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ALICIA EMBLEY TURNER

February 25, 2003

FILED³

FEB 25 2003

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

**Missouri Public
Service Commission**

Re: Telelobe USA LLC d/b/a Telelobe USA LLC (Missouri)

Dear Judge Roberts:

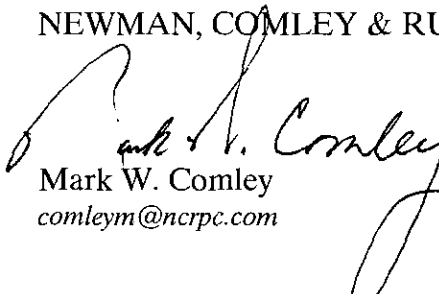
Please find enclosed for filing on behalf of Telelobe USA LLC, d/b/a Telelobe USA LLC (Missouri) the original and five copies of an Application for a Certificate of Service Authority and for Competitive Classification and a Motion for Expedited Treatment.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab
Enclosure

cc: Office of Public Counsel
General Counsel's Office
Brett P. Ferenchak

FILED³

FEB 25 2003

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

Missouri Public
Service Commission

Application of _____)

Telelobe USA LLC _____)
d/b/a Telelobe USA LLC (Missouri) _____)

for a Certificate of Service Authority to Provide _____)
Competitive Intrastate Interexchange _____)
Telecommunications Services within the _____)
State of Missouri _____)

Case No. _____

**APPLICATION OF TELEGLOBE USA LLC
D/B/A TELEGLOBE USA LLC (MISSOURI)
FOR A CERTIFICATE OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

Telelobe USA LLC d/b/a Telelobe USA LLC (Missouri) ("New Telelobe" or "Applicant"), through undersigned counsel and pursuant to Sections 392.361, 392.410, 392.420, 392.430, and 392.440 RSMo. 2000 and 4 CSR 240-2.060, hereby requests that the Commission issue New Telelobe a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications services throughout the State of Missouri in all areas in which the Commission has approved competition of interexchange and private line services. Additionally, pursuant to §§ 392.361 and 392.420, RSMo. 2000, New Telelobe that said services be classified as competitive; classify New Telelobe as a competitive company, and waive certain statutes and rules. In support of this Application, New Telelobe states as follows:

A. Description of the Applicant

1. Applicant's legal name is Telelobe USA LLC d/b/a Telelobe USA LLC (Missouri). New Telelobe is a recently formed limited liability corporation with its

principal business office located at 1000 de la Gauchetiere West, Montreal, Quebec H3B 4X5, Canada. The character of New Teleglobe's business is to provide telecommunications service. New Teleglobe's Certificate of Formation is provided as *Exhibit A*. A copy of New Teleglobe's Certificate of Good Standing, which was issued by the Secretary of State for the State of Missouri, is attached hereto as *Exhibit B*.¹ Currently, New Teleglobe is a wholly-owned subsidiary of Teleglobe USA Inc. ("Old Teleglobe"). Following consummation of the proposed transaction described in Section B of this Application, New Teleglobe will be a wholly-owned subsidiary of TLGB Corporation ("TLGB"). New Teleglobe, as the successor of Old Teleglobe, will acquire substantially all of Old Teleglobe's assets, as well as much of the experience of its senior personnel in providing telecommunications services.

2. For the Commission's reference, an organizational diagram of New Teleglobe's pre- and post-reorganization corporate structure is attached hereto as *Exhibit C*.

4. TLGB is a Delaware holding company that, after consummation of the proposed transaction, will be the direct parent company of New Teleglobe. TLGB is an indirect wholly-owned subsidiary of Teleglobe International Holding Ltd. ("TIH"), a newly-formed Bermuda corporation.

5. The majority owners of TIH are four investment funds that are affiliated with Cerberus Capital Management, LP ("Cerberus"). Cerberus is a private equity fund based in New York that manages over \$8 billion in assets, including investments in the technology and telecommunications sectors. The Cerberus funds are controlled by Stephen Feinberg, a U.S. citizen who is CEO of Cerberus.

