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June 24, 2002

Mr. Dale Hardy Roberts
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

RE: TM-2002-_____
Joint Application of ACSI Local Switched Services, Inc., American
Communication Services of Kansas City, Inc., Xspedius Management Co.
Switched Services, LLC, and Xspedius Management Co. of Kansas City,
LLC for Authority to Transfer Assets

Dear Mr. Roberts:

Enclosed for filing on behalf of ACSI Local Switched Services, Inc.,
American Communication Services of Kansas City, Inc., Xspedius Management
Co. Switched Services, LLC, and Xspedius Management Co. of Kansas City,
LLC please find an original and eight (8) copies of a **"JOINT APPLICATION."**

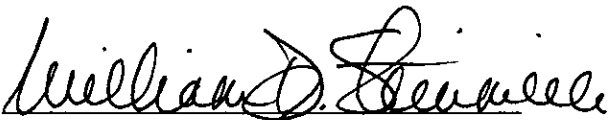
Please see that this filing is brought to the attention of the appropriate
Commission personnel.

Copies of this filing are being hand-delivered, or sent via postage-prepaid
U.S. mail, to the Office of Public Counsel and the Commission's General
Counsel's office.

Thank you for your cooperation and assistance in this matter.

Sincerely,

WILLIAM D. STEINMEIER, P.C.

By: 
William D. Steinmeier

Enclosures

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of)
)
ACSI Local Switched Services, Inc. d/b/a)
e.spire and American Communication)
Services of Kansas City, Inc., d/b/a e.spire)
and Xspedius Management Co. Switched)
Services LLC, and Xspedius Management)
Co of Kansas City, LLC)
)
for Approval of (i) the Transfer of Substantially)
All of the Assets, Including the Customers, of)
the e.spire Operating Entities to the Xspedius)
Operating Entities; and (ii) the Discontinuance)
of Telecommunications Services in Missouri)
by the e.spire Operating Entities)

Case No. TM-2002-_____

JOINT APPLICATION

COME NOW ACSI Local Switched Services, Inc. ("ACSI Local") and American Communication Services of Kansas City, Inc. ("ACSI of Kansas City") (the "e.spire Operating Entities"); and Xspedius Management Co. Switched Services, LLC ("Xspedius Switched") and Xspedius Management Co. of Kansas City, LLC ("Xspedius Kansas City"), (the "Xspedius Operating Entities"), Joint Applicants herein, by their undersigned counsel, and pursuant to Section 392.300 RSMo. and 4 CSR 240-2.060(7), hereby request approval of a transaction arising out of the e.spire Operating Entities' Chapter 11 bankruptcy proceeding whereby the e.spire Operating Entities will (a) transfer substantially all of their assets, including their customer base, to the Xspedius Operating Entities, and (b) transfer the current customers of ACSI Kansas City and ACSI Local to Xspedius Kansas City and Xspedius Switched, respectively (or another carrier of their choice) without interruption of service.¹ This Application also

¹ The e.spire Operating Entities filed a voluntary petition for Chapter 11 protection with the United States Bankruptcy Court for Delaware (the "Bankruptcy Court") on March 22, 2001. A Sale Order approving the transaction covered by this Petition was entered by the Bankruptcy Court on June 5, 2002.

requests either a waiver of the subscriber authorization and verification requirements for the change of customers' primary local exchange carrier contained in 4 CSR 240-33.150, or a finding that 4 CSR 240-33.150 is inapplicable to this transaction. The Xspedius Operating Entities are filing their applications for certificates of service authority simultaneously with, or very closely following, the instant Joint Application, and respectfully request that the Commission coordinate these applications and issue its decisions at its earliest possible convenience.

The actual date for the transfer of the e.spire Operating Entities' customers to the Xspedius Operating Entities, and the discontinuance of service by the e.spire Operating Entities, cannot be determined at this time as completion of the transaction requires various state and federal regulatory approvals. The Joint Applicants will notify the Commission when the transaction is complete and will request cancellation of the certificates and tariffs of the e.spire Operating Entities at that time. In the interim, the e.spire Operating Entities will provide continuous, uninterrupted service to their customers.

