

Lance J.M. Steinhart

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6455 East Johns Crossing
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Duluth, Georgia 30097

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December 21, 1999

VIA OVERNIGHT DELIVERY

Mr. Dale Roberts
Chief A.L.J./Executive Secretary
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

FILED

DEC 22 1999

Missouri Public
Service Commission

Re: NetworkIP, L.L.C.

TA-2000-380

Dear Mr. Roberts:

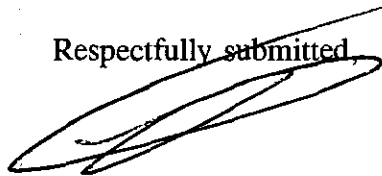
Enclosed please find an original and fourteen (14) copies of NetworkIP, L.L.C.'s Application for Certificate of Service Authority to Provide Interexchange Telecommunications Services Within the State of Missouri.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for NetworkIP, L.L.C.

Enclosures

cc: Toni Van Burkleo
Office of Public Counsel

200000581

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FILED

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

DEC 22 1999

In the matter of the)
application)
of NetworkIP, L.L.C.)
for a certificate of)
service authority)
to provide interexchange)
telecommunications services)

Missouri Public
Service Commission

Case No. TA-2000-380

APPLICATION

NetworkIP, L.L.C., ("Applicant"), a Texas Limited Liability Company, files this verified application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide interexchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes.
- (b) grants competitive status to Applicant.
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo Cum. Supp. 1992.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of the Applicant are:

NetworkIP, L.L.C.
119 West Tyler Street, Suite 168
Longview, TX 75601
(903) 323-4500/Phone
(903) 323-4564/Facsimile

A copy of Applicant's Certificate Of Organization and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit I.

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2. The name and address of Applicant's in-state attorney is:

Judith A. Rau, Esq.
Rau & Rau
1007 Olive Street, 5th Floor
St. Louis, Missouri 63101

3. Applicant is a reseller of telecommunications services.

Applicant proposes to provide interexchange telecommunications services within Missouri including direct outbound dialing (1+ and 101XXXX), 800 and 888 (inbound Toll-Free), travel cards, and prepaid calling cards. Applicant proposes to provide service to prospective customers throughout the State of Missouri.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. A brief description of the qualifications and experience of the key management employees is attached hereto as Exhibit II. A copy of the Applicant's Balance Sheet as of November 30, 1999 and Income Statement for the period ended November 30, 1999 is attached hereto as Exhibit III.

5. Applicant's draft Tariff is attached as Exhibit IV. The proposed tariff contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.

6. Applicant requests classification as a competitive telecommunications company within the State of Missouri.

Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

7. Applicant also requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

392.240(1) Rates-reasonable average return on investment.

392.270 Property valuation.

392.280 Depreciation rates.

392.290 Issuance of stocks and bonds.

392.310 Issuance of stocks and bonds.

392.320 Issuance of stocks and bonds.

392.330 Issuance of stocks and bonds.

392.340 Reorganization.

4 CSR 240-10.020 Income on depreciation fund investments.

4 CSR 240-30.010(2)(C) Posting exchange rates at central offices.

4 CSR 240-32.030(1)(B) Exchange boundary maps.

4 CSR 240-32.030(1)(C) Record of access lines.

4 CSR 240-32.030(2) Records kept within state.

4 CSR 240-32.050(3-6) Telephone directories.

4 CSR 240-32.070(4) Coin telephones.

4 CSR 240-33.030 Inform customers of lowest priced service.

4 CSR 240-33.040(5) Finance Fee.

4 CSR 240-30.040 Uniform System of Accounts

The above-referenced rules and statutory provisions have been waived to other interexchange carriers in prior cases.


8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

9. Correspondence or communications pertaining to this Application should be addressed to:

Lance J.M. Steinhart, Esq.
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208 (Fax)

WHEREFORE, Applicant, NetworkIP, L.L.C., respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide interexchange telecommunications services within the State of Missouri. Applicant also requests classification as a competitive telecommunications company. In addition Applicant requests a waiver of the above-referenced rules and statutory provisions.

