

WILLIAM D. STEINMEIER, P.C.

2031 TOWER DRIVE
JEFFERSON CITY, MISSOURI (MO) 65109

WILLIAM D. STEINMEIER
ATTORNEY AT LAW
REGULATORY CONSULTANT
(573) 659-8672
FAX (573) 636-2305

MAILING ADDRESS:
POST OFFICE BOX 104595
JEFFERSON CITY, MISSOURI (MO)
65110-4595

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

February 17, 2000

FILED³

FEB 17 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

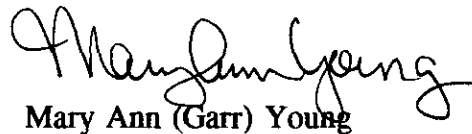
RE: Case No. 7m-2000-501
Joint Application of NOW Communications, Inc. and Tel-Link, L.L.C. for Approval of
an Asset Transfer

Dear Mr. Roberts:

Enclosed please find an original and fourteen copies of the Joint Application of NOW
Communications, Inc. and Tel-Link, L.L.C. for Approval of an Asset Transfer for filing with
the Commission.

Thank you for your assistance in processing this filing. A copy is being served on the
Office of Public Counsel and General Counsel. If there are any questions, please feel free to
call me at 634-8109.

Sincerely,


Mary Ann (Garr) Young

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Ms. EllenAnn Sands

FILED³

FEB 17 2000

BEFORE THE PUBLIC UTILITIES COMMISSION
STATE OF MISSOURI

Missouri Public
Service Commission

JOINT APPLICATION OF NOW)
COMMUNICATIONS, INC. AND)
TEL-LINK, L.L.C. FOR APPROVAL)
OF AN ASSET TRANSFER)

CASE NUMBER TM-2000-501

JOINT APPLICATION

NOW Communications, Inc. ("NOW") and Tel-Link, L.L.C. ("Tel-Link") (sometimes referred to jointly herein as "Applicants"), by and through counsel, pursuant to Sections 392.290 and 392.300 RSMo., and 4 CSR 240-2.060, and hereby request Commission approval of a proposed Asset Transfer (the "transfer of assets" or "Acquisition"). As will be described in more detail below, the Applicants contemplate the purchase by NOW of the assets of Tel-Link. NOW proposes to acquire the assets of Tel-Link, including all customer accounts, certifications and licenses, to the extent permitted by this Commission. As regulated competitive telecommunications companies, NOW and Tel-Link hereby seek Commission approval of the transfer of assets.

Commission approval of the asset transfer will be beneficial to the involved companies as well as their customers. Following consummation of the Agreement, NOW will be able to provide communications services to its customers in a more efficient manner. Approval of the transfer of assets will not in any way be detrimental to the public interests of this State. The customers of both NOW and Tel-Link will continue to receive the same high quality service presently rendered to them.

In support of this Application, Applicants state the following:

I. THE PARTIES

1. NOW is a privately held Mississippi corporation with principal offices located at 713 Country Place Drive, Jackson, Mississippi 39208-6619. NOW is a non-dominant carrier that resells local service and intrastate, interstate and international long distance service purchased from various facilities-based carriers.

2. NOW is authorized by the FCC to provide international services as a non-dominant carrier and intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in fourteen (14) states. NOW is a certificated competitive interexchange carrier in Missouri, pursuant to the certificate of service authority issued in Case No. TA-98-502, issued June 16, 1998. NOW is also a certificated competitive basic local service provider in Missouri, pursuant to the certificate of service authority issued by the Commission in Case No. TA-98-390 (Order Granting Certificate, August 10, 1998). Documentation from the Missouri Secretary of State's Office concerning NOW's authority to do business in Missouri was filed in Case No. TA-98-390 and is incorporated herein by reference.

3. Tel-Link is a privately held Georgia limited liability company with principal offices located at 8601 Dunwoody Place, Suite 406, Atlanta, GA 30350. Tel-Link is a non-dominant carrier that resells local service and intrastate, interstate long distance service purchased from various facilities-based carriers pursuant to the FCC's *Competitive Carrier* policies.

4. Tel-Link is authorized by the FCC to provide intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in eighteen (18) states. Tel-Link is a competitive basic local exchange telecommunications service provider in Missouri, pursuant to the certificate of service authority issued by the Commission in Case No. TA-98-176 (Order Granting Certificate, September 9, 1998). Documentation concerning Tel-Link's authority to do business in Missouri was filed in Case No. TA-98-176 and is incorporated herein by reference.

II. DESIGNATED CONTACTS

5. The designated contact for questions concerning this Application is:

EllenAnn G. Sands
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Telefax: (504) 831-0892

6. Copies of such correspondence should also be sent to:

R. Scott Seab, Vice President, Regulatory Affairs
NOW Communications, Inc.
711 South Tejon Street, Suite 201
Colorado Springs, Colorado 80903
Telephone: (719) 633-3059
Efax: (413) 431-8445

and

Terry E. Fields, President
Tel-Link, L.L.C.
8601 Dunwoody Place, Suite 406
Atlanta, Georgia 30350

Telefax: (770-552-7345)

III. REQUEST FOR APPROVAL OF THE ASSET TRANSFER

7. Applicants propose a transaction which will accomplish the following:

- a. NOW will buy, and Tel-Link will sell, transfer and assign to NOW all of Tel-Link's right, title and interest in Tel-Link's assets, as defined in the Agreement;
- b. In consideration for the above transfer and sale of assets, NOW will pay to Tel-Link the purchase consideration as described in the Agreement; and
- c. The assets to be sold to NOW include Tel-Link's customer accounts, certifications and licenses, to the extent permitted by this Commission.

