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September 1, 1999

FILED

SEP - 1 1999

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 3660
Jefferson City, Missouri 65102

Missouri Public
Service Commission

TA - 2000 - 206

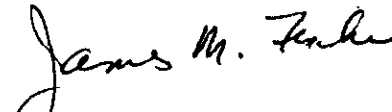
RE: *In re: The Application of AccessLine LD Services, Inc. for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Service*

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter are the original and fourteen (14) copies of the Application of AccessLine LD Services, Inc. A copy of the foregoing Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr

Enclosures

cc: Office of the Public Counsel

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FILED

BEFORE THE PUBLIC SERVICE COMMISSION SEP - 1 1999
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the matter of the Application of)
AccessLine LD Services, Inc. for a)
Certificate of Service Authority to)
Provide Competitive Interexchange)
Telecommunications Services)

Case No. TA-2000-206

APPLICATION

COMES NOW AccessLine LD Services, Inc. ("Applicant"), a Delaware corporation, by its undersigned counsel and, pursuant to Sections 392.410, 392.420, 392.430, and 392.440, RSMo1994¹, and 4 CSR 240-2.060(4), hereby files this verified Application respectfully requesting the Missouri Public Service Commission ("Commission") to 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 pursuant to Sections 392.361 and 392.410, and
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420.

Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation.

¹ All statutory references are to Revised Statutes of Missouri 1994, unless otherwise noted.

In support of its request, Applicant states:

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

AccessLine LD Services, Inc.
11201 SE 8th Street, Suite 200
Bellevue, Washington 98004
Phone and Fax: (206) 654-1046

A copy of Applicant's Articles of Incorporation and Certificate of Authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit A.

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

James Fischer, Esq.
101 West McCarty Street
Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

3. Applicant is primarily a provider of enhanced services, but would like to expand its services to allow its subscribers outdialing capabilities. As such, Applicant proposes to provide interexchange telecommunications services, including switched outbound and toll free services, to prospective customers throughout the state of Missouri.

Applicant will offer such services by reselling services obtained from existing providers. Service will be available 24 hours a day, seven days a week. Applicant will bill customers directly. A complete description of Applicant's services and rates is set forth in its Missouri Interexchange Telecommunications Tariff.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. Applicant's

management team includes professional, technical and operations personnel who have significant experience in the telecommunications industry.

Additionally, Applicant is technically qualified to resell telecommunications services in the state of Missouri. As a reseller of long distance services, Applicant will not own, control, operate, or manage facilities in the state of Missouri. Applicant relies upon its underlying carrier for its technical expertise.

Applicant has adequate financial resources to conduct its telecommunications operations as proposed in this Application. As a non-facilities-based reseller of interexchange telecommunications services, Applicant's expenses to offer services are minimal, relating primarily to its payment to underlying interexchange carriers and marketing.

5. Applicant's Tariff is being filed simultaneously with this Application. The Tariff contains the rules and regulations applicable to its customers, a description of the services offered, and a list of the rates associated with such services. The tariff has a forty-five (45) day effective date, as required by 4 CSR 240-060(4)(H).

6. Applicant requests classification as a competitive telecommunications company operating within the state of Missouri pursuant to Sections 392.361 and 392.420. Applicant further requests classification of services described in its Tariff as competitive services pursuant to Section 392.361, with accompanying reduced regulation. 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, that the Commission waive the application of the following rules and statutory provisions as they relate to the regulation of

Applicant. The following updated list identifies Commission rules and statutes previously waived by the Missouri Commission for other competitive telecommunications companies:

Section 392.240(1)	Rates - reasonable average return on investment.
Section 392.270	Property valuation.
Section 392.280	Depreciation rates.
Section 392.290	Issuance of stocks and bonds.
Section 392.310	Issuance of stocks and bonds.
Section 392.320	Issuance of stocks and bonds.
Section 392.330	Issuance of stocks and bonds.
Section 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 240-30.040	Uniform System of Accounts.
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)	Financing fee.

