



**ALLIANCE GROUP SERVICES, INC.**  
 1221 POST ROAD EAST  
 WESTPORT, CONNECTICUT 06880  
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January 18, 2000

**VIA OVERNIGHT DELIVERY**

**Mr. Walter D'Haeseleer**  
 Director, Division of Telecommunications  
 Florida Public Service Commission  
 2540 Shumard Oak Boulevard  
 Tallahassee, Florida 32399-0850

991402-TI

Re: Sale of Assets Associated with U.S. Republic Communications, Inc.  
to Alliance Group Services, Inc.

Dear Mr. D'Haeseleer:

Alliance Group Services, Inc. ("Alliance") and U.S. Republic Communications, Inc. ("USRC") are now requesting that the Florida Public Service Commission ("Commission") grant the approval of the purchase of certain assets including, but not limited to, USRC's existing long distance service customer base by Alliance. In addition, this letter serves as notice for the cancellation of USRC's Certificate to Provide Interexchange Telecommunications Services in the State of Florida (Certificate Number 4836 granted on April 2, 1997) as well as USRC's F.P.S.C. Tariff No. 1 currently on file with the Commission, once the approval of the purchase has been granted.

Alliance is a privately-held, wholesale telecommunications service provider who offers competitive long distance telecommunications services, utilizing the AT&T network, to businesses in Florida and throughout the United States. Alliance has been certified to provide long distance telecommunications services to consumers within Florida since November 30, 1998 on which date the Commission granted approval in Docket Number 980940-TI/Order Number PSC 98-1587-FOF-T1 of Alliance's Certificate to Provide Interexchange Telecommunications Services (Certificate Number 5765) in the State of Florida.

Alliance and USRC executed a purchase agreement for certain assets of USRC including, but not limited to, the Company's customer base, on December 24, 1999. At this time, Alliance is seeking approval from the Commission in order to close this proposed transaction. It is Alliance's intent that the acquisition of USRC's customer base be transparent to current USRC customers as well as existing and future Alliance customers, and the customers formerly associated with USRC will continue to receive quality and competitive long distance telecommunications services. With Commission approval, Alliance intends to transact business within Florida under the assumed name of U.S. Republic Communications, Inc., in addition to the corporate name Alliance Group Services, Inc. Accordingly, Alliance respectfully requests that the Commission authorize the use of the assumed name, in addition to the corporate name, contemporaneous with the cancellation of USRC's certificate. Furthermore, as a result of the above-described transaction, the records associated with USRC's long

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distance customer base will be moved to Alliance's principal address located at 1221 Post Road East, Westport, Connecticut, 06880, and all correspondence from the Commission regarding USRC's long distance services should be sent to Alliance's principal mailing address.

It is Alliance's understanding that the completion of this transaction within 180 days from the date of the purchase agreement and the subsequent surrender of USRC's certificate to the Commission would result in the closing of Docket Number 991402-TI/Order Number PSC-99-2447-AS-TI regarding the initiation of show cause proceedings against USRC for unlawful billing practices in violation of the Florida Statutes Section 364.10(1) and Section 364.604(2). Alliance would like to emphasize that it is not affiliated with USRC and that the Company is reportedly in good standing with the Commission as of the date of this correspondence and acknowledges the aforementioned show cause proceedings as well as USRC's standing with the Commission.

Finally, please note that it is the Company's intent of both Alliance and USRC to abide by and adhere to the Commission's rules and regulations related to the type of transaction described herein. As such, the Interexchange Company Regulatory Assessment Fee Return for USRC will be completed and submitted to the Commission by January 31, 2000. Additionally, it is important to note that USRC and Alliance are both current in their filings with the Commission and have remitted payment for all fees associated with annual reports submitted to the Commission.

The parties involved in this sale respectfully request the Commission's approval of this proposed transaction. It is the intent of Alliance and USRC that this information will adequately address the concerns of the Commission with relation to the asset purchase described herein. Alliance and USRC appreciate the Commission's prompt review of this matter. Please direct any questions or comments regarding this correspondence or the above-described transaction to Jennifer Goldston at USRC at telephone number (972) 230-7330.

Respectfully submitted,



Mark Thomas  
President

cc: Ms. Kelli Biegalski  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Michael G. Hoffman, Esq.  
Secretary  
U.S. Republic Communications, Inc.