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BRYDON, SWEARENGEN & ENGLAND

PROFESSIONAL CORPORATION

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DIANA C. FARR
JANET E. WHEELER

OF COUNSEL
RICHARD T. CIOTTONE

May 28, 2002

Secretary of the Public Service Commission
Governor Office Building
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, MO 65102-0360

Re: TMP Corp
Case No. TA-2002-_____

Dear Mr. Roberts:

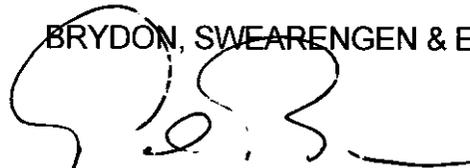
On behalf of TMP Corp, enclosed for filing in the above-referenced case please find an original and eight (8) copies of an Application of TMP Corp for Approval of an Interconnection Agreement Under the Telecommunications Act of 1996. A copy has also been hand-delivered to the Office of the Public Counsel this date. Please note that I have further enclosed three (3) receipt copies of the Application, which I ask that you file stamp and return with the messenger delivering same.

Thank you for your assistance with this matter.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND, P.C.

By:



Paul A. Boudreau

PAB/aw

Enclosures

cc: Mr. Matt Deering
Mr. Leo Bub

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Application of TMP Corp. for Approval)
of an Interconnection Agreement) Case No. TA-2002-_____
under the Telecommunications Act of 1996)

**APPLICATION OF TMP CORP
FOR APPROVAL OF AN INTERCONNECTION AGREEMENT
UNDER THE TELECOMMUNICATIONS ACT OF 1996**

COMES NOW TMP Corp (TMP) and hereby files its Application for Approval of a Cellular/PCS Interconnection Agreement between TMP and Southwestern Bell Telephone Company (SWBT) under the Telecommunications Act of 1996. In support of this Application, TMP states to the Commission as follows:

I. INTERCONNECTION AGREEMENT REACHED

TMP is a commercial mobile radio service carrier operating in Missouri. TMP holds authority from the Federal Communications Commission to operate as a cellular licensee in Missouri and intends to provide mobile services employing such licensed frequency. TMP is an Illinois corporation with its principal office and place of business at Golden, Illinois. TMP's Certificate of Incorporation and Authority to do Business in the State of Missouri is attached hereto as Attachment A. TMP is not aware of any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates. As a wireless carrier, TMP is not required to file an annual report with the Missouri Commission or pay assessment fees.

Southwestern Bell Telephone Company (SWBT) is a local exchange carrier operating in Missouri.

On September 21, 2001, after good faith negotiations, TMP and SWBT executed a Cellular/PCS Interconnection Agreement (the "Agreement") for physical connection of

networks and the routing of customer traffic, including in the State of Missouri, pursuant to the terms of the Federal Act (see Agreement, Attachment B). Pursuant to Section 252(e)(1) of the Act, TMP hereby submits the Agreement for approval by the Commission. The Agreement complies fully with Section 252(e) of the Federal Act because the Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier. The Agreement consists of fifty-nine (59) pages and seven (7) appendices. There are no outstanding issues between TMP and SWBT that need the assistance of mediation or arbitration.

II. REQUEST FOR APPROVAL

TMP seeks the Commission's approval of the Agreement, consistent with the provisions of the Federal Act and Missouri law. TMP represents that the implementation of this negotiated and executed Agreement complies fully with both Missouri law and Section 252(e) of the Federal Act because the Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier. TMP respectfully requests that the Commission grant expeditious approval of this Agreement, without change, suspension or delay in its implementation. This is a bilateral agreement, reached as a result of negotiations and compromise between the parties. Correspondence, orders and decisions in this matter should be addressed to:

Craig Freeman/Walter M Rowland
TMP Corp
P.O. Box 128
Golden, IL 62339
cmf@adams.net

Paul A. Boudreau/Brian T. McCartney
Brydon, Swearngen & England P.C.
P.O. Box 456
Jefferson City, MO 65102-0456
paulb@brydonlaw.com
brian@brydonlaw.com

III. COMMISSION AUTHORITY

Under the Federal Telecommunications Act of 1996 ("the Act"), the Commission has the authority to review the terms and conditions of the interconnection of telecommunications carriers' networks within the state of Missouri. The Commission has the authority to grant the relief requested by TMP. Specifically, Section 252(a) of the Act provides:

(a) AGREEMENTS ARRIVED AT THROUGH NEGOTIATION

(1) VOLUNTARY NEGOTIATIONS. -- Upon receiving a request for interconnection, services, or network elements pursuant to section 251, an incumbent local exchange carrier may negotiate and enter into a binding agreement with the requesting telecommunications carrier or carriers without regard to the standards set forth in subsections (b) and (c) of section 251. The agreement shall include a detailed schedule of itemized charges for interconnection and each service or network element included in the agreement. The agreement, including any interconnection agreement negotiated before the date of enactment of the Telecommunications Act of 1996, shall be submitted to the State commission under subsection (e) of this section.

III. STANDARD OF REVIEW

Under Section 252 of the Act, the Commission has the authority to approve an agreement negotiated between an incumbent local exchange company (ILEC) and other telecommunications carriers. The Commission may only reject an interconnection agreement if it is discriminatory to a nonparty or is inconsistent with the public interest, convenience, and necessity. Section 252 of the Act provides:

- (e) **APPROVAL By STATE COMMISSION**
- (1) **APPROVAL REQUIRED.-** Any Interconnection Agreement adopted by negotiation or arbitration shall be submitted for approval to the State commission. A State commission to which an agreement is submitted to shall approve or reject the agreement, with written findings as to any deficiencies.
- (2) **GROUND FOR REJECTION.-** The State Commission may only reject -
 - (A) an agreement (or any portion thereof) adopted by negotiation under subsection (a) if it finds that -
 - (i) the agreement (or portion thereof) discriminates against a telecommunications carrier not a party to the agreement; or
 - (ii) the implementation of such agreement or portion is not consistent with the public interest, convenience, and necessity;

The affidavit of Walter M. Rowland, President of TMP, establishes that the Agreement submitted herein satisfies these standards. (Affidavit, Attachment C)

V. CONCLUSION

WHEREFORE, TMP respectfully requests the Commission to issue an Order that: (1) approves expeditiously the interconnection agreement between TMP and SWBT, and (2) grants such other relief as is reasonable in the circumstances.

Respectfully submitted,

By 

Paul A. Boudreau Mo. #33155
Brian T. McCartney Mo. #47788
BRYDON, SWEARENGEN & ENGLAND P.C.
312 East Capitol Avenue, P.O. Box 456
Jefferson City, MO 65102-0456

(573) 635-7166
(573) 634-7431 (Fax)

Attorneys for TMP Corp

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand-delivered on this 28th day of May 2002, to the following parties:

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Michael F. Dandino
Office of the Public Counsel
P.O. Box 7800
Jefferson City, Missouri 65102

Leo Bub
Southwestern Bell Telephone Company
One Bell Center, Room 3518
St. Louis, MO 63101

A handwritten signature in black ink, appearing to read 'P. A. B.', written over a horizontal line.

Paul A. Boudreau

VERIFICATION

I, Walter M. Rowland, President of TMP, hereby verify and affirm that I have read the foregoing APPLICATION and that the statements contained herein are true and correct to the best of my information and belief.



Walter M. Rowland
Walter M. Rowland

STATE OF ILLINOIS)
COUNTY OF ADAMS) ss

Subscribed and sworn to me, a Notary Public, on this 23RD day of May, 2002.

Randy J Bunge
Notary Public

My Commission expires 5-1-03.

0

File Number 6090-573-8

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
TMP CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this

day of ^{MARCH} A.D. ^{1ST} 2000 and of the Independence of the United States the two hundred and

24TH

Jesse White

Secretary of State



ARTICLES OF INCORPORATION

This space for use by Secretary of State

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

FILED

MAR 1 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date 3/1/00

Franchise Tax \$ 25.00
Filing Fee \$ 75.00

Approved:  \$ 100.00

1. CORPORATE NAME: TMP Corp.



PAID

MAR 01 2000

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Joseph D. Murphy

Initial Registered Office:	First Name	Middle Initial	Last name
306 West Church Street			
	Number	Street	Suite #
	Champaign	IL Champaign	61820
	City	County	Zip Code

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)
The transaction of any or all lawful business for which corporations may be organized under the Illinois Business Corporation Act



