

R. BRITT CARLSON

ATTORNEY AT LAW

922 Oak Street
Kansas City, Missouri 64106
TELEPHONE (816) 474-0025
FACSIMILE (816) 474-4567
E-MAIL brittc@sprintmail.com

December 16, 1999

FILED

DEC 21 1999

DALE ROBERTS, CHIEF REGULATORY LAW JUDGE
MISSOURI PUBLIC SERVICE COMMISSION
P.O. BOX 360
301 WEST HIGH STREET - ROOM 530
JEFFERSON CITY, MISSOURI 65102-0360

**Missouri Public
Service Commission**

RE: Application of American Entertainment, Inc.,
d/b/a Citylink of Kansas City

TA-2000-378

Dear Judge Roberts:

Please find enclosed the application for certification and the proposed Tariff (eleven sheets) of American Entertainment, Inc. d/b/a/ Citylink of Kansas City. The enclosed documents have been prepared based upon discussions by Mr. Lisman of Citylink with Bill Voight in your office regarding the general operation of this service. Citylink of Kansas City is requesting an effective date of February 10, 2000.

Citylink of Kansas City's mission is to provide affordable low-cost intraLATA long distance service to all interested customers regardless of income level or credit worthiness through prepaid service. Citylink of Kansas City is an optional add-on service intended for those who would save money on local long distance through its use, and is not seeking certification as a primary provider of local or long distance service.

Citylink of Kansas City shall provide service in the State of Missouri and in Kansas within the Kansas City LATA. All calls are handled through Company operated equipment in St. Joseph, Missouri and Kansas City, Missouri. Customers access the service by dialing a seven (7) digit local access number. The customer is identified as an active member either by incoming number recognition or by entering an authorization PIN number. The customer then enters the area code and number and the call is completed by the Company's equipment by relaying the number through local plus.

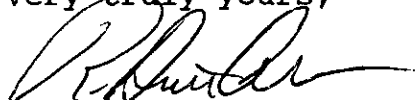
Also find enclosed American Entertainment, Inc.'s certificate of good standing, certified copy of Articles of Incorporation, and their Fictitious name Registration as Citylink of Kansas City.

If I can be of further assistance or answer further questions, please feel free to contact me.

20 0000577

DALE ROBERTS, CHIEF REGULATORY LAW JUDGE
December 16, 1999
Page 2

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Britt Carlson', with a long horizontal flourish extending to the right.

R. Britt Carlson

RBC/bc
Enclosures

FILED

DEC 21 1999

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the matter of the application)
of AMERICAN ENTERTAINMENT, INC.)
d/b/a CITYLINK OF KANSAS CITY)
for a Certificate of Service)
Authority to provide intraLATA)
interexchange telecommunications)
services.)

Case No. TA-2000-378

APPLICATION

American Entertainment, Inc. d/b/a Citylink of Kansas City, a Missouri Corporation,
files this verified application respectfully requesting that the Missouri Public Service
Commission issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide intraLATA interexchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes.
- (b) grants competitive status to Applicant.
- (c) waives certain Commission rules and statutory provisions pursuant to §392.420, R.S.MO (1994, as amended).

In support of it's request, Applicant states:

1. The legal name and principle office or place of business of the applicant are:

American Entertainment, Inc. d/b/a Citylink of Kansas City
3633 Harrison Blvd.
Kansas City, Missouri 64109-2666
816-960-4050

A copy of Applicant's Articles of Incorporation and certificate of authority from the Missouri Secretary of State to transact business in Missouri, and Registration of Fictitious Name are attached hereto as Exhibit 1.

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2. The name and address of Applicant's in-state attorney is:

R. Britt Carlson
922 Oak Street
Kansas City, Missouri 64106
816-474-0025

3. Applicant will provide intraLATA interexchange telecommunications services in the State of Missouri and Kansas within the Kansas City LATA. All calls are handled through Company operated equipment located in St. Joseph, Missouri and Kansas City, Missouri.

4. Applicant's proposed tariff is filed with the application. The proposed tariff, which has a 45 day effective date, contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.

