

March 4, 2011

**VIA OVERNIGHT DELIVERY**

Missouri Public Service Commission  
Governor Office Building  
P.O. Box 360  
200 Madison, Suite 100  
Jefferson City, Missouri 65102

**FILED**

**MAR 07 2011**

**Missouri Public  
Service Commission**

Robert H. Turner III  
(404) 739-8853  
(404) 332-0283 FAX  
rturner@stites.com

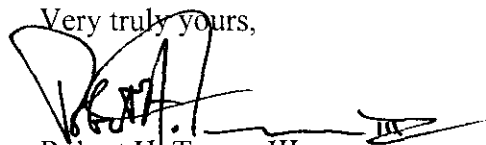
**RE: Application of Pac-West Telecomm, Inc. for a Certificate of Service  
Authority to Provide Basic Local and Interexchange Telecommunications  
Services in Portions of the State of Missouri**

Ladies and Gentlemen:

On behalf of Pac-West Telecomm, Inc. ("Pac-West"), enclosed please find an original and one copy of the Application for filing, as well as, and original and one copy of Pac-West's proposed Tariff, attached as Exhibit C of the Application. We are also submitting Exhibit E (Financial Statements) under seal. Pac-West requests confidential treatment of Exhibit E. The information submitted under Exhibit E constitutes commercially sensitive and competitively significant financial information that is not otherwise made available to the general public. Disclosure of this information to the general public would provide competitors with knowledge that would be otherwise unavailable and could place Pac-West at a competitive disadvantage. Confidential treatment of Exhibit E is therefore required to avoid injury to Pac-West.

Should you have any questions concerning this filing, please do not hesitate to contact me at (404) 739-8853 or James C. Falvey at (443) 482-5111.

Very truly yours,



Robert H. Turner III  
Counsel for Pac-West Telecomm, Inc.

RHT:uk  
Enclosures

cc: James C. Falvey, Esq., Vice President, Regulatory Affairs & Senior Counsel,  
Pac-West Telecomm, Inc.

813696.2:LOUISVILLE

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

**IN THE MATTER OF THE  
APPLICATION OF PAC-WEST  
TELECOMM, INC. FOR A  
CERTIFICATE OF SERVICE  
AUTHORITY TO PROVIDE LOCAL  
AND INTEREXCHANGE  
TELECOMMUNICATIONS  
SERVICES IN THE STATE OF  
MISSOURI AND TO CLASSIFY SAID  
SERVICES AND THE COMPANY AS  
COMPETITIVE**

) **CASE NO. - \_\_\_\_\_**

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Comes now Pac-West Telecomm, Inc., a California corporation ("Pac-West" or "Applicant"), by its undersigned counsel, and applies pursuant to Sections 392.361, 392.410, 392.420, and 392.430, 392.450 RSMo. 2000, the Federal Telecommunications Act of 1996, 4 CSR 240.3-510, and 4 CSR 240-2.060, for authority to provide local and interexchange telecommunications services in portions of the State of Missouri and to classify said services and company as competitive.

The State of Missouri has adopted a policy of allowing competition in the local and long distance telecommunications markets, recognizing that it is in the public interest to develop effective competition to ensure that all customers will have access to high quality, low cost, and innovative telecommunications services. The Federal Telecommunications Act of 1996 and Chapter 392 RSMo. also seek to promote competition and reduce regulation in order to secure lower prices and higher quality telecommunications services for American consumers. Both goals will be promoted by granting this Application.

In support of its application, Applicant states as follows:

1. Pac-West Telecomm, Inc. is a corporation incorporated under the laws of the State of California. A copy of Applicant's Amended and Restated Articles of Incorporation is attached hereto as Exhibit A. A copy of Applicant's Certificate of Authority to transact business in the State of Missouri is attached as Exhibit B.

