

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

In The Matter of the Application of)

RCLEC, Inc.)

for Registration as a Basic Local)

Telecommunications Services and Non-)

Switched Local Telecommunications)

Services in the State of Missouri)

Case No. DA-2015-_____

APPLICATION

RCLEC, Inc. ("Company" or "Applicant"), by its undersigned counsel, and pursuant to §392.550 and 392.611 RSMo., hereby applies for registration to provide basic local telecommunications services and non-switched local telecommunications services to the Missouri Public Service Commission ("Commission") and in support of its application, Applicant states as follows:

1. The Applicant's legal name is RCLEC, Inc. It is a corporation organized under the laws of the State of Delaware on January 26, 2012. Applicant's business and mailing address, website address, fax and telephone number are:

20 Davis Drive
Belmont, CA 94002
Telephone: 650-472-4100
Fax: 650-472-4100
www.rclec.com

A copy of the Company's Articles of Incorporation and a Certificate of Good Standing from the Delaware Secretary of State is appended at **Exhibit A**.
Authorization from the Missouri Secretary of State to transact business in

Missouri as a foreign corporation using the name RCLEC, Inc. is appended at

Exhibit B.

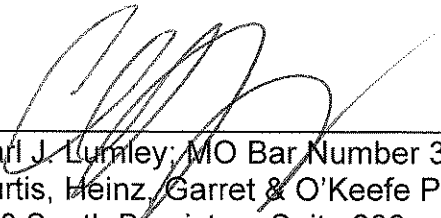
Applicant's agent for Service of Process in the state of Missouri is:

Incorp Services, Inc.
2847 S. Ingram Mill Road, Suite A-100
Springfield, Missouri 65804

2. The Applicant seeks registration to provide facilities-based and resold basic local telecommunications service and non-switched local telecommunications service within the State of Missouri.
3. Attached is an affidavit signed by an officer of the Applicant making the eight statements required by §392.550.3 and 392.611.4 RSMo, plus confirmation the Applicant's service meets the criteria of facilities-based and resold basic local telecommunications service and non-switched local telecommunications service

WHEREFORE, RCLEC, Inc. respectfully requests that the Missouri Public Service Commission grant the instant application for registration.

Respectfully submitted,



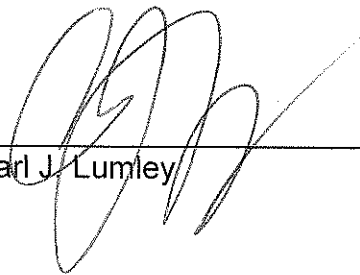
Carl J. Lumley; MO Bar Number 32869
Curtis, Heinz, Garret & O'Keefe P.C.
130 South Bemiston, Suite 200
St. Louis, MO 63105-1913
Telephone: 314.725.8788
Email: clumley@chgolaw.net

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was delivered by first class mail, electronic mail or hand delivery, on this 6 day of February, 2015, to the following parties:

Office of the Public Counsel
P. O. Box 7800
Jefferson City, Missouri 65102
opcservice@ded.mp.gov

General Counsel
Missouri Public Service Commission
P. O. Box 360
Jefferson City, Missouri 65102
staffcounsel@psc.mo.gov



Carl J. Lumley

AFFIDAVIT

I, Bruce Johnson, being first duly sworn, state that I am Secretary of RCLEC, Inc. ("Applicant" or "Company"), and that the following statements are true and correct to the best of my knowledge and belief:

(1) The location of the principal place of business and the names of the principal executive officers of the Applicant:

John Marlow, CEO
Mitesh Dhruv, CFO
Bruce Johnson, Secretary
20 Davis Drive
Belmont, CA 94002
Telephone: 650-472-4100
Fax: 650-472-4100
www.rclec.com

Company's operations are directed by a management team with proven experience and capability. Each of the Company's officers and directors has 14 or more years' experience in his or her respective area of expertise, whether telecommunication, finance, or corporate management. The Company is well suited to responsibly serve subscribers in Missouri and elsewhere. More detailed information regarding Company's senior management team is appended as **Exhibit C.**

(2) The Company is registering to provide basic local and non-switched local exchange telecommunications services in all exchanges in Missouri. The exchanges in which the Company seeks authority are listed in the approved tariffs of the respective incumbent local exchange carriers ("ILEC"s). The

Company's proposed service areas will mirror the respective exchange boundaries of each ILEC and shall be no smaller than an exchange.

