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65110-4595

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ATTORNEY AT LAW  
OF COUNSEL  
(573) 634-8109  
FAX (573) 634-8224

June 26, 2000

FILED<sup>2</sup>

JUN 26 2000

Missouri Public  
Service Commission

Mr. Dale Hardy Roberts  
Executive Secretary-Chief Regulatory Law Judge  
Missouri Public Service Commission  
P. O. Box 360  
Jefferson City, MO 65102-0360


RE: Case No. TA 2000-850  
Application of WORLDxCHANGE Communications, Inc., for Certificate of Service  
Authority to Provide Interexchange Telecommunications Services

Dear Mr. Roberts:

Enclosed please find an original and eight copies of the **Application** of WORLDxCHANGE Communications, Inc., for filing with the Commission. Thank you for your assistance in processing this filing.

Copies are being served on the Office of Public Counsel and General Counsel. If there are any questions, please call me at 634-8109.

Sincerely,

  
Mary Ann (Garr) Young

Enclosure

cc: Office of Public Counsel  
General Counsel's Office  
Monica R. Borne

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED<sup>2</sup>

JUN 26 2000

Missouri Public  
Service Commission

Application of )  
 )  
WORLDxCHANGE Communications, Inc. )  
 )  
For a Certificate of Service Authority )  
To Provide Interexchange Telecommunications )  
Services in the State of Missouri and for )  
Competitive Classification )

Case No. TA-2000-850

APPLICATION

WORLDxCHANGE Communications, Inc. ("WCI" or "Applicant"), by its undersigned counsel, files this verified application respectfully requesting that the Missouri Public Service Commission (Commission) issue an order that:

- (a) grants WCI a Certificate of Service Authority to provide intrastate interexchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes (RSMo.),
- (b) grants status as a competitive company to WCI pursuant to § 392.316 RSMo., and
- (c) waives certain Commission rules and statutory provisions pursuant to § 392.420 RSMo.

In support of its request, WCI states:

**I. QUALIFICATIONS**

1. Applicant WCI is a privately held Delaware corporation with its principal place of business at 945 E. Paces Ferry Road, Suite 2200, Atlanta, Georgia 30326. A copy of WCI's Articles of Incorporation and Certificate of Authority to conduct business in Missouri are attached hereto as Exhibits A and B.

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions

relating to the case should be addressed to:

EllenAnn G. Sands  
Nowalsky, Bronston & Gothard, APLLC  
3500 North Causeway Boulevard  
Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Facsimile: (504) 831-0892  
E-Mail: [mborne@nbglaw.com](mailto:mborne@nbglaw.com)

and to local counsel:

Mary Ann (Garr) Young  
William D. Steinmeier, P.C.  
P.O. Box 104595  
2031 Tower Drive  
Jefferson City MO 65110-4595  
Phone: (573) 634-8109  
Fax: (573) 634-8224  
E-Mail: [myoung0654@aol.com](mailto:myoung0654@aol.com)

All future correspondence from the Commission should be forwarded to the Company's  
regulatory contact as follows:

Richard Heidecke  
WorldxChange Communications, Inc.  
1919 S. Highland, Suite 129-D  
Lombard, IL 60148  
Phone: (630) 268-6620  
Fax: (630) 268-6898

5. Applicant seeks authority to provide resold intrastate interexchange telecommunications services to subscribers to and from all points in the State of Missouri and, therefore, seeks statewide authorization.

6. Applicant's services will be available on a full-time basis, twenty-four (24) hours a day, seven (7) days a week. WCI proposes to provide service under the existing IXC tariff of Communication TeleSystems International d/b/a WORLdXCHANGE Communications ("CTI"), with whom has proposed to merger in the Application currently pending in Case No. TM-2000-653 . WCI will either adopt the CTI tariff or file a substantially identical tariff upon approval of the merger transaction and/or this application, as ordered by the Commission. Therefore, WCI seeks a waiver of 4 CSR 240-060(4)(H).

8. WCI possesses the requisite managerial and technical qualifications to render the proposed telecommunications services. WCI's management personnel are well qualified to execute its business plan, having extensive managerial, financial, and technical telecommunications experience.

9. WCI possesses sufficient financial resources to conduct the telecommunications operations as specified in this Application.

10. WCI's toll-free number for customer inquiries and complaints is 1-800-569-8700.

## **II. CLASSIFICATION AS A COMPETITIVE TELECOMMUNICATIONS COMPANY AND WAIVER OF CERTAIN REGULATORY REQUIREMENTS**

11. WCI also seeks classification as a competitive telecommunications company operating within the State of Missouri pursuant to § 392.361 RSMo. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

12. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to § 392.200 RSMo.

