

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

In the Matter of the Application of)	
Liberty-Bell Telecom, LLC dba)	
DISH Network Phone & Internet)	
for Certificates of Service Authority to)	
Provide Basic Local Exchange,)	Case No. LA-2012-0090
Non-Switched Local Exchange and)	
Interexchange Telecommunications Services)	
In the State of Missouri, and to Classify Said)	
Services and the Company as Competitive)	

**APPLICATION FOR CERTIFICATES OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

Liberty-Bell Telecom, LLC dba DISH Network Phone & Internet (“Applicant”), applies to the Public Service Commission of Missouri (“Commission”) for a Certificate of Service Authority to provide basic local exchange, non-switched local exchange and interexchange telecommunications services within the State of Missouri. This application is filed pursuant to Sections 392.245.5 (8), 392.361, 392.410, 392.420, 392.430, 392.440 and 392.450 RSMo 2000, the Federal Telecommunications Act of 1996 (“the Act”), 4 CSR 240-3.510 and 4 CSR 240-2.060. Applicant further seeks classification as a competitive telecommunications carrier, subject to the waiver or suspension of certain Commission rules and statutory obligations, requested herein, pursuant to Sections 392.420 and 392.440. In support, Applicant states:

A. Identification of Applicant; Proper Secretary of State Authorization. 4 CSR 240-2.060.

1. Applicant, Liberty-Bell Telecom, LLC dba DISH Network Phone & Internet is a corporation duly organized and existing under and by virtue of the laws of the State of Colorado on March 27, 2003. Applicant's business address and telephone numbers are:

Liberty-Bell Telecom, LLC dba DISH Network Phone & Internet
2460 West 26th Avenue, Suite # 380-C
Denver, Colorado 80211
Telephone: 303.831.1977
Facsimile: 303.831.1988
Toll Free: 866.664.2355
Website: www.libertybelltelecom.com

Pursuant to 4 CSR 240-2.060(1)(C), evidence of Applicant's articles of organization are attached as **Exhibit A**. This includes Applicant's Certificate of Registration from the Missouri Secretary of State and its fictitious name registration.

2. Applicant's agent for Service of Process in the state of Missouri is:

CSC-Lawyers Incorporating Service Company
221 Bolivar Street
Jefferson City, MO 65101

B. Communications Regarding this Proceeding.

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

William D. Steinmeier
William D. Steinmeier, P.C.
2031 Tower Drive
Jefferson City, MO 65109
Telephone: 573.659.8672
E-mail: wds@wdspsc.com

To:

Nigel Alexander
President and Chief Executive Officer
Liberty-Bell Telecom, LLC dba DISH Network Phone & Internet
2460 West 26th Avenue, Suite # 380-C
Denver, Colorado 80211
Telephone: 303.831.1977
Facsimile: 303.831.1988

And to:

Applicant's Regulatory Consultants
Andrew O. Isar
Miller Isar, Inc.
4423 Point Fosdick Drive NW
Suite 306
Gig Harbor, WA 98335
Telephone: 253.851.6700

C. Description of Applicant and Proposed Services to be Offered in Missouri. 4 CSR 240-3.510(1)(A); Geographic Area, 4 CSR 240-3.510(1)(B)

4. Applicant proposes to provide basic local exchange, non-switched local exchange and exchange access telecommunications services on a facilities and resold basis, throughout all exchanges in the state of Missouri of all incumbent local exchange companies (ILECs). The exchanges in which Applicant seeks authority are listed in the approved tariffs of the ILECs, and will be listed in Applicant's tariff. Applicant's proposed service areas will follow the respective exchange boundaries of each incumbent LEC and shall be no smaller than an exchange as required by Section 392.455(3) RSMo. Further, Applicant proposes to provide interexchange telecommunications services on a resold basis throughout the State of Missouri.

D. Applicant's Proposed Service Offerings

5. Applicant seeks authority to provide competitive basic local exchange, non-switched local exchange and interexchange services in Missouri. Applicant proposes to provide these services to residential subscribers as set forth in the Company's proposed telecommunications tariff. Specifically, Applicant proposes to provide local exchange services and related custom calling features, intraLATA and interLATA toll services, operator assisted calling to subscribers of record, and directory assistance. Applicant does not propose to offer alternative operator services to the transient public. Applicant's services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant and reflected in Applicant's tariffs. Services will be offered and provided in accordance with applicable Missouri laws and Commission rules and regulations.