8. NOW is well-qualified to consummate the transaction which is the subject of this Application.

9. NOW proposes to accomplish this transaction in order to create a single, larger long distance carrier operating in a greater number of states. By virtue of these transactions, NOW will realize significant economic, marketing and administrative efficiencies.

10. Following consummation of the Acquisition, NOW will continue to serve all of the present customer accounts of Tel-Link, preferably pursuant to Tel-Link's certification previously issued by this Commission or, in the event this Commission does not allow transfer of Tel-Link's certification to NOW, then pursuant to NOW's certification previously issued by this Commission. In the event transfer of Tel-Link's certificate is permitted, Tel-Link's tariffs will remain in place and in effect following consummation of the Acquisition. However, if the Commission does not permit transfer of Tel-Link's certificate, NOW will revise its

tariff to include all services and rates currently provided by Tel-Link to its customers in Missouri. Thus, the Acquisition will, in effect, be transparent to the customers of Tel-Link and NOW. Prior to consummation of the Acquisition, NOW intends to notify all current customers of Tel-Link of the Acquisition, by either a separate mailing or bill insert. Upon consummation of the proposed transaction, NOW intends to notify all current end users of Tel-Link of the Acquisition. A sample copy of the proposed bill insert is attached hereto as Exhibit A. No customers of Tel-Link will experience any change in rates due to the transaction. Therefore, the Acquisition should not cause any inconvenience or confusion to the customers of either Tel-Link or NOW.

11. The technical, managerial and financial personnel of NOW will serve both the existing NOW customers and the Tel-Link customers with the same high level of expertise.

IV. PUBLIC INTEREST CONSIDERATIONS

12. Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by both NOW and Tel-Link. The Acquisition will serve the public interest for the following reasons:

- a. It will enable NOW to provide a streamlined level of service for all involved customers by creating a single, larger telecommunications operator to provide local and long distance service to the customers in this State as well as other states.

- b. It will increase the appeal to present and potential customers because of NOW's larger size and greater variety of service offerings.
- c. It will result in cost savings as a result of discounts on quantity ordering of underlying services.
- d. It will serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of NOW to compete in the marketplace and to provide telecommunications services for a greater number of consumers of this State at competitive rates.
- e. It will enable NOW to possess a larger customer base as the result of the Acquisition, and will thus be a stronger carrier to provide high quality service to all customers presently serviced by both NOW and Tel-Link.

13. Accordingly, the Acquisition will serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of NOW to compete in the marketplace and to provide telecommunications services for a greater number of consumers of this State at competitive rates.

14. Additionally, NOW will possess a greater customer account base as a result of the Acquisition, and will thus be a stronger carrier to provide high quality service to all customers presently serviced by both NOW and Tel-Link.

15. There are no pending or final judgments or decisions against NOW, the purchaser, from any state or federal agency which involve customer service or rates.

16. The Acquisition will not have any impact on the tax revenues of any political subdivision in the state of Missouri.

V. EXPEDITED REVIEW

17. Applicants request expedited review and disposition of the instant Application in order to allow Applicants to consolidate their respective operations as soon as possible.

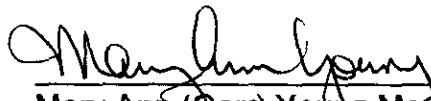
VI. TRANSFER OF CERTIFICATE

18. To the extent allowable under the Commission's rules, Applicants request the transfer of Tel-Link's Certificate of Public Convenience and Necessity, or other operating authority, to NOW.

VII. CONCLUSION

19. WHEREFORE, for the reasons stated herein, Applicants respectfully request that the Commission authorize NOW and Tel-Link to consummate the Acquisition described above. More specifically, Applicants request that the Commission, on an expedited basis, approve the asset purchase transaction and, if possible, the transfer of Tel-Links's current operating authority to NOW.

Respectfully submitted,



Mary Ann (Garr) Young Mo Bar #27951
WILLIAM D. STEINMEIER, P.C.
2031 Tower Drive
P.O. Box 104595
Jefferson City MO 65110-4595
Phone: (573) 634-1809
Fax: (573) 634-8224

and

EllenAnn G. Sands GA Bar # 22604
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Phone: (504) 832-1984
Fax: (504) 831-0892
Counsel for NOW Communications, Inc.
and Tel-Link, L.L.C.

Dated: February 17, 2000

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been hand delivered or mailed by first class mail, postage prepaid, to the Office of Public Counsel and the General Counsel on this 17th day of February 2000.



Mary Ann (Garr) Young

EXHIBIT A

[Sample Customer Notice]

NOTICE

Tel-Link, L.L.C. ("Tel-Link") and NOW Communications, Inc. ("NOW") are pleased to announce that your account with Tel-Link will be acquired by NOW. NOW will continue to operate and service you in the same professional and quality manner and there will be no change in the rates or services that you presently receive. You have a choice of carriers. If you do not wish to be a customer of NOW, you may change carriers. If you have any questions, please contact NOW customer service at _____.

STATE OF Ga
COUNTY OF Fulton

VERIFICATION

I, Terry E. Fields, am the President of Tel-Link, L.L.C. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: Terry E. Fields
Name: Terry E. Fields
Title: President

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 10th day of February, 2000.

James J. Callier
Notary Public

Notary Public, Cherokee County, Georgia
My Commission Expires July 2, 2003

My commission expires: _____

STATE OF Georgia
COUNTY OF Gwinnett

VERIFICATION

I, Larry W. Seab, am the President and CEO of NOW Communications, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: Larry W. Seab
Name: Larry W. Seab
Title: President/CEO

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 10 day of February, 2000.

Diana M. Ardolino
Notary Public

Notary Public, Gwinnett County, Georgia.
My Commission Expires June 7, 2002.

My commission expires: _____