5. Applicant requests classification as a competitive telecommunications company within the State of Missouri. 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.

6. Applicant also requests, pursuant to §392.420, R.S.MO (1994, as amended), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

392.240(1)	Rates-reasonable average return on investment.
392.270	Property valuation.
392.280	Depreciation rates.
392.290	Issuance of stocks and bonds.
392.310	Issuance of stocks and bonds.
392.320	Issuance of stocks and bonds.
392.330	Issuance of stocks and bonds.
392.340	Reorganization.

4 CSR 240-10.020	Income on depreciation fund investments.
4 CSR 240-30.010(2) (C)	Posting exchange rates at central office.
4 CSR 240-30.040 (1-2)	Uniform System of Accounts.
4 CSR 240-30.040 (5) (6)	Uniform System of Accounts.
4 CSR 240-32.030 (1) (B)	Exchange boundary map.
4 CSR 240-32.030 (1) (C)	Record of access lines.
4 CSR 240-32.030 (2)	Records kept within state.
4 CSR 240-32.050 (3-6)	Telephone directories.
4 CSR 240-32.070 (4)	Coin telephones.
4 CSR 240-33.030	Inform customers of lowest priced service.
4 CSR 240-33.040 (5)	Finance fee.

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

7. Applicant, pursuant to §386.570 R.S.MO (1994, as amended), will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

8. Correspondence or communications pertaining to this Application should be addressed to:

Stephen Lisman
President
American Entertainment, Inc.
d/b/a Citylink of Kansas City
3633 Harrison Blvd.
Kansas City, Missouri 64109-2666
816-753-0575

WHEREFORE, Applicant respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide intraLATA interexchange telecommunications services within the State of Missouri. Applicant also request classification as a competitive telecommunications company. In addition Applicant request a waiver of the above-referenced rules and statutory provisions.

Respectfully submitted,



R. BRITT CARLSON #28599
922 Oak Street
Kansas City, Missouri 64106
(816) 474-0025 FAX 474-4567
ATTORNEY FOR APPLICANT

STATE OF MISSOURI)
)
COUNTY OF JACKSON) S.S.

ON THIS 20th day of December in the year 1999, before me, R. Britt Carlson, a Notary Public in and for said state, personally appeared Stephen Jay Lisman, president of American Entertainment, Inc., d/b/a Citylink of Kansas City, known to me to be the person who executed the within Application in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated, and that the matters stated therein were true and accurate to the best of his knowledge and belief.

AMERICAN ENTERTAINMENT, INC.
d/b/a Citylink of Kansas City


By: Stephen Jay Lisman, President

Subscribed and sworn to before me, a Notary Public, this 20th day of December, 1999.


Notary Public

My Commission Expires:

R. BRITT CARLSON
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. AUG. 1, 2000

EXHIBIT 1

AMERICAN ENTERTAINMENT, INC.
d/b/a CITYLINK OF KANSAS CITY

Applicant's Articles of Incorporation
Applicant's Certificate of Authority
Applicant's Registration of Fictitious Name

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT

AMERICAN ENTERTAINMENT, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 4TH DAY OF JUNE, 1985, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL THE REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 16TH DAY OF DECEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

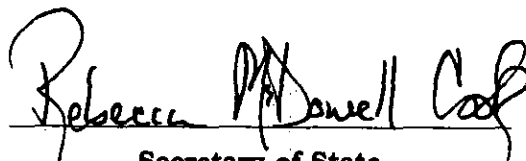
CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

AMERICAN ENTERTAINMENT, INC.

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORDS IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, THIS 16TH DAY OF
DECEMBER, 1999.


Secretary of State



No. 00277019**STATE OF MISSOURI**

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of _____

AMERICAN ENTERTAINMENT, INC.