The rules and statutory provisions referenced above have been waived for other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 386.530 to apply the above-referenced statutes and rules to a competitive telecommunications carrier such as Applicant.

8. Pursuant to Section 386.570., Applicant will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by Applicant. Applicant will not unjustly discriminate among its customers; such discrimination is prohibited pursuant to Section 392.200.

9. Correspondence or communications pertaining to this Application should be addressed to Applicant's attorneys of record:

Glenn S. Richards, Esq.
Fisher Wayland Cooper Leader & Zaragoza L.L.P.
2001 Pennsylvania Ave. N.W., Suite 400
Washington, D.C. 20006
Telephone: (202) 659-3494
Facsimile: (202) 296-6518

and

James Fischer, Esq.
101 West McCarty Street
Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

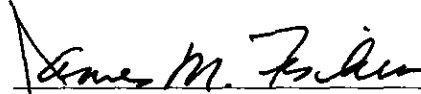
Following certification, the contact person for questions concerning the ongoing operations of Applicant is:

E. Thaddeus Lewis
Vice President - Business Development and Law and Secretary
AccessLine LD Services, Inc.
11201 SE 8th Street, Suite 200
Bellevue, Washington 98004
Phone and Fax: (206) 654-1046

WHEREFORE, Applicant respectfully requests the Missouri Public Service Commission to 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 and its proposed services as competitive services. In addition, Applicant requests a waiver of the above-referenced rules and statutory provisions. As demonstrated in this application, AccessLine LD Services, Inc. is legally, financially, and technically qualified to provide services in Missouri. In light of the foregoing, Applicant submits that the public interest

would be served by the expeditious grant of a Certificate of Service Authority to provide such services.

Respectfully submitted,



James Fischer, Esq. Mo. Bar #27543
JAMES M. FISCHER, P.C.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

Glenn S. Richards, Esq.
Colette M. Capretz, Esq.
FISHER WAYLAND COOPER LEADER
& ZARAGOZA L.L.P.
2001 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Telephone: (202) 659-3494
Facsimile: (202) 296-6518

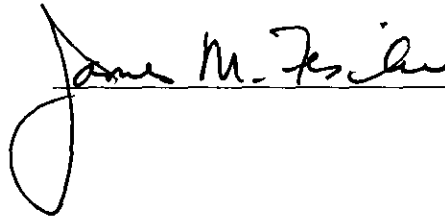
Counsel for AccessLine LD Services, Inc.

Dated: Sept. 1, 1999

CERTIFICATE OF SERVICE

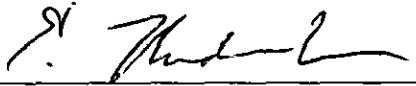
I DO hereby certify that a copy of this document has been hand-delivered or mailed by first class mail, postage prepaid, this 1st day of September, 1999, to:

Ms. Martha Hogerty
Office of Public Counsel
Missouri Public Service Commission
301 W. High Street
Harry S. Truman State Office Bldg.
Jefferson City, Missouri 65102



VERIFICATION

I, E. Thaddeus Lewis, being duly sworn according to law, depose and say that I am the Vice President - Business Development and Law and Secretary of AccessLine LD Services, Inc.; that I am authorized to and do make this verification for it; and that the facts set forth in the above Application are true and correct to the best of my knowledge, information and belief.



E. Thaddeus Lewis

STATE OF WASHINGTON

)

) SS.

COUNTY OF

)

SUBSCRIBED AND SWORN to me this 27th day of August, 1999.

Witness my hand and official seal.

