

# NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW  
MONROE BLUFF EXECUTIVE CENTER  
601 MONROE STREET, SUITE 301  
P.O. BOX 537  
JEFFERSON CITY, MISSOURI 65102-0537  
www.ncrpc.com

TELEPHONE: (573) 634-2266  
FACSIMILE: (573) 636-3306

ROBERT K. ANGSTEAD  
MARK W. COMLEY  
CATHLEEN A. MARTIN  
STEPHEN G. NEWMAN  
JOHN A. RUTH  
ALICIA EMBLEY TURNER

August 14, 2002

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

FILED

AUG 14 2002

Missouri Public  
Service Commission

Re: One Call Internet, Inc. and OCMC, Inc.  
Asset Transfer Application

Dear Judge Roberts:

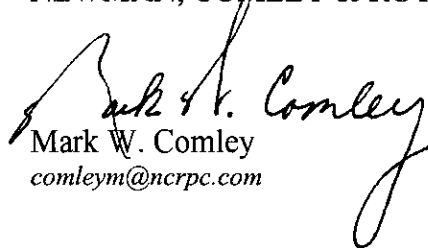
Enclosed for filing in the referenced matter please find the original and eight copies of an Application.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:

  
Mark W. Comley  
comleym@ncrpc.com

MWC:ab  
Enclosure

cc: Office of Public Counsel  
General Counsel's Office  
Ann Bernard

BEFORE THE  
MISSOURI PUBLIC SERVICE COMMISSION

FILED

AUG 14 2002

Missouri Public  
Service Commission

Joint Application of )  
 )  
**One Call Internet, Inc.** )  
 )  
and )  
 )  
**OCMC, Inc.** )  
 )  
For Authority to Transfer Assets )

Case No. \_\_\_\_\_

**APPLICATION**

One Call Internet, Inc. ("One Call") and OCMC Inc. ("OCMC") (together "Applicants"), through their undersigned counsel and pursuant to Section 392.300 of the Missouri Revised Statutes, 4 CSR 240-2.060 of the Code of State Regulations hereby request that the Commission grant the authority to enable One Call to consummate a transaction by which all of One Call's long distance telecommunications and telecommunications operator services, business, customers, products and support will be transferred to OCMC.

In support of this request, Applicants state as follows:

A. Description of the Applicants

One Call Internet, Inc.

1. One Call is an Indiana corporation with its principal business office located at 801 Congressional Boulevard, Carmel, IN 46032. One Call Internet, Inc. was formerly known as One Call Communications, Inc. One Call is authorized to do business in the State of Missouri. Its Certificate of Good Standing issued by the Missouri Secretary of State is attached as **Exhibit 1**.
2. One Call is certificated by this Commission to provide interexchange

telecommunication services and operator services throughout the State of Missouri.<sup>1</sup> One Call provides operator services under the assumed business names of OPTICOM, Advantel and 1-800-MAX SAVE.

OCMC, Inc.

3. OCMC is a newly created corporation organized under the laws of the State of Indiana, with its principal business office located at 801 Congressional Boulevard, Carmel, IN 46032. OCMC is authorized to transact business in the State of Missouri. A copy of its Certificate of Good Standing is attached as **Exhibit 2**. OCMC is owned and controlled by current upper management employees of One Call and has been formed for purposes of the transaction later described in this application.

**B. Contact Information**

4. For the purposes of this Application, contacts for the Applicants are as follows:

Ann C. Bernard, Esq.  
General Counsel  
One Call Internet, Inc.  
801 Congressional Boulevard  
Carmel, Indiana 46032  
(317) 843-1300 (Tel)  
(317) 580-7471 (Fax)

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<sup>1</sup>One Call received certificates of service authority in the following cases: *In the matter of the application of One Call Communications, Inc. for a certificate of service to operate as an interexchange telecommunications resale carrier with the State of Missouri*, Case No. TA-91-293; *In the matter of the application of One Call Communications, Inc. d/b/a OPTICOM, for a certificate of service to operate as an interexchange telecommunications resale carrier and operator services provider with the State of Missouri*, Case No. TA-91-156; *In the Matter of Application of One Call Communications, Inc., d/b/a AdvantTel, for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Services and Non-Switched Local Telecommunications Services within the State of Missouri*, Case No. TA-2002-53; *In the Matter of Application of One Call Communications, Inc., d/b/a 1-800-Max-Save, for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Services and Non-Switched Local Telecommunications Services within the State of Missouri*, Case No. TA-2002-52.

