

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

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

Description of Application: _____

waiting for FAX, then call on P.N. - called applicant

US Republic

communications, inc.

March 10, 2000

VIA OVERNIGHT DELIVERY

International Bureau - Telecommunications
Federal Communications Commission
P. O. Box 358115
Pittsburgh, Pennsylvania 15251

FCC/INTL

MAR 7 2000

Re: Section 214 Application Requesting Approval of the Acquisition of Certain Assets of
U.S. Republic Communications, Inc. by Alliance Group Services, Inc.

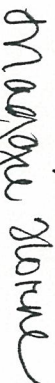
Dear Sir or Madam:

Please find transmitted herewith on behalf of Alliance Group Services, Inc. ("Alliance") and U.S. Republic Communications, Inc. ("USRCC") an original and five (5) copies of the Application for Section 214 Authorization for Alliance to receive the authorization from the Federal Communications Commission ("FCC") to acquire certain assets from USRC. At this time, Alliance and USRC respectfully request expedited consideration of this transaction by the FCC regarding this transaction.

Both Alliance and USRC currently have authority under Section 214 to resell services of other common carriers in order to provide telephone services from the continental United States to international locations. No officer, director or stockholder of Alliance is an agent or representative of a foreign telecommunications entity. Additionally, please find the enclosed check (Check Number 005301) in the amount of \$780.00 for the required filing fee as well as the FCC Form 159, as required.

Thank you for your time and consideration regarding this matter. Acknowledgment and date of receipt are respectfully requested. Please date and filed stamp the attached copy of this correspondence and return it to USRC in the pre-addressed, postage prepaid envelope provided. Please direct any questions or comments regarding this correspondence or the above-described transaction to the undersigned directly at (972) 274-7745.

Respectfully submitted,



Maggie Herbe
Senior Regulatory Analyst

Enclosures

cc: Mark Thomas
President
Alliance Group Services, Inc.

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

3200 West Pleasant Run Road
Lancaster, Texas 75146

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

In the Matter of)
)
Alliance Group Services, Inc.)
)
Application for Authority Pursuant to) File No. _____
Section 214 of the Communications Act)
of 1934, As amended,)
to Complete an Asset Purchase of)
U.S. Republic Communications, Inc.)
to Alliance Group Services, Inc.)

APPLICATION FOR AUTHORITY

Alliance Group Services, Inc. (hereinafter "Alliance," "Applicant" or "Transferor") and U.S. Republic Communications, Inc. (hereinafter "USRC" or "Transferor"), pursuant to Section 214 of the Communications Act of 1934 (47 U.S.C. Section 214) and Sections 63.12 and 63.18 of the Commissions Rules (47 C.F.R. §§63.12 and 63.18) hereby request authority to complete an asset purchase by Alliance of certain assets of USRC, including but not limited to, the long distance customer base.

Alliance intends to purchase certain assets of USRC, including the trade name, U.S. Republic Communications, as well as USRC's existing long distance customer base. Alliance and USRC are both resellers of international long distance message telecommunications services (hereinafter "LDMTS") as authorized by the Federal Communications Commission (hereinafter "FCC" or "Commission").

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. Alliance is eminently qualified and financially sound to accommodate the growth in business and customer base and to continue to provide the Transferor's customers with the same quality of service on an ongoing basis. Alliance and USRC desire to complete and close the proposed transaction on or before March 31, 2000. Once the proposed transaction has been approved by the FCC, it is anticipated that the Transferor will cease to do business, and Alliance will amend its name on the necessary documents (e.g., its FCC International Tariff) to reflect "Alliance Group Services, Inc. d/b/a U.S. Republic Communications."

Current USRC customers will continue to be able to purchase the same USRC products and services at the same rates, terms and conditions after the proposed transaction has been completed. Alliance intends to continue to bill customers utilizing USRC's long distance services under the name "U.S. Republic Communications." Overall, the proposed transaction should be transparent to USRC customers.

Section 63.18 Information

In support of Alliance's request for authorization, the following information is set forth pursuant to Section 63.18 of the Commissions rules:

A. The Applicant's name and address are as follows:

Alliance Group Services, Inc.
1221 Post Road East
Westport, Connecticut 06880
Telephone Number: (203) 845-9600

The Transferor's name and contact address are as follows:

U.S. Republic Communications, Inc.
3200 West Pleasant Run Road
Lancaster, Texas 75146
Telephone Number: (972) 230-7200

B. Alliance is a corporation formed under and pursuant to the laws of the state of Delaware. The Transferor, USRC, is a corporation formed under and pursuant to the laws of the state of Texas.