Respectfully submitted,



Lance J.M. Steinhart, Esq.
Attorney at Law
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
Georgia Bar No. 678222

and



Judith A. Rau, Esq.
Rau & Rau
1007 Olive Street, 5th Floor
St. Louis, Missouri 63101
(314) 231-3323
Missouri Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

Exhibit I	Missouri Secretary of State Authorization and Certificate of Organization
Exhibit II	Executive Officers' Qualifications and Experience
Exhibit III	Financial Information
Exhibit IV	Draft Tariff

Exhibit I
Missouri Secretary of State Authorization
and
Certificate of Organization

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

**CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY**

WHEREAS,
NETWORKIP, L.L.C.

USING IN MISSOURI THE NAME
NETWORKIP, L.L.C.

AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS
HAS FILED WITH THIS STATE ITS APPLICATION FOR REGISTRATION AND
WHEREAS THIS APPLICATION FOR REGISTRATION CONFORMS TO THE
MISSOURI LIMITED LIABILITY COMPANY ACT;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE,
STATE OF MISSOURI, BY VIRTUE OF AUTHORITY VESTED IN ME BY LAW,
DO CERTIFY AND DECLARE THAT ON THE 13TH DAY OF DECEMBER, 1999,
THE ABOVE FOREIGN LIMITED LIABILITY COMPANY IS DULY AUTHORIZED
TO TRANSACT BUSINESS IN THE STATE OF MISSOURI
AND IS ENTITLED TO ANY RIGHTS GRANTED
LIMITED LIABILITY COMPANIES.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
13TH DAY OF DECEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$105.00

SOR-LLC



The State of Texas

Secretary of State

CERTIFICATE OF ORGANIZATION

OF

NETWORKIP, L.L.C.

FILING NUMBER 07056632

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF ORGANIZATION FOR THE ABOVE NAMED COMPANY HAVE BEEN RECEIVED IN THIS OFFICE AND HAVE BEEN FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF ORGANIZATION.

ISSUANCE OF THIS CERTIFICATE OF ORGANIZATION DOES NOT AUTHORIZE THE USE OF A COMPANY NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER ENTITY UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED SEP. 30, 1999

EFFECTIVE SEP. 30, 1999



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

No Nov. 17. 1999 2:06PM

NETWORK SOLUTIONS 903-323-4564

8-781-No. 6375 P. 4/5 P. 3

Sep 30 99 02:44p

Wilson & Johnson

713-781-7585

P. 3

In the Office of the
Secretary of State of Texas

**Articles of Organization
of
Network/P, L.L.C.**

SEP 30 1999

Corporations Section

The undersigned, acting as the sole organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for Network/P, L.L.C. (the "Company"):

ARTICLE ONE

The name of the Company is Network/P, L.L.C.

ARTICLE TWO

The period of duration of the Company is perpetual, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

ARTICLE FOUR

The principal place of business of the Company in the State of Texas is 119 W. Tyler, Suite 260, Longview, Texas 75601.

ARTICLE FIVE

The name of the initial registered agent of the Company in the State of Texas is Ron Hutchison, and the address of such initial registered agent is 119 W. Tyler, Suite 260, Longview, Texas 75601.

ARTICLE SIX

The Company will not have managers. The names and addresses of the initial members are as follows:

Mo Nov. 17. 1999, 2:07PM

WORK SOLUTIONS 903-323-4564

3-781-No. 6375 P. 5/5 p. 4

Sep 30. 99 02:44p

Wilson & Johnson

713-781-7585

p. 4

Network Holding, L.L.P.
119 W. Tyler, Suite 104
Longview, Texas 75606

Pete Patullo
119 W. Tyler, Suite 104
Longview, Texas 75606

Simplified Telesys, Inc
5000 Plaza on the Lake, Suite 170
Austin, Texas 78746


ARTICLE SEVEN

The name and address of the organizer is:

Kenton L. Wilson
2603 Augusta, Suite 1150
Houston, Texas 77057

IN WITNESS WHEREOF, these Articles of Organization have been executed on
September 30, 1999, by the undersigned.