The Company will not provide 911 services, directory publication, or directory distribution as it will have no end user customers. The Company will negotiate with underlying incumbent and competitive carriers for resale and/or interconnection agreements as needed, to be filed as required with the Commission for approval upon finalization.

(3) That the Applicant is legally, financially, and technically qualified to provide the services proposed by this Application.

(4) That the Applicant is ready, willing, able, and will comply with all applicable state and federal laws and regulations imposed upon providers of facilities-based and resold basic local telecommunications service and non-switched local telecommunications service within the State of Missouri.

(5) That the Applicant will charge and collect from its customers and remit to the appropriate authority, fees and surcharges in the same manner as are charged and collected upon customers of local exchange telecommunications service and remitted by local exchange telecommunications companies, including but not necessarily limited to:

- (a) Telecommunications programs under section 209.255, RSMo;
- (b) Missouri universal service fund under section 392.248;
- (c) Local enhanced 911;
- (d) Any applicable license tax;


(6) That the Applicant will remit the annual assessment imposed by the Commission under section 386.370, RSMo;

(7) That the Applicant will file directly with the Commission an annual report at a time and covering the yearly period fixed by the Commission in compliance with applicable law;

(8) That the Applicant has established a process for handling inquiries from customers concerning billing issues, service issues, and other consumer-related complaints. Consumer complaints may be directed to:

Jeff Slater, Sr. Director – Voice Gateways
RCLEC, Inc.
20 Davis Drive
Belmont, CA 94002
650-931-6664
650-620-1153 (f)
jeff.slater@rclec.com

This concludes my affidavit.



Bruce P. Johnson
Name
Secretary
Title

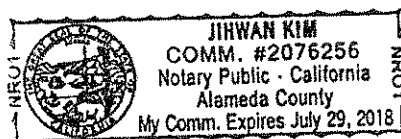
State of California

County of San Mateo

Subscribed and sworn before me this 4 day of February, 2015

Notary Seal:

Notary Public



State of California)

County of)

San Mateo

**CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGMENT**

On February 4, 2015 before me, Jihwan Kim
(here insert name and title of the officer)

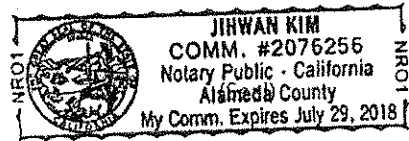
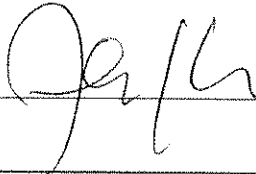
personally appeared Bruce Pickett Johnson

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled/for the purpose of _____

containing _____ pages, and dated _____

The signer(s) capacity or authority is/are as:

- ☐ Individual(s)
☐ Attorney-in-Fact
☐ Corporate Officer(s)

Title(s)

- ☐ Guardian/Conservator
☐ Partner - Limited/General
☐ Trustee(s)
☐ Other: _____

representing: _____

Name(s) of Person(s) or Entity(ies) Signer is Representing

Additional Information

Method of Signer Identification

Proved to me on the basis of satisfactory evidence:
☒ form(s) of identification ☐ credible witness(es)

Notarial event is detailed in notary journal on:

Page # _____ Entry # _____

Notary contact: _____

Other

☐ Additional Signer(s) ☐ Signer(s) Thumbprint(s)

☐

**APPLICATION FOR
CERTIFICATE OF SERVICE AUTHORITY**

EXHIBIT	DESCRIPTION
A	Applicant's Articles of Incorporation and Certificate of Good Standing from the State of Delaware
B	Certified copy of RCLEC's Authorization to do Business in Missouri
C	Technical and Managerial Resources and Abilities

EXHIBIT A

**Applicant's Articles of Incorporation and Certificate of Good Standing
from the State of Delaware**

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:27 AM 01/26/2012
FILED 10:27 AM 01/26/2012
SRV 120088467 - 5101145 FILE

CERTIFICATE OF INCORPORATION**OF****RCLEC, Inc.**

FIRST: The name of the corporation is RCLEC, Inc.