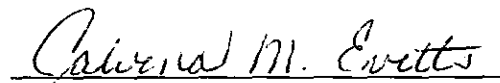
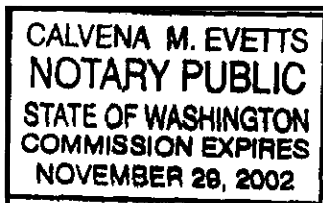

Notary Public

EXHIBIT A

ARTICLES OF INCORPORATION
AND
MISSOURI CERTIFICATE OF AUTHORITY

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
ACCESSLINE LD SERVICES, INC.

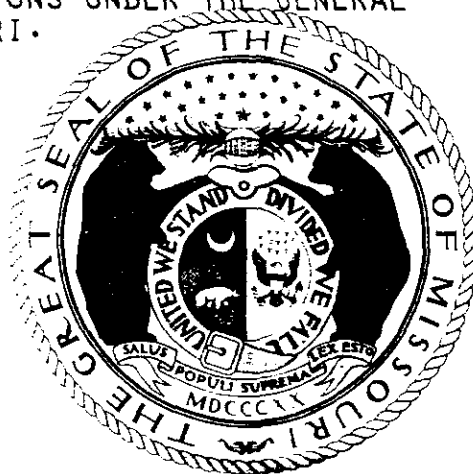
USING IN MISSOURI THE NAME
ACCESSLINE LD SERVICES, INC.

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 DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, 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 14TH DAY OF JULY, 1999.

Rebecca McDowell Cook
Secretary of State



\$155.00

ARTICLE 1. NAME

ARTICLE 2. REGISTERED OFFICE AND AGENT

ARTICLE 3. PURPOSES

ARTICLE 4. SHARES

ARTICLE 5. INCORPORATOR

ARTICLE 6. DIRECTORS

01175000001

name and mailing address of the person who is to serve as Director until the first annual meeting of stockholders or until his successor is elected and qualified is:

Ian Widger
AccessLine Holdings, Inc.
11201 S.E. 8th Street, Suite 200
Bellevue, Washington 98004

ARTICLE 7. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the stockholders to amend or repeal such Bylaws. The stockholders shall also have the power to adopt, amend or repeal the Bylaws for this corporation.

ARTICLE 8. ELECTION OF DIRECTORS

Written ballots are not required in the election of Directors.

ARTICLE 9. PREEMPTIVE RIGHTS

Preemptive rights shall not exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 10. CUMULATIVE VOTING

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this corporation.

ARTICLE 11. AMENDMENTS TO CERTIFICATE OF INCORPORATION

This corporation reserves the right to amend or repeal any of the provisions contained in this Certificate of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this corporation are granted subject to this reservation.

ARTICLE 12. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Delaware General Corporation Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article 12 shall not adversely affect any

right or protection of a director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 13. ACTION BY STOCKHOLDERS WITHOUT A MEETING

Any action which could be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken is signed by the holders of a majority of the outstanding shares of stock entitled to be voted with respect to the subject matter thereof.

ARTICLE 14. BUSINESS COMBINATIONS WITH INTERESTED STOCKHOLDERS

The corporation expressly elects not to be governed by Section 203(a) of Title 8 of the Delaware General Corporation Law.

I, George T. Kliavkoff, being the incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly I have hereunto set my hand this 22 day of December, 1998.


George T. Kliavkoff, Incorporator

EXHIBIT B
MANAGERIAL QUALIFICATIONS

MANAGEMENT TEAM

Ian J. Widger – President and Chief Executive Officer

Mr. Ian J. Widger is the President and Chief Executive Officer of AccessLine LD Services, Inc. ("AccessLine"). He has led the redirection and refinancing of the company from a systems provider to a services provider. Prior to joining AccessLine, Mr. Widger, together with Messrs. Knight and Savage, founded and Enhanced Communications and Telephony, Inc., a start-up company developing long distance least-cost-routing techniques. During this time, Mr. Widger also acted as a consultant to Teleglobe, Canada's largest international long distance company. Prior to forming ECT and joining AccessLine, Mr. Widger was Executive Vice President, President of Marketing, Global Strategies and Business Development of Infonet Services Corporation, one of the world's largest international data network services providers. During his tenure with Infonet he was responsible for UK Operations as Managing Director before moving to the United States as Executive Vice President of Marketing, Global Strategies and Business Development. In this role, Mr. Widger developed product strategies and implemented plans which led to Infonet being recognized by its customers, communications analysts and journalists as one of the most innovative and timely network services company operating in the worldwide corporation market.

