

Lance J.M. Steinhart, P.C.

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November 11, 2003

VIA OVERNIGHT DELIVERY

Ms. Elizabeth A. Rolando
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701
(217) 782-7434

Re: Application for a Certificate of Local Exchange and Interexchange Service Authority to Operate as a Provider of Resold and Facilities-Based UNE-P Telecommunications Services Within the State of Illinois for Master Call Communications, Inc.

Dear Ms. Rolando:

Enclosed please find one original and one (1) copy of the Application for a Certificate of Local Exchange and Interexchange Service Authority to Operate as a Provider of Resold and Facilities-Based UNE-P Telecommunications Services Within the State of Illinois for Master Call Communications, Inc.

Please note that the financial information will be filed with the Hearing Examiner requesting confidential treatment.

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

If you have any questions or if I may provide you with additional information, please contact me at the above address or telephone number. Thank you for your attention to this matter.

Respectfully submitted,

/s/

Lance J.M. Steinhart
Attorney for Master Call Communications, Inc.

Enclosures

cc: Stanley H. Golove

Bob Koch, Telecommunications Division
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701

(File this application via e-docket, or if unable to do so, file one original verified application with the Chief Clerk.)

Docket No. _____
ICC Office Use Only

Please provide the appropriate information in the () areas in the heading below.

Master Call Communications, Inc. :
Application for a certificate of :
local and interexchange authority :
to operate as a reseller and facilities :
based carrier of telecommunications :
services throughout the :
State of Illinois. :

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**
(Use additional sheets as necessary.)

GENERAL

1. Applicant's Name(including d/b/a, if any) FEIN # 22-3630050

Master Call Communications, Inc.

Address: Street Suite 1109 50 Broadway
City New York State/Zip New York, 10004

2. Authority Requested: (Mark all that apply) 13-403 Facilities Based Interexchange
 13-404 Resale of Local and/or Interexchange
 13-405 Facilities Based Local

3. Request for waivers/variances: In applications for local exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance.

Part 710 Uniform System of Accounts for Telecommunications Carriers

Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

Section 735.180 Directories

Other

11. Have there been any complaints or judgments levied against the Applicant in any other jurisdiction?

YES NO

If YES, describe fully. _____

12. Has Applicant provided service under any other name?

YES NO

If YES, please list. _____

13. Will the Applicant keep its books and records in Illinois? YES NO

If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

Pursuant to Adm Code Part 250, Applicant hereby respectfully requests permission to keep its books and records in the State of New York at its principal place of business. Applicant will make such records available to the Commission upon request, and will reimburse the Commission for any necessary expenses to review such information.

MANAGERIAL

14. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms. **See Attachment C.**

15. List officers of Applicant.

Rouslan Tsoutiev CEO/President/Secretary

16. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? YES NO

If YES, list entity. _____

17. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Applicant will bill on a monthly basis. Applicant's bills will include call detail information, and separate line items for all services and charges, including any monthly recurring charges, onetime charges, taxes or surcharges.

18. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission?)

Service, billing and repair complaints can be reached through a toll-free number. If the customer is not satisfied with the complaint resolution, customer will be advised it can contact the Illinois Commerce Commission for resolution.

19. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? YES NO

20. What telephone number(s) would a customer use to contact your company?

(800) 816-7907

21. Will Applicant abide by all Federal and State slamming and cramming laws pursuant to Section 13-902 of the Public Utilities Act and Section 258 of the 1996 Telecommunications Act?

YES NO

22. Please describe applicant's procedures to prevent slamming and cramming of customers?

For presubscribed service, the company will attempt to obtain a written letter of agency prior to implementing a carrier change and prior to commencing service. All marketing will be done in accordance with applicable state and federal regulations. All charges, including any monthly recurring charges, onetime charges, taxes or surcharges will be clearly disclosed.

23. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 730, 735, 755, 756, 757, 770, and 772?

YES NO (If no, please provide an explanation.)

