

**Lance J.M. Steinhart**

Attorney At Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

September 14, 1999

**VIA OVERNIGHT DELIVERY**

Mr. Dale Roberts  
Chief A.L.J./Executive Secretary  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, Missouri 65102

**FILED<sup>2</sup>**

SEP 15 1999

Missouri Public  
Service Commission

Re: Trans National Communications International, Inc.

Dear Mr. Roberts:

TA 2000-237

Enclosed please find an original and fourteen (14) copies of Trans National Communications International, Inc.'s Application for Certificate of Service Authority to Provide Interexchange Telecommunications Services Within the State of Missouri.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,



Lance J.M. Steinhart  
Attorney for Trans National Communications  
International, Inc.

Enclosures

cc: Richard Hargrave  
Office of Public Counsel

0000247

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED<sup>2</sup>

SEP 15 1999

Missouri Public  
Service Commission

In the matter of the )  
application )  
of Trans National Communications )  
International, Inc. )  
for a certificate of )  
service authority )  
to provide interexchange )  
telecommunications services )

Case No. TA2000-237

APPLICATION

Trans National Communications International, Inc.,  
("Applicant"), a Delaware Corporation, files this verified  
application respectfully requesting that the Missouri Public  
Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to  
provide 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 Section 392.420, RSMo Cum.  
Supp. 1992.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of  
the Applicant are:

Trans National Communications International, Inc.  
133 Federal Street  
Boston, MA 02110  
(617) 369-1000/Phone  
(617) 369-1063/Facsimile

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

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

Judith A. Rau, Esq.  
Rau & Rau  
1007 Olive Street, 5th Floor  
St. Louis, Missouri 63101

3. Applicant proposes to provide interexchange telecommunications services within Missouri including direct outbound dialing (1+ and 101XXXX), 800 and 888 (inbound Toll-Free), travel cards, and prepaid calling cards. Applicant proposes to provide service to prospective customers throughout the State of Missouri.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. A brief description of the qualifications and experience of the key management employees is attached hereto as Exhibit II. A copy of the Applicant's Financial Statements for the years ended December 31, 1997 and December 31, 1998 respectively is attached hereto as Exhibit III.

5. Applicant's draft Tariff is attached as Exhibit IV. The proposed tariff contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.

6. 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.

7. Applicant also requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), 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 offices.  
4 CSR 240-32.030(1)(B) Exchange boundary maps.  
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.  
4 CSR 240-30.040 Uniform System of Accounts

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

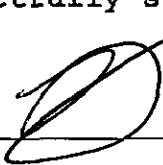
8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

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

Lance J.M. Steinhart, Esq.  
6455 East Johns Crossing, Suite 285  
Duluth, Georgia 30097  
(770) 232-9200  
(770) 232-9208 (Fax)

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

Respectfully submitted,



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Lance J.M. Steinhart, Esq.  
Attorney at Law  
6455 East Johns Crossing, Suite 285  
Duluth, Georgia 30097  
(770) 232-9200  
Georgia Bar No. 678222

and



Judith A. Rau, Esq.  
Rau & Rau  
1007 Olive Street, 5th Floor  
St. Louis, Missouri 63101  
(314) 231-3323  
Missouri Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

- Exhibit I Missouri Secretary of State Authorization  
and  
Articles of Incorporation
- Exhibit II Executive Officers' Qualifications and Experience
- Exhibit III Financial Information
- Exhibit IV Draft Tariff

Exhibit I  
Missouri Secretary of State Authorization  
and  
Articles of Incorporation



# STATE OF MISSOURI



**Rebecca McDowell Cook  
Secretary of State**

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,  
TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.

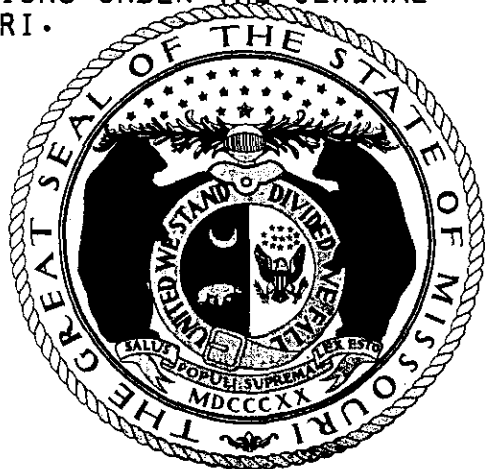
USING IN MISSOURI THE NAME  
TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.