Prior to Infonet, Mr. Widger was the Managing Director for Spring - Northern Europe. In this capacity, he introduced Sprint's public voice and data services offerings and systems business to these markets. He was Vice President of Sales of Plessey-Telenet, as a founding employee. Under his leadership, sales exceeded 40 million Pounds in two years, bringing market leadership status data communication systems. Mr. Widger started his career in telecommunications with Plessey as a sales trainee selling telephone exchanges.

Jerry Knight – Chief Technical Officer

Mr. Jerry Knight is the Chief Technical Officer of AccessLine. He was most recently the Chief Technical Officer of ACT Networks, Inc., a publicly held manufacturer of sophisticated network switches. In addition to his work with Mr. Widger at ECT, Mr. Knight was previously the Director of Advanced Engineering for Infonet Services Corporation where he designed and implemented that company's current global backbone network infrastructure as well as its virtual private network voice services. During his early career he was involved in developing one of the world's most successful pack switches and became expert in packetized voice products. During the mid-1980's he became the Senior Manager for Technical Services and Consulting for Spring International, one of the world's largest long distance carriers. He is recognized as one of the world's leading authorities in packet voice techniques as well as ATM and Frame Relay networking.

E. Thaddeus Lewis – Vice President-Business Development and Law and Secretary

Mr. E. Thaddeus Lewis is the Vice President of Business Development and Law and the Secretary for AccessLine. His duties include regulatory compliance, international joint venture formation, software and technology licensing, financing and capital strategies. Previously, he was at Boeing as Counsel for aircraft and project finance. He began his career at Perkins Coie, Seattle's largest law firm, and later was Associate General Counsel of the Alaska Railroad Corporation before joining Boeing.

W. William Savage – Vice President, Chief Financial Officer and Treasurer

Mr. W. William Savage is a Vice President and the Chief Financial Officer and Treasurer of AccessLine. Mr. Savage joined Mr. Widger on the strategic development of the AccessLine strategy. He has extensive experience in sales and marketing and informing and financing, through start-up, merger or public offering, sales and marketing based companies in diverse industries. In addition to his work with Mr. Widger at ECT, he was Co-Founder, President and Treasurer of All-Comm Media Corp., a publicly held telemarketing and database marketing and management company, and is the Founder and President of Movies Theatre Associates, Inc., a theatre properties investment company. During the 1970's through the 1980's, he was president of Public Storage Capital Markets Group, and a senior executive officer of numerous publicly held affiliates of that company created to operate and market services and investments in the U.S. and abroad. Previously, he was a Co-Founder and Executive Vice President and CFO of W/S Group, Inc., a public company with interests in consumer products and agriculture, and Vice President and Investment manager for Shareholders Capital Corporation, a publicly held mutual fund investment management company.

Tim Roberts – Vice President-Network Operations

Mr. Tim Roberts is Vice President of Network Operations for AccessLine. Mr. Roberts also is Director of Product Management at AccessLine Communications Corporation, a sister company to AccessLine, where he has led the AccessLine Communications Corporation's transformation from a project base to a product base. He was the Senior Project Manager for Mercury Personal Communications, Ltd., a joint venture between U.S. West and Cable & Wireless, and was responsible for the first GSM Mobile service in Europe. Previously, he was an executive engineer for British Telecom Research Laboratories charged with pioneering design for mobile network architecture including micro-cellular techniques. At Leeds University, Mr. Roberts was a prize winning lead designed of a key coding scheme that became part of the GSM standard.