24. Is Applicant aware that it must file tariffs prior to providing service in Illinois?

YES NO

FINANCIAL

25. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service. **See Attachment E.**

TECHNICAL

26. Does Applicant utilize its own equipment and/or facilities? ___ YES NO

If YES, please list the facilities Applicant intends to utilize. Also include evidence that Applicant possesses the necessary technical resources to deploy and maintain said facilities:

___ Applicant does not currently have any equipment or facilities located in the State of Illinois. **See Attachment F** for future plans in Illinois as a facilities-based provider. _____

If NO, which facility provider(s)'s services does the Applicant intend to use?

Ameritech and Qwest and Global Crossing

27. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

Local service (no prepaid local), data services, access services, debit cards and long distance service, including 1+ outbound dialing, 800/888 toll-free inbound dialing and calling cards, and directory assistance.

28. Will technical personnel be available at all times to assist customers with service problems?

YES _____ NO

29. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls?

 YES NO NOT APPLICABLE



Stanley H. Golove
Vice-President - Regulatory

VERIFICATION

This application shall be verified under oath.

OATH

State of New York)
County of New York)ss

Stanley H. Golove makes oath and says that he/she is Vice-President - Regulatory
(Insert here the name of affiant) (Insert the official title of the affiant)

of Master Call Communications, Inc.
(Insert here the exact legal title or name of the Applicant)

that he/she has examined the foregoing application and that to the best of his/her knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Stanley H. Golove
Vice-President - Regulatory

Subscribed and sworn to before me, a Notary Public/ Jeffrey Canizares
(Title of person authorized to administer oaths)

in the State and County above named, this 23 day of May 2003.

Jeffrey Canizares
(Signature of person authorized to administer oath)

JEFFREY G. CANIZARES
Notary Public, State Of New York
No. 01CA6060593
Qualified in New York County
Commission Expires June 25, 2003

Standard Questions for Applicants Seeking Local Exchange Service Authority

1. Is your company seeking any waivers or variances of certain Commission rules and regulations in this proceeding that pertain to local exchange service? Please provide evidence as to why your company is seeking any waiver or variance.

Yes. The company is seeking waivers of Part 710 (Uniform System of Accounts), Part 735.180 (directories), Part 735 (for interexchange service only, and 83 Illinois Administrative Code Part 250 (books and records). USOA would warrant a departure from the company's basic accounting system which utilizes GAAP. Customers will be listed in the ILEC's directories. The company's principal office is located in New York, and therefore, it would be burdensome for the company's books and records to be kept in the State of Illinois.

2. Will your company comply with 83 Illinois Administrative Code Part 772, Pay-Per-Call Services, including Part 772.55(a)(1), Billing and Part 772.100(d) Notices?

The company will block such calls.

3. Will your company comply with 83 Illinois Administrative Code Part 705, Preservation of Records of Telephone Utilities?

Yes.

4. Will your company abide by 83 Illinois Administrative Code Part 735, "Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois"?

Yes, except to the extent any waivers are granted.

5. Who will provide customer repair service for your company?

The company will provide its own customer repair service.

6. How many people does the company employ?

Approximately 15

7. Will your company meet the requirements as they pertain to the Telephone Assistance Programs imposed by Sections 13.301 and 13.301.1 of the Illinois Public Utilities Act and 83 Illinois Administrative Code Part 757?

Yes, when applicable.

8. Will your company solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?

Yes.

9. Does your company plan on filing to become an Eligible Telecommunications Carrier?

No.

10. Does the company realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link Up Programs if it is not an eligible carrier?

Yes.

11. Will your company offer all of the waivers associated with the Universal Telephone Service Assistance Programs (UTSAP)?

Yes.

12. Will your company abide by the regulations as prescribed in 83 Illinois Administrative Code Part 755, "Telecommunications Access for Persons with Disabilities," 83 Illinois Administrative Code Part 756 "Telecommunications Relay Service," and Sections 13-703 of the Illinois Public Utilities Act?

Yes.

13. Will the company's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?

The Company's billing system is not currently capable of distinguishing between resale and facilities-based service. Special service order and/or billing system modifications may be required to accommodate any such requirement.