SECOND: The address of the initial registered office of the corporation in the State of Delaware is One Commerce Center, 1201 Orange St. #600, Wilmington, DE 19899, and the name of the initial registered agent therein and in charge thereof, upon whom process against the corporation may be served is Incorp Services, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares the corporation shall have authority to issue is one thousand (1,000) shares each with a par value of One Cent (\$.0001) each.


FIFTH: The corporation shall have perpetual existence.

SIXTH: No director shall be personally liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article Sixth by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

SEVENTH: The Corporation shall have the right to indemnify any and all directors and officers to the fullest extent permitted by the Delaware General Corporation Law.

EIGHTH: The name and mailing address of the incorporator is Lance J.M. Steinhart, is Lance J.M. Steinhart, P.C., 1725 Windward Concourse, Suite 150, Alpharetta, Georgia, 30005.

I, being the sole incorporator hereinbefore named, hereby sign this certificate for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware this 19th day of January, 2012.



Lance J.M. Steinhart,
Sole Incorporator

Delaware

PAGE 1

The First State

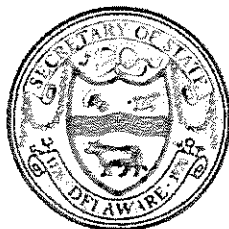
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCLEC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RCLEC, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2012.

5101145 8300

120787480



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9676807

DATE: 06-28-12

RCLEC, INC.

CERTIFICATE OF CORRECTION TO THE
CERTIFICATE OF INCORPORATION

RCLEC, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. The name of the Corporation is RCLEC, Inc. The Corporation was originally incorporated pursuant to the DGCL on January 26, 2012.

2. This Certificate of Correction to the Certificate of Incorporation was duly adopted by the Corporation's board of directors and stockholders in accordance with the applicable provisions of Sections 103, 228 and 242 of the DGCL and corrects certain provisions of the Corporation's Certificate of Incorporation.

3. The Certificate of Incorporation was filed by the Secretary of State of Delaware on January 26, 2012 and such certificate requires correction as permitted by Section 103 of the DGCL.

4. The inaccuracies in the Certificate of Incorporation are in the text of Article FOURTH of the Certificate of Incorporation, where (i) the class of stock has not be designated and (ii) the amount of the par value is inaccurately stated, in each case as set forth below:

"FOURTH: The total number of shares the corporation shall have authority to issue is one thousand (1,000) shares each with a par value of One Cent (\$0.0001) each."

5. The text of Article FOURTH of the Certificate of Incorporation is hereby corrected to read in its entirety as follows:

"FOURTH: The total number of shares of common stock that the corporation shall have authority to issue is one thousand (1,000) shares each with a par value of \$0.0001."

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Correction to the Certificate of Incorporation, which corrects certain provisions of the Certificate of Incorporation, having been duly adopted in accordance with Sections 103, 228 and 242 of the DGCL, has been duly executed by the Corporation's President and Chief Executive Officer this 16th day of April, 2012.

RCLEC, INC.

By: 

John Marlow

President and Chief Executive Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCLEC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

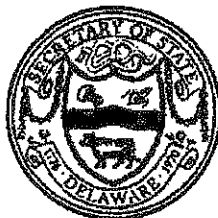
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RCLEC, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2012.