Pursuant to the terms of the transaction approved on June 5, 2002, by the Bankruptcy Court, the Xspedius Operating Entities are acquiring substantially all of the assets of the e.spire Operating Entities, including most of their customer accounts and contracts and, where applicable, their state regulatory authorizations, (the "Transaction").² Accordingly, the Petitioners request that the Commission approve the

² The e.spire entities that are parties to the asset transfer transaction are: e.spire Finance Corporation; ACSI Network Technologies, Inc.; e.spireDATA, Inc.; ACSI Local Switched Services, Inc.; ACSI Long Distance, Inc.; e.spire Leasing Corporation; American Communication Services of Albuquerque, Inc.; American Communication Services of Amarillo, Inc.; American Communication Services of Atlanta, Inc.; American Communication Services of Austin, Inc.; American Communication Services of Baton Rouge, Inc.; American Communication Services of Birmingham, Inc.; American Communication Services of Charleston, Inc.; American Communication Services of Chattanooga, Inc.; American Communication Services of Colorado Springs, Inc.; American Communication Services of Columbia, Inc.; American Communication Services of Columbus, Inc.; American Communication Services

transfer of the e.spire Operating Entities' assets, including their customer base, to the Xspedius Operating Entities.³ By separate applications, which are being filed simultaneously with this Petition, Xspedius Kansas City and Xspedius Switched are requesting authorizations to provide Intrastate interexchange services and local exchange services in Missouri and will provide service to the former ACSI Kansas City and ACSI Local customers under this new authorizations. Because the Xspedius Operating Entities are acquiring the assets and not the stock of the e.spire Operating Entities, upon completion of the Transaction, the e.spire Operating Entities no longer will provide telecommunications services in Missouri. Accordingly, the e.spire Operating Entities respectfully request authority to discontinue the provision of telecommunications services upon the complete transfer of their assets, including their customers, to the Xspedius Operating Entities.

The Petitioners have simultaneously filed a motion for expedited treatment and consideration of this Petition because the e.spire Operating Entities' customers currently are continuing to receive service from ACSI Kansas City and ACSI Local. The e.spire

of Corpus Christi, Inc.; American Communication Services of Dallas, Inc.; American Communication Services of D.C., Inc.; American Communication Services of El Paso, Inc.; American Communication Services of Fort Worth, Inc.; American Communication Services of Greenville, Inc.; American Communication Services of Irving, Inc.; American Communication Services of Jackson, Inc.; American Communication Services of Jacksonville, Inc.; American Communication Services of Kansas City, Inc.; American Communication Services of Las Vegas, Inc.; American Communication Services of Lexington, Inc.; American Communication Services of Little Rock, Inc.; American Communication Services of Louisiana, Inc.; American Communication Services of Louisville, Inc.; American Communication Services of Missouri, Inc.; American Communication Services of Miami, Inc.; American Communication Services of Mobile, Inc.; American Communication Services of Montgomery, Inc.; American Communication Services of Pima County, Inc.; American Communication Services of Rio Rancho, Inc.; American Communication Services of Roanoke, Inc.; American Communication Services of San Antonio, Inc.; American Communication Services of Savannah, Inc.; American Communication Services of Shreveport, Inc.; American Communication Services of Spartanburg, Inc.; American Communication Services of Tampa, Inc.; American Communication Services of Tulsa, Inc.; American Communication Services of Virginia, Inc.; American Communication Services International, Inc.; ACSI Local Switched Services of Virginia, Inc., Cybergate, Inc., and FloridaNet, Inc.

³ As the transaction is currently structured, the relevant assets will be initially transferred to Xspedius Management Co., LLC, and then immediately transferred to the Operating Entities.

Operating Entities are operating in Chapter 11 of the U.S. Bankruptcy Code, but may soon be forced to convert to Chapter 7. If the e.spire Operating Entities are forced to convert, ACSI Kansas City and ACSI Local could shut down and customers not already migrated to the Xspedius Operating Entities could lose service. In order to avoid such an interruption of service—which e.spire will endeavor to prevent—the Petitioners respectfully request that the Commission grant all relief sought herein as soon as practically possible.

