

**BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI**

In the Matter of the Application of)	
Telrite Corporation and)	
Applewood Communications Corporation)	File No. XM-2013-0308
For Approval of an Asset Purchase Agreement)	
And Transfer of Customers)	

JOINT APPLICATION

COME NOW Telrite Corporation ("Telrite") and Applewood Communications Corporation ("Applewood") (together "Applicants"), by and through counsel, pursuant to Sections 392.290 and 392.300 RSMo., 4CSR 240-2.060 and 4CSR 240-3.520, and hereby jointly request Commission approval of a transaction whereby, pursuant to an Asset Purchase Agreement (the "Agreement"),¹ Telrite will acquire substantially all of the assets of Applewood, including, but not limited to, Applewood's customer accounts in this State (the "Acquisition").

Applicants respectfully submit that the expeditious completion of the Acquisition is necessary to ensure uninterrupted service to Applewood's customers. Applewood will continue to provide service to its customers until such time as the Commission approves the Agreement and this Application.

Applicants emphasize that the Acquisition will not change the rates, terms and conditions under which Applewood's customers will receive service. The Acquisition

¹ A copy of the Agreement is attached hereto as Exhibit "A."

benefits Applewood's customers by providing them assurances that they will continue to receive the same high quality services previously rendered to them. In compliance with applicable law, customers of Applewood will be informed of the Acquisition.² Accordingly, approval of the Acquisition will not in any way be detrimental to the public interests of this State.

In support of this Application, Applicants submit the following:

I. THE PARTIES

1. Telrite is a Georgia corporation with principal offices located at 4113 Monticello Street, Covington, Georgia 30014. The nature of Telrite's business is telecommunications. Telrite provides long distance telecommunications services in this State pursuant to authority granted by this Commission.³ Documentation from the Missouri Secretary of State was filed in Case No. XA-2004-0197, and is incorporated herein by reference pursuant to 4 CSR 240-2.060(1)(G). Telrite states that it does not have any outstanding Annual Reports or assessment fees owed to the Missouri Public Service Commission and it does not have 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 years of the date of this application.

² The proposed form of the customer notice is provided in Exhibit "B" attached hereto.

³ Telrite provides resold long distance telecommunications services in this State pursuant to authority granted in Docket No. XA-2004-0197, dated 11/18/2003 (effective 12/08/2003).

2. Applewood is a Delaware corporation with principal offices located at 1057 Bill Tuck Highway, Suite 224, South Boston, VA 24592. The nature of Applewood's business is telecommunications. Applewood provides long distance telecommunications services in this State pursuant to authority granted by this Commission.⁴ Documentation from the Missouri Secretary of State was filed in Case No. TA-2009-0170, and is incorporated herein by reference pursuant to 4 CSR 240-2.060(1)(G). Applewood states that it does not have any outstanding Annual Reports or assessment fees owed to the Missouri Public Service Commission and it does not have 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 years of the date of this application.

II. DESIGNATED CONTACTS

3. Copies of all Orders, Notices, and pleadings should be served on:

William D. Steinmeier
WILLIAM D. STEINMEIER, P.C.
2031 Tower Drive
P.O. Box 104595
Jefferson City, MO 65110-4595
Telephone: (573) 659-8672
Fax: (573) 636-2305
Email: wds@wdspsc.com

⁴ Applewood provides resold long distance telecommunications services in this State pursuant to authority granted in Docket No. TA-2009-0170, dated 12/23/2008 (effective 01/03/2009).

With a copy of such correspondence also sent to:

Leon Nowalsky, Esq.
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
1420 Veterans Blvd.
Metairie, Louisiana 70005
Telephone: (504) 832-1984
Fax: (504) 831-0892
Email: Inowalsky@nbglaw.com

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

Michael Geoffroy, Esq.
Telrite Corporation
4113 Monticello Street
Covington, GA 30014

and

Applewood Communications, Inc.
277 Royal Poinciana Way, Suite 143
Palm Beach, FL 33480

III. REQUEST FOR APPROVAL OF THE ACQUISITION

5. The Acquisition contemplates the following:

- a. Telrite will receive ownership, right, title and interest in and to substantially all of Applewood's assets, including its customer accounts, as defined in the Agreement.
- b. Applewood will receive the purchase price set forth in the Agreement.

6. The customers of Applewood will be given notice of the proposed transfer and the opportunity to switch their service from Applewood to a different carrier. The notification will be sent in the form of a bill insert, a copy of which is attached hereto as **Exhibit "B"**. Those customers of Applewood who choose not to switch their service to a

different carrier will continue to receive service pursuant to authority previously granted to Applewood by this Commission until such time as the Commission grants the instant application, at which time the customers will be serviced under Telrite's certificate of service authority.