2. The Applicant's principal place of business is located at:

Pac-West Telecomm, Inc.  
4210 Coronado Avenue  
Stockton, CA 95204  
Telephone: (877) 626-4325  
Facsimile: (209) 444-3536

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

Robert H. Turner III, Esq.  
Stites & Harbison PLLC  
Counsel for Pac-West Telecomm, Inc.  
303 Peachtree Street, N.E.  
2800 SunTrust Plaza  
Atlanta, Georgia 30308  
Telephone: (404) 739-8853  
Facsimile: (404) 332-0283

and

James C. Falvey, Esq.  
Vice President, Regulatory Affairs & Senior Counsel  
Pac-West Telecomm, Inc.  
420 Chinquapin Round Road  
Suite 2-i  
Annapolis, Maryland 21401  
Telephone: (443) 482-5111  
Facsimile: (510) 380-5941

Questions concerning regulatory issues and the ongoing operations of Applicant following certification should be directed to:

James C. Falvey, Esq.  
Vice President, Regulatory Affairs & Senior Counsel  
Pac-West Telecomm, Inc.  
420 Chinquapin Round Road  
Suite 2-i  
Annapolis, Maryland 21401  
Telephone: (443) 482-5111  
Facsimile: (510) 380-5941

The Commission's contact for purposes of repair and maintenance and customer dispute resolution is:

Eva Fetting  
Director, Regulatory Affairs  
Pac-West Telecomm, Inc.  
555 12th Street  
Oakland, CA 94607  
Telephone: (510) 380-5984  
Facsimile: (510)390-5972

For purposes of consumer inquiries, the customer contact information will be:

Eva Fetting  
Director, Regulatory Affairs  
Pac-West Telecomm, Inc.  
555 12th Street  
Oakland, CA 94607  
Telephone: (510) 380-5984  
Facsimile: (510)390-5972

Applicant's officers and directors are as follows:

Officers:

President and Chief Executive Officer	Hal Turner Pac-West Telecomm, Inc. 555 12th Street Oakland, CA 94607
Chief Financial Officer & Secretary	Jennifer Eubanks Pac-West Telecomm, Inc. 555 12th Street Oakland, CA 94607

Directors:

Director	Kenneth Petersen Columbia Ventures Corporation 203 S.E. Park Plaza Drive, Suite 270 Vancouver, WA 98684
Director	James Hensel Columbia Ventures Corporation 203 S.E. Park Plaza Drive, Suite 270 Vancouver, WA 98684
Director	Rich Roman Columbia Ventures Corporation 203 S.E. Park Plaza Drive, Suite 270 Vancouver, WA 98684
Director	Hal Turner Pac-West Telecomm, Inc. 555 12th Street Oakland, CA 94607

Applicant's sole shareholder is Pac-West Acquisition Company, LLC, a Washington limited liability company. Pac-West Acquisition Company, LLC is a wholly-owned subsidiary of Columbia Ventures Corporation, a privately owned Washington corporation.

3. Applicant proposes to provide resold and facilities based local exchange and interexchange telecommunications services to the public statewide by initially reselling services of facilities-based carriers through resale agreements. With regard to local exchange service, Applicant will initially mirror the existing service areas of Southwestern Bell Telephone, L.P. d/b/a AT&T Missouri, Embarq Missouri, Inc. d/b/a Embarq, CenturyTel of Missouri, LLC d/b/a CenturyTel, or Spectra Communications Group, LLC d/b/a CenturyTel but also seeks authority to provide service in all other service areas that are open to competition. As a result, Applicant refers to the service area maps of the above carriers already on file with the Commission and

requests a waiver of the requirement that it submit separate service area maps. Applicant intends to provide wholesale interexchange and local exchange services that may include but are not limited to the following:

- Local and long distance origination and termination;
- Switched and special access;
- 8YY originating access and 8YY services;
- Managed modem; and
- Collocation services.

In addition, a copy of Applicant's proposed local exchange and interexchange tariffs are attached hereto as Exhibit C.

Applicant is currently providing services in the following states: Alabama; Arizona; California; Colorado; Delaware; District of Columbia; Florida; Georgia; Idaho; Illinois; Indiana; Kansas; Kentucky; Louisiana; Massachusetts; Michigan; Minnesota; Nevada; New Jersey; New Mexico; New York; North Carolina; Oregon; Rhode Island; South Dakota; Tennessee; Texas; Utah; Virginia; Washington; Wisconsin; and Wyoming. Additionally, Applicant intends to seek certification in additional states as it expands its services into new.

Applicant has not been denied authority for any of the services for which it seeks authority in this Application. Applicant provides facilities-based and resold local and interexchange service in California, Texas and six Western states (Arizona, Colorado, Idaho, Oregon, Utah and Washington). In addition, Applicant provides services in additional states by reselling the origination and termination services of other carriers.

4. Applicant is technically and managerially qualified and financially capable of providing the services for which authority is requested in this Application. Applicant's Missouri operations will be directed by its existing corporate management, technical and operations team who are responsible for the interexchange and local exchange operations in other states. A

description of the background of Applicant's key management personnel, which demonstrates the extensive experience of Applicant's management team, is attached hereto as Exhibit D.

