

Commissioner

Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL INTEREXCHANGE
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-.57]**

SECTION A

Part I: General Information

A. Name of Applicant: Alternative Long Distance, Inc. d/b/a Money Savers
Address: 301 Congress Avenue
Suite 720
Austin,
State: Texas Zip Code: 78701 Phone: (512) 404-2250 / Fax: (512) 404-2251

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	ST	ZIP CODE
Jill Wentz President	301 Congress Avenue Suite 720	Austin	TX	78701
James R. Ratchford Secretary, Treasurer	301 Congress Avenue Suite 720	Austin	TX	78701

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.

Ms. Jill Wentz, President
Telephone: (512) 404-2250
Facsimile: (512) 404-2251

(To be filled out by PSC)

Company ID Number 12120496.737

Date Approved _____

Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.

1 - 800 - 771-2534

- E. Check the type of telecommunication services you plan to provide in Tennessee.

 X Resell Interexchange Long Distance Services

 Operator Services

 Other (describe below)

- F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.

Not Applicable. Alternative Long Distance, Inc. d/b/a Money Savers does not provide operator assisted services.

- G. List the state(s) you are authorized to operate in at this time.

Alternative Long Distance, Inc. d/b/a Money Savers is currently authorized to provide service within the states of Illinois, Indiana, Kentucky, Michigan, Ohio, Oregon, Pennsylvania, Texas and Washington. Applications are currently pending in the states of Louisiana and North Carolina.

- H. List any states that you have been denied authority to provide service.

None.

- I. Areas in Tennessee to be served.

The entire state, where end users are served by equal access end offices.

- J. What type of customers will the company serve?

a. Business X

b. Residential X

c. Aggregators (e.g. Hotels, Payphones)

d. Other (specify) _____

- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount.

Not Applicable. Alternative Long Distance, Inc. d/b/a Money Savers does not provide operator assisted services.

- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Yes____ No____

Not Applicable. Alternative Long Distance, Inc. d/b/a Money Savers does not provide operator assisted services.

- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

- N. What is the applicant's 10XXX or 800 access code?

Alternative Long Distance, Inc. d/b/a Money Savers' access code is 10413.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

No. Alternative Long Distance, Inc. d/b/a Money Savers does not have any telecommunications facilities within Tennessee nor does the company have any plans to install such facilities.

- P. What facility-based network will the applicant be reselling?

Wiltel, MCI and/or Allnet.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²?

Yes. Billing is handled by the customer's local exchange carrier based on billing and collection agreement between Alternative Long Distance, Inc. d/b/a Money Savers and the LEC.

- R. Describe briefly how the applicant plans to market their services in Tennessee. If an independent telemarketer is going to be used, state company name and address.

Alternative Long Distance, Inc. d/b/a Money Savers sales are conducted by direct mail campaign.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

²A copy of a bill is required if the applicant is going to bill the customer direct.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Alternative Long Distance, Inc. d/b/a Money Savers will not be processing Primary Interexchange Carrier change orders. Money Savers customer's who use its services places a direct dialed (1+) call by prefacing the call with 10XXX (casual calling).

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.

Yes X No

- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.

Yes X No

Part II: Organization Structure

- A. Type of Organization

 Individual X Corporation

 Partnership Other (Explain on separate sheet)

- B. If partnership and/or non-resident:

- (1) Attach a copy of Articles of Incorporation and current by-laws.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

See Appendix III.

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

A copy of Alternative Long Distance, Inc. d/b/a Money Savers latest balance sheet and income statement are provided as Appendix IV to this application.

Part IV: Display Card

- A. Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds.

Not applicable. Alternative Long Distance, Inc. d/b/a Money Savers does not provide operator assisted services.

Part V: Rule Compliance Agreement

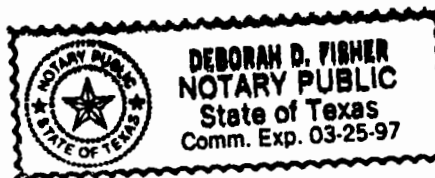
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations.
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206.
 - That all information provided in the attached registration document is true to the best of my knowledge.



Jill Wentz
President
Alternative Long Distance, Inc.
d/b/a Money Savers

Subscribed and sworn before me this
1st day April, 1996.

Deborah D. Fisher
Notary Public



seal

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregators telephones.



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
ALTERNATIVE LONG DISTANCE, INC.
CHARTER NUMBER: 1328983-00

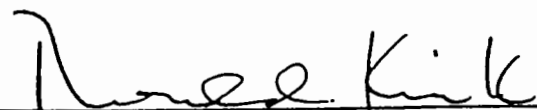
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: October 4, 1994
Effective October 4, 1994





Secretary of State

LCS

ARTICLES OF INCORPORATION
OF
ALTERNATIVE LONG DISTANCE, INC.

OCT 04 1994

Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is ALTERNATIVE LONG DISTANCE, INC.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are to do all things and for all purposes authorized by law for corporations organized under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) of the par value of ONE DOLLAR (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of ONE THOUSAND DOLLARS (\$1,000.00), consisting of money,

labor done, or property actually received.