14. Has your company signed and return the Universal Telephone Assistance Corporation ("UTAC") and the Illinois Telecommunications Access Corporation ("ITAC") to Commission staff?

Yes.

15. How does your company plan to solicit customers once it begins to provide local service?

Master Call Communications, Inc. conducts sales using four internal methods:

- 1) Web-based sales
- 2) Telesales
- 3) Direct Sales
- 4) Strategic marketing to large accounts

There are two external methods:

- 1) Agents
- 2) Wholesalers

16. Has your company provided service under any other name?

No.

17. Have any complaints or judgments been levied against the company? (Instate, out-of-state, or FCC).

No.

9-1-1 Questions for Applicants Seeking Local Exchange Service Authority

1. Will your company ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?

Yes.

2. Will your company contact and establish a working relationship with the 911 systems when you begin to provide local telephone service?

Yes.

3. Will your company coordinate with the incumbent LEC(s) and local 911 systems to provide transparent service for your local exchange customers?

Yes.

4. Who will be responsible for building and maintaining the 911 database for your local exchange customers?

The company will work with the incumbent local exchange carrier to build and maintain its portion of the 911 database.

5. How often will your company update the 911 database with customer information?

Daily or on an as needed by customer basis.

6. Will your company's billing system have the ability to distinguish between facilities based and resale for the collection of the 911 surcharge?

Yes.

7. Does your company have procedures for the transitioning of the 911 surcharge collection and disbursement to the local 911 system?

The company will establish such procedures based on state rules prior to providing service.

8. Will your company's proposal require any network changes to any of the 911 systems?

No.

9. Will your company be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes?

Yes.

10. Does your company plan to file for a waiver of Part 725.500(o) and 725.620(b) in the future?

The company may file for such a waiver when its becomes facilities based.

Financial Questions for Applicants Seeking Local Exchange Service Authority

1. (Answer if requesting waiver of Part 710) What circumstances warrant a departure from the prescribed Uniform System of Accounts (“USOA”)?

Master Call Communications, Inc. is a Competitive Local Exchange Carrier that utilizes GAAP for record maintenance.

2. Will records be maintained in accordance with Generally Accepted Accounting Principles (“GAAP”)?

Yes.

3. Will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?

Yes.

4. Will applicants accounting procedures maintain or improve uniformity in substantive results as among similar telecommunications companies?

Yes.

5. Will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes?

Yes.

6. Does the accounting system currently in use by applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns? What specific accounts or sub-accounts provide this data?

Yes the accounting system can provide sufficiently detailed data for the preparation of the Illinois Gross Receipts Tax returns. Specific accounts or sub accounts have not established as yet because we have no Illinois revenue to account for as yet. Such accounts will be established as needed.

7. If a waiver of Part 710 is granted, will applicant provide annual audited statements or all periods subsequent to granting of the waiver?

Yes.

8. Does applicant agree that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company?

Yes.

9. Please attached a copy of applicant’s chart of accounts.

Prepaid Service Questions for Applicants Seeking Local Exchange Service Authority

NOT APPLICABLE

1. Will customers have the ability to sign up with any long distance company they choose?
2. Will customers have the ability to use dial around long distance companies?
3. Does the applicant have interexchange authority in Illinois? If yes, please provide the docket number.
4. Will customers have access to the Illinois Relay Service?
5. Will customers be able to make 1-800 calls for free?
6. Will the Company offer operator services?
7. Please describe how applicant plans to collect the monthly fee to be paid in advance.
8. Will customers' monthly bills show a breakdown of services, features, surcharges, taxes, etc.?
9. Will customers pay an installation fee? If yes, will payment arrangements be offered for the installation fee?
10. Will telephone service be in the Company's name or the customer's name. If in the Company's name how will information appear in data bases, such as 9-1-1, directory assistance, etc.?
11. Will applicant offer prepaid service as a monthly service or as a usage service?
12. Will applicant provide a warning when the remaining value of service is about to cease?
13. Is the customer given more than one notice of the remaining value of service?
14. How much advance notice is given to the customer of the remaining value of service?
15. If the customer is in the middle of a call will they be disconnected when the remaining value of service has expired?
16. Has the customer been made aware of potentially being disconnected during a call when the remaining value of service expires?
17. When does the timing of a call start?
18. If the person called does not answer, is any time deducted from the customer's account?
19. Will there be any other instances in which the Company would disconnect a customer, other than running out of prepaid time?
20. When a customer runs out of time is their phone immediately disconnected or on suspension? (Will they still be able to receive calls?)

