

JAMES M. FISCHER, P.C.

ATTORNEY AT LAW
REGULATORY CONSULTANT

101 WEST MCCARTY, SUITE 215
JEFFERSON CITY, MO 65101

TELEPHONE (573) 636-6758
FAX (573) 636-0383

July 13, 1999

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

FILED
JUL 14 1999
Missouri Public
Service Commission

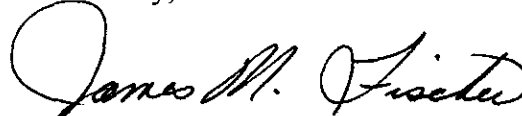
RE: *In Re Application of Comm South Companies, Inc. and Topp Telecom, Inc. for
Approval of Transfer of Control*

Dear Mr. Roberts:

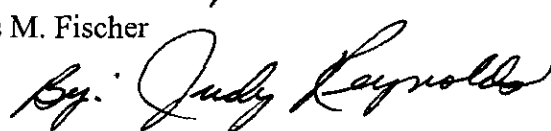
Enclosed are the original and fourteen (14) copies of the Application of Comm South Companies, Inc. and Topp Telecom, Inc. for filing in the above-referenced matter. A copy of the foregoing Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,



James M. Fischer

By: 

/jr
Enclosures

cc: Office of the Public Counsel

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED

JUL 14 1999

In Re: Application of)
)
Comm South Companies, Inc. and)
Topp Telecom, Inc. for Approval of)
Transfer of Control)

Missouri Public
Service Commission
Case No. TM-00-48

APPLICATION

Comm South Companies, Inc. and Topp Telecom, Inc., by their attorneys, hereby respectfully request authority from the Missouri Public Service Commission ("Commission"), pursuant to Missouri Revised Statutes § 392.300.1, for the purchase by Topp Telecom, Inc. of all of the outstanding common stock of Comm South Companies, Inc. In support thereof, it is respectfully shown as follows:

I. The Applicants

Comm South Companies, Inc. ("Comm South") is a privately-held Texas corporation. Its principal business office is at 6830 Walling Lane, Dallas, Texas 75231. Comm South is authorized to provide resold local telecommunications services in Missouri. See Case No. TA-97-203, effective October 21, 1997. Comm South's Certificate of Authority to Transact Business in the State of Missouri was filed in Case No. TA-97-203 and is incorporated herein by reference. Comm South is controlled by three shareholders, Jim Graham, Steve Harvanek, and William Tobin Wilson.

Topp Telecom, Inc. ("Topp") is a Florida corporation with its principal business office at 8390 N.W. 25th Street, Miami, Florida 33122. Topp's Certificate of Authority to Transact Business in the State of Missouri is attached hereto as Exhibit A, and is incorporated herein by reference. 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 does not have any pending or final judgements or decisions against it which involve customer service or rates from any state or federal agency. The shareholders of Topp and their relevant ownership percentages are as follows:

Inmobiliaria Aztlan, S.A. de CV (77.3%)
CellStar Telecom, Inc. (9.7%)
David Topp (8.9%)
F.J. Pollak (4.1%)

II. Designated Contacts

The designated contacts for questions concerning this Application are:

James Fischer, Esq.
101 West McCarty Street, Suite 214
Jefferson City, MO 65101
Missouri State Bar # 27543
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

Glenn S. Richards, Esq.
Fisher Wayland Cooper Leader & Zaragoza L.L.P.
2001 Pennsylvania Ave., N.W., Suite 400
Washington, D.C. 20006
Telephone: (202) 659-3494
Facsimile: (202) 296-6518

The designated contact for questions concerning Topp is:

F.J. Pollak, Chairman & CEO
Topp Telecom, Inc.
8390 N.W. 25th Street
Miami, Florida 33122
Telephone: (305) 640-2000
Facsimile: (305) 640-2070

The designated contact for the continuing operations of Comm South is:

Chris A. Caffey, Senior Vice President
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (972) 690-9955
Facsimile: (972) 690-9959

III. Description of the Transaction

On June 22, 1999, Topp, Comm South and Comm South's shareholders entered into a Stock Purchase Agreement, pursuant to which Topp will acquire 100 percent of the outstanding shares of Comm South. The transaction is scheduled to close immediately following the receipt of all required state public utility commission approvals.