5101145 8300

141143042

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1671351

DATE: 09-04-14

EXHIBIT B

Certified copy of RCLEC's Authorization to do Business in Missouri

STATE OF MISSOURI



Jason Kander
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, JASON KANDER, 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

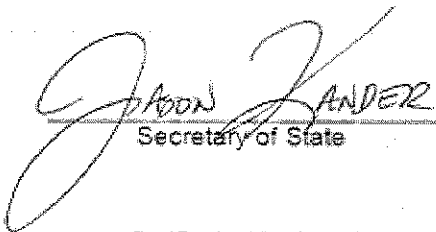
RCLEC, INC.

using in Missouri the name

RCLEC, INC.
F01285699

a DELAWARE entity was created under the laws of this State on the 22nd day of January, 2013, and is Good Standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 30th day of January, 2015.


Secretary of State

Certification Number: CERT-01302015-0044

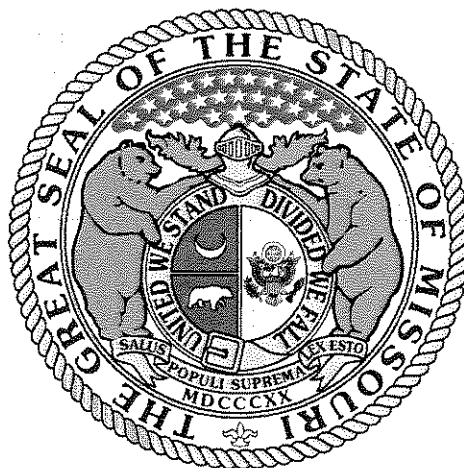


EXHIBIT C

Technical and Managerial Resources and Abilities

John Marlow, Chief Executive Officer of RCLEC, Inc.

Mr. Marlow serves as Chief Executive Officer of RCLEC, Inc. Mr. Marlow also oversees business and legal affairs at RingCentral, RCLEC's parent company. For the last six years, Mr. Marlow has worked as RingCentral's General Counsel and Senior Vice President of Corporate Development.

Before joining RingCentral, Mr. Marlow was the founding and managing partner of Entrepreneurs Law Group (ELG), a boutique law firm based in San Francisco specializing in corporate, securities, tax, intellectual property, venture capital, mergers and acquisitions and licensing matters. During his five years at ELG, Mr. Marlow represented companies in a broad range of industries, including software, hardware, information technology, and telecommunications.

Before founding ELG, Marlow was a partner in the San Francisco office of Reed Smith, a full-service international law firm. Prior to that, Mr. Marlow was a partner at Crosby, Heafey, Roach & May, LLP, a law firm that was acquired by Reed Smith.

Mr. Marlow received his law degree from University of California Berkeley School of Law (Boalt Hall) in 1994, and a Bachelor's degree, *summa cum laude*, from Colgate University.

Mitesh Dhruv, Chief Financial Officer of RCLEC, Inc.

Mr. Dhruv serves as Chief Financial Officer of RCLEC, Inc. With 14 years' experience in the finance industry, Mr. Dhruv has a deep accounting and financial planning background, and extensive public accounting experience. He is experienced in building long-range financial plans, establishing operational performance metrics, and developing business plans for growth opportunities. Mr. Dhruv is experienced with SaaS business models, strategic finance, team building, operational execution, and enabling successful IPOs.

Mr. Dhruv has served as the Vice President, Finance and Strategy, at RingCentral since April 2012. In his role, he works closely with the executive team on business strategy, corporate finance, partnerships, and growth opportunities. Mr. Dhruv utilizes his 6 years of experience in equity research and IPO experience he developed in his prior role as Vice President, Enterprise Software at Merrill Lynch. At Merrill Lynch, Mr. Dhruv performed equity analysis covering over 20 software companies. Mr. Dhruv has authored reports on major software industry trends such as Cloud Computing, which is the most widely read technology report within Bank of America-Merrill. Prior to that, Mr. Dhruv served as Audit Manager at Gumbiner Savett Inc. for 5 years, and in a Senior Assurance and Advisory role at PricewaterhouseCoopers.

Mr. Dhruv is a Certified Public Accountant, CFA, and Chartered Accountant.

Bruce Johnson, Secretary of RCLEC, Inc.

Mr. Johnson serves as Secretary of RCLEC, Inc. Mr. Johnson also serves as Vice President, Legal, of RCLEC's parent company, RingCentral, Inc.