¹ New Teleglobe will operate in Missouri under the business name of Teleglobe USA LLC (Missouri) and is so authorized and registered with the Secretary of State's office according to the certificate of good standing attached. As a consequence, no registration of fictitious name will be attached to this application.

6. Each of the four Cerberus funds will have at least a 10%, but less than a 50%, ownership interest in TIH. The precise ownership interests of each of the funds will not be known until shortly before closing of the proposed transaction. Collectively, however, the funds will have a greater than 50% ownership interest in TIH, and therefore will be the majority owners and controlling entities with respect to TIH.

7. For the purposes of this Application, contacts for the Applicant are as follows:

Mark W. Comley
Newman, Comley & Ruth PC
Monroe Bluff Executive Center
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102-0537
Tel: (573) 634-2266
Fax: (573) 634-3306
Email: comleym@ncrpc.com

and

Catherine Wang
Troy F. Tanner
Brett P. Ferencak
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7645
Email: CWang@swidlaw.com
TFTanner@swidlaw.com
BPFerencak@swidlaw.com

and

Charles Tievsky
Assistant General Counsel
Teleglobe USA Inc.
11495 Commerce Park Drive
Reston, Virginia 20191
Tel: 703-755-2430
Fax: 703-755-2619
Email: Chuck.Tievsky@teleglobe.com

For purposes of other Commission inquiries, complaints, and correspondence, the contact for the Commission will be:

Lilian C. Opdam
General Counsel
TLGB Corporation
1000 de la Gauchetiere West
Montreal, Quebec H3B 4X5, Canada
Tel: 514-868-7788
Fax: 514-868-7234
Email: Lilian.C.Opdam@teleglobe.ca

B. Background Information

8. The filing of this Application is one step in a comprehensive transaction arising out of Old Teleglobe's bankrupt status. As part of the transaction, Old Teleglobe is assigning its assets to New Teleglobe, an affiliated company. Following the *pro forma* assignment of assets, control of New Teleglobe will be transferred from Old Teleglobe to TLGB. Additional information regarding the Transaction is detailed in the Application filed by Old Teleglobe, New Teleglobe and TLGB. A Motion for Expedited Treatment as required by 4 CSR 240-2-080(17) is being filed concurrently with this application.

C. Qualifications

5. New Teleglobe is extremely well qualified to provide telecommunications services once the Transaction closes.

6. Upon completion of the Transaction, New Teleglobe will be ultimately controlled by four investment funds affiliated with Cerberus Capital Management L.P. Cerberus is a private equity fund based in New York that manages over \$8 billion in assets, including investments in the technology and telecommunications sectors.

7. New Teleglobe also has the managerial and technical resources necessary to operate in Missouri. In fact, New Teleglobe will benefit from continued assistance from

some of the key personal of Old Teleglobe, while also recruiting new qualified business people with relevant backgrounds into New Teleglobe's management team. Biographies of some of the key post-Closing personnel are provided in *Exhibit D*.

D. Description of Services

8. New Teleglobe seeks authority to provide intrastate interexchange telecommunications services throughout the State of Missouri. Therefore, New Teleglobe seeks statewide authority.

9. New Teleglobe will provide all services currently offered by Teleglobe USA Inc. and seeks authority that mirrors the authority currently held by Teleglobe USA Inc. In addition, New Teleglobe intends to adopt the current, effective tariffs of Teleglobe USA Inc., and will file its tariff adoption notice at a later date in this proceeding, or as ordered by the Commission. Therefore, New Teleglobe seeks a waiver of 4 CSR 240-2.060(6)(C), which requires that a proposed tariff with a forty-five (45) day effective date be included with this Application.

10. New Teleglobe will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7 days-a-week basis.

11. New Teleglobe will not unjustly discriminate among its subscribers, as prohibited by Section 392.200 RSMo.

12. New Teleglobe does not have any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or customer rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.

13. Since New Teleglobe is requesting certification as a new carrier, no annual reports or fees are overdue.

E. Classification as a Competitive Company

18. New Telelobe seeks classification as a competitive company, pursuant to Sections 392.361.2 and 392.361.3 RSMo., and the accompanying reduced regulation, pursuant to Section 392.420 RSMo.