Although the acquisition will result in a change in control of Comm South, it will not involve a change in the manner in which services are provided to Comm South's customers. After the acquisition, Comm South will become a wholly-owned subsidiary of Topp. Comm South will continue to operate in Missouri with its current name, providing service under its existing tariffs. Furthermore, the company will be managed by a highly qualified team of management personnel, all of whom have experience in the telecommunications industry. Mr. Chris A. Caffey will direct the day-to-day operations of Comm South, and the present managers of Comm South will continue to provide consulting services to Topp through the end of 1999. A description of Mr. Caffey's managerial qualifications is attached hereto as Exhibit B. The proposed transaction, therefore, will be virtually transparent to Comm South's Missouri customers.

IV. Public Interest Analysis

Consummation of the proposed transaction will serve the public interest. The acquisition of Comm South will promote competition by enabling Comm South to have access to Topp's technical resources and distribution capabilities so that it may expand its facilities and service offerings in Missouri and throughout the country. The transfer will not have any impact on the tax revenues of any political subdivisions in Missouri as neither company has any structures, facilities or equipment located in the state. In short, Comm South will be positioned to become a more effective competitor in the Missouri telecommunications market.


Because the aforementioned transaction will assist in the development of competition in the local telecommunications market, the public interest will benefit by approval of the authority requested herein.

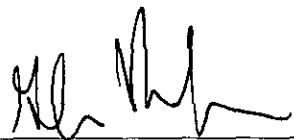
WHEREFORE, it is respectfully requested that the Commission grant the Application herein on an expedited basis, including the following specific relief:

1. Authorizing Topp to acquire 100 percent of the stock of Comm South.
2. Such other consents, authorizations and waivers as may be necessary to effectuate the authority sought herein.

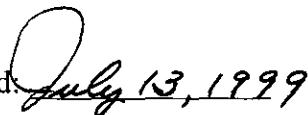
Respectfully submitted,

Comm South Companies, Inc.
Topp Telecom, Inc.

by: 
James Fischer
101 West McCarty Street, Suite 214
Jefferson City, MO 65101
Missouri State Bar # 27543
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

by: 
Glenn S. Richards
Fisher Wayland Cooper Leader
& Zaragoza L.L.P.
2001 Pennsylvania Ave., N.W., Suite 400
Washington, D.C. 20006
Telephone: (202) 659-3494
Facsimile: (202) 296-6518

Their Attorneys

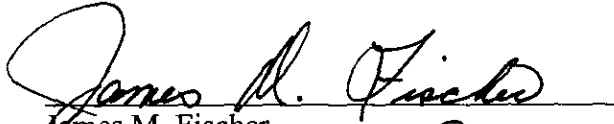
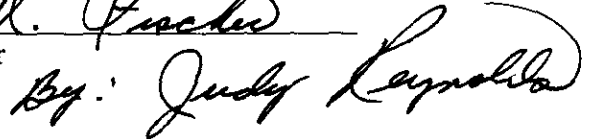
Dated: 

J:\DATA\CLIENT\60\6044\6044P.MO

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, postage prepaid, this 13th day of July, 1999, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102


James M. Fischer
By: 

VERIFICATION

I am authorized to represent Comm South Companies, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

By: 

Name: JIM GRAHAM

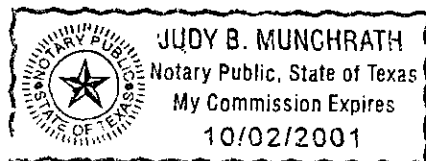
Title: PRES

Date: JUNE 25, 1999

Sworn and subscribed to before me this 25
day of JUNE, 1999.

Judy B. Munchrath
Notary Public

My Commission expires 10/02/2001



VERIFICATION

I am authorized to represent Topp Telecom, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

By: 

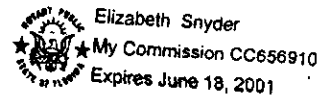
Name: FS Bouak

Title: Chairman and CEO

Date: 6/30/99

Sworn and subscribed to before me this 30
day of June, 1999.


Notary Public



My Commission expires June 18, 2001

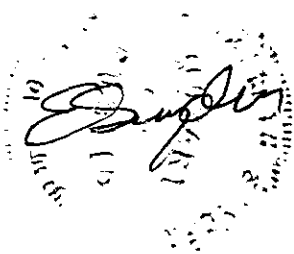


EXHIBIT A

**Certificate of Authority to Transact Business in the State of Missouri
of Topp Telecom, Inc.**

Jul. 9. 1999 3:20PM

03/ 2201

14 EAST

No. 0871

P. 3/92

JUL-09-1999 FRI 01:23 PM TOPP TELECOM, Inc.