C. All correspondence concerning this Application should be addressed to the below-listed contact person; however, officer and counsel information has been provided in accordance with the applicable rules and regulations:

<u>Contact Person</u>	<u>Transferee Officer</u>
Maggie Horne, Sr. Regulatory Analyst U.S. Republic Communications, Inc. 3200 West Pleasant Run Road Lancaster, Texas 75146 (972) 274-7745 (voice) (972) 230-7666 (facsimile)	Mark Thomas, President Alliance Group Services, Inc. 1221 Post Road East Westport, Connecticut 06880 (203) 845-9600 (voice)

<u>Transferor Legal Counsel</u>	<u>Transferee Legal Counsel</u>
Michael G. Hoffman, Esq., Secretary U.S. Republic Communications, Inc. 3200 West Pleasant Run Road Lancaster, Texas 75146 (972) 230-7200 (voice) (972) 230-7666 (facsimile)	Patrick Crocker, Esq. 900 Comerica Building Kalamazoo, Michigan 49007 (616) 381-8844 (voice) (616) 349-8525 (facsimile)

D. The Applicant and the Transferor have previously been granted the authority by the FCC to provide resold international non-facilities based LDMTS pursuant to Section 214 of the Communications Act of 1934, as amended.

- E. Upon the approval of this Application, Alliance will continue to provide resold international LDMTS as previously granted under Section 214 authority and pursuant to the terms and conditions included in 47 C.F.R. §63.18(e)(2) for its customers as well as for the existing and future customer base of USRC. Alliance will continue to resell the services of authorized common carriers for the provision of international LDMTS to international points.
- F. Alliance is not requesting the authority to provide services not subject to streamlined processing under 47 C.F.R. §63.12.
- G. Applicant is not seeking facilities-based authority.
- H. The Applicant certifies that it has no affiliation with any foreign carrier as defined in 47 C.F.R. §63.18(h)(1)(A) and (B).
- The following shareholder owns one hundred percent (100%) of the Applicant's stock:
Alliance Group Services, LLC
1221 Post Road East
Westport, Connecticut 06880
- I. Alliance certifies that it has no affiliation with any U.S. carrier whose services Alliance resells. In addition, Alliance certifies that it will ensure the continuing accuracy of the certification as required under 47 C.F.R. §63.18(h)(3).
- J. The Applicant certifies that none of the stipulations set forth in 47 C.F.R. §63.18(j) regarding foreign carriers and destination countries are true.
- K. Alliance did not list any destination countries in response to 47 C.F.R. §63.18(j) as the Applicant is not seeking to provide international telecommunications services wherein any of the stipulations outlined in said Section are true.
- L. Applicant will continue to provide international telecommunications services as certificated under its current Section 214 Licence. Applicant certifies that it will file all reports to the Commission, as required, regarding its international services.
- M. Alliance is not seeking regulatory reclassification of its existing Section 214 License.
- N. Alliance certifies that it has not agreed to accept special concession directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the United States and any foreign country which Alliance may serve under the authority requested herein and will not enter into such agreements in the future.
- O. Pursuant to 47 C.F.R. §§1.2001-1.2003, Alliance certifies that no party to the Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

P. Alliance requests that this Application be granted by the Commission fourteen (14) days after the date of public notice as the Applicant qualifies for streamlined processing as defined in 47 C.F.R. §63.12. As documented herein, Applicant is not affiliated with a foreign carrier in a destination market or with a dominant U.S. carrier whose services the Applicant intends to resell. The Applicant is not seeking authority to provide switched basic services.

Respectfully submitted,



Mark Thomas

President

Alliance Group Services, Inc.
1221 Post Road East
Westport, Connecticut 06880
(203) 845-9600

Dated: March 7, 2000

FEDERAL COMMUNICATIONS COMMISSION
MELLON APPLICATION RETURN FORM

Date: 3/24/2009

Data Preparation Center
Mellon Bank
Room 153-2718
Pittsburgh, PA 1559-001

Re: Z.J. Republica Ann. Re.

The enclosed application(s) can be processed as filed. Please refer to the following instructions:

- Use original date stamped, and stamp all receipt copies with the same date.
- Restamp application(s) and all other documents processing.
- Application was sent to the wrong location, and is being forwarded for processing
- Process application(s) in Lockbox 358/115.
- Process filing using Payment Type Code CVT.
- Process as overpayment.