7. Telrite and Applewood seek waiver of 4 CSR 240-33.150, which contains subscriber authorization and verification requirements for the change of customers' interexchange carrier. This waiver is appropriate and in the public interest because this is not the type of transfer to which the "anti-slamming" rule was intended to apply. In addition, Applicants submit that the notice to be provided to customers will reasonably and adequately advise them of both the change in their telecommunications services provider and their opportunity to choose another provider.

8. Telrite is well-qualified to consummate the transactions which are the subject of this Application. The technical, managerial and financial personnel of Applewood will assist Telrite with the transition and integration of the acquired Assets after consummation of the transaction. Information on Telrite's management team is attached hereto as Exhibit "C".

9. Because Telrite will acquire substantially all of the assets of Applewood and Applewood will thereafter cease operations in this State, Applewood will no longer require authority to provide service in this State. **Applicants therefore respectfully request that, through this proceeding, the Commission grant any authority necessary to permit Applewood to discontinue service upon approval of this Application and**

consummation of the Acquisition, permit Applewood to relinquish its certification in this State, simultaneously with the effective date of the Acquisition, and cancel Applewood's filed tariffs on the effective date of the Commission's order.

IV. PUBLIC INTEREST CONSIDERATIONS

10. Crucial to the Acquisition is the need to ensure the continuation of high quality, uninterrupted service to all customers currently served by Applewood. The Acquisition will serve the public interest in that it will ensure that current Applewood customers maintain uninterrupted service.

11. The Acquisition will not have any impact on Applewood's customers in terms of the services that they presently receive. In particular, the Acquisition will not cause any change to the rates, terms and conditions of service that Applewood's customers presently receive. Telrite will incorporate such rates, terms and conditions into its tariffs by separate filing.

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

V. CONCLUSION

13. WHEREFORE, for the reasons stated herein, Applicants respectfully request that the Commission approve the Agreement, authorize Applewood and Telrite to consummate the Acquisition as soon as possible and grant the other relief specifically requested herein.

Respectfully submitted,

/s/ William D. Steinmeier

William D. Steinmeier, Mo.Bar #25689
WILLIAM D. STEINMEIER, P.C.
2031 Tower Drive
P.O. Box 104595
Jefferson City MO 65110-4595
Phone: 573-659-8672
Fax: 573-636-2305
Email: wds@wdspsc.com

Date: November 21, 2012

Certificate of Service

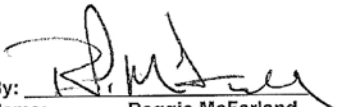
I hereby certify that a copy of this document has been served electronically on the Office of the General Counsel of the Missouri Public Service Commission and the Office of Public Counsel, on this 21st day of November, 2012.

/s/ William D. Steinmeier

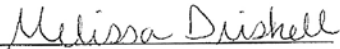
STATE OF Georgia
COUNTY OF Newton

VERIFICATION

I, Reggie McFarland, am the Chief Executive Officer of Telrite Corporation, 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: 
Name: Reggie McFarland
Title: Chief Executive Officer

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 3 day of August, 2012.


Notary Public

My commission expires:



STATE OF *Louisiana*
COUNTY OF *Jefferson*

VERIFICATION

I, Courtlandt G. Miller, am the Chief Executive Officer of Applewood Alpha, Inc. (formerly called Applewood Communications Corporation), 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: _____
Name: Courtlandt G. Miller
Title: Chief Executive Officer

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 12 day of August, 2012.



Notary Public

My commission expires:

LEON L. NOWALSKY
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number : 4339

EXHIBIT "A"

ASSET PURCHASE AGREEMENT

HIGHLY CONFIDENTIAL

(Filed as separate pdf document)

HC

EXHIBIT "B"

SAMPLE CUSTOMER NOTICE

Customer Notice/Bill Insert

Dear Customer:

Applewood Communications Corporation ("Applewood") has signed a definitive agreement to be acquired by Telrite Corporation ("Telrite"). This transaction requires certain regulatory approvals in order to be complete. The companies expect the transaction to be completed by October 1, 2012.

The change in the ownership of Applewood will not affect or disrupt your current service in any way. You can expect the same outstanding level of service and customer care as well as additional resources that will be leveraged to ensure that you receive the highest levels of customer support. In addition your rates and the terms and conditions of your existing service will remain the same.

