

Categories of Services for 214 Applications  
(Streamline/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: \_\_\_\_\_

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**Lance J.M. Steinhart**  
Attorney At Law  
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Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

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

November 9, 1998

**VIA AIRBORNE EXPRESS**

Secretary  
Federal Communications Commission  
International Bureau - Telecommunications  
PO Box 358115  
Pittsburgh, PA 15251-5115

Re: Telecom Resources, Inc. Application for Section 214 Authority for Transfer of  
Control

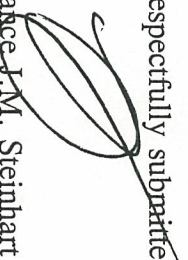
Dear Sir/Madam:

Enclosed please find for filing an original and six (6) copies of the application of Telecom Resources, Inc. for Section 214 authority for Transfer of Control. Telecom Resources, Inc. was granted Section 214 authority in File No. ITC-98-256 Effective May 13, 1998.

As required by commission rules, I have also enclosed a check in the amount of \$780.00 payable to the "Federal Communications Commission" to cover the application fee, accompanied by FCC Form 159. **Please date-stamp the extra copy of this application and return it in the enclosed self-addressed stamped envelope.**

If you have any questions regarding the foregoing, please do not hesitate to call me.  
Thank you.

Respectfully submitted,

  
Lance J.M. Steinhart

Attorney for Telecom Resources, Inc.

Enclosures  
cc: Richard McFarland

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )  
 )  
TELECOM RESOURCES, INC. )

) File No. ~~FTC 98-~~\_\_\_\_\_

*ITC-214-19981110-00816*

) Application for Authority )  
) Pursuant to Section 214 of the )  
) Communications Act of 1934, as )  
) Amended, for Transfer of Control )  
) to Advanced Communications )  
) Group, Inc. )

TO: The Commission

APPLICATION FOR SECTION 214 AUTHORITY  
FOR TRANSFER OF CONTROL

Telecom Resources, Inc. ("TRI" or "Applicant"), by its attorney, hereby respectfully requests authority from the Federal Communications Commission ("Commission"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Section 63.18(e)(5) of the Commission's Rules, to transfer control of TRI to Advanced Communications Group, Inc. ("Transferee" or "Advanced Communications"). In accordance with the Commission's fee schedule, Fee Code CUT, Telecom Resources, Inc. has attached a check in the amount of \$780.00 to this Application.

Pursuant to this proposed transaction, Advanced Communications will acquire 100% of TRI's issued and outstanding stock for cash and Advanced Communications common voting stock. The parties intend that the transaction will be a tax-free exchange, by way of a reverse triangular merger of a newly formed subsidiary of Advanced Communications into TRI.

In support of Applicant's request for authorization, the following information is submitted pursuant to Section 63.18 of the Commission's Rules:

(a) The name, address and telephone number of Applicant and Transferee:

Applicant:  
Telecom Resources, Inc.  
1950 Stemmons Freeway  
Suite 4033  
Dallas, TX 75207  
214-760-9700

Transferee:  
Advanced Telecommunications Group, Inc.  
390 South Woods Mill Road, Suite 150  
St. Louis, MO 63017  
314-205-8668

(b) The Applicant is a corporation organized and existing under the laws of the State of Nevada.  
Transferee is a corporation organized and existing under the laws of the State of Delaware.

(c) The name, title, address and telephone number of the officer to whom correspondence concerning this application should be directed to:

Applicant:  
Richard McFarland, CEO  
Telecom Resources, Inc.  
1950 Stemmons Freeway, Suite 4033  
Suite 4033  
Dallas, TX 75207  
214-760-9700

Transferee:

Richard Anthony, CEO  
Advanced Telecommunications Group, Inc.  
390 South Woods Mill Road, Suite 150  
St. Louis, MO 63017  
314-205-8668

with a copy to:

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

The Commission should direct any inquiries that it may have about this Application to Lance J.M. Steinhart, Esq.

- (d) The Applicant has authority under Section 214. Transferee has not previously received authority under Section 214.