FAX NO. 305+040-2070

P. 02



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102

Dear Corporation:

We have enclosed the Certificate of Incorporation/ Authority and Articles of Incorporation/Application for Authority which have been filed in this office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report and a franchise tax report be completed and returned to this office as of the due date shown on the report. Some corporations will be exempt from filing the franchise tax report if their outstanding shares and surplus at the date of incorporation/qualification is less than \$200,000. These reports will be sent to the corporation's registered agent within the next few weeks.

The officers of the corporation may wish to familiarize themselves with the Missouri Uniform Securities Act (Chapter 409 RSMo). The act defines a security and provides that it is unlawful for any person to offer or sell any security in the State of Missouri unless it is registered under the Act or the security or transaction is exempted under Section 409.402 of the Act. Additionally, the Act provides that unless the transaction in which a security is offered for sale or sold is exempt from registration, or the person is excluded by definition, such person must be registered as a Securities Agent. This requirement does not apply to not-for-profit corporations.

Please feel free to contact our corporation or the Securities Division if we can be of any further assistance to you.

Sincerely,

REBECCA M. COOK
Secretary of State

Ltr. #11

Jul. 9. 1999 3:21PM

83/ 2201

14 EAST

No. 0871 P. 4/9

P. 03

JUL-09-1999 FRI 01:23 PM TOPP TELECOM, Inc.
No. F00444211

FAX NO. 305+64572070

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
TOPP TELECOM, INC.

USING IN MISSOURI THE NAME
TOPP TELECOM, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF FLORIDA.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 30TH DAY OF JULY, 1997.

Rebecca McDowell Cook
Secretary of State

\$155.00



Jul. 9. 1999 3:22PM

631 2201

14 EAST

No. 0871 P. 5/94

JUL-09-1999 FRI 01:24 PM TOPP TELECOM, Inc.

FAX NO. 305+612070

P. 04

Application for Foreign Corporation for a Certificate of Authority

http://mosl.sos.state.mo.us/bur-ser/core.html



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

JUL 30 1999

**Application for Foreign Corporation
for a Certificate of Authority**

(Submit in duplicate with filing fee of \$155.00)

(1) The corporation's name is Topp Telecom, Inc.

and it is organized and existing under the laws of Florida

Rebecca McDowell Cook
SECRETARY OF STATE

(2) The name it will use in Missouri is Topp Telecom, Inc.

(3) The date of its incorporation was 3-21-96 (month/day/year),
and the period of its duration is perpetual

(4) The address of its principal place of business (Address/City/State/Zip)

8200 NW 27th Street, Suite 117, Miami, FL 33122

(5) The name and address of its registered agent and office in the State of Missouri is (Name, Address, City/State/Zip)

National Registered Agents, Inc., 300-B East High St., Jefferson City, MO
65101

(6) The specific purpose(s) of its business in Missouri are:

Telecommunication services.

(7) The name of its officers and directors and their business addresses are as follows:

Officers (Name/Address/City/State/Zip)

President Frederick J. Pollak 8200 NW 27th St. Ste. 117, Miami, FL 33122

Vice President Gladys Acora 8200 NW 27th St. Ste. 117, Miami, FL 33122

Secretary David Topp 8200 NW 27th St. Ste. 117, Miami, FL 33122

Treasurer _____

Board of Directors (Name/Address/City/State/Zip)

JUL 9 1999 3:22PM

14 EAST

No. 0871 P. 6/95

JUL-09-1999 FRI 01:24 PM TOPP TELECOM, Inc.

FAX NO. 305-644-2070

P. 05

Application for Foreign Corporation for a Certificate of Authority

<http://mail.sos.state.mo.us/bus-ser/core.html>

Director /Chairperson David Topp 8200 NW 27th St. Ste. 117, Miami, FL 33122

Director Frederick J. Pollak 8200 NW 27th St. Ste. 117, Miami, FL 33122

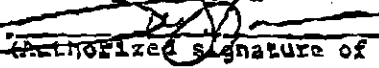
Director _____

Director _____

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

 Frederick J. Pollak-Pres. 7/1/97
(Authorized signature of officer or chairman of the board) (Title) (Date)

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

Corporations | SOS Home Page

Office of Secretary of State Rebecca McDowell Cook
600 W. Main and 208 State Capitol, P.O. Box 778, Jefferson City, Missouri 65102
Telephone: (573) 751-4936

Information contained in this document was compiled using publications from the Secretary of State's Office.