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General and Business Corporation Law:

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare _____

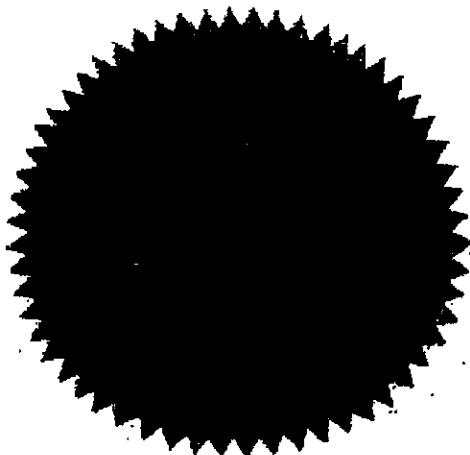
AMERICAN ENTERTAINMENT, INC.

a body corporate, duly organized this day and that it is entitled to all rights and privileges granted corporations organized under The General and Business Corporation Law; that the address of its initial Registered Office in Missouri is _____

1125 Grand Avenue, Suite 1616, Kansas City, Mo

that its period of existence is **Perpetual**; and that the

amount of its Authorized Shares is _____

30,000 common @ \$10.00 per share

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this **4th** day of **June**,

19 **85**

Roy D. Blunt

Secretary of State

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
JUN 04 1985

By D. D. [Signature]

**ARTICLES OF INCORPORATION
OF
AMERICAN ENTERTAINMENT, INC.**

I, the undersigned, being a natural person of the age of twenty-one (21) years or more and subscriber to the shares of the corporation to be organized pursuant hereto for the general purpose of forming a corporation under the "General and Business Corporation Act of Missouri", hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is AMERICAN ENTERTAINMENT, INC.

ARTICLE TWO

The address of its initial registered office in the State of Missouri is 1125 Grand Avenue, Suite #1616, Kansas City, Missouri and the name of the registered agent at that address is R. Britt Carlson.

ARTICLE THREE

The aggregate number of shares of all classes of stock which the corporation shall have authority to issue is 30,000 shares, all of which will be common stock having a par value of \$10.00 per share. All shares shall have full voting rights.

ARTICLE FOUR

The number of shares of stock to be issued before the corporation shall commence business is 500, and the consideration to be paid therefor and the capital with which the corporation shall commence business is \$5,000, all of said shares of stock having been bona fide subscribed and fully paid up in lawful money of the United States in the sum of \$5,000, and said property is in the custody of the person hereinafter referred to as the incorporator.

ARTICLE FIVE

The name and place of residence for the shareholder and the number of shares subscribed by him are:

NAME	ADDRESS	SHARES
Stephen J. Lisman	3633 Harrison Kansas City, MO 64109	500

ARTICLE SIX

The Board of Directors of the corporation shall consist of four (4) persons, who shall be elected at the first meeting of the shareholders. The property and business of the corporation shall be managed and controlled by the Board of Directors.

ARTICLE SEVEN

The duration and number of years the corporation is to continue shall be perpetual.

ARTICLE EIGHT

The purpose for which the Corporation is formed is as follows:

To operate a tavern, nightclub, cocktail lounge and any other type of drinking establishment to buy and sell intoxicating liquors, food supplies and equipment and all related materials, and to do any and all acts necessary or incidental to operate such business.

To have, own, buy, lease, rent, mortgage or sell real and personal property, and to give, take, own and make notes, bonds, debentures, mortgages, deeds and deeds of trust, stock and debentures, including stock in this corporation;

To enter into any lawful arrangement for sharing profits, union of interest reciprocal association or cooperative association with any corporation, association, partnership, individual or legal entity for the carrying on of any business, and to enter into any general or limited partnership, the purpose of which is similar to the purposes set forth in these articles;

To buy, lease, or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, and assets of any person, firm, association or corporation, either foreign or domestic, engaged in a business of the same general character as that for which this corporation is organized;

To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness; and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations; or to assume the whole or any part of the liabilities, existing or prospective, of any persons, corporation, firm or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds or other obligations are held or are in any manner guaranteed by the corporation, and to aid in any manner any other person or corporation, and to do any other act or thing for the preservation, protection, improvement or enhancement of the value of such stocks, bonds, or other obligations;