Mr. Johnson has over 25 years' experience as an attorney, and has served as in-house legal counsel to telecommunications-related companies for 14 years. Mr. Johnson served as Associate General Counsel of Atheros Communications, Inc., a provider of wireless and wired connectivity semiconductors and systems, where he handled and effectively managed every aspect of Atheros becoming and remaining a publically traded company in good legal standing. He served as Senior Director and Legal Counsel for Qualcomm Atheros, Inc. following the acquisition of Atheros by Qualcomm Incorporated. Prior to that, Mr. Johnson served as General Counsel to Vyyo, Inc., and prior to that, Mr. Johnson was an Associate and Partner at Bay Venture Counsel, LLP, a law firm, and an Associate at Brobeck, Phleger & Harrison, a law firm.

Mr. Johnson holds a Juris Doctorate degree from University of California at Los Angeles, School of Law. Mr. Johnson received his Bachelor of Arts degree in Economics and English from Duke University.

Jeff Slater, Director of Voice Gateways of RCLEC, Inc.

Mr. Slater serves as the Senior Director of Voice Gateways at RCLEC, Inc.

Mr. Slater has 30 years managerial experience in the telecommunications industry. Mr. Slater's experience includes executive management, business plan development, product and service development, engineering, network implementation, operations management, back office integration, vendor and facility contract negotiations, regulatory and compliance processes, and development of new sales channels both domestically and internationally.

Mr. Slater has served as the Chief Operating Officer of Covista Communications, providing traditional long distance, UNE-based local service and next generation SIP trunking and hosted PBX products to residential and business customers throughout the US. Prior to that, he was President of Broadvox, a CLEC providing next-generation local service using and providing IP originated and terminated calls.

As Vice President of Business Development at CIMCO, Mr. Slater was responsible for planning the next generation of products, services and network topologies for the company. Mr. Slater was responsible for managing the IP-based SMB business initiative, building network strategies to overcome UNE regulatory issues, mapping CoEu, wireless and fiber network strategies, and auditing all internal process to secure retroactive and prospective cost savings.

As the President of Cedar Valley Communications, Mr. Slater succeeded in developing and implementing a reorganization plan, attaining positive cash flow, and attracting equity investments resulting in the sale of the Company.

Mr. Slater has also held executive positions as Founder and President of JTek Systems, Chief Operating Officer of TotalTel, a Covista Communications Company, Vice President of Operations of Charter Network, and Director of Lexicom.

Mr. Slater received his degree in Business from DePaul University.

Curtis Lee Peterson

Mr. Peterson serves in a consulting capacity to contribute his technological and managerial knowledge to RCLEC, Inc.

Mr. Peterson has established his ability to rapidly grow businesses when he helped NuVox grow from a \$550,000 business to \$550M in ten years. Mr. Peterson also has strong skills in VOIP, IP Networking, and Information Technology. His information technology experience includes software design and design management, hardware and network design, security, implementation and deployment, virtualization/cloud services management of rapid application development, and multi-department project management. His network operations experience includes VOIP, TDM, wireless, aggregation, content delivery networks, data centers, high availability applications, network design and operation, and SAAS.

Mr. Peterson developed his technical and managerial skills in his long career at NuVox (previously NewSouth Communications, Inc.). As Vice President of Center Operations of NuVox, he managed 120 technical professionals, improving the customer base and reliability of the VoIP network. Mr. Peterson oversaw the operations of 29 Class 5 switches, 40 Central Office Sites, 500+ collocations, 4 Customer (SAS-70 II certified) data centers, 24 Softswitch gateways, 16 state MPLS / IP network with over 550 routers, and the VOIP platform.

Mr. Peterson worked in diverse managerial positions throughout his career at NuVox, including Director of Data Product Development/Senior Manager of Data Products, Director of Customer Marketing, and Director of IT. Prior to that, Mr. Peterson was Director of IP Operations at Talk.com (formerly Omnicall), and District Technology Coordinatory for a multi-campus school district.

Mr. Peterson holds a degree in Computer Engineering from Auburn University in Auburn, Alabama.