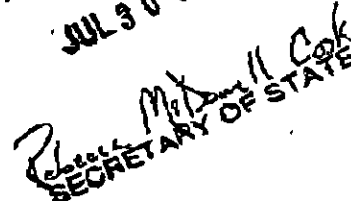


Please email us with your comments and suggestions! SOSmain@mail.sos.state.mo.us

7/96

FILED
AND CERTIFICATE OF
AUTHORITY

JUL 30 1997


REBECCA McDOWELL COOK
SECRETARY OF STATE

JUL 9 1999 3:23PM

14 EAST

No. 0871 P. 7/9

JUL-09-1999 FRI 01:24 PM TOPP TELECOM, Inc.

FAX NO. 305+6422070

P. 06

REBECCA McDOWELL COOK, Secretary of State
1999 ANNUAL REGISTRATION REPORT
(Business)

Renewal

CHECK #

AMOUNT

THIS REPORT IS DUE BY: 04/15/99

NOTE: TO CHANGE REGISTERED AGENT OR OFFICE SHOWN DIRECTLY BELOW, REQUEST FORM #59 FROM THE SECRETARY OF STATE

WE SHOW YOUR FISCAL TAX YEAR AS:	
BEG. MONTH	END MONTH
01/01	12/31
IF YOUR FISCAL TAX YEAR IS DIFFERENT:	
BEG. MONTH	END MONTH

F00A44211
 TOPP TELECOM, INC.

% NATIONAL REGISTERED AGENTS INC
 300-B EAST HIGH ST.
 JEFFERSON CITY MO 65101

2	YOUR LAST ANNUAL REPORT WAS MARKED <u>NO</u> regarding whether your corporation is liable for franchise tax. (A corporation is liable for franchise tax if line 6a or 6b on the franchise tax report is more than \$200,000.)	If this tax liability has changed for this year, mark "X" in this box. <input type="checkbox"/>
---	---	---

3	PRINCIPAL PLACE OF BUSINESS OR CORPORATE HEADQUARTERS:	8390 NW 25 Street STREET Miami, Florida 33122 CITY/STATE ZIP
---	--	--

4	NAMES AND BUSINESS OR RESIDENCE ADDRESSES OF OFFICERS: (MUST HAVE A PRESIDENT AND A SECRETARY; WILL ASSUME PRESIDENT IS ALSO SECRETARY, IF SECRETARY IS NOT LISTED.)	
	PRES	Frederick J. Pollak
	STREET/RT.	8390 NW 25 Street
	CITY/STATE/ZIP	Miami, Florida 33122
	V-PRES	
	STREET/RT.	
	CITY/STATE/ZIP	
	SEC-Y.	David Topp
STREET/RT.	8390 NW 25 Street	
CITY/STATE/ZIP	Miami, Florida 33122	
TREAS		
STREET/RT.		
CITY/STATE/ZIP		

NAMES AND BUSINESS OR RESIDENCE ADDRESSES OF BOARD OF DIRECTORS: (MUST HAVE ONE DIRECTOR; IF NOT LISTED, WILL ASSUME DIRECTORS ARE THE SAME AS OFFICERS)	
NAME CFO	Amnon Carr
STREET/RT.	8390 NW 25 Street
CITY/STATE/ZIP	Miami, Florida 33122
NAME Director	Danny Bogar
STREET/RT.	8390 NW 25 Street
CITY/STATE/ZIP	Miami, Florida 33122
NAME Director	Rick Anderson
STREET/RT.	8390 NW 25 Street
CITY/STATE/ZIP	Miami, Florida 33122
NAME	
STREET/RT.	
CITY/STATE/ZIP	

ATTACH NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS

5	The undersigned understands that false statements made in this report are punishable for the crime of making a false declaration under Section 578.060 RSMo 1986
	OFFICER SIGN HERE <u>AMNON CARR</u>

6	ATTACHED IS THE REGISTRATION FEE OF:
	<input checked="" type="checkbox"/> \$45.00 If filed on or before due date
	<input type="checkbox"/> \$60.00 If within 30 days after due date
	<input type="checkbox"/> \$75.00 If within 60 days after due date
	<input type="checkbox"/> \$90.00 If within 90 days after due date
	Corporation will be administratively dissolved if report is not filed.