19. Applicant respectfully requests that the Commission suspend, waive, or modify the application of the following rules and statutory provisions consistent with the Commission's treatment of other competitive carriers:

Statutes

§ 392.210.2	-	Uniform system of accounts
§ 392.240(1)	-	Rates - Average return on investment.
§ 392.270	-	Property valuation.
§ 392.280	-	Depreciation accounts.
§ 392.290	-	Issuance of stocks and bonds.
§ 392.300.2	-	Acquisition of stock
§ 392.310	-	Issuance of stock.
§ 392.320	-	Stock dividends.
§ 392.330	-	Issuance of securities, debts and notes.
§ 392.340	-	Reorganizations

Regulations

4 CSR 240-10.020	-	Depreciation of fund income.
4 CSR 240-30.010(2)(C)	-	Posting of tariffs.
4 CSR 240-30.040	-	Uniform System of Accounts
4 CSR 240-32.030 (4)(C)	-	Exchange boundary map
4 CSR 240-33.030	-	Minimum charges
4 CSR 240-35	-	Reporting of bypass and customer-specific arrangements

20. The above-referenced statutory provisions or regulations have been waived with regard to other competitive carriers. These statutory provisions or regulations are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 RSMo. to apply them to a competitive telecommunications carrier such as Applicant.

21. New Teleglobe will comply with all orders and regulations of the Commission applicable to providers of competitive interexchange telecommunication services except those that are specifically waived by the Commission.

22. To the extent that the Commission may modify its current waiver policies, New Teleglobe reserves the right to amend its waiver requests accordingly.

F. Public Interest Considerations

23. By granting the certificate required in this transaction will lead to the emergence of a stronger and better-financed competitor in the Missouri telecommunications market.


24. Failure to approve this Application will harm the public interest. Failure to approve the Application would result in the diminution of competition in Missouri. Specifically, Old Teleglobe's bankruptcy status has limited prevented it from competing for Missouri customers, and the uncertainty attendant to its bankruptcy status has been detrimental to its ability to retain existing customers in other states.

V. CONCLUSION

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application for a Certificate of Service Authority to provide intrastate interexchange telecommunications services, classify New Winstar and its proposed services as competitive, and grant a waiver of the statutes and regulations referenced above. As will be described in a Motion for Expedited, Applicant respectfully requests that the Commission approve this Application on an expedited schedule which will permit New Teleglobe and Old Teleglobe to complete the transfer of assets as soon as possible.

Respectfully submitted,

By:



Mark W. Comley
Newman, Comley & Ruth PC
Monroe Bluff Executive Center
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102-0537
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Email: comleym@ncrpc.com

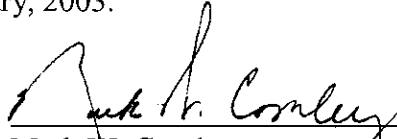
Catherine Wang
Troy F. Tanner
Brett P. Ferenchak
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
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Email: CWang@swidlaw.com
TFTanner@swidlaw.com
BPFerenchak@swidlaw.com

COUNSEL FOR APPLICANT

Dated: February 25, 2003

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 Public Counsel and the General Counsel's office on this 25th day of February, 2003.



Mark W. Comley

LIST OF EXHIBITS

Exhibit A	Certificate of Formation
Exhibit B	Authority to Transact Business
Exhibit C	Illustrative Chart of Transaction
Exhibit D	Management Biographies
Verification	

EXHIBIT A

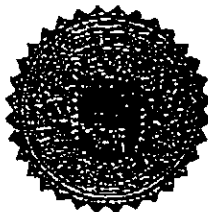
Certificate of Formation

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TELEGLOBE USA LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2002, AT 4:23 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3605226 8100

020786076

AUTHENTICATION: 2161815

DATE: 12-20-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:23 PM 12/19/2002
020786076 - 3605226

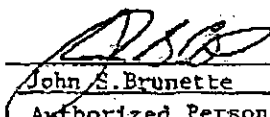
**CERTIFICATE OF FORMATION
OF
TELEGLOBE USA LLC**

This Certificate of Formation of Teleglobe USA LLC (the "Company") is made pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act") and is hereby filed with the Secretary of State of the State of Delaware pursuant to Section 18-206 of the Act.