Please contact the Accounts Processing Group at (202) 418-1975, if you have any questions.

Sincerely,


Accounts Processing Group

Enclosure

CK# 005301 - \$782.00
Form 159

Alliance Group Services, Inc.
Schedule of Ownership

Alliance Group Services, Inc. is 100% owned by Alliance Group Services, LLC

Ownership of Alliance Group Services, LLC

Investor	Units	Percentage
NAZCA L.P.	412.50	16%
1251 Avenue of the Americas 9th Floor New York, New York 10020		
Love Savings Holding Company	337.50	13%
212 S. Central Avenue Suite 201 St. Louis, MO 63105		
WIS Investments, L.P.	750.00	29%
Owned by James and Amy Regan 174 Hamilton Woodville Road Pennington, NJ 08634 U.S. City		
Samuel A. Brown	681.83	26%
448C Cross Street Fairfield, NJ 06430 U.S. City		
Randolph N. Reynolds	130.91	5%
William G. Reynolds	16.36	1%
Manny Weiss	16.36	1%
Mark J. Thomas	136.37	5%
Stuart D. Holden	136.37	5%
Total Units	<u>2,618.20</u>	<u>100%</u>

Note:
No owners of NAZCA L.P. or Love Savings Holding Company directly or indirectly own greater than 10% of Alliance Group Services, Inc.

Alliance Group Services, Inc.
Schedule of Ownership

Alliance Group Services, Inc. is 100% owned by Alliance Group Services, LLC.

Ownership of Alliance Group Services, LLC

<u>Investor</u>	<u>Units</u>	<u>Percentage</u>
NAZCA L.P.	412.50	16%
Love Savings Investments Company	337.50	13%
W/S Investment L.P.	750.00	29%
Owned 82% by James and Amy Regar		
Samuel A. Br...	681.83	26%
Randolph N. ... holds	130.91	5%
William G. R... holds, J...	16.36	1%
Manny Weis...	16.36	1%
Mark J. Tnc...	136.37	5%
Stuart D. H...	136.37	5%
Total Units	2,618.20	100%

US Republic

communications, inc.

April 19, 2000

VIA FACSIMILE (202) 418-2824 and
FIRST CLASS US MAIL

Ms. Fran Eisenstein
International Bureau - Telecommunications
Federal Communications Commission
P.O. Box 358115
Pittsburgh, Pennsylvania 15251

Re: Shareholder Information for Alliance Group Services, Inc.

Dear Ms. Eisenstein:

Pursuant to your request for additional shareholder information for Alliance Group Services, Inc. ("Alliance"), U.S. Republic Communications, Inc. ("USRC") has provided the requested information within this correspondence. It is the intent of the parties that the information provided herein will adequately respond to your information request.

As documented within the companies' Section 214 Application, Alliance Group Services, LLC owns 100% of Alliance's stock. You have requested shareholder information for individuals or entities which hold at least 10% of the stock for Alliance Group Services, LLC in order to continue processing the Section 214 Application. As such, the following information is being provided to the Federal Communications Commission:

WS Investments, L.P.	29%
Samuel A. Brown	26%
NAZCA L.P.	16%
Love Savings Holdings Company	13%

The remaining 16% is issued in percentages of less than 10%. Additionally, it was requested that additional stock information be provided for individuals or entities holding 10% or more of the above-listed entities. Unfortunately, Alliance does not have access to such information for WS Investment, L.P., NAZCA L.P. or Love Savings Holding Company. It is worthy to note that none of the officers or directors of Alliance are shareholders in these entities. Alliance respectfully requests that the shareholder information provided within this correspondence be kept confidential.

Alliance and USRC appreciate your time and consideration regarding this matter. Please direct any questions or information regarding this correspondence to the undersigned directly at (214) 424-1512 or at the below-listed address.

Respectfully submitted,


Maggie Horne
Senior Regulatory Analyst

Enclosures

cc: Mark Thomas
President
Alliance Group Services, Inc.

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

1600 Viceroy Drive
Dallas, Texas 75235

FCC RECEIVED
APR 20 2000



ALLIANCE GROUP SERVICES, INC.
1221 POST ROAD EAST
WESTPORT, CONNECTICUT 06890
TEL. (203) 847-8600
FAX (203) 221-8705

August 2000

Justin C. [unclear]
FCC

MEMO: RC Filing

Justin:

This memo is to clarify that both NAZCA L.P. and Love Savings Holding Company are both US companies.

Sincerely

Mark J. T...
Mark J. T... as