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 DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANACT 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 7TH DAY OF SEPTEMBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State



\$155.00

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TRANSNATIONAL COMMUNICATIONS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 1995, AT 12:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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950172965

AUTHENTICATION: 7593396

DATE:

08 01 95

**CERTIFICATE OF INCORPORATION**

**OF**

***TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.***

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is

**TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC.**

**SECOND:** The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is The Corporation Trust Company.

**THIRD:** The nature of the business to be conducted and the purposes of the Corporation are:

To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others;

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

**FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock with \$.01 par value.

### RESTRICTIONS ON TRANSFER

- 4.1 Non-Complying Transfers Prohibited. No shares of common stock ("Shares") owned by any person or entity (a "Stockholder") may be sold, assigned, pledged, hypothecated, encumbered, gifted, devised or otherwise transferred to any person or entity, voluntarily, or by operation of law, court order, foreclosure, marital property division or otherwise except in accordance with the terms and conditions hereinafter set forth.
- 4.2 Rights of First Refusal on Voluntary Transfers.
- 4.2.1 Any Stockholder who intends to sell, assign, transfer or otherwise voluntarily dispose of all or part of any Shares (the "Selling Stockholder"), shall give written notice of such intention to Steven B. Belkin, his successors and assigns (the "Founding Stockholder") and the Corporation, which notice shall include the name of the proposed transferee, the proposed purchase price per Share, the terms of payment of such purchase price and all other matters relating to such sale and shall be accompanied by a copy of the binding written agreement of the proposed transferee to purchase the Shares of the Selling Stockholder. Such notice shall constitute a binding offer by the Selling Stockholder to sell to the Founding Stockholder and the Corporation, or their assignees, such number of Shares then held by the Selling Stockholder as are proposed to be sold in the notice at the monetary price per Share designated in such notice, payable as provided in Section 4.2.4 hereof. Within thirty days after receipt of written notice from the Selling Stockholder, the Founding Stockholder shall give written notice to the Selling Stockholder as to whether such offer has been accepted by the Founding Stockholder. The Founding Stockholder may only accept such offer in whole and may not accept such offer in part. Such acceptance notice shall fix a time, location and date for the closing on such purchase ("Closing Date") which shall not be less than seven nor more than forty-five days after the giving of the acceptance notice. The place for such closing shall be at the principal office of the Corporation or such other location agreed to by the parties. At such closing, the Selling Stockholder shall accept payment as set forth in Section 4.2.4 and shall deliver to the Founding Stockholder in exchange therefor certificates for the number of Shares stated in the notice accompanied by duly executed instruments of transfer.

- 4.2.2 If the Founding Stockholder shall fail to accept the offer within the thirty-day period, then the Corporation shall have fifteen days from the expiration of such notice period within which to accept in whole, but not in part, the offer of the Selling Stockholder, by giving to him written notice as set forth above of their intent to purchase all, but not less than all, of the Shares proposed to be sold as provided in the notice to the Founding Stockholder and the Corporation at the monetary price per Share designated in such notice, payable as provided in Section 4.2.4 hereof. The place for such closing shall be at the principal office of the Corporation or such other location agreed to by the parties. At the closing of such purchase and sale, the Selling Stockholder shall accept payment as set forth in Section 4.2.4 and shall deliver to the Corporation in exchange therefor certificates for the number of Shares stated in the notice accompanied by duly executed instruments of transfer.
- 4.2.3 If the Founding Stockholder and the Corporation shall fail to accept any such offer, then the Selling Stockholder shall be free to sell all, but not less than all, of the Shares set forth in his notice to the designated transferee at a price and on terms no less favorable to the Selling Stockholder than described in the Selling Stockholder's notice, *provided* that such sale is consummated within six months after the giving of notice by the Selling Stockholder to the Founding Stockholder and the Corporation as aforesaid, but the transferee (and all subsequent transferees) shall thereafter only be permitted to sell or transfer Shares in accordance with the terms hereof. After the expiration of such six-month period, the provisions of this Section 4.2 shall again apply with respect to any proposed transfer of the Selling Stockholder's Shares.
- 4.2.4 The purchase price of any Shares to be acquired pursuant to this Section 4.2 shall be payable on the terms offered to the Selling Stockholder by the proposed transferee (*provided, however*, that the Founding Stockholder and the Corporation shall not be required to meet any non-monetary terms of the proposed transfer, including, without limitation, delivery of other securities in exchange for the Shares proposed to be sold).
- 4.3 Death of a Stockholder. Within thirty days after the death of any Stockholder (other than the Founding Stockholder) (the "Deceased Stockholder"), the executors or administrators of the estate of the Deceased Stockholder and each transferee of the Deceased Stockholder's Shares by virtue of such death shall give written notice thereof to the Founding Stockholder and the Corporation offering to the Founding Stockholder and the Corporation or any assignee of either of them all of the Shares owned by the Deceased Stockholder at the time of death.

Within thirty days after receipt of such notice, the Founding Stockholder or his assignee, may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder, they shall be offered in the same manner to the Corporation. Within thirty days after the expiration of the Founding Stockholder's thirty-day period, the Corporation may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder or the Corporation, such Shares may be retained by the estate of the Deceased Stockholder or by such transferees subject to all other provisions hereof.