The undersigned does hereby certify that:

1. Name. The name of the limited liability company is Teleglobe USA LLC.
2. Registered Office and Registered Agent. The address of the registered office of the limited liability company is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of the limited liability company's registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on December 19, 2002, to be effective on the date of its filing with the Secretary of State of Delaware.


John S. Brunette, Organizer
Authorized Person

**TELEGLOBE USA INC.
11495 COMMERCE PARK DRIVE
RESTON, VIRGINIA 20191-11531**

December 17, 2002

CONSENT TO USE OF SIMILAR NAME

On behalf of Teleglobe USA Inc. (the "Corporation"), a Delaware corporation, the undersigned, being a duly authorized officer of the Corporation, does hereby unequivocally consent, on behalf of the Corporation, to the use of the name Teleglobe USA LLC by the limited liability company being formed and requesting to transact business in the State of Delaware by the Corporation.

**TELEGLOBE USA INC.,
a Delaware corporation**

By 

John S. Brunette, Executive Vice President

EXHIBIT B

Authority to Transact Business

No. FL0078080

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF GOOD STANDING

FOREIGN LIMITED LIABILITY COMPANY

I, MATT BLUNT, Secretary of State of the State of Missouri,
do hereby certify that the records in my office
and in my care and custody reveal that


TELEGLOBE USA LLC

using in Missouri the name

TELEGLOBE USA LLC (MISSOURI)

a DELAWARE Limited Liability Company filed its application
for registration in this office on the 13th day of FEBRUARY,
2003, and is in good standing having fully complied with all
requirements of this office.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
25th day of FEBRUARY, 2003.


Secretary of State

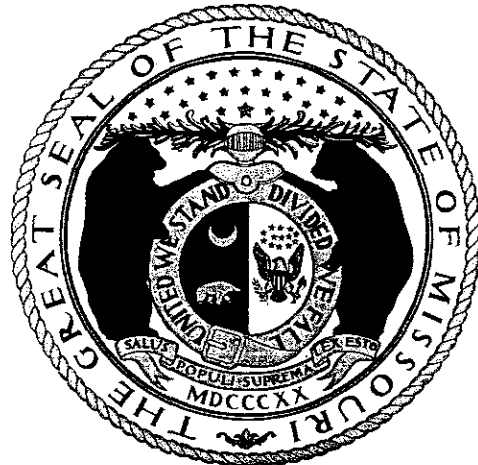
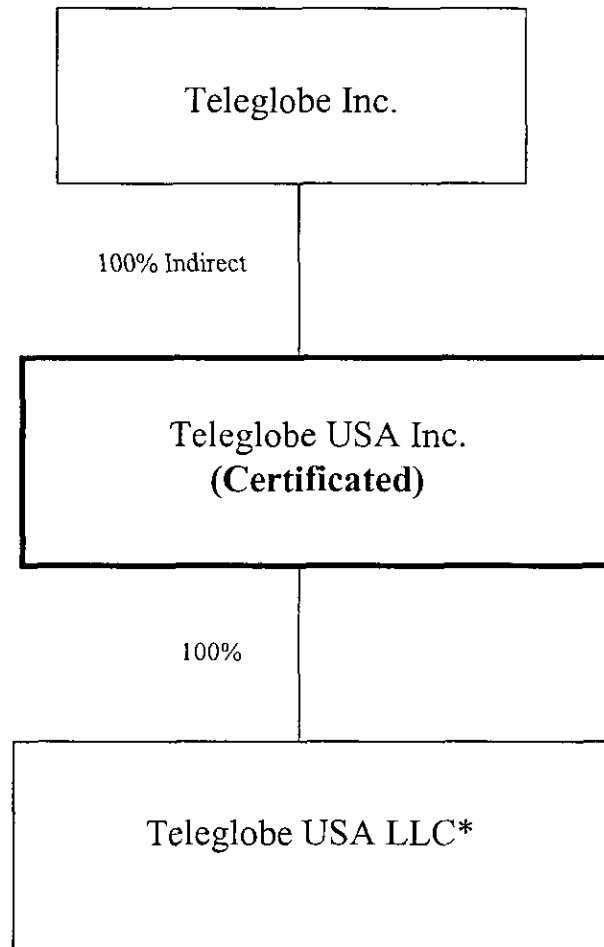