ORGANIZER


Kenton L. Wilson

ARTICLES OF CORRECTION

This correction is submitted pursuant to Article 1302-7.01, Texas Miscellaneous Corporation Laws Act for a corporation or limited liability company, or pursuant to section 2.13, Texas Revised Limited Partnership Act for a limited partnership, to correct a document which is an inaccurate record of the entity action, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged or verified.

ARTICLE ONE

The name of the entity is NetworkIP, L.L.C.

ARTICLE TWO

The document to be corrected is the Articles of Organization which was filed in the Office of Secretary of State on the 30th day of September, 1999.

ARTICLE THREE

The inaccuracy, error, or defect to be corrected is Article Six which erroneously listed the individual partners of Network Enhanced Telecom, L.L.P., a limited liability partnership, as the members of NetworkIP, L.L.C., instead of the Partnership itself as the only member of NetworkIP, L.L.C.

ARTICLE FOUR

As corrected, the inaccurate, erroneous, or defective portion of the document reads as follows:

ARTICLE SIX

The Company will not have managers. The name and address of the initial member is as follows:

Network Enhanced Telecom, L.L.P.
119 W. Tyler, Suite 168
Longview, Texas 75601

By: 

Ron Hutchison, Authorized Limited Liability
Company Member

Exhibit II
Executive Officers' Qualifications and Experience

See attached Resumes

NETWORK ENHANCED TELECOM, LLP
Biographical Sketches for Senior Management

Peter R. Pattullo, age 39

Chief Executive Officer

Mr. Pattullo is the President and Chief Executive Officer for Network Enhanced Telecom, LLP (NET). He also serves as Chief Technology Officer for Network Operator Services Inc. and its subsidiaries. Mr. Pattullo joined Network Operator Services, Inc., in May 1997, subsequently founding and managing NET in December 1997. He served over fourteen years at Nortel in a full range of positions. Mr. Pattullo has nineteen years of experience in telecommunications customer service, product management, maintenance, operations and support.

Toni L. Van Burkleo, CPA, age 44

Chief Financial Officer

Ms. Van Burkleo joined Network Enhanced Telecom, LLP in December of 1998. She previously served as the CFO and Controller for Network Operator Services since June of 1993. Prior to that time she was in private practice as a CPA, consulting with clients on accounting software for personal computers and was a management consultant with Coopers & Lybrand in Dallas in their Energy Systems and Services division. Ms. Van Burkleo manages the financial functions of the Company including preparation of financial information for NET and selected customers. Ms. Van Burkleo received her BBA in Accounting from Baylor University, Waco, Texas.

Scott Reskey, age 43

Vice President, Operations

Mr. Reskey joined Network Enhanced Telecom in October 1998. Prior to joining the Company, he was employed by Sprint Long Distance (1986-1998) in various technical and management positions within Field and Network Operations, including Technical Support and Network Management & Control. Mr. Reskey is responsible for the day-to-day operation and management of the network.

Jet Thomas, age 40

Director of Network Operations

Mr. Thomas joined Network Enhanced Telecom in August of 1998 after working with Network Operator Services since July of 1993, where he served as their Director of Network Operations also. He was previously employed by Valu-Line of Longview as Network Manager. Prior to this time, he was a technician with Southwestern Bell Telephone. Mr. Thomas manages the switch and facility network for the Company, including deployment of new technologies for Network Operator Services, Inc. and its affiliates. Mr. Thomas attended Texas Baptist College and received his BA in Business from Arkansas State University, Jonesboro, Arkansas.