21. Are applicant's services available to TTY callers?
22. How will the applicant handle a complaint from a customer who disputes the amount of time used or remaining?
23. The Public Utilities Act requires a local calling area that has no time or duration charges. How will the Company define each customer's untimed local calling area?

List of Attachments

- A Designated Contact Persons
- B Articles of Incorporation and Certificate of Authority
- C Management & Technical Information
- D ITAC & UTAC Membership Forms
- E Financial Information
- F Network Information
- G Chart of Accounts

Attachment A
Designated Contact Persons

Master Call Communications, Inc.

Designated contact persons for:

- a. issues related to processing this application:
name: Lance J.M. Steinhart
title: Regulatory Counsel
mailing address: 1720 Windward Concourse, Suite 250
Alpharetta, Georgia 30005
telephone number: 770-232-9200
facsimile number: 770-232-9208
e-mail address: lsteinhart@telecomcounsel.com
- b. consumer issues
name: Rouslan Tsoutiev
title: President
mailing address: Suite 1109 50 Broadway
New York, New York 10004
telephone number: (212) 324-1221
facsimile number: (212) 324-1220
e-mail address: rosst@mcctelco.com
- c. customer complaint resolution
name: Rouslan Tsoutiev
title: President
mailing address: Suite 1109 50 Broadway
New York, New York 10004
telephone number: (212) 324-1221
facsimile number: (212) 324-1220
e-mail address: rosst@mcctelco.com
- d. technical and service quality issues
name: Stanley H. Golove
title: Vice-President - Regulatory
mailing address: Suite 1109 50 Broadway
New York, New York 10004
telephone number: (212) 324-1221
facsimile number: (212) 324-1220
e-mail address: sgolove@mcctelco.com
- e. "tariff" and pricing issues
name: Stanley H. Golove
title: Vice-President - Regulatory
mailing address: Suite 1109 50 Broadway
New York, New York 10004
telephone number: (212) 324-1221
facsimile number: (212) 324-1220
e-mail address: sgolove@mcctelco.com

f. 9-1-1 issues

name: Stanley H. Golove
title: Vice-President - Regulatory
mailing address: Suite 1109 50 Broadway
New York, New York 10004
telephone number: (212) 324-1221
facsimile number: (212) 324-1220
e-mail address: sgolove@mcctelco.com

g. Security/law enforcement

name: Stanley H. Golove
title: Vice-President - Regulatory
mailing address: Suite 1109 50 Broadway
New York, New York 10004
telephone number: (212) 324-1221
facsimile number: (212) 324-1220
e-mail address: sgolove@mcctelco.com

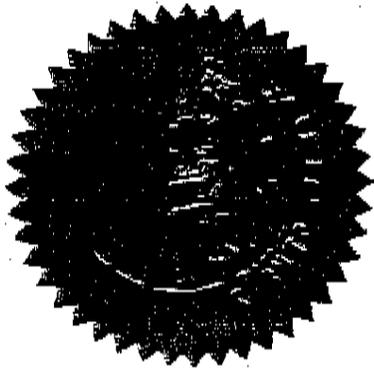
Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

MASTER CALL COMMUNICATIONS, INC.
0100769547

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Incorporation on January 21st, 1999
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
22nd day of January, 1999

A handwritten signature in cursive script, appearing to read "James A. DiEleuterio, Jr.".