EXHIBIT C

Illustrative Chart of Transaction

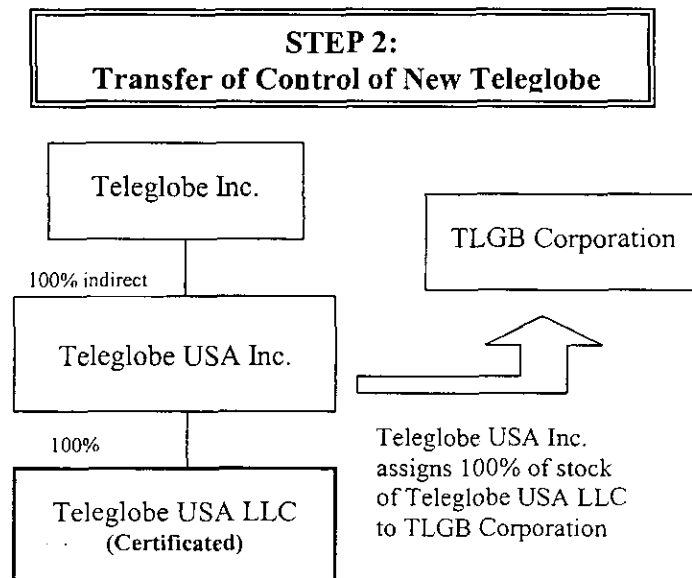
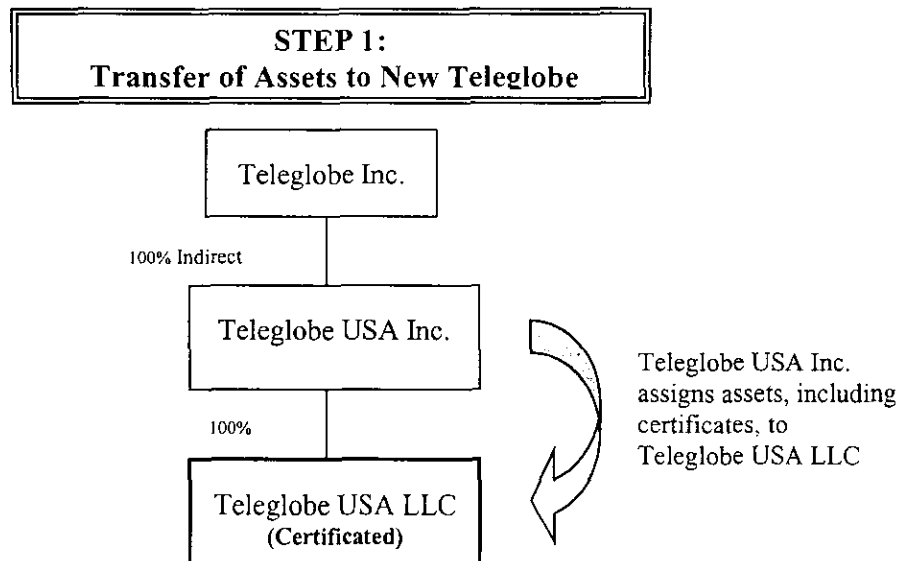
Illustrative Chart of Reorganization