In support of their request, Joint Applicants respectfully state:

1. The Parties

A. ACSI Local Switched Services, Inc., d/b/a e.spire ("ACSI Local") is a Delaware corporation providing competitive interexchange and local exchange telecommunications services in Missouri pursuant to authority granted by the Missouri Public Service Commission in its Report and Order issued September 23, 1997 in Case No. TA-98-57. American Communication Services of Kansas City, Inc., d/b/a e.spire ("ACSI of Kansas City") is a Maryland corporation providing basic local telecommunications service in Missouri pursuant to authority granted by the Missouri Public Service Commission in its Report and Order issued March 19, 1997 in Case No. TA-96-455. A copy of ACSI Local's Certificate of Authority to do business in Missouri from the Missouri Secretary of State's Office was filed in Case No. TA-98-57, and is incorporated herein by reference pursuant to 4 CSR 240-2.060(1)(G). ACSI of Kansas City's Certificate of Authority to do business in Missouri from the Missouri Secretary of State's Office was filed in Case No. TA-96-455, and is incorporated herein by reference pursuant to 4 CSR 240-2.060(1)(G). Both firms' principal place of business is Monument One, 12975 Worldgate Drive, Herndon, Virginia (VA), 20170. In accordance

with 4 CSR 240-2.060(1)(K), the e.spire Operating Entities state that there are no pending actions or final unsatisfied judgments or decisions against the e.spire Operating Entities in any state, federal agency, or court which involve customer service or rates for which action, judgment, or decision has occurred within three (3) years of the date of this Application. Pursuant to 4 CSR 240-2.060(1)(L), the e.spire Operating Entities hereby affirm that they do not have any overdue annual reports or annual assessment fees owed to the Missouri Public Service Commission.

B. Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC are limited liability companies formed under the laws of Delaware. The Xspedius Operating Entities' principal place of business address is P.O. Box 116, O'Fallon, Missouri (MO) 63366-1116. The character of business performed by the Xspedius Operating Entities is telecommunications. Neither of the Xspedius Operating Entities is currently authorized to provide telecommunications services in Missouri. However, applications by the Xspedius Operating Entities for certificates of authority to provide interexchange, non-switched local exchange and basic local exchange telecommunications services in Missouri are being filed simultaneously with, or in very close proximity in time to, the filing of the instant Joint Application. The Xspedius Operating Entities are currently in the process of acquiring authority to transact business as a foreign corporation in Missouri and upon receipt of a Certificate of Authority to do business in Missouri from the Missouri Secretary of State's Office, a copy thereof will be late-filed in this case. In accordance with 4 CSR 240-2.060(1)(K), the Xspedius Operating Entities state that there are no pending actions or final unsatisfied judgments or decisions against them in any state, federal agency, or court which involve customer service or rates for which action, judgment, or decision has occurred within three (3) years of the date of this Application. Pursuant to 4 CSR 240-2.060(1)(L), the Xspedius Operating Entities hereby affirm that they do not have any overdue annual reports or fees owed to the Missouri Public Service Commission.

2. Designated Contacts

All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

William D. Steinmeier
Mary Ann (Garr) Young
William D. Steinmeier, P.C.
2031 Tower Drive
P. O. Box 104595
Jefferson City, Missouri 65110-4595
Telephone: (573) 659-8672
Fax: (573) 636-2305
Email: wds@wdspc.com

with a copy to:

James C. Falvey
Senior Vice President – Regulatory Affairs
e.spire Communications, Inc.
7125 Gateway Drive
Suite 200
Columbia, MD 21046

Brad Mutschelknaus
Enrico C. Soriano
Winafred Brantl
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Fifth Floor
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Metairie, LA 70002
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Fax: (504) 831-0892
Email: BHeggelund@nbglaw.com