- 4.4 **Transfers by Operation of Law.** In the event that a Stockholder (i) files a voluntary petition under any bankruptcy or insolvency law or a petition for the appointment of a receiver or makes an assignment for the benefit of creditors, or (ii) is subjected involuntarily to such a petition or assignment or to an attachment or other legal or equitable interest with respect to his Shares and such involuntary petition or assignment or attachment is not discharged within thirty days after its date, or (iii) is subject to a transfer of his Shares by operation of law (except upon his death) the Founding Stockholder, the Corporation, or their assignees, shall have the right to elect to purchase all of the Shares which are owned by the Stockholder at a purchase price per Share determined in accordance with Section 4.7 hereof. Within thirty days after receipt of such notice, the Founding Stockholder or his assignee, may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. If such Shares are not purchased by the Founding Stockholder, they shall be offered in the same manner to the Corporation. Within thirty days after the expiration of the Founding Stockholder's thirty-day period, the Corporation may elect to purchase all of the Shares so offered at a purchase price per Share determined in accordance with Section 4.7 hereof. Failure of the Founding Stockholder and the Corporation to elect to purchase the Shares under this Section 4.4 shall not affect their rights to purchase the same Shares under Section 4.2 in the event of a proposed sale, assignment, transfer, or other disposition by or to any receiver, petitioner, assignee, transferee or other person obtaining an interest in the Shares.
- 4.5 **Prohibition on Encumbrances.** No Stockholder may pledge, hypothecate or otherwise encumber his Shares.
- 4.6 **Violation of Restrictions.** If any transfer of Shares is made or attempted contrary to the provisions of this Agreement or if any Shares are not

offered as required by these provisions, the Founding Stockholder and the Corporation shall have the right to purchase the Shares from the owner thereof or his transferee at any time before or after the transfer, as hereinafter provided. In addition to any other legal or equitable remedies, the Founding Stockholder and the Corporation may enforce this right by actions for specific performance (to the extent permitted by law). The Corporation may also refuse to recognize any such transferee or Stockholder as one of its stockholders for any purpose, including without limitation for purposes of dividend and voting rights, until all applicable provisions of these restrictions have been complied with.

**4.7 Purchase Price.**

**4.7.1** Except with respect to purchases made under Section 4.2, the purchase price of each Share purchased hereunder shall be the fair market value per Share determined by appraisal as follows. Within thirty days after the election to purchase pursuant to Section 4.3 or 4.4, the Founding Stockholder or the Corporation, as the case may be, shall appoint an appraiser, the Stockholder whose Shares are being purchased (or his legally appointed representatives) shall appoint a second appraiser, and the two appraisers so appointed shall appoint a third appraiser, or if any party or the appraisers fail to act within such period, any unappointed appraiser or appraisers shall be appointed by the American Arbitration Association, Boston, Massachusetts, upon application of any party or appraiser. Each appraiser shall independently determine the value of the shares of the Stockholder whose Shares are being purchased as of a convenient date selected by the three appraisers. The fair market value of the Shares shall be the average of the two closest appraised values, and such determination shall be final and binding upon all interested persons. The Corporation shall promptly furnish to the appraisers such information concerning its financial condition, earnings, capitalization, business prospects and sales of its capital stock as they may reasonably request. The appraisers shall promptly notify in writing the Founding Stockholder, the Corporation and the Stockholder whose Shares are being purchased (or his legally appointed representatives) of the appraisers' final determination of value. The parties shall each bear the fees and expenses of the appraiser appointed by or for each of them, and the fees and expenses of the third appraiser shall be borne one-half by the Stockholder whose Shares are being purchased (or his legally appointed representatives) and one-half by the purchaser of the Shares.

**4.8 Tenders.** The Stockholder whose Shares are being purchased pursuant to Section 4.3 or 4.4 (or his legally appointed representatives) shall tender all Shares being purchased hereunder to the Founding Stockholder or the

Corporation, or to one or more assignees designated by the purchaser, at the principal office of the Corporation at a reasonable date and time specified by it (in any event within thirty days of the purchaser's election), by delivery of certificates representing such Shares endorsed in blank and in proper form for transfer against payment of the purchase price in cash or by certified or bank checks.

- 4.9 **Waiver; Disposition of Shares.** From time to time the Corporation may waive its rights hereunder either generally or with respect to one or more specified transfers which have been proposed, attempted or made. All action to be taken by the Corporation hereunder shall be taken by vote of a majority of its Directors then in office. Any Shares which the Corporation has elected to purchase hereunder may be disposed of by its Board of Directors in such manner as it deems appropriate, with or without further restrictions on the transfer thereof.
- 4.10 **Subchapter S Restrictions.** If the Corporation has elected to be an S corporation pursuant to Section 1362 of the Internal Revenue Code of 1986, as amended, then as long as such an election is in effect no Shares may be sold, assigned, pledged or otherwise transferred to any person or entity if the transfer would cause the termination of such election.

**FIFTH:** The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Anne T. Leland	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, MA 02111

**SIXTH:** The Corporation is to have perpetual existence.

**SEVENTH:** For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.



B. After the original or other By-Laws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

*EIGHTH:* Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

*NINTH:* The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section as amended or supplemented (or any successor), and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

*TENTH:* No director of this Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior

to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

*ELEVENTH:* From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

I, the undersigned, being the sole incorporator, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, to certify that the facts herein stated are true, and accordingly have hereto set my hand this 1st day of August, 1995.