Mark W. Comley  
Newman, Comley & Ruth, P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, Missouri 65102  
(573) 634-2266 (Tel)  
(573) 636-3306 (Fax)

**C. Description of the Transaction**

5. OCMC proposes to acquire the core operations, operating assets and associated authorizations of One Call, including those in Missouri. Specifically, OCMC has been formed as part of a management buy out of the interest of One Call's principal shareholder. OCMC proposes to acquire most of the regulated communications assets associated with One Call's operator services and long distance operations, including the associated telecommunications equipment, existing customer base, and federal and state licenses and/or certificates authorizing those operations.

6. One Call and OCMC have entered an Asset Purchase Agreement (the Transaction) pursuant to which OCMC will acquire substantially all of One Call's telecommunications assets and the operations and existing customer base associated therewith.<sup>2</sup> As part of the Transaction, OCMC will acquire the right to use the name of One Call Communications, Inc. and all other trade names under which One Call has provided service. Upon closing of the Transaction, OCMC plans to operate under the names "One Call Communications, Inc.," "OPTICOM," "Advantel" and "1-800-MAX SAVE" and will continue to offer the same services pursuant to the same rates, terms and conditions of services as currently provided by One Call to its customers.<sup>3</sup> The Transaction will

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<sup>2</sup> A copy of the Asset Purchase Agreement will be provided upon request by the Commission.

<sup>3</sup> Specifically, OCMC intends to adopt the current effective tariffs for One Call's separate divisions in the State of Missouri. Separate applications by OCMC for certificates of service authority to provide the same telecommunications services as One Call have been filed at the same time as the instant application .

therefore be transparent to customers because they will experience no change as a result of the Transaction.

7. OCMC will be guided by the same senior management team currently at One Call. There will be no interruption in business operations. The current senior management team are familiar with the financial and operating needs of One Call's business operations, and as a consequence, OCMC will have a clear understanding of its financial and operational requirements.

8. In accord with the requirements of 4 CSR 240-2.060(6) and (9), OCMC has filed simultaneously with this application, separate applications for Certificates of Service Authority to Provide Competitive Intrastate Interexchange and Non-Switched Local Telecommunications Services for each of its operating divisions for purposes of qualifying as an entity within which to receive the assets involved in the Transaction and to incorporate all of its existing services.<sup>4</sup> As part of the Transaction, and upon receipt of the required regulatory approvals, the telecommunications authorizations currently held by One Call will be surrendered to the Commission. Affected customers will be given appropriate and adequate notice of the Transaction and the resulting change of their telecommunications service provider. A specimen notice is attached as *Exhibit 3*.

9. Neither One Call nor OCMC has any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or customer rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.

10. No annual reports or fees are overdue for either company.

**D. Public Interest Considerations**

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<sup>4</sup>The fictitious names under which One Call now does business in Missouri, have been conditionally transferred to OCMC for purposes of acquiring the necessary regulatory certificates and approvals by which to consummate the Transaction.

11. Applicants respectfully submit that this Transaction is not detrimental to the public interest. Applicants submit that the Transaction will not diminish competition in the Missouri telecommunications market and is designed to minimize disruption of service to existing customers to whom the Transaction will be virtually transparent.

12. The proposed transaction will have no impact on tax revenues of any political subdivision in which structures, facilities or equipment of the Applicants are located.

### **CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the Commission approve the transaction described above.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Mark W. Comley", is written over a horizontal line.

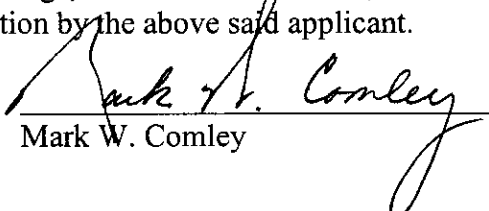
Mark W. Comley  
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P.O. Box 537  
Jefferson City, Missouri 65102  
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(573) 636-3306 (Fax)

COUNSEL FOR APPLICANTS

## VERIFICATION

STATE OF MISSOURI     )  
                                      ) ss.  
COUNTY OF COLE        )

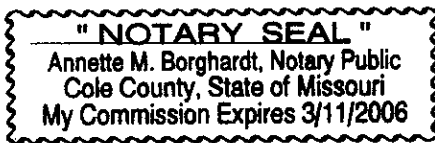
I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for **One Call Internet, Inc.** and **OCMC, Inc.**, Applicants in the above captioned proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.