3. The Transaction

After their inception in 1994, e.spire and its operating subsidiaries, including the e.spire Operating Entities (collectively, the “e.spire Companies”) grew quickly and enjoyed early success. The sudden collapse of the capital markets for technology companies, however, unexpectedly denied the e.spire Companies continued access to the capital necessary for the continued operation and expansion of their business. As a result, on March 22, 2001, the e.spire Companies filed a voluntary petition for Chapter 11 protection with the United States Bankruptcy Court for Delaware. Although the bankruptcy filing temporarily relieved the e.spire Companies from their debt payment obligations, the e.spire Companies were unable to raise a sufficient funding while in Chapter 11 to emerge from bankruptcy as a going concern. The e.spire Companies instead chose to auction their assets. The auction took place between May 20 and May 22, 2002. After the auction, the e.spire Companies and Xspedius agreed that Xspedius and its operating subsidiaries, including the Xspedius Operating Entities (the “Xspedius Companies”) would acquire substantially all of e.spire’s telecommunications assets and the authorizations and existing customer base associated therewith.⁴

After a final hearing on May 29, 2002, the Bankruptcy Court approved the sale on June 5, 2002. The transaction calls for, *inter alia*, the sale of certain assets of the e.spire Companies, including those of the e.spire Operating Entities, to Xspedius and its operating subsidiaries, including the Xspedius Operating Entities, as set forth in the Asset Contribution Agreement; the continued provision of service to the e.spire Companies’ customers while necessary regulatory approvals are obtained, as set forth

⁴ The terms of the asset purchase agreement calls for the e.spire Companies to convey to Xspedius and its operating subsidiaries substantially all of the assets and properties of the e.spire Companies in all markets except New York and Philadelphia, together with certain specified obligations and liabilities. Once the entire transaction is consummated, Xspedius and its operating subsidiaries will possess substantially all of e.spire’s assets, including but not limited to, telecommunications facilities, customer contracts, and state authorizations (to the extent permitted by applicable state law). Thermo Telecom Partners LLC, a Colorado limited liability company, and e.spire, will have 48% and 2% ownership interests, respectively, in Xspedius.

in the Management Agreement; and, upon obtaining such approvals, the transfer of the e.spire Companies' assets, regulatory authorizations, and customers to the Xspedius Companies.

As explained above, to assure continuity of service to the e.spire Companies' customers, the Management Agreement provides for the Xspedius Companies to provide management services to the e.spire Companies and to fund their continued operations while the approvals are obtained. Upon completion of the federal and individual state approval processes, the e.spire Companies' assets and their customers will be transferred to the Xspedius Companies, including the Xspedius Operating Entities, except for those choosing to designate another carrier. In Missouri, this will allow the e.spire Operating Entities to discontinue providing telecommunications service in the state of Missouri without any disruption of service to its current Missouri customers. The Xspedius Operating Entities are seeking certificates of service authority to provide basic local, interexchange and non-switched local telecommunications services in Missouri in separate applications being filed simultaneously herewith. The Xspedius Operating Entities intend to adopt the existing tariffs of the e.spire Operating Entities, and will file their tariff adoption notices at such time as is deemed appropriate by the Commission.

4. Transfer of e.spire's Customers

Following completion of the transaction, the Xspedius Operating Entities will provide the same local, long distance and dedicated telecommunications services to the e.spire Operating Entities' former customers in Missouri. As described below, the Xspedius Operating Entities will continue the rates and service arrangements previously offered by the e.spire Operating Entities for the customers of the e.spire Operating Entities they are acquiring. Thus, the customers of the e.spire Operating Entities that will be transferred to the Xspedius Operating Entities will not experience any change in their rates and service arrangements. As a result, if expedited approval can be

obtained, the proposed transfer of customers will be virtually transparent to the e.spire Operating Entities' Missouri customers in terms of rates, terms, and conditions of service.

The e.spire Operating Entities intend to discontinue providing telecommunications service in Missouri upon approval of this application and Xspedius' certificate applications and upon transfer of its Missouri customers to Xspedius. Therefore, the e.spire Operating Entities also seek cancellation of their certificates of service authority and tariffs upon transfer of their customers.

5. Waiver Request

Applicants submit that the notice provided to customers will reasonably and adequately advise customers of the corporate change in their telecommunications services, and therefore respectfully request that the Commission either find that its anti-slamming rule (4 CSR 240-33.150) is inapplicable to this transfer or, in the alternative, find good cause to waive the applicability of 4 CSR 240-33.150 to this transaction.