  
Anne T. Leland

Exhibit II  
Executive Officers' Qualifications and Experience

See attached Resumes

**RESUME FOR**  
**RICHARD HARGRAVE, BA, ACA**  
*4 Fieldstone Lane*  
*Natick, MA 01760-5560*  
*Telephone: (508) 653-8411*

**KEY STRENGTHS**

- Highly motivated and committed to the success of the business.
- Ability to direct and enthuse staff and encourage commitment to success.
- Adept at problem solving and implementing defined solutions.
- Excellent financial services experience, in particular in the insurance and customer service industries.
- Broad corporate finance experience including business planning, business start-ups, joint ventures, business sales, flotations and share buy-ins.
- Excellent international accounting experience with strong technical knowledge.
- Strong leadership and team building skills.
- Disciplined, analytical administrator and effective communicator at all levels.
- Broad understanding of computing and technological applications.
- Experienced and confident in international business travel.

**EDUCATION / PROFESSIONAL TRAINING**

1970 to 1977 Bournemouth School for Boys (Grammar School)

3 'A' Levels - Mathematics, Economics and German.  
10 'O' levels.

1977 to 1980 University of Kent at Canterbury, England

Bachelor of Arts (Honours), Upper 2nd Class, in Accounting and Economics.

1981 to 1984 Neville Russell, Chartered Accountants, London

Associate of the Institute of Chartered Accountants in England and Wales.  
In Part 1 of the Professional Examinations, awarded 6th place in the national Order of Merit and the Railton Prize for the best paper on law.

**RICHARD HARGRAVE, BA, ACA**  
**CAREER HISTORY**

**May 1998 to Date – Partner, Neville Russell, Chartered Accountants, London**

The primary focus of the role as a partner within Neville Russell is to be the central point of contact within the partnership for people or companies wishing to buy, sell or move within the London insurance market. The secondary focus of the role is to advise both insurance and non-insurance clients on their business strategy and approach to business planning.

Assignments to date include:

- Structuring of a management buy-out of a Lloyd's insurance broker including preparing five year financial projections and the management team's business plan.
- Assisting a management team in their negotiations with a U.S. insurance company for the formation of a managing general agency.
- Project managing the third party service provider aspects of a \$200 million asset securitisation bond issue

**June 1995 to August 1997 - Chief Financial Officer, *Innovative Services of America***

In June 1995, appointed as the first Chief Financial Officer of a fast growing Denver, Colorado based company providing customer care and inbound customer services to predominantly Fortune 500 companies (such as General Electric, MasterCard International, AT&T and Sears Roebuck). The services included arranging insurance placements, claims adjudication, technical support, complaint resolution and answering customer enquiries. Formed in 1992, this company grew from annual revenues in 1995 of \$16million and employing 400 people to 1997 projected revenues of \$25million and employing 1,000 people.

As part of the Senior Management Team, responsible for all financial aspects of the company's business. Particular achievements included:

- Instituted cash management systems, including detailed cash flow and operational projection models.
- Principal contributor to cost-cutting measures which reduced annual expenses by more than \$1 million.
- Streamlined financial reporting, reducing the monthly reporting cycle from 20 days to 9 days.
- Prepared audited financial statements in accordance with both U.K. and U.S. G.A.A.P.
- Led the team that chose a new corporate accounting system.

**RICHARD HARGRAVE, BA, ACA**

**CAREER HISTORY – Innovative Services of America (continued)**

- Improved the company's model for pricing new business and responsible for signing-off all new business quotations.
- Designed daily income statements for each business unit.
- Designed a basis for allocating overhead expenses to each business unit.
- Acted as the company's corporate Secretary, including reporting to the company's owners.
- Key player in joint venture negotiations with a Fortune 500 company that purchased the company in March 1997. Responsible for the financial and tax structuring of the transaction.

**1988 to 1995 Group Financial Director, Crawley Warren Group plc**

Appointed as the first Group Financial Director of an international Lloyd's insurance broking group with offices in 5 countries employing over 400 people and comprising 14 principal trading subsidiary and joint venture companies. The group successfully diversified away from its Lloyd's insurance broking base into broader financial services. In 1993 consolidated revenue was £19million and assets totalled £58 million.

- Played a key role in the successful completion of:
  - ◊ Buy-in of the company's second largest shareholder (32%).
  - ◊ Sale of the group's market-leading Canadian insurance company.
  - ◊ Purchase of a significant group business.
  - ◊ Investment by a \$1.5bn U.S. financial institution into a joint venture company.
- Responsible for all financial systems and reporting, both in London and overseas.
- Prepared audited group financial statements in accordance with U.K. G.A.A.P and U.S. companies' financial statements in accordance with U.S. G.A.A.P.
- Managed and directed an accounts department of 17 and an information technology department of 9.
- Headed team that defined and implemented the group's strategy for the introduction of electronic placing under the London Insurance Market Network (LIMNET).
- Initiated improved quality control standards through the introduction of a company procedures manual.
- Acted as the group's Compliance Officer and head of the Security Committee.

**RICHARD HARGRAVE, BA, ACA**  
**CAREER HISTORY - Crawley Warren Group plc (continued)**

- Responsible for the financial and administrative running of all overseas offices involving regular management visits.
- Director of a market-leading Canadian insurance company with premium income of C\$90million. Member of that company's audit committee.
- Implemented the group's policy for investing cash funds.
- Designed a detailed cash flow model for the Lloyd's broking business taking into account Lloyd's solvency requirements.
- With the Chairman, responsible for all aspects of managing the group's day to day business.