Applicant has been granted authority to provide local exchange and interexchange telecommunications service in the States of: Arizona, Colorado, Idaho, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming. In no instance has Applicant been denied operating authority.

6. Applicant's retail tariff, containing the terms, and conditions, applicable to its customers, a description of the services offered, and a list of rates associated with such services, is being filed with this application in accordance with Commission regulations.

**E. Statement of Technical Managerial Resources and Abilities,
392.455 RSMo**

7. Applicant possesses the technical and managerial expertise necessary to provide the services. Description of backgrounds of Applicant's senior management team, which demonstrate Applicant's extensive management

experience and expertise are attached at **Exhibit B**. Applicant's senior management team has successfully and profitably managed Applicant's telecommunications operations for more than eight years. Applicant's technical ability to provide services rests primarily on the technical capabilities and network services of its underlying carriers that have been certified and deemed technically and managerially capable of providing telecommunications services in Missouri. Applicant's senior management team is technically qualified to provide services through its extensive telecommunications and general management experience.

F. Statement of Financial Viability, 392.455 RSMo (20)

8. Applicant has the financial viability to provide local exchange and interexchange telecommunications services in the State of Missouri. Applicant is owned by Liberty Bell LLC. In January 2011, DISH Media Holdings Corporation acquired a 90 percent stake in Liberty Bell LLC. The remaining 10 percent ownership in Liberty Bell LLC is held by 21 individuals with no person having more than a 4.86 percent share. DISH Media Holdings is a subsidiary of DISH Network Corporation ("DISH"). Applicant's revenues are included in the amounts reported by its ultimate parent, DISH, which reported total revenue in 2010 of \$12.64 billion. DISH's annual report is available at www.dish.client.shareholder.com/financials.cfm. Applicant is fully funded and requires no external funding. Applicant does not plan to construct facilities, and will, therefore, require no additional capitalization or resource expenditure to expand its operations in Missouri. The Verification attached to this Application addresses the financial resources of the Applicant as required by 4 CSR 240-3.510 (1) (D).

G. Request for Competitive Telecommunications Company and Service Classification. 4 CSR 240-2.060 (6) (A)

9. Applicant requests classification as a competitive telecommunications company operating within Missouri. Applicant further requests classification of its services described in Sections C and D, *supra*, and in its proposed tariffs, as competitive services, as each of these services is subject to substantial competition in the areas in which Applicant proposes to provide service.

H. Separate and Distinct Services, 392.455 RSMo; Equitable Access, 392.455 RSMo

10. Applicant will offer local exchange telecommunications service as a separate and distinct service in accordance with applicable law. Applicant will give due consideration to equitable access for all Missourians, regardless of where they reside or their income, to affordable telecommunications services in Applicant's proposed services areas, in accordance to Applicable law.

I. Willingness to Comply with PSC Regulations, 392.455 RSMo.; Request for Waiver and Exemption

11. Applicant will comply with all applicable Commission rules and meet all relevant service standards, including, but not limited to billing, quality of service, and tariff filing and maintenance in a manner consistent with the Commission's requirements for incumbent local exchange carrier(s) and interexchange carriers with whom Applicant seeks authority to compete. Additionally, Applicant agrees that, pursuant to Section 392.455(3) and (4) RSMo 2000, its service area shall be no smaller than an exchange. Consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Applicant requests waiver of the following

statutes and regulations and its local exchange and interexchange services offerings:

Missouri Public Service Commission Rules

4 CSR 240-3.520	-	Applications to Sell or Transfer Assets
4 CSR 240-3.525	-	Applications to Merge or Consolidate
4 CSR 240-3.530	-	Applications to Issue Stocks, Obtain Loans
4 CSR 240-3.535	-	Applications to Acquire Stock
4 CSR 240-3.550, <i>except for</i> (5)(B),(D) and (E)	-	Telco Records and Reports
4 CSR 240-3.555	-	Residential Customer Inquiries
4 CSR 240-3.560	-	Procedure for Ceasing Operations
4 CSR 240-10.020	-	Depreciation Records
4 CSR 240-30.020	-	Residential Telephone Underground Systems
4 CSR 240-30.040	-	Uniform System of Accounts
4 CSR 240-32.010	-	General Provisions
4 CSR 240-32.040	-	Metering, Inspections and Tests
4 CSR 240-32.050	-	Customer Services
4 CSR 240-32.060	-	Engineering and Maintenance
4 CSR 240-32.070	-	Quality of Service
4 CSR 240-32.080	-	Service Objectives and Levels
4 CSR 240-32.090	-	Connection of Equipment and Inside Wiring
4 CSR 240-32.100	-	Provision of Basic Local and Interexchange Services
4 CSR 240-32.130-170 <i>Except 32.140 and 32.150(1)</i>	-	Prepaid Calling Cards
4 CSR 240-32.180-190	-	Caller ID Blocking Requirements
4 CSR 240-33.010	-	Service and Billing Practice General Provisions
4 CSR 240-33.040	-	Billing and Payment Standards
4 CSR 240-33.045	-	Clear Identification and Placement of Charges on Bills
4 CSR 240-33.050	-	Deposits
4 CSR 240-33.060	-	Residential Customer Inquiries

4 CSR 240-33.070	-	Discontinuance of Service
4 CSR 240-33.080	-	Disputes by Residential Customers
4 CSR 240-33.090	-	Settlement Agreements with Residential Customers
4 CSR 240-33.130	-	Operator Services Requirements
4 CSR 240-33.140	-	
<i>Except (2)</i>	-	Payphone Requirements
4 CSR 240-33.150	-	"Anti-Slamming" Requirements
4 CSR 240-33.160	-	Customer Proprietary Network Information

Missouri Statutes Laws (RSMo)

Section 392.210.2	-	Accounting Requirements (System of Accounts)
Section 392.240.1	-	Reasonableness of Rates
Section 392.270	-	Accounting Requirements (Valuation of Property)
Section 392.280	-	Accounting Requirements (Depreciation Rates/Accounts)
Section 392.290	-	Issuance of Securities, Bonds and Other Indebtedness
Section 392.300	-	Transfer of Property and Ownership of Stock
Section 392.310	-	Approval of Issuing Stocks, Bonds and Other Indebtedness
Section 392.320	-	Certificate of Commission to be Recorded – Stock Dividends
Section 392.330	-	Accounting Requirements (Proceeds of Sales of Stock, Bonds, Notes, etc.)
Section 392.340	-	Company Reorganization(s)

These rules and statutory provisions have been waived by the Commission for other competitive interexchange carriers in prior cases and/or are now required to be waived by legislation passed in 2011 by the Missouri General Assembly (HB 338 and 339). The rules and statutory provisions for which Applicant seeks waiver or exemption are principally applicable to non-competitive telecommunications carriers. It would be inconsistent with the

goal and purpose of Section 392.530 RSMo to apply such rules or statutory provisions to Applicant.

J. Tariff Submission Statement, 4 CSR 240-3.510(1)(C)

12. Applicant is filing its retail tariff with the Commission with this Application. The tariff bears an effective date no less than 45 days from the issued date, in a manner consistent with the Commission's practice in similar cases.

K. Public Interest Statement Pursuant to 392.430 RSMo

13. Applicant submits that the public interest will be served by Commission approval of the instant application because the proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the Act and Chapter 392, RSMo. Prompt approval of Applicant's application will further expand the availability of innovative, high quality, and reliable telecommunications services within the State of Missouri.

L. Switched Exchange Access Rate Statement

14. Notwithstanding the provisions of Section 392.500 RSMo, as a condition for certification and competitive classification, Applicant agrees that, unless otherwise ordered by the Commission, Applicant's originating and terminating switched exchange access rates will be no greater than the lowest Commission-approved corresponding rates in effect for each incumbent local exchange carrier within those service areas in which Applicant seeks authority. Additionally, pursuant to the Commission's *Report and Order* in Case no TO-99-596, Applicant agrees that if the incumbent local exchange carrier in whose service area Applicant is operating decreases its originating and/or terminating access rates, Applicant shall file an appropriate tariff amendment to reduce its

originating and/or terminating access rates within thirty (30) days of the incumbent local exchange carrier's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

M. Pending Action or Unsatisfied Judgments Statement. 4 CSR 240-2.060 (1) (K)

15. Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment, or decision has occurred within three (3) years of the date of this application

N. Annual Report or Assessment Statement. 4 CSR 240-2.060 (1) (L)

16. Since Applicant has never operated in Missouri, it has no annual reports or regulatory assessment fees that are overdue in Missouri..