Copies of Pac-West's audited financial statements for its last three full years of operation 2007, 2008 and 2009, as well as internally prepared statements for 2010, are being submitted under separate cover *under seal* as Exhibit E. Applicant hereby respectfully requests confidential treatment of such financial information. As reflected in the attached financials, Pac-West emerged from bankruptcy on November 30, 2007 and has a proven track record of strong financial performance since that time. Therefore, as outlined in more detail in the attached documents, Applicant possesses the requisite financial resources to provide all forms of resold and facilities-based local exchange and interexchange telecommunications services and is financially qualified to operate within the State of Missouri.

5. Pac-West seeks classification of itself and its service as competitive.

6. Pac-West will offer local telecommunications service on a wholesale basis in accordance with applicable law. Pac-West will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications in Pac-West's proposed service areas in accordance with applicable law.

7. Pac-West is willing to comply with all applicable Commission rules and is willing to 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) with whom Pac-West seeks authority to compete. Additionally, Pac-West agrees that, pursuant to Section 392.455(3) & (4) RSMo. 2000, its service area shall be not smaller than an exchange. Consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Pac-West

requests that the following statutes and regulations be waived for Pac-West and its basic local exchange services offerings:

<u>Statutes</u>	<u>Missouri Public Service Commission Rules</u>
392.210.2	4 CSR 240-10.020
392.240.1	
392.270	4 CSR 240-30.040
392.280	4 CSR 240-3.550(5)(C)
392.290	
392.300.2	
392.310	
392.320	
392.330	
392.340	

8. Applicant will promptly file said tariffs bearing not less than 45-day effective date with the Commission in a manner consistent with the Commission's practice in similar cases. In any circumstance, Applicant will file its proposed local exchange telecommunications service tariff not later than 30 days after Commission approval of Applicant's interconnection and/or resale agreement.

9. Granting Pac-West's Application for certification will serve the public interest, convenience and necessity by increasing competition in the provision of telecommunications services and expand customer service options in Missouri consistent with the goals set forth in the federal Telecommunications Act of 1996 and Chapter 392 RSMo. Pac-West will provide customers high quality, cost effective telecommunications services. Pac-West's entry into the state will promote competition, with its attendant benefits of lower prices, innovative new services, and improved customer responsiveness. In general, competition drives prices closer to costs, thereby ensuring just and reasonable rates. Competition also promotes efficiency in the delivery of services and in the development of new services. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while,

simultaneously, promoting the availability of potentially desirable services. Pac-West possesses the expertise to permit competition to provide economic and efficient services that will provide customers with a highly desirable combination of price, quality and service. Prompt approval of this application also will expand the availability of innovative, high quality, and reliable telecommunications within the State of Missouri.

10. Applicant submits, notwithstanding the provisions of Section 392.500 RSMo., as a condition of certification and competitive classification, that it agrees that, unless otherwise ordered by the Commission, Applicant originating and terminating switched exchange access rates will not be greater than the lowest Commission-approved corresponding access rates in effect for each ILEC within those service areas in which Applicant seeks to provide service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Applicant agrees that if the ILEC 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 30 days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

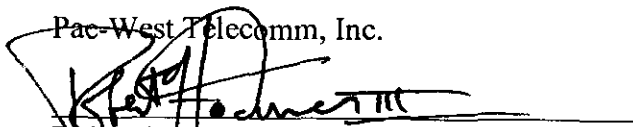
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WHEREFORE, Pac-West Telecomm, Inc., respectfully requests that the Commission grant it a certificate of service authority to provide local and interexchange telecommunications services as herein requested, classify Applicant and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Dated this 31 day of March, 2011.

Respectfully submitted,

Pac-West Telecomm, Inc.

A handwritten signature in black ink, appearing to read "Robert H. Turner III", is written over a horizontal line.

Robert H. Turner III

Stites & Harbison PLLC

Counsel for Pac-West Telecomm, Inc.

303 Peachtree Street, N.E.

2800 SunTrust Plaza

Atlanta, Georgia 30308

ATTORNEY FOR APPLICANT

**EXHIBIT A**

Articles of Incorporation

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 16 2009

DEBRA BOWEN  
Secretary of State

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PAC-WEST TELECOMM, INC

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

DEC - 9 2009

1. The Articles of Incorporation of Pac-West Telecomm, Inc. are amended and restated in their entirety to read as follows:

**ARTICLE I**

The name of this Corporation is Pac-West Telecomm, Inc.