Current Structure



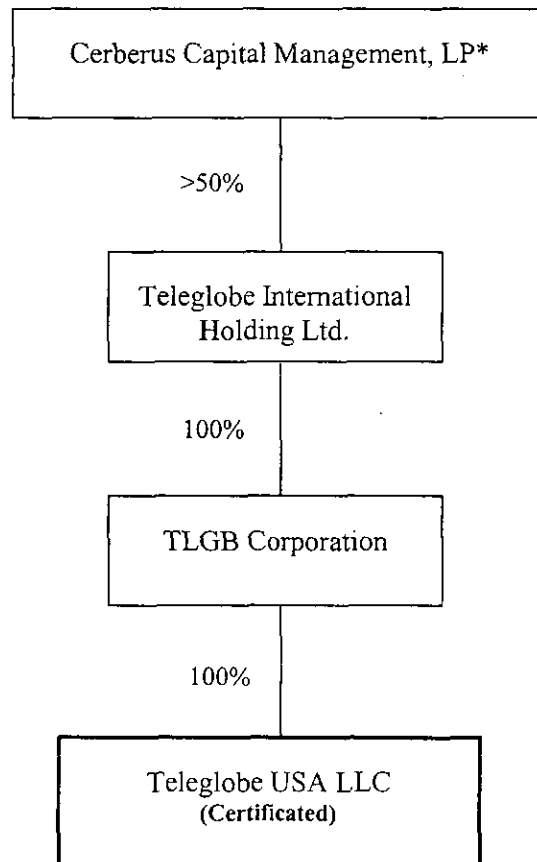
* Teleglobe USA LLC was recently created for the purposes of the reorganization.

Illustrative Chart of Reorganization



Illustrative Chart of Reorganization

Post-Reorganization Structure



* Cerberus Capital Management LP's interest will be held through four investment funds: Cerberus Institutional Partners, L.P., Cerberus Institutional Partners (America), L.P., Cerberus Partners, L.P., and Cerberus International, Ltd. Each of the funds will hold at least a 10% interest, but less than a 50% interest, in Teleglobe International Holding Ltd. ("TIH"). Collectively, the funds will have a greater than 50% controlling interest in TIH and, thus, in TLGB Corporation and Teleglobe USA LLC. The Cerberus funds are controlled by Mr. Stephen Feinberg.

EXHIBIT D

Management Biographies

Expected Management of Teleglobe USA LLC

Liam Strong, Chairman and Chief Executive Officer

Liam Strong is the Chairman and Chief Executive Officer of Teleglobe. He was from 1997 to 2001 the President and Chief Executive Officer of MCI International, responsible for the development and execution of the company's successful expansion in Europe and Asia. From 1992 to 1997, Mr Strong was the Chief Executive of Sears PLC, a retailer of apparel and home services. Prior to 1992, he was the Marketing and Operations Director of British Airways PLC where he managed all operating functions apart from Flight Crew and Engineering.

Serge Fortin, Chief Operating Officer

Serge Fortin is Chief Operating Officer of Teleglobe. Serge Fortin has in excess of 27 years experience in the telecommunications industry covering both National and International markets. He also served as President of Bell Actimedia where he directed the business associated with the traditional Yellow Pages directory evolving it to develop synergy between the traditional advertising media to the e-World (Sympatico portal and the ISPs). In addition, he served between 1996 and 1998 as President of TATA Telecommunications Services in India, which offered basic telecommunications services in the state of Andra Pradesh. Prior to joining Teleglobe, Serge Fortin has held several senior positions in the Operations, Engineering, Sales and Marketing functions at Bell Canada.

Among some of his major achievements are: in 1983, he launched the cellular business in Canada; he implemented the first enhanced 911 service in Canada; and succeeded in achieving the first Canadian Telco ISO Certification. He was the first Officer to be appointed to deal with the new entrants in the Long Distance markets in 1992 following the CRTC decision. He was also the first Officer to lead the National Long Distance portfolio at Stentor. Between 1993 and 1996 Mr. Fortin was one of the pioneers to establish Teleglobe on the International Market.

He has received the following awards for academic and social involvements:
Order of Professional Engineers in Quebec
Canadian Institute of Engineers
Manager of the Year (Board of Trade)
Governor General Award

Serge Fortin is a member of the " Ordre des Ingénieurs du Québec", a society of professional engineers, serves on several boards and is a member of the Board of IntelSat; the largest Satellite consortium. He holds a Bachelor of Science degree in Applied Sciences from L'Université de Sherbrooke, Québec, Canada.