O. Interconnection Agreements.

17. Applicant is initiating negotiations with various Missouri ILECs for interconnection. The resulting agreement will be filed with the Commission for final approval, immediately following completion.

WHEREFORE, Applicant, Liberty-Bell Telecom, LLC dba DISH Network Phone & Internet respectfully requests the Commission grant it Certificates of Service Authority to provide competitive basic local exchange, non-switched local exchange and interexchange telecommunications services within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive services; and a waiver of the referenced rules and statutory provisions as they relate to the regulation of the Applicant; and for such further orders as the Commission deems appropriate.

[Signature on Following Page.]

Respectfully submitted,

/s/ William D. Steinmeier

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William D. Steinmeier, P.C.
P.O. Box 104595
2031 Tower Drive
Jefferson City, MO 65109
Telephone: 573-659-8672
E-mail: wds@wdspsc.com

Attorney for Applicant

Dated: September 26, 2011

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been served electronically on the Office of Public Counsel at opcservice@ded.mo.gov and on the General Counsel's office at gencounsel@psc.mo.gov this 26th day of September 2011.

/s/ William D. Steinmeier

William D. Steinmeier

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Liberty-Bell Telecom, LLC dba DISH Network
Phone & Internet

By:

Nigel Alexander
President and Chief Executive Officer
2460 West 26th Avenue, Suite # 380-C
Denver, Colorado 80211
Telephone: 303.831.1977

Subscribed and sworn to before me this 20th day of August, 2011.

MISTY McCANCE
(SEAL) NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires

My Commission Expires
September 25, 2012

Misty McCarrel

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LIST OF EXHIBITS

- | | |
|-----------|--|
| EXHIBIT A | Corporate Registration,
Missouri Secretary of State Certificate
and Fictitious Name Registration |
| EXHIBIT B | Technical Managerial Resources and
Abilities |

EXHIBIT A

**CORPORATE REGISTRATION
MISSOURI SECRETARY OF STATE CERTIFICATE
FICTITIOUS NAME REGISTRATION**
(Attached in separate pdf file)

EXHIBIT B

KEY TECHNICAL MANAGERIAL RESOURCES AND ABILITIES

Nigel Alexander, President and Chief Executive Officer

Mr. Alexander became the President and CEO of Liberty-Bell in 2006 following its acquisition by Multi-Link Telecom, LLC (now known as Liberty-Bell LLC), a messaging services company he co-founded in 1995 and has operated since that time.

During the past 5 years of managing Liberty-Bell, the company has expanded its customer base substantially and it's geographic reach from one state (CO) to 14 States. As a well as operating successfully as a regulated Competitive Local Exchange Carrier, Liberty-Bell has completed several customer base acquisitions which required state and Federal approvals.

Mr. Alexander has a degree in Banking and Finance as well as over 15 years experience leading organizations in that industry. As such, he has a strong accounting and reporting background which is well suited to operating in a regulated environment such as telecommunications.

Christina Neher – Chief Operating Officer

Ms. Neher became the Chief Operating Officer of Liberty-Bell in 2006 when it was acquired by Multi-Link Telecom (now known as Liberty-Bell LLC) a messaging services company.

During the past 5 years of managing Liberty-Bell, the company has expanded its customer base substantially and it's geographic reach from one state (CO) to 14 States. As a well as operating successfully as a regulated Competitive Local Exchange Carrier, Liberty-Bell has completed several customer base acquisitions which required state and Federal approvals.

Prior to joining Multi-Link in 1999, Ms. Neher served as the Vice President of Operations for Hellyer Communications, a provider of unregulated telecommunications services in Indiana.

EMPLOYEES

Liberty-Bell employs 30 people on a full time basis. Liberty Bell is well prepared with staff in provisioning, installation, customer support and technicians on call 24 hours a day 7 days a week. The Company's experienced staff currently supports more than 10,000 existing clients.