**1981 to 1988 Neville Russell, Chartered Accountants, London**

Qualified as a Chartered Accountant in 1984. Between 1981 and 1985 gained experience from a variety of assignments in financial advice and audit to growing businesses across a range of sectors. In 1986, formed and ran the corporate finance department of Neville Russell. Assignments during the period 1986 to 1988 included advice on:

- Raising capital and capital reorganisations
- Acquisitions
- Business planning and strategy
- Flotations.

**REFERENCES**

Personal and business references will be provided upon request.

## Personnel File

BY UPENDRA MISHRA



photo by Jim Spirakis

**S**teven Belkin remembers that cold December night 22 years ago as if it were yesterday.

His wife, Joan, woke him up from a restless sleep. American Express was on the line, calling to collect on a \$15,000 credit card bill that was way past due.

Belkin had dug himself a deep hole trying to raise money to start a wholesale travel business and now found himself in trouble with the credit card company.

But the young entrepreneur stuck with his plan and not only got his wholesale travel business off the ground and American Express off his back, but today runs the fast-growing, \$200 million Trans National Group, a Boston-based holding company that is a textbook case study on entrepreneurship at Harvard Business School and 50 other management schools across the country.

## STEVEN BELKIN

## BELIEVE IT

**Position:**

Chairman and Chief Executive Officer, Trans National Group

**Education:**

Bachelor's degree, Engineering, Cornell University, 1969; MBA, Harvard Business School, 1971

**Age:** 49**Quote:**

*"I like to create something out of nothing. I always remember the phrase: 'Conceive it, believe it and achieve it.' And I think that most important part of the phrase is to believe it."*

Since founding Trans National in 1974, Belkin has started 27 different companies. Thirteen of them were unsuccessful and either closed or sold at a loss.

While the 14 successful ones—a dozen of which remain under the Trans National umbrella—have more than offset the losses and the hard times Belkin never forgets.

"It's all the painful and difficult experience in my life that I have learned from and grown from that has allowed me to achieve success," he said. "there is no such thing as failure. There are only lessons to be learned from these moments and the pain that people refer to as failure."

Belkin's world is black and white. For him, there are only negative experiences and positive ones. And his goal is to turn negative ones positive.

"In positive situations, you need to take time to celebrate. The negative times are learning opportunities, which, with the right

attitude and proper action, can be turned into a long-term positive experience," he said.

What motivates him is to grow personally and in business. A key component of that, he said, is applying what he knows in order to help other people grow.

"That is why I like to start new companies or invest in new companies," he said. "I like to create something out of nothing. Business excites me."

In 1989, when Belkin discovered that his secretary, Donna Janis, had a passion for horses, he encouraged her to start her own stable.

With financial backing from Belkin, Janis started B.E. Stables, which has grown from a single horse in 1989 into a buying and breeding operation with revenue of more than \$1 million in 1995.

"How can you work for Steve and not start your own business," said Janis, who continues to work for Belkin and run her horse business. "He really nudges people to make the most of their talents. He is always pushing gently, and sometimes not gently."

She said Belkin inspires great loyalty from his staff and prods them to excel.

Belkin said he tries to create an empowering and growth-inducing business environment because he knows his companies will grow and prosper only if employees are growing and prospering.

Once when Janis told her boss how some employees were afraid of approaching and talking to him because of his position in the company, Belkin decided to remedy the problem immediately.

Every year, he makes a funny birthday card for each employee. "I thought that way I would make people more comfortable and



## Personnel File Steven Belkin

Continued

encourage them to come and talk to me," he said. "They also feel that I value them and that I take time to do this and that I remember each of them on their birthday.

"I want people to be relaxed," he said. "When people are relaxed, their creative juices are flowing."

Bill Weidlein, chief financial officer at Trans National, said astute business skills are just one side of Belkin's story. His people skills are another side.

"He is a very rare breed. He is not only a successful entrepreneur, but he's also loaded with human qualities," Weidlein said.

For instance, on the 20th anniversary of Trans National two years ago, Belkin and his wife took all the children then being treated at the Dana-Farber Cancer Research Institute, their parents and siblings—about 150 people—for a three-day, all-expenses-paid trip to Disney World. Weidlein's daughter was being treated at Dana-Farber at the time.

That's not all. Each year Belkin and his wife take a plane load of people from Boston to the Holocaust Museum in Washington, D.C. Among the guests are ministers, priests, rabbis, school children, politicians and others.

"It helps bring everyone together," Belkin said. "At times, I have made decisions to spend less time at business, but still take these business skills and apply them to the community. I want to give back to the community and to society. I would like to give more."

Born in 1947 in East Grand Rapids, Mich., Belkin grew up in a middle-class family that was always under financial pressure.

"My father and mother used to fight a lot. My mother used to say, 'If only we had enough money, your dad and I would not argue.' That became my motivation. I decided I would go and make a lot of money," Belkin said. "Since then, however, I have learned that having money does not make you happy. It certainly helps, but happiness is about understanding and accepting yourself and others.