Rick Willett, Vice President of Operations

Rick Willett is Vice President of Operations for Teleglobe. Prior to joining Teleglobe, Rick spent 12 years at GE where he held senior positions in various GE businesses, including CFO of GE Superabrasives, Manager of Planning & Finance for GE Employers Reinsurance, and, several global assignments in GE Plastics. Rick was a member of GE's Corporate Audit Staff, with responsibility for assessing business health, strategic fit and potential restructuring/divesting of various operating units. He is a graduate of Worcester Polytechnic Institute with a BS, Chemical Engineering and has an MBA, Finance, from Rensselaer.

Jean-Pierre Gratton, Vice President- Sales, Americas

Jean-Pierre Gratton is Vice President - Sales, Americas. In that role, he directs all wholesale activities and bilateral correspondents relationships in Canada, the United States and Latin America.

Jean-Pierre has 12 years of international telecommunications experience, including the last four with Teleglobe. He joined Teleglobe as Vice-President, Sales for the Canadian market in March 1998 and he successfully led Teleglobe's transition into a competitive marketplace, as Teleglobe's Canadian monopoly came to an end in October 1998. In June 2000, his role was expanded to include responsibility for US Carrier Sales and Latin America was recently added to his portfolio. Prior to joining Teleglobe, he spent eight years with Sprint International/Global One in Canada where he was Vice President, Finance from 1991 to 1996; in 1997, he was promoted to the position of Canadian Country Manager, responsible for all aspects of Global One's sales and operations in Canada.

Jean-Pierre holds a Bachelor of Administration and a Bachelor of Commerce degrees from the University of Ottawa and is a member of the Institute of Chartered Accountants of Ontario.

Henri Alexandre, Vice-President - Network Engineering

Henri Alexandre is Vice President - Engineering at Teleglobe. He directs planning, engineering and implementation of the international network required to support Voice and Data services. He leads subject matter experts in areas of subsea cables, satellite systems, terrestrial transmission systems, Voice switching and Data transmission systems.

Henri Alexandre has more than 20 years of international telecommunications experience. During the last 10 years, he has filled several Engineering and Management positions at Teleglobe such as: Director - Satellite and Broadcast Services, Director - Network Engineering, Director - Network Architecture, Associate Director - Switching Engineering.

Some of his major achievements are:

- Implementation of the private leased services backbone

- Introduction of Voice customer direct access to Teleglobe's switched network
- Automation of Canada Home Country Direct Service
- Setting up new International switching centers in Europe
- Leading studies & field trials to evolve the Voice international network to softswitch technology

Henri Alexandre holds an Engineering Degree from L'Université de Sherbrooke, Quebec, Canada and a Master of Business Administration from École des hautes études commerciales, Montreal, Quebec, Canada.

Allan Chan, Vice President - Global Traffic Operations

Allan Chan is Vice President - Global Traffic Operations at Teleglobe. He directs the commercial aspects and dealings with international carrier partners as well as the operations of Teleglobe's Voice business. He is responsible for all Voice outpayments, quality of service and pricing for Teleglobe's core line of business. In addition, he directs the Global Customer Service Center and leads customer services initiatives. He is also accountable for monitoring and maintaining service on Teleglobe's Data and IP networks. He also heads the Information Technology organization and ensures that IT systems, infrastructure and delivery meet the needs of the corporation.

Allan Chan was Director International Wholesale at Bell Nexxia prior to joining Teleglobe. He also held various positions in Bell Canada's finance and corporate development organizations dealing in acquisitions, alliances and joint ventures. Earlier in his career he worked for Ontario Hydro in international project development and planning roles in addition to engineering positions at Dofasco, a major Canadian steel mill.

Allan Chan holds a Bachelor's Degree in Engineering from the University of Toronto and a Master's Degree in Business Administration from McMaster University. He is a registered Professional Engineer in the Province of Ontario.

Verification

COMMONWEALTH OF VIRGINIA :

: ss.

COUNTY OF FAIRFAX :

VERIFICATION

I, Charles A. Tievsky, state that I am Assistant General Counsel of Teleglobe USA LLC, Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Teleglobe USA LLC; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to Teleglobe USA LLC are true and correct to the best of my knowledge, information, and belief.



Charles A. Tievsky
Assistant General Counsel
Teleglobe USA LLC

Sworn and subscribed before me this 3 day of ^{February}~~January~~, 2003.



Notary Public

My commission expires: 12/3/2004