4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ NPV	1,000	1,000	\$ 1,000

TOTAL = \$ 1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

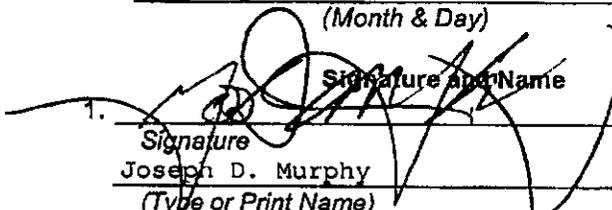
8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated February 28, 2000
 (Month & Day) Year

Signature and Name

Address

1. 
 Signature
 Joseph D. Murphy
 (Type or Print Name)

2. _____
 Signature
 (Type or Print Name)

3. _____
 Signature
 (Type or Print Name)

1. 306 West Church Street
 Street
 Champaign, Illinois 61820
 City/Town State Zip Code

2. _____
 Street
 City/Town State Zip Code

3. _____
 Street
 City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
TMP CORP.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 26TH day of SEPTEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH .



Jesse White

Secretary of State

(Rev. Jan. 1999)

File # 6090-573-8

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

SUBMIT IN DUPLICATE

SEP 26 2000

This space for use by
Secretary of State

Date 9-26-00

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved: z

5x

Remit payment in check or money order, payable to "Secretary of State."
The filing fee for restated articles of amendment - \$100.00
<http://www.sos.state.il.us>

JESSE WHITE
SECRETARY OF STATE

1. CORPORATE NAME: TMP Corp. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:
The following amendment of the Articles of Incorporation was adopted on August 4, 2000 in the manner indicated below. ("X" one box only)
(Month & Day) (Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:
a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

(NEW NAME)

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

RESOLVED, That the Articles of Incorporation of this corporation be amended by changing Article 4 so that, as amended, said article shall be and read as follows:

4. Paragraph 1: The Authorized Shares of the Corporation shall be:

Class	Par Value per Share	Number of Shares Authorized
Common	\$ none	15,000,000

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

No change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No change

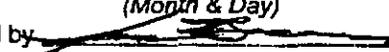
- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

No change

	Before Amendment	After Amendment
Paid-In Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated August, 2000
(Month & Day) (Year)
 attested by 
(Signature of Secretary or Assistant Secretary)
James Broemmer, Secretary
(Type or Print Name and Title)

TMP Corp.
(Exact Name of Corporation at date of execution)
 by 
(Signature of President or Vice President)
Walter M. Rowland, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____ , _____
(Month & Day) (Year)

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
TMP CORP.

using in Missouri the name
ONELINK 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 ILLINOIS.

NOW, THEREFORE, I, MATT BLUNT, 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 26th day of DECEMBER, 2001.



Matt Blunt

Secretary of State

\$155.00



State of Missouri
Matt Blunt, Secretary of State

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

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

DEC 26 2001

Application for Certificate of Authority
For a Foreign For-Profit Corporation
(Submit in duplicate with filing fee of \$155.00)

Matt Blunt
SECRETARY OF STATE

- 1. The corporation's name is TMP Coro. and it is organized and existing under the laws of Illinois
2. The name it will use in Missouri is OneLink Inc.
3. The date of its incorporation was 03/01/00, and the period of its duration is Perpetual
4. The address of its principal place of business 301 Rt. 94 Golden, IL 62339
5. The name and address of its registered agent and office in the State of Missouri is LJ Caruso 301 N. 3rd St. Hannibal, MO 63401
6. The specific purpose(s) of its business in Missouri are: PCS Service
7. The name of its officers and directors and their business addresses are as follows:
(Officers) Name Address City/State/Zip
President Walter M. Rowland 2348 N. 2400th Ave. Golden, IL 62339
Vice President Michael A. Troup 3031 Acadia Way Quincy, IL 62301
Sec/Treas Richard F. Houseweart 1621 Silverthorne Quincy, IL 62301
Secretary
Treasurer
(Board of Directors)
Director Vern Lubker 858 N, 2800th Ave. Lima, IL 62348
Director David Lewis 864 Loraine Springfield, IL 62704
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.

Walter M. Rowland Signature
Walter M. Rowland Printed Name
President Title
11/05/01 Date

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



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

TMP CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 1, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 5TH **day of** DECEMBER **A.D.** 2001 .

Jesse White

SECRETARY OF STATE