Belkin said his father, Major Belkin, now 82, had a variety of

jobs and started several businesses.

"None of them worked well, but he gave me a lot of encouragement to be my own boss," Belkin said.

Belkin's father and his mother, Anita, 79, now live in Florida.

At East Grand Rapids High School, Belkin was captain of the baseball and tennis teams. Later, at Cornell University, where he earned a bachelor's degree in engineering, he was captain of the varsity tennis team. From Cornell, he went straight to Harvard Business School and graduated in 1971.

After Harvard, Belkin and four other Harvard graduates founded Innovative Management, a small-business consulting firm.

"We would consult to small businesses that were having problems or consult with venture capitalists whose investments were not doing very well," said Belkin, adding that after two years the firm was acquired by one of its venture capital clients.

Then, he worked for one year as executive vice president for United Travel Service, a Boston-based direct-mail travel company, before starting his own group travel company, Trans National Travel, in 1974. The company has since diversified into a broad family of businesses, encompassing travel, telecommunications, financial services, real estate, venture capital and overnight package delivery.

Since 1993, Trans National's venture capital arm, Trans National Ventures, has invested \$40 million in about 20 companies, with an average investment of about \$2 million. About three-fourths of the investments are in high-tech companies, mostly software makers.

"I have always tried to create a family of business entrepreneurs," Belkin said, "and I have been trying to find good entrepreneurs among our 350 employees. Now, I have more choices—invest in our employees or go outside [through the venture capital unit]. You make better decisions if you have more options."

Belkin sees himself today as more of a coach than star player. As a child, he wanted to become either a businessman or a coach. Now, he has become both.

"I like to create something out

of nothing. I always remember the phrase: 'Conceive it, believe it and achieve it.' And I think that the most important part of the phrase is to believe it," Belkin said. "Most people really don't understand how committed they need to be when things don't go the way you anticipate them to go.

"But then again, success cannot be measured in money or how many companies one has launched; it all boils down to the happiness of the individual.

"Success is happiness, and happiness is acceptance, compassion and understanding of yourself," he said. "Also, I think success is having balance in your life; you have to have balance between your work, your spouse, children, friends and exercise."

As for how Belkin's life is balanced, he works two days a week at the company, devotes two days to community service and three days a week with his family—wife Joan, and two daughters: Julie, 20, a junior at Cornell, and Amy, 17, a senior at Weston High School. He exercises daily, either playing tennis or golf or lifting weights.

He's a trustee and chairman of the executive committee of the Sports Museum of New England; a trustee of Temple Beth Elohim; active in the Anti-Defamation League, Combined Jewish Philanthropies, Grow Clinic for Children at Boston Medical Center; and a member of the Cornell University Council and the Overseers' Committee for Harvard Business School.

Belkin is also co-chairman of the Harvard Business School 25th Reunion for the Class of '71. He has helped raise a record \$15 million for the event. The previous record was set at \$7.2 million two years ago.



**TRANS NATIONAL**  
COMMUNICATIONS  
INTERNATIONAL, INC.

## Corporate Profile

In today's fast-paced, high tech world of information systems and state-of-the-art telecommunications wizardry, Trans National Group (TNG) has established itself as a major corporate player in the telecom marketplace. As a full service provider of the kinds of products and services you need to run your company efficiently, Trans National Communications International (TNCI), our telecom subsidiary, has emerged as an unparalleled entrepreneurial success story.

In slightly over 22 years, we have grown into a multi-faceted, \$200 million a year company with corporate offices in Boston, London and Canada. "We like to run fast and quiet," says Steve Belkin, Chairman of TNG. Maybe that's why, in a field that changes over night, almost every night, TNCI has arrived on the scene with little or no fanfare. TNCI now ranks as one of the nation's 20 top telecommunications providers. That's something we're awfully proud of!

With over \$260 million in projected revenue forecast for this year and over 300 dedicated employees here to answer your needs, TNG has the stability and staff to provide you with the very best products and services your company must have to stride boldly into the new millennium—and beyond.

With its growth and financial stability, combined with a 24-hour Customer Care Center that is the envy of the industry, TNCI now finds itself the preferred choice for large and small telecommunications users worldwide. TNCI enjoys endorsements from *CNN's Money Line*, *The Kiplinger Personal Finance Magazine*, *Money Magazine*, *The Boston Business Journal* and The Boston Chamber of Commerce. All praise TNCI for its affordably priced products, feature-rich array of services, and highly-trained, customer-focused, professional staff.

TNCI utilizes a nationwide network of Independent Distributors that shares in the entrepreneurial spirit of TNCI fostered by our "Success Through Partnership" program. Flexible and competitive long distance service, as well as our dedicated support team, provide the key ingredients to ensure that all of our Distributorships are successful.

For the future, we pledge to our customers to continue focusing on quality, value and customer satisfaction while anticipating the opportunities that will best benefit each. At Trans National Communications International, we're transforming today into a more affordable tomorrow—for all!