**ARTICLE II**

The purpose of this Corporation is to engage in any lawful activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**ARTICLE III**

Section 1. Authorized Shares. The corporation is authorized to issue one classe of shares, to be designated common stock. The corporation is authorized to issue 8,000,000 shares of common stock, par value \$0.001 per share.

Section 2. Non-Voting Shares. In no event shall the Corporation be entitled to issue non-voting shares.

**ARTICLE IV**

Section 1. Elimination of Director Liability. The liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

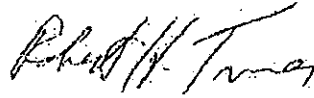
Section 2. Indemnification. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, votes of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

Section 3. Effect of Amendment. Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal or modification.

2. Pursuant to California Corporations Code §1401(b), the approval of the board of directors and the shareholders was not required pursuant to the United States Bankruptcy Court Order in Case No. 07 - 10562 (BLS).

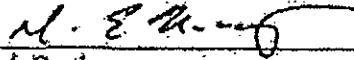
Executed as of November 30, 2007.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.



Robert H. Turner,

President



Dennis McCarthy,  
Secretary



**EXHIBIT B**

Certificate of Authority

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF AUTHORITY

WHEREAS,

*PAC-WEST TELECOMM, INC.*  
*F00679288*

using in Missouri the name

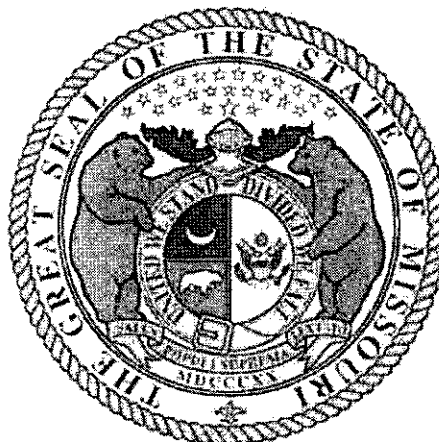
*PAC-WEST TELECOMM, INC.*

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of California.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 17th day of August, 2005.

*Robin Carnahan*  
Secretary of State





**State of Missouri**  
**Robin Carnahan, Secretary of State**

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

**File Number: 200523010201**  
**F00679288**  
**Date Filed: 08/17/2005**  
**Robin Carnahan**  
**Secretary of State**

**Application for Certificate of Authority  
For a Foreign For-Profit Corporation**

*(Submit with filing fee of \$155.00)*

The corporation's name is PAC-WEST TELECOMM, INC.

and it is organized and existing under the laws of California

2. The name it will use in Missouri is PAC-WEST TELECOMM, INC.

3. The date of its incorporation was May 15, 1996, and the period of its duration is Perpetual  
*month/day/year*

4. The address of its principal place of business 1776 W. March Lane, Suite 250 Stockton, CA 95207  
*Address City/State/Zip*

5. The name and physical address of its registered agent and office in the State of Missouri is  
CSC-Lawyers Incorporating Service Company, 221 Bolivar Street, Jefferson City, MO 65101  
*Name Address City/State/Zip*

6. The specific purpose(s) of its business in Missouri are:  
Telecommunications services.

7. The name of its officers and directors and their business addresses are as follows:

Officers	Name	Address	City/State/Zip
President	SEE ATTACHED.		
Vice President	SEE ATTACHED.		
Secretary	SEE ATTACHED.		
Treasurer	SEE ATTACHED.		

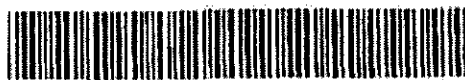
**Board of Directors**

Director	SEE ATTACHED.	
Director	SEE ATTACHED.	
Director	SEE ATTACHED.	
Director	SEE ATTACHED.	
Director	SEE ATTACHED.	

Name and address to return filed document:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Creation - General Business - Foreign 4 Page(s)



T0522913581

The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: Upon qualification.

*(Date may not be more than 90 days after the filing date in this office)*

In Affirmation thereof, the facts stated above are true and correct:

[The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo]

John Sumpter  
Vice President Regulatory 08/ 4 /2005

  
*Must be an Officer or Chairman listed in #7 above*

*Printed Name*

*Title*

*Date*

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

**EXHIBIT C**

Tariffs