James A DiEleuterio, Jr.
Treasurer



New Jersey Department of State
Division of Commercial Recording
Certificate of Incorporation, Profit
(Title 14A:2-7 New Jersey Business Corporation Act
For Use by Domestic Profit Corporations)

FILED

JAN 21 1999

This is to Certify that, there is hereby organized a corporation under and by virtue of the above named statute of the New Jersey Statutes.
James A. DiStasio, Jr.
State Treasurer

1. Name of Corporation: **MASTER CALL COMMUNICATIONS, Inc.**
2. The purpose for which this corporation is organized is (are) to engage in any activity within the purposes for which corporations may be organized under N.J.S.A. 14A 1-1 et seq.:

3. Registered Agent: **ROUSLAN TSOUTIEV**
4. Registered Office: **18 BAYBERRY Dr., PRINCETON, NJ 08540**

5. The aggregate number of shares which the corporation shall have authority to issue is:
200 NO PAR VALUE

6. If applicable, set forth the designation of each class and series of shares, the number in each, and a statement of the relative rights, preferences and limitations.

7. If applicable, set forth a statement of any authority vested in the board to divide the shares into classes or series or both and to determine or change their designation number, relative rights, preferences and limitations.

9. The first Board of Directors shall consist of one Directors (minimum of one).				
Name	Street Address	City	State	Zip
ROUSLAN TSOUTIEV	18 BAYBERRY Dr.,	PRINCETON	NJ	08540

9. Name and Address of Incorporator(s):				
Name	Street Address	City	State	Zip
ROUSLAN TSOUTIEV	18 BAYBERRY Dr.,	PRINCETON,	NJ	08540

10. The duration of the corporation is: **PERPETUAL**
11. Other provisions:

In Witness whereof, each individual incorporator being over eighteen years of age has signed this certificate, or if the Incorporator is a corporation has caused this Certificate to be signed by its duly authorized officers this **20** day of **JANUARY** 19**99**

Signature: *Rouslan Tsoutiev* Signature: _____
Signature: _____ Signature: _____

08540



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 30, 2003

6317-166-2

LANCE J M STEINHART
1720 WINDWARD CONCOURSE #250
ALPHARETTA, GA 30005

RE MASTER CALL COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

0317-166-2
SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

OCT 30 2003

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 10-30-03

License Fee \$ -
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$ -
Approved: 100.00
Be

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Master Call Communications, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: New Jersey

(b) Date of Incorporation: January 21, 1999

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: Suite 1109 50 Broadway
New York New York 10004

(b) Address of principal office in Illinois: None
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent	<u>TCS Corporate Services, Inc.</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>118 West Edwards</u>	<u>Ste. 200</u>	
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Springfield</u>	<u>62704</u>	<u>Sangamon</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
New Jersey

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>See Attached</u>			
Secretary				
Director				
Director				
Director				

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		none	200	200

9. Paid-in Capital: \$ 200
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

★ **Suite 1109 50 Broadway, New York, New York 10004**

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: ★
 (b) Number of shares of all classes owned by residents of Illinois: **0**
 (c) Number of shares of all classes owned by non-residents of Illinois: **200**
 (d) Is the corporation transacting business in this state at this time? **No**
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

X Dated September 19, 2003 Master Call Communications, Inc.

(Exact Name of Corporation)

attested by X Rousslan Tsoutiev by X Rousslan Tsoutiev
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

ROUSSLAN TSOUTIEV - SECRETARY ROUSSLAN TSOUTIEV - PRESIDENT
 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Attachment C - Management & Technical Information

See Attached

**Rouslan Tsoutiev – President / Chief Executive Officer – Master Call
Communications, Inc.**

- 1999 – Present President and Chief Executive Officer – Master Call
Communications, Inc.
- 1991 – 1999 President of RTCO – Grozny, Russia
(International Trading and Consulting)
- 1986 – 1990 President Spector Company – Grozny, Russia
(Private Manufacturing Enterprise)
- 1977 – 1986 Chief Operating Officer of Government Textile
Company – Grozny, Russia
- 1972 – 1977 Chief Technology Officer of Government Textile
Company – Grozny, Russia
- 1971 – 1972 Director of Quality Control of Government Textile
Company – Grozny, Russia

Education:

1971 **Master's Degree in Manufacturing and Economics –
Moscow Institute of Light Industry - Russia**

Larisa Mazo - Vice-President - Master Call Communications, Inc.