Without any particular limiting of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to do all things hereinabove enumerated, and also to issue or exchange stocks, bonds or other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligation, or any property which may be acquired by it, and to assure any bonds or other obligations by it issued or incurred;

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to exchange the value of its property; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, and to hold, purchase, mortgage, and convey real and personal property, either in or out of the State of Missouri, and to have and to exercise all the powers conferred by the laws of Missouri upon corporations formed under the Act pursuant to and under which this corporation is formed;

To make all contracts or agreements necessary to effectuate or assist in the transaction of any such business; to make all mortgages of real or personal property; to purchase, lease, exchange, assign, rent, or otherwise acquire or dispose of any real or personal property which the corporation may think necessary or desirable, or with all or any part of the corporation's property to borrow or raise money and to invest such money so raised in any investments as aforesaid; to do all things in connection with such business which may at any time appear expedient or conducive to the operation or management of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal as of this 30th day of May, 1985.


Stephen J. Lisman

STATE OF MISSOURI)
COUNTY OF JACKSON) ss.

I, a Notary Public, do hereby certify that on the 30th day of May, 1985, personally appeared before me Stephen J. Lisman who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true and correct.

R. Britt Carlson

Notary Public

My Commission Expires:

R. BRITT CARLSON
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Oct. 7, 1998

FILED AND CERTIFICATE OF
NOTARIAL COMMISSION ISSUED
JAN 14 1998



353207

NO. X

KC

State of Missouri

Rebecca McDowell Cook, Secretary of State
Corporation Division

Registration of Fictitious Name

(Filing Fee: \$7.00)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name. (RSMo 417)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered:

CityLink of Kansas City

Missouri Business Address:

3633 Harrison Blvd.

(P.O. Boxes not accepted)

City, State and Zip Code:

KCMo 64109

The parties having an interest in the business, and the percentage they own are (if a corporation is owner, indicate corporation name and percentage owned). If all parties are jointly and severally liable, percentage of ownership need not be listed.

Name of Owners:

Street and Number

City

State
and
Zip Code

If Listed,
Percentage of
ownership must
equal 100%

CORPORATE

American Entertainment, Inc. 3633 Harrison Blvd KCMo 64109 100%
#00277019

The undersigned corporation has caused this application to be executed in its name by its President or Vice-President and its Secretary or Assistant Secretary, this 6 day of April 1999.

FILED

Corporate Seal
If no seal
state "none"

APR 06 1999

By

its President or Vice-President

By

its Secretary or Assistant Secretary

Rebecca McDowell Cook
State of Missouri SECRETARY OF STATE

County of Jackson

Stephen Jay Lisman

I, BEVERLY M. WEBB

A Notary Public, do hereby certify that on

the 6th day of APRIL

1999, personally appeared before

me Stephen Jay Lisman

(and)

and being first duly sworn by me, acknowledged that signed as his own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Beverly M. Webb
Notary Public

My commission expires: 03/11/2000

Corp #56

BEVERLY M. WEBB
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County

My Commission Expires: March 11, 2000

State of Missouri

County of Jackson } SS

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statements and matters set forth herein are true.

LECO NORTHTOWN PARTNERS

Individual
Owners
Sign Here

X	<u>[Signature]</u>	X
By: John L. Rubenstein		
X		X
X		X

208893

The undersigned corporation has caused this application to be executed in its name by its President

or Vice-President and its Secretary or Assistant Secretary, this _____

day of _____, 19 ____.

If
Corporation
is
Owner,
Corporate
Officers
Execute
Here

(Exact Corporate Title)

By _____
Its President or Vice-President.

(Corporate Seal)
If no seal, state "none".

By _____
Its Secretary or Assistant Secretary.

I, Beverly A. Lee, A Notary Public, do hereby certify that on the 31st
day of October, 19 89, personally appeared before me John L. Rubenstein

and being first duly sworn by me, acknowledged that _____ he signed as his own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Beverly A. Lee
Notary Public

BEVERLY A. LEE
Notary Public - State of Missouri
Commissioned in Jackson County
My commission expires September 18, 199