13. Applicant also requests, pursuant to § 392.420 RSMo. that the Commission waive the application of the following rules and statutory provisions as they relate to the regulation of WCI.

Statutes

Section 392.210	-	Reporting
Section 392.240(1)	-	Ratemaking
Section 392.270	-	Property valuation
Section 392.280	-	Depreciation accounts
Section 392.290	-	Issuance of securities
Section 392.300.2	-	Transfer of stock
Section 392.310	-	Stock and debt issuance
Section 392.320	-	Stock dividend payment
Section 392.330	-	Issuance of securities, debt and notes
Section 392.340	-	Reorganization(s)

Regulations

4 CSR 240-10.020	-	Depreciation fund income
4 CSR 240-30.010(2)(C)	-	Rate schedules
4 CSR 240-30.040	-	Uniform System of Accounts
4 CSR 240-33.030	-	Minimum Charges
4 CSR 240-35	-	Reporting of Bypass

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases.

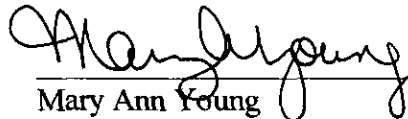
14. WCI will comply with all applicable regulations of the Commission except those which are specifically waived by the Commission pursuant to a request filed by WCI.

**III. PUBLIC INTEREST CONSIDERATIONS**

15. The entry of WCI into the telecommunications business in Missouri will serve the public interest by creating greater competition in the interexchange marketplace and permitting customers to achieve increased efficiencies and cost savings. Approval of this Application, therefore, will serve the public interest of the State of Missouri.

WHEREFORE, WORLDxCHANGE Communications, Inc., requests that the Missouri Public Service Commission grant the requested Certificate of Interexchange Service Authority authorizing WCI to provide resold intrastate interexchange telecommunications services, classify WCI as a competitive company, and waive the statutes and regulations previously referenced.

Respectfully submitted,



Mary Ann Young

Mo. Bar #27951

WILLIAM D. STEINMEIER, P.C.

2031 Tower Drive

Jefferson City, MO 65109

Telephone: (573) 634-8109

Facsimile: (573) 634-8224

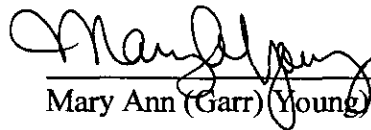
Email: myoung0654@aol.com

Counsel for WorldxChange Communications, Inc.

Dated: June 26, 2000

Certificate of Service

I hereby certify that a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to the Office of Public Counsel and the General Counsel's office, on this 26th day of June 2000.



Mary Ann (Garr) Young

**VERIFICATION OF APPLICANT**


STATE OF GEORGIA )  
 )  
COUNTY OF FULTON ) SS:

I, W. Tod Chmar being first duly sworn, state that I am the President  
(Name of Officer) (Title)  
of WORLDxCHANGE Communications, Inc., the Applicant herein; that I am authorized to sign this  
Verification on its behalf; that I have reviewed the matters set forth in the Application and Exhibits;  
and that the statements contained therein are true to the best of my knowledge, except as to those  
matters which are stated on information or 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.

Executed this 12<sup>th</sup> day of June, 2000

**WORLDxCHANGE Communications, Inc.**

  
(Signature)

Sworn to and subscribed before me this 12<sup>th</sup> day of June, 2000.

  
Notary Public

VIRGINIA S. COOK  
Notary Public, Fulton County, Georgia  
My Commission Expires January 4, 2004

# **EXHIBIT A**

ARTICLES OF ORGANIZATION



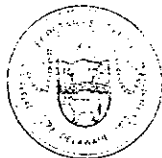
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CTI MERGER CO.", CHANGING ITS NAME FROM "CTI MERGER CO." TO "WORLDXCHANGE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2000, AT 1:30 O'CLOCK P.M.

3171244 8100

001204193



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Edward J. Freel, Secretary 10396139

AUTHENTICATION: 04-24-00

DATE:

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CTI MERGER CO.**

The undersigned hereby certifies that he is a duly authorized officer of CTI Merger Co., a Delaware corporation (the "Corporation"), and that:

**I.**

The name of the Corporation is CTI Merger Co.

**II.**

Article I of the Certificate of Incorporation of the Corporation (the "Certificate") is hereby amended to read in its entirety as follows:

"The name of the corporation (the "Corporation") shall be  
WORLDxCHANGE Communications, Inc."

All other provisions of the Certificate shall remain unchanged.