  
Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 14<sup>th</sup> of August, 2002.

My Commission expires:

  
Notary Public

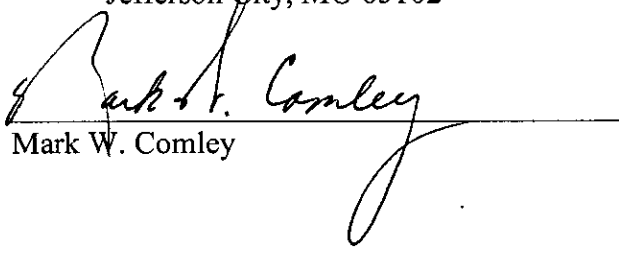


### Certificate of Service

I hereby certify that on this 14<sup>th</sup> of August, 2002, a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to:

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

Office of the Commission General Counsel  
Associate General Counsel  
P.O. Box 360  
Jefferson City, MO 65102

  
Mark W. Comley

### **LIST OF EXHIBITS**

- |           |   |  |
|-----------|---|--|
| Exhibit 1 | - | One Call Internet, Inc. Certificate of Good Standing |
| Exhibit 2 | - | OCMC, Inc. Certificate of Good Standing              |
| Exhibit 3 | - | Specimen Customer Notice                             |



**Exhibit 1**

**One Call Internet, Inc. Certificate of Good Standing**

No. F00341806

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, 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


ONE CALL INTERNET, INC.

using in Missouri the name

ONE CALL INTERNET, INC.

an INDIANA corporation filed its Evidence of Incorporation with this State on the 15th day of JUNE, 1990, and is in good standing, having fully complied with all 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 9th day of MAY, 2002.

  
Secretary of State



**Exhibit 2**

**OCMC, Inc. Certificate of Good Standing**

No. F00506578

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, 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


OCMC, INC.

using in Missouri the name

OCMC, INC.

an INDIANA corporation filed its Evidence of Incorporation  
with this State on the 11th day of MARCH, 2002, and is in  
good standing, having fully complied with all 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  
22nd day of MAY, 2002.

  
Secretary of State



**Exhibit 3**

**Specimen Customer Notice**

\_\_\_\_\_, 2002

Customer  
Address  
City, State, Zip Code

Dear One Call Customer:

One Call Internet, Inc. d/b/a Opticom ("One Call") and OCMC, Inc. ("OCMC") have entered into an agreement by which OCMC will acquire certain assets of One Call, including its telecommunications subscriber base. The transfer of your service provider from One Call to OCMC will occur on \_\_\_\_\_, 2002. You are not required to take any action to effectuate this change, and you will continue to receive from OCMC the same quality of service you now enjoy.

This change of service providers will not affect or in any way disrupt your current service. OCMC will be responsible for any carrier change charges associated with your transfer to OCMC. Thus, you will not incur additional charges or fees beyond what you normally incur. In addition, the rates, terms and conditions for your service will remain the same following the transfer. After this transfer, OCMC will provide you with prior written notice of any changes to these rates, terms and conditions. OCMC will be responsible for any complaints filed or raised against One Call prior to or during the transfer.

Although we are confident you will be satisfied with our services, you have the right to select a different carrier for the telecommunications services you currently receive, if an alternate service provider is available in your area. However, if you are presently under a term contract with One Call for your telecommunications services, and you decide to select an alternative carrier for those services prior to the expiration of your contract, you may be subject to termination penalties. If you decide to select another service provider, you will need to contact the other provider to request the change.

If you do not affirmatively select a new service provider on or before \_\_\_\_\_, 2002, OCMC will become your new service provider. Although you may have arranged with your local service provider a "preferred carrier freeze" that prevents unsolicited changes regarding the service you presently receive from One Call, the freeze will be removed. After your account and services have been transferred to OCMC, you must contact your local service provider to reinstate any carrier freezes.

Until the transfer of services is complete, please continue to contact One Call at 1-800-788-4562. OCMC looks forward to serving your telecommunications needs and we value and appreciate your business. If we can be of further assistance, please contact us at 1-800-788-4562.

Sincerely,

Ann C. Bernard  
General Counsel