Exhibit III  
Financial Information

**Financial Statements**  
**Trans National Communications International, Inc**  
**Years Ended December 31, 1998 and 1997**

I, Richard Hargrave, Chief Financial Officer, hereby certify, to the best of my knowledge, that the attached financial statements fairly represent, in all material respects, the company's financial condition as of the date of said financial statements.



Richard Hargrave

8/12/99  
Date

*Draft; Subject to Audit*

**Trans National Communications International, Inc**  
**Balance Sheet, December 31**  
**(in thousands)**

	<i>1998</i>	<i>1997</i>
<b>Assets</b>		
<i>Current Assets:</i>		
Cash	\$1,009	\$76
Accounts Receivable	2,427	1,753
Other Assets	0	25
Total Current Assets	<u>3,436</u>	<u>1,854</u>
Fixed Assets, Net	45	39
Total Assets	<u><u>\$3,481</u></u>	<u><u>\$1,893</u></u>
<b>Liabilities and Shareholders' Deficit</b>		
<i>Current Liabilities:</i>		
Accounts Payable and Accrued Expenses	\$3,721	\$1,158
Advances from Affiliated Company	2,224	2,898
Total Current Liabilities	<u>5,945</u>	<u>4,056</u>
<i>Shareholders' Deficit:</i>		
Common Stock \$2.00 par value; 10,000 Shares authorized; 4,473 issued and outstanding.	9	9
Accumulated Deficit	<u>(2,473)</u>	<u>(2,172)</u>
	<u>(2,464)</u>	<u>(2,163)</u>
	<u><u>\$3,481</u></u>	<u><u>\$1,893</u></u>

See accompanying notes.

**Trans National Communications International, Inc**  
**Statement of Operations**  
**Year Ended December 31**  
**(in thousands)**

	<i>1998</i>	<i>1997</i>
Revenue	\$13,834	\$8,498
Direct Costs	(12,018)	(7,161)
	1,816	1,337
Selling, General and Administrative Expenses	(1,891)	(2,064)
Loss From Operations	(75)	(727)
Interest Expense	(228)	(191)
Interest Income	2	6
Net Loss	(\$301)	(\$912)

*See accompanying notes.*

**Statement of Shareholders' Deficit**  
**(in thousands)**

	<i>Common Stock</i>		<i>Accumulated</i>
	<i>Number of</i>	<i>Par</i>	
	<i>Shares</i>	<i>Value</i>	<i>Deficit</i>
Balance at December 31, 1996	4	\$9	(\$1,260)
Net Loss			(912)
Balance at December 31, 1997	4	9	(2,172)
Net Loss			(301)
Balance at December 31, 1998	4	\$9	(\$2,473)

Trans National Communications International, Inc  
Statement of Cash Flow  
Year Ended December 31  
(in thousands)

	1998	1997
<b>Operating Activities:</b>		
Net Loss:	(\$301)	(\$912)
Adjustment To Reconcile Net Loss To Net Cash Provided By Operating Activities:		
Depreciation And Amortization	31	24
Changes In Operating Assets And Liabilities:		
Accounts Receivable	(674)	(1,100)
Other Assets	25	(25)
Accounts Payable And Accrued Expenses	2,563	449
Advances From Affiliated Company	(674)	1,610
Net Cash Provided By Operating Activities	<u>970</u>	<u>46</u>
<b>Investing Activities:</b>		
Purchase Of Fixed Assets	(37)	(4)
Net Cash Used In Investing Activities	<u>(37)</u>	<u>(4)</u>
Net Increase In Cash	933	42
Cash At Beginning Of Year	<u>76</u>	<u>34</u>
Cash At End Of Year	<u>\$1,009</u>	<u>\$76</u>

**Trans National Communications International, Inc**  
**Statement of Operations**  
**Notes to Financial Statements (in thousands)**

**1. Description of Business and Going Concern**

Trans National Communications International, Inc ("the Company") was incorporated in the State of Delaware on August 1, 1995. The Company is a non-facilities based reseller of long-distance telecommunications services designated primarily for commercial customers throughout the United States. The Company markets these telecommunications services through third party endorsements and a network of independent agents.

The Company is a member of a group of affiliated companies under common control ("the Affiliated Group") and has extensive transactions and relationships with members of the group. Because of these relationships, the terms of these transactions may be different than those that would result among wholly unrelated parties. The Company is wholly-owned by the shareholders of Trans National Group Services, LLC, a Delaware corporation.

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. At December 31, 1998, the Company had a working capital deficit of \$2,509 and a shareholders' deficit of \$2,464. On May 28, 1999, the shareholders of the Company paid in additional capital of \$2,224 which was used to repay the advances from affiliated company and reduced the shareholders' deficit to \$240.

**2. Summary of Significant Accounting Policies**

**Revenue Recognition**

Revenue from long distance service is recorded in the month in which the Company's customers complete the telephone call based on the minutes of use and contracted rates. In addition, revenue is recorded from third party marketing agreements based on the number of new subscribers added during the month and revenue achieved by the subscriber group as determined by the agreement, if applicable.

**Fixed Assets**

Fixed assets are recorded at historical cost. The Company depreciates its fixed assets using the straight-line method with half year convention over their estimated useful lives, which range from three to five years.