6. Notice to Customers

To ensure a seamless transition and avoid customer confusion or inconvenience, the Joint Applicants provided written notice to the affected customers of the e.spire Operating Entities in Missouri on June 7, 2002, explaining the change in service provider. A copy of that notice is attached to this Joint Application as *Exhibit B*. This notice advised customers: (a) that Xspedius will provide service to the customers with the same services and rates as currently provided to them by e.spire; (b) that the customers have the right to switch to the local service carrier of their choice; and (c) that the customers may contact Applicants via a toll-free number with any questions regarding the transfer between companies. After consummation of the transfer, Xspedius will send another notification welcoming customers and reiterating statements (a) through (c) above. Other than the identity of the carrier providing their local exchange service, the transaction will be substantially transparent to customers and will

not involve a change in the manner or quality in which the customers of the e.spire Operating Entities will receive their telecommunications services.

7. Public Interest Considerations

The Xspedius Operating Entities have sufficient managerial and financial qualifications to acquire the customer assets of the e.spire Operating Entities and to ensure the uninterrupted provision of telecommunications services to customers upon approval of this Application and the applications for certificate of service authority filed simultaneously herewith. The Xspedius Operating Entities will provide the same services at the same rates, terms and conditions as provided by the e.spire Operating Entities, and no customers will be adversely affected as a result of this transaction. The customers have already been sufficiently notified of the transaction and their rights before and after the transaction, including the opportunity to switch to another service provider. This transaction will neither disrupt the service nor cause inconvenience or confusion to the customers of the e.spire Operating Entities. Therefore, the transaction will not be detrimental to the public interest. Failure to approve the transaction and the related certification applications is not in the public interest. This case involves two competitive carriers and failure to approve this transaction would interfere with the ability of competitive carriers to enter and exit the basic local service marketplace. The proposed transaction will not have any impact on the tax revenues of any political subdivision in the State of Missouri.

WHEREFORE, Joint Applicants respectfully request that the Commission approve the proposed transfer of the e.spire Operating Entities' assets to the Xspedius Operating Entities, as well as the transfer of ACSI Kansas City's and ACSI Local's customers to Xspedius Kansas City and Xspedius Switched, respectively; grant waiver of 4 CSR 240-33.150; and coordinate the issuance of its order in this matter with its

prospective orders regarding the Xspedius Operating Entities' basic local exchange, local exchange and IXC applications which are being filed simultaneously with, or in close proximity to, this Joint Application. The Joint Applicants respectfully request that the authorizations sought in this Petition be granted on an expedited basis in order to avoid any interruption of service or inconvenience to e.spire's existing customers in Missouri and to comply with the order of the Bankruptcy Court. Specifically, the Petitioners respectfully request that the Commission grant all relief requested herein on or before June 30, 2002.

Respectfully submitted,



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Mary Ann (Garr) Young Mo. Bar # 27951
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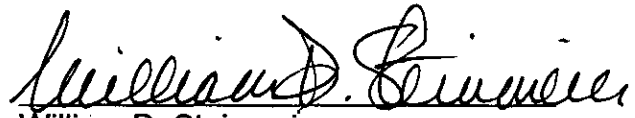


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COMMUNICATION SERVICES OF KANSAS
CITY, INC., XSPEDIUS MANAGEMENT CO.
SWITCHED SERVICES, LLC, AND
XSPEDIUS MANAGEMENT CO. OF KANSAS
CITY, LLC

Certificate of Service

I hereby certify that a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to the Office of the General Counsel of the Missouri Public Service Commission, and to the Office of Public Counsel, on this 24th day of June 2002.


William D. Steinmeier

LIST OF EXHIBITS

Exhibit A	Certificate of Missouri Secretary of State
Exhibit B	Customer Notice
Verifications	

Exhibit A
Certificate of Missouri Secretary of State
TO BE LATE-FILED

Exhibit B
Customer Notice



AN IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATIONS SERVICE FROM E.SPIRE AND XSPEDIUS

June 7, 2002

Dear Valued Customer:

We want to thank you for your continued support of e.spire. We have provided you a quality telecommunications service and, together, we have built an excellent business relationship.