You will not incur any carrier-change charges from your local telephone company as a result of this transaction. If Applewood is your long distance provider and such a charge appears on the bill from your local telephone company, please call the customer service department toll-free at (866) 890-4135 and a representative will reimburse you or credit your account accordingly. Telrite Corporation will be responsible for any outstanding Applewood inquiries or complaints following the date the transfer becomes effective.

You have a choice of telecommunications service providers and have the right to choose another provider for your services. If you decide to switch to a different provider and you have not informed Applewood by the date of the transfer, your service will continue with and will be serviced by Telrite.

Telrite welcomes you and appreciates the opportunity to be your telecom provider. The combined Telrite and Applewood teams look forward to continuing to provide your business with world-class customer service and the most reliable, cutting-edge business-grade telecommunication services available today.

Telrite is a premier provider of long distance and local exchange services for residential and business clients across the US. To learn more about Telrite please visit www.telrite.com

If you have any questions, please contact a Telrite customer service representative at 866-890-4135.

Sincerely,

Courtland G. Miller

Chief Executive Officer
Applewood Communications Corporation

Reggie McFarland

Chief Executive Officer
Telrite Corporation

EXHIBIT "C"

MANAGERIAL PROFILES

R.P. McFarland

- CEO of Telrite Corporation
- Over 10 years experience with AT&T in various management positions
- Founded Interlink Communications; merged company with ILD Corporation in 1997
- Served as Senior Vice President, Network Operations with ILD until 1999
- Founded IntraLec Telecommunications in 1999; merged with LecStar Corporation in 2000
- Served as Vice President and President of Network Operations of LecStar until 2001
- Formed Stratacom Telecommunications in 2001; merged with Telrite Corporation in 2005

Brian Lisle

- Work experience** 05/2005 - Present Telrite Corporation, Inc. Marietta, Georgia
VP Operations
- Oversight of the IT Department, LD Sales, Customer Service and Provisioning and Network Operations.
 - Maintain Networks and Switch matrix
 - P&L
- Work experience** 08/1998 – 05/2005 ILD Telecommunications, Inc. Atlanta, Georgia
Director Network Operations
7/2000 – 05/2005
- Oversight of Network operations & NOC personnel
 - Maintain Switch matrix and networking
 - Systems
 - P&L
- Network Operations Manager**
08/1998 – 7/2000
- Maintain Switch matrix and systems
- Work experience** 08/1995 – 08/1998 Interlink, Inc. Marietta, Georgia
Operations Manager
- General Management
 - Customer Service
 - Network Engineering
 - Switch matrix/SME
- Work experience** 06/1990 – 08/1995 EDS Operator Services Atlanta, Georgia
Account Manager
03/1994 – 08/1995
- Interface with clients to ensure smooth and continued relationships
- Business Analyst**
01/1993 – 03/1994
- Assisted three account managers
 - Back Office reporting
 - Systems SME
- Customer Service Supervisor**
03/1991 – 01/1993
- Manage CSR group

Customer Service Agent

06/1990 -- 03/1991

- Inbound traffic, all LD call completions

Work Experience prior to the above was related to sales, as a sales representative for BellSouth Advertising and Publishing (BAPCO), Cable & Wireless Communications, Advanced Directory Company and Creative Management.

Education

1981 - 1986

The University of Florida

Gainesville, Florida

BSBA in Marketing

Resume Darryl E. Davis

Education

- 1994 MCI – switched & dedicated training
C&W- switched & dedicated training
- 1987-1988 Kaolin School of Aviation
Commercial Pilot- Airplane single and multi-engine instrument
Flight Instructor – Airplane single engine land
Airline Transport Pilot
- 1977-1979 South Georgia Vocation and Trade School
Degree in Electronics
- 1976-1977 Louisville High School
- 1973-1976 Brentwood High School

Career Experience

- 2006-present PureTalk – wireless company sales
- 2006-present Telrite Wireless- wireless company sales
- 1994 to present Telrite Corp.: Customer Service, Agent Support, Technical Support,
Acquisition of other telecom companies, Wholesale Sales, Product
Development
- 1988-1994 Jet Food Stores of Ga; Regional Director of Operations and Corporate Pilot
- 1987-1988 Washington County Air Services; Pilot, Flight Instructor, mechanic
- 1986-1987 Swainsboro Financial Services, Inc; Manager, Vice President
- 1985-1986 Anglo American Clay; Lab Technician
- 1980-1985 Jefferson County Finance Co; Manager
- 1980-1985 Jefferson County Motor Co.: Sales Manager
- 1977-1981 Barker and Associates; Landy Survey, Laborer 30 years, Forman 1 year