**Income Taxes**

The Company has elected to be taxed for Federal and State income tax purposes under Subchapter S of the Internal Revenue Code. Accordingly, the Company does not provide for Federal and State income taxes since the shareholders, not the Company, are liable for Federal and State income taxes.

**Concentrations of Credit Risks**

Financial instruments, which potentially expose the Company to concentration of credit risk, include cash and cash equivalents. The Company's trade accounts receivables are not subject to any concentration of credit risk. A significant amount of the Company's cash and cash equivalents are held in two banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$100. Uninsured cash balances totaled approximately \$909 at December 31, 1998. The Company does not believe that such deposits are subject to any unusual credit risk associated with operating its business.

5/K



Trans National Communications International, Inc  
Statement of Operations  
Notes to Financial Statements (in thousands)

2. Summary of Significant Accounting Policies (continued)

Financial Instruments

The carrying amount of the Company's financial instruments, which include cash, cash equivalents, account receivable, notes receivable from related parties, accounts payable, accrued expenses, accounts payable to related party, loans payable debt, advances from creditor, notes payable to related parties and advances from affiliated company approximates their fair value at the balance sheet date.

Use of Estimates

The preparation of financial statements in the accordance with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure for contingent assets and liabilities at the date of the financial statements. They also affect the reported amounts of reserves and expenses during the reported period. Actual results could vary from those estimates and assumptions.

3. Related Party Transactions

Advances from Affiliated Company

The Company has a contractual agreement with another member of the Affiliated Group whereby that other member has agreed to provide management, operational, financial and administrative services to the Company. The Company pays its allocable portion of the costs of such services. The agreement to provide these services expires on December 31, 2001.

Trading with Affiliated Company

The Company has an agreement with another member of the Affiliated Group to buy long-distance telecommunications services at cost plus 5%. The cost to the Company of these services totaled \$2,880 in 1998 and \$3,266 in 1997.

4. Fixed Assets

Fixed Assets consist of the following at December 31:

	1998	1997
Data Processing Equipment	\$112	\$75
Less: Accumulated Depreciation	(67)	(36)
	<u>\$45</u>	<u>\$39</u>

5. Year 2000

The Company has designed a plan to ensure that its systems will conform to Year 2000 requirements. Although management does not expect Year 2000 issues to have a material impact on its business or results of operations, there can be no assurance that there will not be interruptions or other limitations of system functionality.

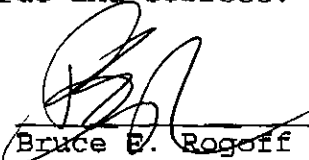
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Exhibit IV  
Draft Tariff


STATE OF MASSACHUSETTS )  
 )  
 COUNTY OF SUFFOLK )  
 )  
 \_\_\_\_\_

VERIFICATION

I, Bruce E. Rogoff, being duly sworn, declare that I am the CEO of Trans National Communications International, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

  
 \_\_\_\_\_  
 Bruce E. Rogoff

Sworn to before me, the undersigned Notary Public on this 26th day of AUGUST, 1999.

  
 Notary Public  
JASON E. CLARK JR  
 Print or Type Name  
 My commission expires: JULY 3, 2003

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

In the matter of the )  
application of )  
Trans National Communications )  
International, Inc. )  
for a certificate of service ) Case No. TA 2000-237  
authority to provide )  
interexchange )  
telecommunications services )

ENTRY OF APPEARANCE

COMES NOW Lance J. M. Steinhart, Attorney at Law and pursuant to rule 4 CSR 240-2.040 herewith files his Entry of Appearance on behalf of Applicant Trans National Communications International, Inc., in connection with the above-styled proceeding. With respect to his entry, Mr. Steinhart hereby advises the Commission that he is a member in good standing of the State Bar of Georgia and the New York State Bar and is admitted to practice before District Courts. He also is on inactive status with the State Bar of Maryland. Neither the undersigned nor any member of his firm is disqualified to appear in any court. I also hereby designate Judith A. Rau, of the law firm of Rau & Rau, 1007 Olive Street, Fifth floor, St. Louis, Missouri 63101 to serve as our local Missouri counsel in this matter.



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Lance J.M. Steinhart, Esq.  
Attorney at Law  
6455 East Johns Crossing, Suite 285  
Duluth, Georgia 30097  
(770) 232-9200  
(770) 232-9208 (Fax)  
Georgia Bar No. 678222

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

In the matter of the )  
application of )  
Trans National Communications )  
International, Inc. )  
for a certificate of service ) Case No. TA2000-237  
authority to provide )  
interexchange )  
telecommunications services )

ENTRY OF APPEARANCE

COMES NOW Judith A. Rau of the law firm Rau & Rau, and  
pursuant to rule 4 CSR 240-2.040, herewith files her Entry of  
Appearance as local Missouri counsel on behalf of Applicant Trans  
National Communications International, Inc., in connection with  
the above-styled proceeding.

  
\_\_\_\_\_  
Judith A. Rau, Esq.  
Rau & Rau  
1007 Olive Street, 5th Floor  
St. Louis, Missouri 63101  
(314) 231-3323  
Missouri Bar No. 24856