- (h) Applicant and Transferees certify that they are not, and have no affiliation with, a "foreign carrier" as that term is defined in § 63.18(h)(ii). The name, address, citizenship and principal businesses of Applicant's 10% or greater (direct or indirect) shareholders or other equity holders following the transfer of control, and any interlocking directorates:

Rod D. Cutsinger  
United States Citizen  
Principal Business: Finance  
Business Address:  
3355 West Alabama, Suite 580  
Houston, TX 77098

Consolidation Partners, LLC  
A Texas limited liability company  
Principal Business: Finance  
Business Address:  
3355 West Alabama, Suite 580  
Houston, TX 77098



Rod D. Cutsinger, his wife, and 2 trusts for the benefit of their children own 100% of the interests in Consolidated Partners United States Citizens  
Principal Business: Finance  
Business Address:  
3355 West Alabama, Suite 580  
Houston, TX 77098

There are no interlocking directorates.

Applicant and Transferees certify that they have no affiliation with the US carriers whose facilities-based services the Applicant proposes to resell (either directly or indirectly through the resale of another reseller's service).

(i) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the US and any foreign country which the Transferee may serve under the authority granted under this part and will not enter into such agreements in the future.

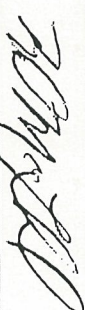
(j) Transferee certifies, to the best of its knowledge, that no party to the Application, as defined in Sections 1.2001 through 1.2003 of the Commission's Rules, is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a.

As demonstrated in this application, Applicant submits that the grant of this application will serve the public interest, convenience and necessity. Thus, Applicant respectfully requests that it be authorized to transfer control as set forth herein.

Respectfully submitted,

Telecom Resources, Inc.

By:

  
Richard McFarland, CEO

Telecom Resources, Inc.  
1950 Stemmons Freeway, Suite 4033,  
Dallas, TX 75207  
(214) 760-9700

By:

  
Linda D. M. Steinhardt

Attorney at Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097  
(770) 232-9200

COUNSEL FOR  
TELECOM RESOURCES, INC.

Dated: 11.9.98



READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358145

PAGE NO. 1 OF 1

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Lance J.M. Steinhart, Attorney at Law

(3) TOTAL AMOUNT PAID (dollars and cents)  
\$ 780.00

(4) STREET ADDRESS LINE NO. 1  
6455 East Johns Crossing

(5) STREET ADDRESS LINE NO. 2  
Suite 285

(6) CITY  
Duluth

(7) STATE  
GA

(8) ZIP CODE  
30097

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(770) 232-9200

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B.  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)  
Telecom Resources, Inc.

(12) STREET ADDRESS LINE NO. 1  
1950 Stemmons Freeway

(13) STREET ADDRESS LINE NO. 2  
Suite 4033

(14) CITY  
Dallas

(15) STATE  
TX

(16) ZIP CODE  
75207

(17) DAYTIME TELEPHONE NUMBER (include area code)  
(214) 760-9700

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID  
(20A) PAYMENT TYPE CODE (PTC)  
C U T 1  
(21A) QUANTITY  
1  
(22A) FEE DUE FOR (PTC) IN BLOCK 20A  
\$ 780.00  
(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID  
(20B) PAYMENT TYPE CODE (PTC)  
(21B) QUANTITY  
(22B) FEE DUE FOR (PTC) IN BLOCK 20B  
\$  
(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID  
(20C) PAYMENT TYPE CODE (PTC)  
(21C) QUANTITY  
(22C) FEE DUE FOR (PTC) IN BLOCK 20C  
\$  
(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID  
(20D) PAYMENT TYPE CODE (PTC)  
(21D) QUANTITY  
(22D) FEE DUE FOR (PTC) IN BLOCK 20D  
\$  
(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(23) PAYER TIN 0 5 8 2 1 0 9 5 8 7  
APPLICANT TIN 0 7 5 2 6 2 4 2 0 1

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT  
I, Richard M. Tolson (PRINT NAME)  
Certify under penalty of perjury that the foregoing and supporting information  
are true and correct to the best of my knowledge, information and belief. SIGNATURE [Signature]

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: [Grid]  
EXPIRATION DATE: [Grid]  
AUTHORIZED SIGNATURE: [Grid]

(29) I hereby authorize the FCC to charge my VISA or MASTERCARD  
for the service(s) described herein described. [Grid]  
DATE: [Grid]