Darren Burns, age 34

Vice President of Sales/Marketing

Mr. Burns joined Network Enhanced Telecom in August of 1998 after working with Network Operator Services, Inc. since late 1988, where he was Director of Information Systems. He was previously a customer engineer for Memorex Telex Corporation in their Telecommunications Division. Mr. Burns has been involved in various aspects of the telecommunications industry for thirteen years. Mr. Burns is responsible for business development and marketing for NET. Mr. Burns is a graduate of LeTourneau University with a BA in Business Management.

Exhibit III
Financial Information

NETWORK, LLC
BALANCE SHEET
(UNAUDITED)
NOVEMBER 30, 1999

ASSETS

Current Assets

Cash & Short Term Investments

\$300,000.00

Total Current Assets

300,000.00

Other Assets

Total Other Assets

.00

Long Term Assets

Total Long Term Assets

.00

Fixed Assets

Total Fixed Assets

.00

Total Assets

300,000.00

LIABILITIES & MEMBER'S EQUITY

Current Liabilities

Total Current Liabilities

.00

Member's Equity

Member Contributions

300,000.00

Total Member's Equity

300,000.00

Total Liabilities and Member's Equity

\$300,000.00

NETWORK, LLC
INCOME STATEMENT
(UNAUDITED)

FOR THE ELEVEN PERIODS ENDED NOVEMBER 30, 1999

	PERIOD TO DATE		YEAR TO DATE	
	ACTUAL	%	ACTUAL	%
Revenue				
Total Revenue	\$.00	.0 %	.00	.0
Cost of Sales				
Total Cost of Sales	.00	.0	.00	.0
Gross Profit	.00	.0	.00	.0
Operating Expenses				
Total Operating Expenses	.00	.0	.00	.0
Net Inc (Loss) from Oper Before Inc Tax	\$.00	.0 %	.00	.0

Exhibit IV
Draft Tariff

STATE OF TEXAS)
)
COUNTY OF GREGG)
)

VERIFICATION

I, Toni Van Burkleo, being duly sworn, declare that I am the Chief Financial Officer of NetworkIP, LLC, the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

Toni Van Burkleo

Toni Van Burkleo

Sworn to before me, the undersigned Notary Public on this 2nd day of December, 1999.

Debbie Barnett

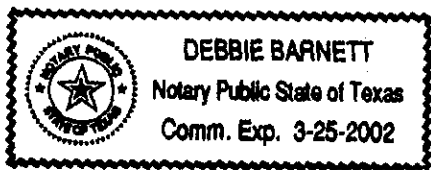
Notary Public

DEBBIE BARNETT

Print or Type Name

My commission expires:

3-25-2002



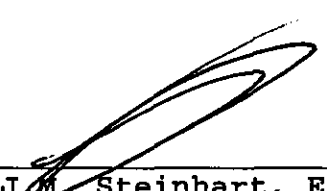
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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the)
application of)
NetworkIP, L.L.C.)
for a certificate of service) Case No. _____
authority to provide)
interexchange)
telecommunications services)

ENTRY OF APPEARANCE

COMES NOW Lance J. M. Steinhart, Attorney at Law and
pursuant to rule 4 CSR 240-2.040 herewith files his Entry of
Appearance on behalf of Applicant NetworkIP, L.L.C., in
connection with the above-styled proceeding. With respect to his
entry, Mr. Steinhart hereby advises the Commission that he is a
member in good standing of the State Bar of Georgia and the New
York State Bar and is admitted to practice before District
Courts. He also is on inactive status with the State Bar of
Maryland. Neither the undersigned nor any member of his firm is
disqualified to appear in any court. I also hereby designate
Judith A. Rau, of the law firm of Rau & Rau, 1007 Olive Street,
Fifth floor, St. Louis, Missouri 63101 to serve as our local
Missouri counsel in this matter.



Lance J. M. Steinhart, Esq.
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