**III.**

The foregoing amendment was declared advisable and adopted by written consent of the Corporation's Board of Directors dated as of February 11, 2000, and by written consent of the stockholders of the Corporation dated as of February 11, 2000.

**IV.**

The foregoing amendment was duly adopted in accordance with the applicable provisions of Section 242 of the Delaware General Corporation Law.

The undersigned hereby executes this Certificate of Amendment of the Certificate of Incorporation, declaring and certifying that the facts stated herein are true, and accordingly has hereunto set his hand this 1<sup>st</sup> day of March, 2000.

**CTI MERGER CO.**

By: 

W. Tod Chmar  
President

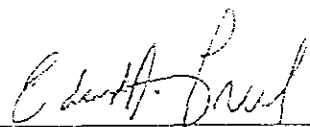
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CTI MERGER CO.", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 2000, AT 3:30 O'CLOCK P.M.

3171244 8100

001204193

  
Edward J. Freel, Secretary 0396130

AUTHENTICATION: 04-24-00

DATE:

**CERTIFICATE OF INCORPORATION  
OF  
CTI MERGER CO.**

**I.**

**Corporate Name**

The name of the corporation (the "Corporation") shall be CTI Merger Co.

**II.**

**Registered Agent and Registered Office Address**

The name of the registered agent of the Corporation in the State of Delaware is The Corporation Trust Company and its address in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

**III.**

**Purposes**

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**IV.**

**Shares**

The total number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) shares which shares shall be common stock at a par value of one cent (\$.01) per share.

**V.**

**Name and Mailing Address of Incorporator**

The name and mailing address of the incorporator of the Corporation are Erik L. Belenky, Esq., Long, Aldridge & Norman, LLP, 303 Peachtree Street, Suite 5300, Atlanta, Georgia 30308.

VI.

Existence

The Corporation is to have perpetual existence.

**THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein states are true, and accordingly have hereunto set my hand this 4<sup>th</sup> day of February, 2000.



Erik L. Belenky, Esq., Incorporator

# **EXHIBIT B**

MISSOURI SECRETARY OF STATE  
CERTIFICATE OF AUTHORITY

No. F00483037

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,  
WORLDXCHANGE COMMUNICATIONS, INC.

using in Missouri the name  
WORLDXCHANGE COMMUNICATIONS, 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 DELAWARE.

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 1st day of MAY, 2000.



*Rebecca McDowell Cook*  
Secretary of State

\$155.00



# 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

## Application for Foreign Corporation For a Certificate of Authority

**MAY 01 2000**

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

- (1) The corporation's name is WORLDxCHANGE Communications, Inc. and it is organized and existing under the laws of Delaware *Rebecca McDowell Cook*  
**SECRETARY OF STATE**
- (2) The name it will use in Missouri is WORLDxCHANGE Communications, Inc.
- (3) The date of its incorporation was 2/04/00, and the period of its duration is perpetual.  
month/day/year
- (4) The address of its principal place of business is 1209 Orange St., Wilmington, DE 19801  
Address City/State/Zip
- (5) The name and address of its registered agent and office in the State of Missouri is  
National Registered Agents, Inc. 300-B East High Street, Jefferson City, MO 65101  
Name Address City/State/Zip
- (6) The specific purpose(s) of its business in Missouri are:  
The sale of telecommunications services and products
- (7) The name of its officers and directors and their business addresses are as follows:
- | (Officers)     | Name           | Address                               | City/State/Zip |
|----------------|----------------|---------------------------------------|----------------|
| President      | W. Tod Chmar   | 945 East Paces Ferry Rd., Atlanta, GA | 30326          |
| Vice President |                |                                       |                |
| Secretary      | Mark A. Gergel | 945 East Paces Ferry Rd., Atlanta, GA | 30326          |
| Treasurer      |                |                                       |                |
- (Board of Directors)
- |          |                  |                                       |       |
|----------|------------------|---------------------------------------|-------|
| Director | W. Tod Chmar     | 945 East Paces Ferry Rd., Atlanta, GA | 30326 |
| Director | John D. Phillips | 945 East Paces Ferry Rd., Atlanta, GA | 30326 |
| 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: upon qualification  
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

*MA Gergel*

(Authorized signature of officer or chairman of the board)

*SECRETARY*  
(Title)

*4-13-00*

(Date of Signature)

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.



State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLDXCHANGE COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 2000.

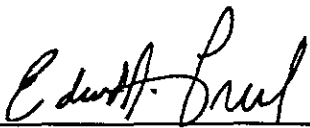
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WORLDXCHANGE COMMUNICATIONS, INC." WAS INCORPORATED ON THE FOURTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3171244 8300

001204196

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0394917

04-21-00