We are very excited to inform you that e.spire Communications, Inc. ("e.spire"), including its affiliates American Communications Services International, Inc. and various operating entities, is transferring virtually all of its local, long distance, international, data and Internet assets and services in the states of Alabama, Arizona, Arkansas, Colorado, District of Columbia, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Missouri, New Mexico, Nevada, Oklahoma, South Carolina, Tennessee, Texas and Virginia to Xspedius Management Co., LLC and its various operating entities ("Xspedius"). The anticipated date for the transfer of your service to Xspedius is **July 8, 2002**, or as soon thereafter as the necessary governmental approvals can be obtained. Upon completion of the transfer, Xspedius will provide your telecommunications and other services and e.spire will no longer be your local, long distance, international, data or Internet service provider.¹ As a customer of Xspedius, you will continue to receive all the features, terms and conditions of service, and current rates that you enjoy today through e.spire. Should there be any future changes in rates, terms and conditions of services, notice will be provided in writing or as otherwise permitted by law.

The combination of e.spire with Xspedius is a very positive change for you, our customer. Xspedius Management Company brings a seasoned management team and significant funding to the business. Xspedius has a fully funded business plan, with \$75 million in fresh capital and a virtually debt free balance sheet. The company will be led by Chairman Jim Allen

¹ *The FCC will normally authorize e.spire's proposed discontinuance of service unless it is shown that customers would be unable to receive service or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, DC 20554 referencing the §63.71 Application of e.spire Communications, Inc. Comments should include specific information about the impact of the proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.*

and CEO Mark Senda, founders of Brooks Fiber and industry veterans of more than 20 years each. Xspedius management's combination of experience, financing, and vision will allow us to provide excellent service to customers and ensure financial stability.

It has been the pleasure of e.spire to provide you with quality telecommunications services. Unless you choose another carrier within thirty (30) days of the date of this letter, as is your right, you will automatically become an Xspedius customer upon completion of this transaction. You do not need to take any action, or pay any change charges, to be transferred to Xspedius. Of course, if you change providers, the terms and conditions of your e.spire contract will still apply, including any applicable termination liability or change charges.

If you have placed a "freeze" on e.spire's long distance services to prevent their unauthorized transfer to another carrier, the freeze will be lifted when your e.spire services are transferred. At your request, Xspedius would be glad to re-establish freeze protection for you after the transfer of your account to Xspedius.

e.spire has been and remains committed to providing excellent service to you. e.spire will continue to be your single point of contact to address any issues or complaints you may have with your service through the time of this transfer. Xspedius is committed to a smooth transition of your account – your current telephone number(s) and account will be migrated to Xspedius in a seamless manner. The only change you may notice is the name of your new service provider on your bill once the transition is complete.

Thank you for your cooperation and patience during this transition. We will continue to communicate with you as we make progress toward combining our companies into Xspedius. If you have any questions or concerns, please feel free to contact us at **Xspedius** at **1-877-XMC(962)-1900** or contact **e.spire** at **1-800-9-espire (937-7473)**. Xspedius looks forward to building a long term telecommunications relationship with you.

Randall P. Muench
Executive Vice President Sales & Marketing
e.spire Communications, Inc.

Mark W. Senda
Chief Executive Officer
Xspedius Management Co., LLC

Verifications

Parish
County of Calcasieu)
State of Louisiana)

**VERIFICATION OF
MARK W. SENDA**

I, Mark W. Senda, being duly sworn upon oath, do hereby depose and state as follows:

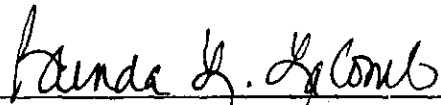
1. My name is Mark W. Senda. I am employed by Xspedius Management Co., LLC ("Xspedius") as Chief Executive Officer. My business address is Xspedius Management Co., LLC, P.O. Box 1116, O'Fallon, MO 63366-1116. I am authorized by Xspedius to make this Verification on its behalf.

2. I declare that I have read the foregoing document and that the facts and any matters stated therein are true to the best of my knowledge, information, and belief.

FURTHER AFFIANT SAYETH NOT.


Mark W. Senda

SUBSCRIBED AND SWORN TO BEFORE ME this 14th day of June, 2002.


Notary Public

VERIFICATION OF JAMES C. FALVEY