1999 - Present **Vice-President - Master Call Communications, Inc.**

1990– 1997 **Chief of Technical Department - "Rostelecom" - St.
Petersburg, Russia**

1974-1990 **Chief of Commercial Department – Regional
Telecommunications Company - St. Petersburg, Russia**

1969-1974 **Maintenance Engineer - Regional Telecommunications
Company - St. Petersburg, Russia**

Stanley H. Golove – Vice-President – Network Planning / Regulatory Issues

2001 – Present **Vice – President – Network Planning / Regulatory –
Master Call Communications**

2000 – 2001 **Director of Network Planning / Regulatory Issues -
EurekaGGN (A New York CLEC)**

1999 – 2000 **Product Manager – Prism Communications, Inc.
(A New York CLEC)**

1996 – 1999 **Director of Marketing and Product Management –
Cablevision Lightpath, Inc. (A New York CLEC)**

1992 - 1996 **Network Engineer / Product Manager – Teleport
Communications Group, Inc. (Now ATT Local Services)**

1971 – 1992 **Associate Director – NYNEX – Varies Assignments in
engineering, product management, regulatory, and service
costs**

Education:

1970 **Bachelor of Science Degree in Engineering Science /
Computer Science – College of Staten Island, City
University of New York**

Semon Pliss – Technical Director - Master Call Communications, Inc.

1999 - Present Technical Director - Master Call Communications, Inc.

1997 - 1999 International Distribution Manager Telecom Company
USA

1990 - 1997 President of Telecom Company - Russia

1974 - 1990 Senior Engineer - Manufacturer of Telecommunications
Equipment - Russia

1969- 1974 Installation Engineer of Telecom Systems - Russia

Education:

1969 Graduated Technical University - Russia

Attachment D ITAC & UTAC Membership Forms

See Attached

MEMBERSHIP APPLICATION AND AGREEMENT
ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION

Name of Applicant: Master Call Communications, Inc.

Address of Applicant: Suite 1109 50 Broadway
New York, New York 10004

Name, title, address, and telephone number of responsible individual with applicant to whom communications should be sent:

Stanley H. Golove
Vice-President - Regulatory
Suite 1109 50 Broadway
New York, New York 10004
(212) 324-1221

The applicant hereby applies for membership in the Illinois Telecommunications Access Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the corporation, the corporation will accept and execute this application in the space provided below, and will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as defined in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-703 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-703 of the PUA (including income therefrom and appreciation thereon) as the Commission may from time to time order or as the corporation may from time to time request in accordance with orders of the Commission.

Dated: 5/23/03

By: Stanley H. Golove

Title: Vice-President - Regulatory

SPACE BELOW TO BE COMPLETED BY ITAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Illinois Telecommunications Access Corporation

By: _____

Title: _____

MEMBERSHIP APPLICATION AND AGREEMENT
UNIVERSAL TELEPHONE ASSISTANCE CORPORATION

Name of Applicant: Master Call Communications, Inc.

Address of Applicant: Suite 1109 50 Broadway
New York, New York 10004

Name, title, address, and telephone number of responsible individual with applicant to whom communications should be sent:

Stanley H. Golove
Vice-President - Regulatory
Suite 1109 50 Broadway
New York, New York 10004
(212) 324-1221

The applicant hereby applies for membership in the Universal Telephone Assistance Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the Corporation, the Corporation will accept and execute this application in the space provided below, and will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as defined in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the Corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-301.1 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-301.1 of the PUA (including income therefrom and appreciation thereon) as the Commission may from time to time order or as the corporation may from time to time request in accordance with orders of the Commission.