ARTICLE SIX

The post office address of its initial registered office is 901 Congress Avenue, Austin, Travis County, Texas 78701 and the name of its initial registered agent at such address is M. Sheppard Strong.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is two (2), and the name and address of the person who is to serve as directors until the first annual meeting of the shareholders or until his successors are elected and qualified is:

James R. Ratchford 1202 Thorpe Lane
 San Marcos, Texas 78666

Jill Wente 1013 Cardinal Drive
 Effingham, Illinois 62401

ARTICLE EIGHT

The name and address of the incorporator is:

M. Sheppard Strong 901 Congress Avenue
 Austin, Texas 78701

IN WITNESS WHEREOF, I have hereunto set my hand, this
4th day of October, 1994.



M. Sheppard Strong



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

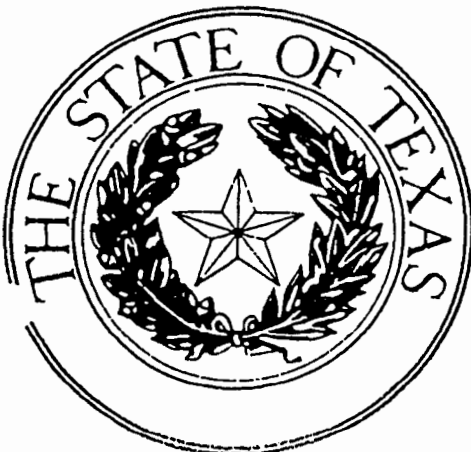
ALTERNATIVE LONG DISTANCE, INC.
CHARTER NO. 1328983

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: March 2, 1995

Effective: March 2, 1995



dlm

Antonio O. Garza, Jr.
Secretary of State

EXHIBIT A

ARTICLES OF AMENDMENT

ARTICLE ONE

The name of the corporation is Alternative Long Distance, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 1, 1995.

Article Four is amended to read:

The aggregate number of shares which the Corporation shall have authority to issue is Twenty-Five Thousand (25,000) of the par value of One Dollar (\$1.00) each.

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 10,000.

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Dated: March 1, 1995.

Alternative Long Distance, Inc.

By: Jill Went
Jill Went, President

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 03/20/96
REQUEST NUMBER: 3140-0129
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 03/20/96 1047
EFFECTIVE DATE/TIME: 03/20/96 1047
CONTROL NUMBER: 0309267

TO:
UNISEARCH INC.
475 W. UNIVERSITY AVE
#103
ST. PAUL, MN 55103

RE:
ALTERNATIVE LONG DISTANCE, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 03/20/96

FROM:
UNISEARCH INC. (MN)
475 W. UNIVERSITY AV
#103
ST. PAUL, MN 55103-0000

RECEIVED: ^{FEES} \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 0000193111:
ACCOUNT NUMBER: 00202444



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

10-1-11 10:11:12

Alternative Long Distance, Inc.

FILED

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Alternative Long Distance, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Texas

3. The date of its incorporation is 10/04/94 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual

4. The complete street address (including zip code) of its principal office is _____
301 Congress, Suite 720 Austin, Texas 78701
 Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is _____
1912 Hayes Street Nashville, TN Davidson 37203
 Street City/State County Zip Code

The name of its registered agent at that office is _____

National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

<u>Jill Wente</u>	<u>President</u>	<u>301 Congress, Suite 720, Austin, TX 78701</u>
<u>James R. Ratchford</u>	<u>Secretary</u>	<u>301 Congress, Suite 720, Austin, TX 78701</u>

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

<u>Jill Wente</u>	<u>301 Congress, Suite 720, Austin, TX 78701</u>
<u>James R. Ratchford</u>	<u>301 Congress, Suite 720, Austin, TX 78701</u>

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____

_____ 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1808
Nashville, Tennessee 37243-0306**

**DATE: 03/20/96
REQUEST NUMBER: 3140-0131
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 03/20/96 1047
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0309267**

**TO:
UNISEARCH INC.
475 W. UNIVERSITY AVE
#103
ST. PAUL, MN 55103**

**RE:
MONEY SAVERS LONG DISTANCE
ASSUMED NAME REGISTRATION**

**THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.**

**THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.**

**WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.**

FOR: ASSUMED NAME REGISTRATION

ON DATE: 03/20/96

**FROM:
UNISEARCH, INC. (MN)
475 W. UNIVERSITY AV
#103
ST. PAUL, MN 55103-0000**

**RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00**

**RECEIPT NUMBER: 00001931116
ACCOUNT NUMBER: 00202444**



Riley C. Darnell

**RILEY C. DARNELL
SECRETARY OF STATE**

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

FILED

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Alternative Long Distance, Inc.
2. The state or country of incorporation is Texas
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
MONEY SAVERS LONG DISTANCE

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

<u>3/18/96</u>	<u>Alternative Long Distance, Inc.</u>
Signature Date	Name of Corporation
<u>President</u>	<u>Jill Wentz</u>
Signer's Capacity	Signature
	<u>Jill Wentz</u>
	Name (typed or printed)