COMPLETE THE BOXES OR FORM WILL BE RETURNED
 (BOXES 3, 4, AND 5 ARE REQUIRED)

RETURN AND MAKE CHECK PAYABLE TO SECRETARY OF STATE

07 Jul. 9. 1999 3:23PM 2 837 2201 14 EAST

No. 0871 P. 8/9


JUL-09-1999 FRI 01:25 PM TOPP TELECOM, Inc.

FAX NO. 305+81-2070

P. 07

INVOICE#	INV. DATE	PAY AMOUNT	DISC TAKEN	DATE	CHECK NO.	VENDOR KEY
F00444211	01/26/99	45.00	0.00	02/04/99	009259 VOUCHER NO. VOUCHER 019043	MO102 NET AMOUNT 45.00
TOTALS		45.00	0.00			45.00

TOPP TELECOM, INC.

 <p>Topp Telecom, Inc. 8390 Northwest 25th Street Miami, FL 33122</p>	<p>EASTERN NATIONAL BANK 2495 N.W. 82nd Avenue Miami, Florida 33122 81-253-770</p>		<p>009259</p>
	<p>DATE: 02/04/99</p>	<p>CHECK NO. 009259</p>	<p>AMOUNT *****\$45.00</p>
<p>FORTY-FIVE AND NO/100 U.S. Dollars</p>			
<p>SECRETARY OF STATE ANNUAL REPORT DEPT. PO BOX 1366 JEFFERSON CITY, MO 65102</p>			
<p>CHECKS OVER \$500.00 REQUIRE TWO SIGNATURES</p>			

"009259" 00670025330 6900604406"

JUL 9 1999

3:24PM

837 2201

14 EAST

No. 0871

P. 9/9

JUL-09-1999 FRI 01:25 PM TOPP LEGOM, Inc.

FAX NO. 305+6 2070

P. 08

SENDER:

Complete items 1 and/or 2 additional services.
 Complete items 3, 4a, and 4b.
 Print your name and address on the reverse of this form so that we can return this card to you.
 Attach this form to the front of the mailpiece, or on the back if space does not permit.
 Write "Return Receipt Requested" on the mailpiece below the article number.
 The Return Receipt will show to whom the article was delivered and the date delivered.

I also will receive the following services (for an extra fee):

1. ☐ Addressee's Address
 2. ☐ Restricted Delivery
 Consult postmaster for fee.

3. Article Addressed to:
 Secretary of State
 Annual Reports Department
 P.O. Box 1366
 Jefferson City, MO 65102
RECEIVED

4a. Article Number
 P 233 011 373

4b. Service Type
☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

5. Received By: John Doe 1999

6. Signature: (Addressee or Agent)
 X [Signature] [Signature]

7. Date of Delivery

8. Addressee's address (Only if requested and fee is paid)

PS Form 3811, December 1994 (ATE) 102505-017-0170 Domestic Return Receipt

Thank you for using Return Receipt Service.

P 233 011 373

US Postal Service
Receipt for Certified Mail
 No Insurance Coverage Provided.
 Do not use for International Mail (See reverse)

Sent to
 Sec. of St. - Annual Rep Dept

Street & Number
 P.O. BOX 1366
 Post Office, State, & ZIP Code
 Jefferson City, MO 65102

Postage \$ 0.33

Certified Fee 1.40

Special Delivery Fee

Restricted Delivery Fee

Return Receipt (if requested)
 When delivered 1.25

Permit Showing to Whom
 Date of Addressee's Address

TOTAL Postage & Fees \$ 2.98

Postmaster's Date
 [Signature] 7-11-1999

PS Form 3800, April 1995

EXHIBIT B

Qualifications of Chris A. Caffey

Chris A. Caffey – Senior Vice President, Chief Operating Officer and Chief Financial Officer

Mr. Chris Caffey is a Senior Vice President, Chief Operating Officer and Chief Financial Officer of the Company. Mr. Caffey has been employed with Comm South since March 1998. From 1966-1998, Mr. Caffey served as principal of the Caffey Group, a telecommunications consulting firm in Arlington, Texas specializing in strategic planning. From 1993-1996, he was Vice President of USA Healthcare's consulting practice. Prior to that Mr. Caffey served as a health care cost containment and operations management consultant for LBA Health Care in Englewood, Colorado. Mr. Caffey earned a Bachelor of Arts In Economics from Austin College and Masters in International Business from American Graduate School of International Management, Thunderbird Campus.