Dated: 5/23/03

By: Stanley H. Golove

Title: Vice-President - Regulatory

SPACE BELOW TO BE COMPLETED BY UTAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Universal Telephone Assistance Corporation

By: _____

Title: _____

Attachment E - Financial Information

See Attached

Attachment F – Network Information

Master Call seeks authority to resell and provide through its own facilities local exchange services throughout the State. Initially, the company will resell and provide local service utilizing the UNE-P platform. Applicant's local calling areas initially will coincide with the incumbent local exchange carrier's local calling areas. If Master Call installs equipment for the provision of local exchange services, it will probably use the following or a similar configuration of equipment: It will provide voice, high speed data and internet access services through a combination of the latest technology switching and transport media comprised of the Lucent Technology 5 ESS Generic 13 switch module, ADSL/SDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via constructed facilities.

Attachment G – Chart of Accounts

Chart of Accounts

CURRENT ASSETS

1000	Petty Cash
1010	Cash – Operating
1020	Cash – Payroll
1100	Accounts Receivable
1110	Accounts Receivable – Other
1200	Prepaid Expenses
1210	Prepaid Taxes
1220	Prepaid – Other

LONG TERM ASSETS

1500	Land
1510	Vehicles
1520	Building
1530	Furniture & Fixtures
1540	Telephone Equipment
1550	Leasehold Improvements
1511	Acc. Dep – Vehicles
1521	Acc. Dep – Building
1531	Acc. Dep – Furniture & Fixtures
1541	Acc. Dep – Telephone Equipment
1551	Acc. Dep - Leasehold Improvements

OTHER ASSETS

1600	Deposits
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CURRENT LIABILITIES

2000	Accounts Payable – Trade
2110	Accrued Federal Excise Taxes
2120	Accrued State Taxes
2121	Accrued State Taxes
2130	Accrued Local Taxes
2131	Accrued Local Taxes
2140	Accrued 911 Charges
2141	Accrued 911 Charges
2150	Accrued Other Telephone Charges
2151	Accrued Other Telephone Charges
2200	Accrued Federal Payroll Taxes
2210	Accrued State Payroll Taxes
2211	Accrued State Payroll Taxes
2220	Accrued Local Payroll Taxes
2221	Accrued Local Payroll Taxes
2230	Accrued Other Payroll Taxes
2231	Accrued Other Payroll
2300	Accrued Other Expenses
2400	Unearned Revenues – Prepaid Phone Service
2500	Customer Deposits
2600	Current Portion of Long Term Debt

LONG TERM LIABILITES

2700 Long Term Debt

EQUITY

3000 Capital Stock
3100 Paid in Capital in Excess of Par
3200 Retained Earnings

REVENUES

4000 Local Service Revenue - 49 states
4001 Local Service Revenue
4100 Long Distance Revenue - Interstate - 49 states
4101 Long Distance Revenue - Interstate
4200 Long Distance Revenue - Intrastate - 49 states
4201 Long Distance Revenue - Intrastate
4300 Other Revenues

COST OF REVENUES

5000 Cost of Revenue - Local Service Revenue - 49 states
5001 Cost of Revenue - Local Service Revenue
5100 Cost of Revenue - Long Distance Revenue - Interstate - 49 states
5101 Cost of Revenue - Long Distance Revenue Interstate
5200 Cost of Revenue - Long Distance Revenue - Intrastate - 49 states
5201 Cost of Revenue - Long Distance Revenue - Intrastate
5300 Cost of Revenue - Other Revenues

EXPENSES

6000 Advertising & Marketing
6010 Contract Labor
6020 Customer Service
6030 Depreciation
6040 Dues and Subscriptions
6050 Employee Benefits
6060 Freight
6070 Legal & Professional Expenses
6080 Office Supplies
6090 Outside Professional Services
6100 Payroll Tax Expenses
6110 Postage & Overnight Delivery Service
6120 Rent or Lease Expense
6130 Repairs & Maintenance
6140 Salaries & Wages
6150 Supplies Expense
6160 Tax Expense - Other
6170 Telephone Expense
6180 Utilities Expense
6190 Vehicle Expense
6300 Miscellaneous Expense

CORPORATE INCOME TAXES

7000 Federal Income Taxes
7100 State Income Taxes